



GE T&D India Limited

L31102DL1957PLC193993

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Jaypee Wishtown, sector-128,
Noida-201304, Uttar Pradesh

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

July 28, 2023

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/ Madam,

Sub: **Notice of 67th Annual General Meeting and Annual Report for the financial year ended on March 31, 2023**

This is to inform that the Company has scheduled its 67th Annual General Meeting ("67th AGM") on Monday, August 21, 2023 at 03:00 p.m. (IST) through Video-Conferencing/Other Audio-Video Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"). In this regard, please find enclosed herewith the Notice of the 67th AGM along with the Annual Report for the Financial Year 2022-23. The requirements of sending physical copy of the Notice of the AGM and the Annual Report to the Members have been dispensed with vide the relevant MCA and SEBI Circulars.

In line with the same, we hereby submit the copy of Annual Report for the Financial Year 2022-23 and the Notice of 67th AGM. The electronic copy of the same is being sent by email to those Members whose email addresses are registered with the Company/Depositories/Depository Participants.

The Notice of 67th AGM and Annual Report is also available on the website of the Company at <https://www.ge.com/in/ge-td-india-limited/reports-financials> and on the website of NSDL at <https://www.evoting.nsdl.com>.

The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, August 15, 2023 to Monday, August 21 2023, both days inclusive, for annual closing and for the purpose of the AGM. Further, the Company has fixed Monday, August 14, 2023 as the cut-off date to determine the eligibility of the Members to cast their vote by electronic means (e-Voting) on the resolutions stated in the Notice of the 67th AGM.

Thanking you,

Yours faithfully,

For GE T&D India Limited

Anupriya Garg
Company Secretary & Compliance Officer

Encl: a/a



GE T&D India Limited

(CIN: L31102DL1957PLC193993)

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

Tel. No. 91 11 41610660

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

Notice of Annual General Meeting

NOTICE is hereby given that the sixty-seventh (67th) Annual General Meeting of the members of GE T&D India Limited will be held on Monday, the 21st day of August, 2023 at 3:00 P.M. (IST), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, together with reports of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Sushil Kumar (DIN: 08510312) as Director, liable to retire by rotation

To appoint a Director in place of Mr. Sushil Kumar (DIN: 08510312) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2024

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”) read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a cost audit fee of ₹ 7,50,000 (Rupees Seven Lakh Fifty Thousand only), plus applicable taxes and reimbursement of out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby confirmed, ratified and approved to be paid to M/S Ramanath Iyer & Co., Cost Accountants, (Firm Registration

No. 000019), Cost Accountants, as the Cost Auditors of the Company, to conduct the audit of the relevant cost records of the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2024.

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

4. 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 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, the 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/or Regulation 2(1)(zb) of the Listing Regulations in the financial year 2023-24 and up-to the date of sixty-eighth Annual General Meeting:

| Nature of transaction with GE India Industrial Private Limited | Amount |
|--|--|
| Borrowings from cash pool (taken/ to be taken excluding interest) | Up to ₹ 5,000 million outstanding at any given point of time |
| Inter-corporate deposits/ lending in cash pool (given/ to be given excluding interest) | Up to ₹ 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 if any 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 as per GE restructuring plan / Verona business strategy, India cash pool arrangement along with cash lending and borrowing may/will be operated through LM Wind Power Blades (India) Private Limited (“Resulting Entity”) in India, the approval of shareholders for related party transactions given to GEIPL as above be considered to be given to the “Resulting Entity” also if the transaction happens up-to next AGM.

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.”

5. **Related Party Transactions with GE India Industrial Private Limited relating to sale/purchase/supply of any goods or material and/or availing or rendering of any services**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and 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 (“Listing Regulations”), as amended, and the Company’s Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time, the 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 2023-24 and upto the date of sixty-eighth Annual General Meeting:

| Nature of transaction with GE India Industrial Private Limited | Amount per financial year |
|---|----------------------------------|
| Sale and purchase of goods and/ or materials, including project related services | Up to ₹ 1,000 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 | Up to ₹ 1,350 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 as GE India Industrial Private Limited has commenced Demerger process in India wherein Vernova/ Energy business will/may be demerged from GE India Industrial Private Limited (“GEIPL” or “Demerged Entity”) to GE Renewable Energy Technologies Private Limited or any other entity (“Resulting Entity”) and the matter is before the Hon'ble NCLT, Delhi, the approval of shareholders for related party transactions given to GEIPL as above be considered to be given to the “Resulting Entity” also if the transaction happens upto next AGM.

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.”

6. **Related Party Transactions with GE India Industrial Private Limited relating lease/sub-lease and licence**

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 (“Listing Regulations”), the Company’s Policy on Related Party Transactions, and subject to such approval(s), as may be necessary from time to time, the 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 2023-24 and upto the date of sixty-eighth Annual General Meeting:

| Nature of transaction with GE India Industrial Private Limited | Amount per financial year |
|---|----------------------------------|
| Entering into contract(s)/ arrangement(s) for lease/ rental/ sub-lease / administrative and supporting facilities sharing agreement(s)/ license / sub-license of movable as well as immovable properties. | Up to ₹ 150 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 as GE India Industrial Private Limited has commenced Demerger process in India wherein Vernova/ Energy business will/may be demerged from GE India Industrial Private Limited (“GEIPL” or “Demerged Entity”) to GE Renewable Energy Technologies Private Limited or any other entity (“Resulting Entity”) and the matter is before the Hon’ble NCLT, Delhi, the approval of shareholders for related party transactions given to GEIPL as above be considered to be given to the “Resulting Entity” also if the transaction happens upto next AGM.

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.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), and the Company’s Policy on Related Party Transactions and subject to such approval(s), as may be necessary from time to time, the approval of members be and is hereby accorded to the Board of Directors of the Company 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 in the financial year 2023-24 and upto the date of sixty-eighth Annual General Meeting:

| Nature of Transaction | Amount in ₹ million |
|--|----------------------------|
| Sale or purchase of materials and components | 4,400 |
| Rendering and receipt of services | 1,600 |
| Total | 6,000 |

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.”

8. **Related Party Transaction with UK Grid Solutions Ltd relating to sale/purchase/supply of any goods or material and/or, availing or rendering of any services**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”) and the Company’s Policy on Related Party Transactions Policy, and subject to such approval(s), as may be necessary from time to time, the 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 Ltd., 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 2023-24 and upto the date of sixty-eighth Annual General Meeting:

| Nature of Transaction | Amount in ₹ million |
|--|--------------------------------|
| Sale or purchase of materials and components | 11,500 |
| Rendering and receipt of services | 500 |
| Total | 12,000 |

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
For GE T&D India Limited

Place : Noida
Date : June 26, 2023

Anupriya Garg
Company Secretary
M. No.: A18612

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. 3 to 8 of the accompanying Notice, is annexed hereto.
2. General instructions for accessing and participating in the 67th Annual General Meeting ("67th AGM") through VC/OAVM Facility and voting through electronic means including remote e-Voting.
 - a. The Ministry of Corporate Affairs ("MCA") vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars"), and Securities & Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD1/ CIR/F/2020/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars") permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), this 67th AGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 67th 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 67th 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 67th AGM through VC/OAVM Facility and e-Voting during the 67th AGM.
 - c. Corporate/Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 67th AGM through VC/OAVM Facility. Corporate Members intending to authorise representative(s) to vote through remote e-Voting, for participation in the 67th AGM through VC/OAVM Facility and e-Voting during the 67th AGM are requested to send a certified copy (PDF/JPEG format) of the Board Resolution/Authorization letter/ Power of Attorney together with specimen signature of those representatives to the scrutinizer at pcs@vkcindia.com authorizing their representative to vote on their behalf at the meeting.
 - d. In line with the MCA Circulars and SEBI Circular, the Annual Report for the financial year 2022-23 and Notice of the 67th AGM will be available on the website of the Company at <https://www.ge.com/in/ge-td-india-limited>, on the website of BSE Limited at <https://www.bseindia.com/> and National Stock Exchange of India Limited at <https://www.nseindia.com/>. The Notice of 67th AGM will also be available on the website of NSDL at <https://www.evoting.nsdl.com/>.
 - e. Since this AGM will be held through VC/OAVM Facility in accordance with the Circulars, the route map, proxy form and attendance slip are not annexed in this Notice.
 - f. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 67th AGM through VC/OAVM Facility and e-Voting during the 67th AGM.
 - g. Members may join the 67th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2:30 P.M. IST i.e., 30 minutes before the time scheduled at 03:00 P.M. to start the 67th AGM on 21st August, 2023 and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 67th AGM.
 - h. Members may note that the facility of participation at the 67th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 67th AGM without restriction on account of first come first served basis.
 - i. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 - j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 67th AGM and facility for those Members participating in the 67th AGM to cast vote through e-Voting system during the 67th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
3. **Instructions for Members for Remote e-Voting and joining the 67th Annual General Meeting are as under:**
 - a. The remote e-Voting period will commence on Friday, August 18, 2023 (9:00 AM IST) and end on Sunday, August

20, 2023 (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 Monday, August 14, 2023, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, August 14, 2023.
- c. A person who is not a Member as on the cut-off date should treat this Notice of 67th AGM for information purpose only.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. 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



| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. 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. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- 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 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.

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. 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.
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, 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

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. rtac@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. rtac@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 67th 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 details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 67th AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Member will be provided with a facility to attend the EGM/ AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot

- may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 67th 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 Anupriya.Garg@ge.com by Wednesday, August 16, 2023 by 5:00 P.M. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
 - f) Members, who would like to ask questions during the 67th AGM with regard to the financial statements or any other matter to be placed at the 67th AGM, need to register themselves as a speaker by sending their request from their registered email address with subject line as 'Request for Speaker Registration' along with mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address Anupriya.Garg@ge.com by Wednesday, August 16, 2023 by 5:00 p.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 67th 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 Monday, August 14, 2023.
 - c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 67th AGM by email and holds shares as on the cut-off date i.e. Monday, August 14, 2023, may obtain the User ID and password by sending a request to the Company's registrars and share transfer agents through e-mail at rta@cbmsl.com with a copy to NSDL at evoting@nsdl.co.in. 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".
 - d. Mr. Vineet K Chaudhary of M/s VKC & Associates, Practising Company Secretary having membership no. F 5327 and failing him Mr. Mohit K Dixit, Practising Company Secretary (Membership No F12361) have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
 - e. During the 67th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 67th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 67th 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 67th AGM.
 - f. The Scrutinizer shall after the conclusion of e-Voting at the 67th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two days from the conclusion of the 67th AGM, who shall then countersign and declare the result of the voting forthwith.
 - g. The Results declared along with the report of the Scrutinizer shall be placed on the website: <https://www.ge.com/in/ge-t-d-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 67th AGM and the Annual Report for the financial year ended on March 31, 2023 including therein the Audited Financial Statements for financial year ended on March 31, 2023, 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 67th AGM and the Annual Report for the financial year ended on March 31, 2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
- a. For Members holding shares in physical form: In compliance with SEBI Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023, please send copy of signed Form ISR-1 mentioning your name, folio number, complete address, email address and telephone number to be registered along with scanned self-attested copy of the PAN

and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by post to the Company's Registrars and Share Transfer Agents: CB Management Services (P) Ltd, Unit: GE T&D India Ltd, P-22 Bondel Road, Kolkata, West Bengal - 700019. The Members can also forward a digitally signed copy of Form ISR-1 with supporting documents at the email address of the RTA: rta@cbmsl.com.

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
6. The Securities and Exchange Board of India ("SEBI") vide its Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023 has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities in prescribed forms. Effective from January 1, 2022, any service requests or complaints received from the member, are being processed by RTA on receipt of aforesaid details/ documents. On or after October 01, 2023, in case any of the above cited documents/ details are not available in the Folio(s), in terms of SEBI circulars, RTA shall be constrained to freeze such Folio(s).
7. Members holding shares in physical form are requested to consider dematerializing their holding. As per SEBI norms, with effect from April 1, 2019, share transfers cannot be effected in physical form. Further, other service requests like, (i) issue of duplicate securities certificate, (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division / splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission and (viii) transposition, will also be processed/ effected in demat form only and Letter of Confirmation will be issued in lieu of Physical Share Certificate as per Gazette Notification no. SEBI/LADNRO/GN/2022/66 dated January 24, 2022 read with SEBI circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022. Details with respect to the same are available on the website of the Company at <https://www.ge.com/in/ge-td-india-limited/reports-financials>.

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

8. The formats for Nomination and Updation of KYC details in accordance with the SEBI circular are available on the Company's website at <https://www.ge.com/in/ge-td-india-limited/reports-financials>.
9. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, August 15, 2023 to Monday, August 21 2023, both days inclusive, for annual closing and the AGM.

10. Members are requested to note that, dividends not encashed for a consecutive period of 7 years from the date of transfer to unpaid dividend account of the company are liable to be transferred to IEPF. The Company has transferred the unpaid or unclaimed dividends declared for financial years up to March 31, 2015 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, 90,708 equity shares, in respect of which the dividend for the financial year ended March 31, 2015 and for periods thereafter remained unclaimed were transferred to IEPF on September 29, 2022, 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, 2016 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 ("Listing Regulations") mandate Companies to credit the dividend to the Members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their bank account through the Banks' "Automated Clearing House" mode. Members who hold shares in demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company at its Registered Office or to the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. having its office at P-22, Bondel Road, Kolkata 700 019 of the core banking account details allotted to them by their bankers. In cases where the core banking account details are not made available, the Company will issue the demand drafts mentioning the existing bank details available with the Company.

11. 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.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details along with duly filled in and signed Form ISR-1 to the Company or the RTA.
13. 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.
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 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 with a copy to Company Secretary of the company at Anupriya.Garg@ge.com Members are requested to provide their E-mail address, telephone numbers, and quote their Folio numbers/ DP ID & Client ID in all correspondences to facilitate prompt response.
16. Electronic copy of all the requisite documents referred to in the accompanying Notice of the 67th AGM and the Explanatory Statement shall be available for inspection in the Reports and Financials section of the website of the Company at <https://www.ge.com/in/ge-td-india-limited/reports-financials>.
17. During the 67th 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 and other documents as may be required, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
18. The particulars in respect of Directors seeking re-appointment in the forthcoming Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standard on General Meeting (SS-2) of Institute of Company Secretaries of India (ICSI), annexed as Annexure-1.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company at its meeting held on May 23, 2023, on recommendation of the Audit Committee, has appointed M/S Ramanath Iyer & Co., Cost Accountants (Firm registration No. 000019) as cost Auditor of the Company for the F.Y 2023-24, at an aggregate fee of ₹ 7,50,000/- (Rupees Seven Lakh Fifty thousand only) plus applicable taxes and out of pocket expenses, to conduct the audit of the relevant cost records of the Company, subject to confirmation, approval and ratification of fee/remuneration by the members at the 67th AGM.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

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 and their relatives are in any way is concerned or interested, financial or otherwise, in the resolution set out at item no. 3 of the notice.

Item Nos. 4, 5 and 6

The Company enters into Related Party Transactions with GE India Industrial Private Limited ("GEIPL") for which approval of shareholders of the Company is obtained as required in terms of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In this respect, it is proposed to seek shareholders' approval for entering into these related party transactions during the financial year 2023-24 and upto the date of sixty-eight Annual General Meeting of the Company.

Details in respect of these related party transactions are as under:

The Company participates in the cash pool arrangements to take short term loans upto a maximum limit of ₹ 5,000 million 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.

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 ₹ 1,500 million.

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

For Borrowings:

- Availability of additional source of funds to manage liquidity.
- Market benchmark rate of Interest: Present rate of interest around 7.5% to 8.5%, which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices.
- It is an unsecured loan, payable on demand and gives higher flexibility to manage funds and optimize interest cost.
- No minimum tenor of borrowings. 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 6.5% which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices . 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 ~6.35% 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.

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 and/or materials, including project related services;
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
3. Entering into contract(s)/ arrangement(s) for lease/ rental/ sub-lease / administrative and supporting facilities sharing agreement(s) / license / sub-license of movable as well as immovable properties.

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 26th June, 2023 respectively, reviewed, and approved the aforesaid transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party

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

| Sl. No. | Particulars | Details | | |
|---------|---|---|---|--|
| | | Cash Pool Arrangements | Sale/Purchase of goods, services | Lease / License etc. |
| 1. | Name of the Related Party | GE India Industrial Private Limited | | |
| 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) | GE India Industrial Private Limited 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. | Type, material terms and particulars of the proposed transaction; | <ul style="list-style-type: none"> Borrowings from cash pool (taken/ to be taken excluding interest) Inter-corporate deposits (ICD)/ lending in cash pool (given/ to be given excluding interest) at the terms / features as mentioned previously | <ul style="list-style-type: none"> Sale and purchase of goods and/or materials, including project related services 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. | <ul style="list-style-type: none"> Entering into contract(s)/ arrangement(s) for lease/ rental/ sub-lease / administrative and supporting facilities sharing agreement(s)/ license / sub-license of movable as well as immovable properties |
| 5. | Value of the proposed transaction | Borrowings from cash pool - up to ₹ 5,000 million outstanding at any given point of time, Inter-corporate deposits (ICD)/ lending in cash pool - up to ₹ 1,500 million outstanding at any given point of time; | <ul style="list-style-type: none"> Sale and purchase of goods and/or materials, including project related services - up to ₹ 1,000 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 - up to ₹ 1,350 million | Entering into contract(s)/ arrangement(s) for lease/ rental/ sub-lease / administrative and supporting facilities sharing agreement(s)/ license / sub-license of movable as well as immovable properties - up to ₹ 150 million |
| 6. | Tenure of the proposed transaction (particular tenure shall be specified) | The tenure of borrowings/ ICDs is short-term for working capital needs and is payable/ callable on demand | The tenure of the transactions is based on terms of specific orders on case-to-case basis. | The tenure of the lease/ license is defined as per the term of contract. |
| 7. | any advance paid or received for the contract or arrangement, if any | Nil | Nil | Nil |

| Sl. No. | Particulars | Details | | |
|---------|---|--|---|---|
| | | Cash Pool Arrangements | Sale/Purchase of goods, services | Lease / License etc. |
| 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 | 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. | 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. | All transactions are at arm's length, at Cost plus applicable transfer pricing markup 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) | Borrowings: 18.0% ICDs: 5.4% | Sale & Purchase of goods and materials: 3.6% Entering into contracts/ Arrangements for services: 4.9% | 0.5% |
| 10. | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: | | Not applicable | Not applicable |
| | (i) details of the source of funds in connection with the proposed transaction; | In line with the cash pool arrangement structure, to the extent the Company has surplus funds on a daily closing basis, the same gets automatically invested in the said cash pool with GEIPL | | |
| | (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> o nature of indebtedness; o cost of funds; and o tenure; | Not applicable | | |
| | (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and | Unsecured loan, payable/ callable on demand: At present, interest is around 6.5% which is variable in nature and is determined by independent transfer pricing consultant at arm's length and is benchmarked to prevailing bank and market prices. However, no loan is given at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan in compliance with the provision of section 186(7) of the Act. | | |
| | (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | The Cash Pool facility is utilised for funding requirements of both parties including general corporate purposes and working capital requirements | | |

| Sl. No. | Particulars | Details | | |
|---------|--|---|---|--|
| | | Cash Pool Arrangements | Sale/Purchase of goods, services | Lease / License etc. |
| 11. | Justification as to why the RPT is in the interest of the listed entity | Borrowing: It is an unsecured loan, payable on demand and gives higher flexibility to manage funds and optimize interest cost Lending: Better fund management and optimization of the interest benefit by depositing overnight funds | 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. | It helps the Company to optimally utilise the surplus space available at office/factory locations within the GE group companies. |
| 12. | A copy of the valuation or other external party report, if any such report has been relied upon; | Not applicable | | |

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

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 2023-24 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.

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

Thus, the Company is seeking approval of non-related members by way of Ordinary Resolutions for the related party transactions with GEIPL for financial year 2023-24 and upto the date of sixty-eighth Annual General Meeting.

As GEIPL has commenced Demerger process in India wherein Vernova/ Energy business will be/may be demerged from GE India Industrial Private Limited ("GEIPL" or "Demerged Entity") to GE Renewable Energy Technologies Private Limited or any other entity ("Resulting Entity"). The matter is pending before the Hon'ble NCLT, Delhi.

Hence, shareholder's approval for related party transactions given to GEIPL as above shall be considered to be given to the Resulting Entity also in which the GEIPL Vernova/Energy business will be/ may be demerged.

As per GE restructuring plan / Verona business strategy, India cash pool arrangement along with cash lending and borrowing may/will be operated through LM Wind Power Blades (India) Private Limited ("Resulting Entity") in India. The approval of shareholders is sought for related party transactions given to GEIPL as above be considered to be given to the "Resulting Entity" also if the transaction happens upto next AGM.

Your Board recommends the Ordinary Resolution as set out in Item No. 4,5 and 6 for your approval.

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

Item No. 7

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

- Sale or purchase of materials and components.
- Rendering and receipt of services.

Details of transaction entered / proposed with Grid Solution SAS for the financial year 2023-24 and upto the Sixty Eighth Annual General Meeting are as follows:

| Nature of Transaction | Amount in ₹ million |
|--|---------------------|
| Sale or purchase of materials and components | 4,400 |
| Rendering and receipt of services | 1,600 |
| Total | 6,000 |

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 were 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.

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 26, 2023 respectively, reviewed, and approved the aforesaid transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party.

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

| Sl. No. | Particulars | Remarks |
|---------|--|---|
| 1. | Name of the Related Party | Grid Solution SAS |
| 2. | Name of the Director or KMP who is related | None |
| 3. | Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Grid Solution SAS & GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries. |
| 4. | Type, material terms and particulars of the proposed transaction; | Sale or purchase of materials and components Rendering and receipt of services |
| 5. | Value of the proposed transaction | Up to ₹ 6,000 Million |
| 6. | Tenure of the proposed transaction (particular tenure shall be specified); | The 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 | Pricing will be done as per the Transfer pricing Policy of the Company and the transaction is/will be at the arm's length basis. |
| 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) | 21.6% |
| 10. | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> o nature of indebtedness; o cost of funds; and o 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 | Not applicable |

| Sl. No. | Particulars | Remarks |
|---------|--|---|
| 11. | Justification as to why the RPT is in the interest of the listed entity | The Company pursues business in overseas as well as in domestic markets. In order to pursue this business, the Company regularly executes the transactions with the related party which are in the ordinary course of business, at arm's length and in the interest of the Company. The aforesaid transactions are proposed considering the complementary nature, competency, strength, technology of related parties and also 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 for RPT transactions approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months.

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 2023-24 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.

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

Thus, the Company is seeking approval of non-related members by way of Ordinary Resolutions for the related party transactions with Grid Solution SAS for financial year 2023-24 and upto the date of sixty-eighth Annual General Meeting.

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

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

Item No. 8

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

- Sale or purchase of materials and components
- Rendering and receipt of services

Details of transaction entered / proposed with UK Grid Solutions Ltd for the financial year 2023-24 and upto the Sixty Eighth Annual General Meeting are as follows:

| Nature of Transaction | Amount in ₹ million |
|--|------------------------|
| Sale or purchase of materials and components | 11,500 |
| Rendering and receipt of services | 500 |
| Total | 12,000 |

Further, be informed that UK Grid Solutions Ltd and GE T&D India Limited are part of the General Electric group and are related to each other as fellow subsidiaries. Above transactions were 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.

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 26, 2023 respectively, reviewed, and approved the aforesaid transactions. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, the Audit Committee, has defined Material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party.

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

| Sl. No. | Particulars | Remarks |
|---------|--|---|
| 1. | Name of the Related Party | UK Grid Solutions Ltd |
| 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) | UK Grid Solutions Ltd & 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 or purchase of materials and components Rendering and receipt of services |
| 5. | Value of the proposed transaction | Up to ₹ 12,000 Million |
| 6. | Tenure of the proposed transaction (particular tenure shall be specified); | The 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 | Pricing will be done as per the Transfer pricing Policy of the Company and the transaction is/will be at the arm's length basis. |
| 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) | 43.3% |
| 10. | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> o nature of indebtedness; o cost of funds; and o 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 | Not applicable |
| 11. | Justification as to why the RPT is in the interest of the listed entity | The Company pursues business in overseas as well as in domestic markets. In order to pursue this business, the Company regularly executes the transactions with the related party which are in the ordinary course of business, at arm's length and in the interest of the Company. The aforesaid transactions are proposed considering the complementary nature, competency, strength, technology of related parties and also 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 for RPT transactions approved in an AGM shall be valid upto the date of the next AGM for a period not exceeding fifteen months.

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 2023-24 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.

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

Thus, the Company is seeking approval of non-related members by way of Ordinary Resolutions for the related party transactions with

UK Grid Solutions Ltd. for financial year 2023-24 and upto the date of sixty-eighth Annual General Meeting.

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

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

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

Place : Noida
Date : June 26, 2023

Anupriya Garg
Company Secretary
M.No.: A18612

Registered Office:

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

ANNEXURE-1

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

| | | |
|-----|--|--|
| 1. | Name | Mr. Sushil Kumar, Whole-time Director & CFO (DIN: 08510312) |
| 2. | Age | 44 Years |
| 3. | Qualification | He is a Chartered Accountant and an associate member of "The Institute of Chartered Accountant of India". He graduated from Delhi University and is an alumnus of Shri Ram College of Commerce. |
| 4. | Brief resume of the Director including nature of expertise in specific functional areas: | He has rich finance experience of 23 years working with organizations like GE, Alstom, Areva and Schneider. He has been working with the Company for the past 13 years and has held responsibilities in various finance domains including Chief Financial Officer, Commercial finance, Turnkey business, Strategy and Business planning. He started his career as an Audit Manager in A.F. Ferguson. In 2003, he moved to Schneider Electric India and worked there for 6 years in various corporate finance and business finance roles. He joined GE T&D India Limited (erstwhile Areva T&D India Limited) as finance leader. During a span of last 13 years with the Company he has led integration efforts and drove various finance initiatives in the Company. He delivered key results and improvement during his tenure and developed various skills including leadership, strategic, financial expertise, organization & management, risk management, corporate affairs and governance. He was born and grew up in India. |
| 5. | Remuneration Last Drawn | During the Financial Year 2022-2023, Mr. Sushil Kumar was paid a total remuneration of ₹ 14,624,174/- |
| 6. | Terms & Conditions of appointment | Same Terms and conditions as already approved by the shareholders |
| 7. | Date of first Appointment on the Board | 01 January, 2022 |
| 8. | Shareholding in the company | Holding 05 equity shares |
| 9. | Inter-se Relationship between Directors/Managers/ Key Managerial Personnel | None |
| 10. | Directorship held in other companies (excluding foreign companies, section 8 companies and GE T&D India Limited)* | Grid Equipments Private Limited GE Power Electronics (India) Private Limited |
| 11. | Membership / Chairmanship of Committees of other public Companies* | None |
| 12. | Listed entities from which the Director has resigned in the past three years | Nil |
| 13. | Pecuniary relationship with Company etc. | Mr. Sushil Kumar is not having any Pecuniary relationship with Company. |
| 14. | Number of Board Meetings Attended during the Financial Year 2022-23 (Total 11) Board Meetings were held during the Financial Year) | Eleven (11) |

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



GE T&D India Limited

POWERING THE NEW INDIA



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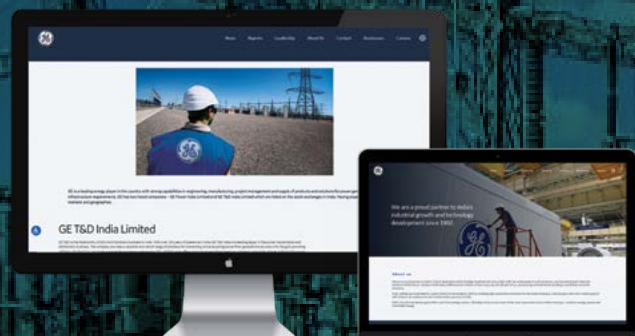
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<https://www.ge.com/in/ge-td-india-limited>

CORPORATE INFORMATION

Board of Directors

Mahesh Shrikrishna Palashikar – Director & Chairman

Sandeep Zanzaria – Managing Director & Chief Executive Officer
(w.e.f. April 17, 2023)

Sushil Kumar – Whole-time Director & Chief Financial Officer

Johan Bindele - Director
(w.e.f. June 1, 2022)

Kirit S. Parikh – Independent Director

Rakesh Nath – Independent Director

Neera Saggi – Independent Director

Sanjay Sagar – Independent Director

Pitamber Shivnani – Managing Director & Chief Executive Officer

(Upto December 31, 2022)

Rajendra S. Iyer – Director
(Upto May 2, 2022)

Committees of Directors Audit Committee

Rakesh Nath, Chairman

Dr. Kirit S. Parikh

Neera Saggi

Sanjay Sagar

Mahesh Shrikrishna Palashikar

Johan Bindele

(Member w.e.f. June 1, 2022)

Rajendra S. Iyer

(Upto May 2, 2022)

Stakeholders Relationship Committee

Sanjay Sagar, Chairman

Sandeep Zanzaria

(Member w.e.f. April 17, 2023)

Sushil Kumar

Mahesh Shrikrishna Palashikar

(Member from January 1, 2023 to April 17, 2023)

Pitamber Shivnani

(Upto December 31, 2022)

Corporate Social Responsibility Committee

Dr. Kirit S Parikh, Chairman

Sandeep Zanzaria

(Member w.e.f. April 17, 2023)

Sushil Kumar

Mahesh Shrikrishna Palashikar

(Member from January 1, 2023 to April 17, 2023)

Pitamber Shivnani

(Upto December 31, 2022)

Nomination and Remuneration Committee

Rakesh Nath, Chairman

Dr. Kirit S. Parikh

Neera Saggi

Sanjay Sagar

Mahesh Shrikrishna Palashikar

Risk Management Committee

Neera Saggi, Chairperson

Sandeep Zanzaria

(Member w.e.f. April 17, 2023)

Rakesh Nath

Mahesh Shrikrishna Palashikar

Johan Bindele

(Member w.e.f. June 1, 2022)

Pitamber Shivnani

(Upto December 31, 2022)

Rajendra S. Iyer

(Upto May 2, 2022)

Assets Committee

Sandeep Zanzaria

(Chairman w.e.f. April 17, 2023)

Neera Saggi

Rakesh Nath

Sushil Kumar

Mahesh Shrikrishna Palashikar

(Chairman from January 1, 2023 to April 17, 2023)

Pitamber Shivnani

(Upto December 31, 2022)

Company Secretary

Anupriya Garg

Auditors

Deloitte Haskins & Sells,

Chartered Accountants

Cost Auditors

M/s. Ramanathan Iyer & Company,

Cost Accountants (For the F.Y. 2023-24)

M/s. Shome and Banerjee

Cost Accountants (For the F.Y. 2022-23)

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

HSBC

HDFC Bank

ICICI Bank Limited

IDBI Bank Limited

Standard Chartered Bank

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
Director & Chairman

Mr. Mahesh Shrikrishna Palashikar is an accomplished global business leader with 360° cross-functional, multi-cultural business experience of over thirty-five years in GE and Philips, across all continents. He has been successful in leading complex high-tech industrial business operations in billion-dollar organizations. He has worked and advanced his career through a series of complex and increasingly responsible assignments in manufacturing operations, global supply chain, quality, lean six sigma, sales, projects, services, joint ventures, and business management. He is the Co-Founder and Partner of a Multi-National Strategic Advisory Company focused on Australia, India, and Japan markets. Until June 2023, Mahesh was the President of General Electric, South Asia accountable for leading GE's presence across all businesses in South Asia. He is also the Chairman of the Board of GE Power India Ltd. 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 the USA. He is also a Six Sigma Master Black Belt certified by GE in the USA.



Mr. Sandeep Zanzaria
Managing Director &
Chief Executive Officer

Mr. Sandeep Zanzaria has extensive experience of over 33 years in Transmission and Distribution Sector in India. Prior to taking this role, he was Strategy & Growth Officer for GE Grid Solutions Business for Asia Pacific. Subsequent to taking over the MD & CEO Role, he is continuing the additional responsibility for Asia Pacific Strategy & Growth. He started his career with BHEL in 1990 as Graduate Engineer Trainee. He joined ALSTOM T&D in 2004 and worked in various roles of Commercial and Unit Managing Director of the Project Business. In 2015 he joined Schneider Electric India as Vice President Projects for South Asia. In 2017 he joined GE T&D India Ltd and was responsible for driving the commercial Strategy for Grid Solutions Business for South Asia. Mr Sandeep Zanzaria is alumnus of Maulana Azad College of Technology Bhopal (Earlier REC and now NIT) from where he graduated in Electrical Engineering in 1989. He has attended Senior Leadership Development Programs at ISB Hyderabad, GE MDC Program at Crotonville in USA. He is an elected member of National Executive Council of IEEMA (Indian Electrical & Electronics Manufacturers' Association) since August 2021.



Mr. Sushil Kumar
Whole-time Director &
Chief Financial Officer

Mr. Sushil Kumar has rich finance experience of 23 years working with organizations like GE, Alstom, Areva and Schneider. He has been working with the Company for the past 13 years and has held responsibilities in various finance domains including strategy, commercial finance, treasury, turn-key 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. Johan Bindele
Director

Mr. Johan Bindele has more than 25 years of experience in the energy industry, which includes running operations and large projects in India, Nepal, Sudan, Switzerland, and the US. He leads Grid Systems Integration (GSI) at GE's Grid Solutions and manages a global team of 2,500 employees spread across over 50 countries. The Grid Systems Integration division, comprises of High Voltage Direct Current (HVDC) and FACTS technologies but also the AC Sub-Stations business as well as the associated Service activities. The team designs and integrates transmission solutions that help meet the world's ever evolving power needs. The AC Systems team delivers up to 800 kV large turnkey projects and multi-sites projects including systems engineering, civil works, erection, and commissioning. Prior to joining GE's Grid Solutions in 2012, he has held several leadership positions within this business including Grid Integration Operations Leader, AC Systems Operations Leader for Europe, Russia, and CIS, Site Director at AC Systems' St. Priest site in France, and Leader of the Bushing & Traction Transformers activities in the Power Transformers division. Mr. Johan holds an Engineering degree from France's ESIGELEC.



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



Mr. Rakesh Nath
Independent Director

Mr. Rakesh Nath has about 48 years of varied experience in power sector planning, Operation & Maintenance of Thermal and Hydro Power Stations and Transmission System, Electricity Regulatory System, Adjudication, Regulation of water supply from multi-purpose hydro projects, Power System Operation and Power Trading. He was Technical Member of Appellate Tribunal for Electricity from March 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 Chairman, Bhakra Beas Management Board, Director, Power Trading Corporation and Member Secretary of Northern Regional Electricity Board (NREB) and Western Regional Electricity Board (WREB), two of the 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 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; 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.



Ms. Anupriya Garg
Company Secretary and
Compliance Officer

Ms. Anupriya Garg is the member of the Institute of Company Secretaries of India. She also holds an LLM degree and a Master's in International Business. She has more than 18 years of working experience in Legal and Corporate Laws, Litigation Management, Contract Management, Compliances, Mergers & Acquisitions, Arbitration, Risks, Dispute Resolutions, Ethics & Integrity, Corporate Governance, Anti Bribery & Anti-Trust laws, Insolvency Code, IPR Management, SEBI and FDI, FCPA, POSH etc. She has worked in various organisations in Legal and Secretarial Functions including Panasonic, Pearlpet, Amtek Auto, Federal Mogul Goetze India Limited etc. Her last assignment was as Head Legal and Company Secretary in Transrail Lighting Limited, Mumbai. Prior to that she was associated as Head legal and Company Secretary in Noida Metro Rail Corporation Limited.

GE T&D INDIA

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 ultra-high 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 manufacturing sites, 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.

GE T&D INDIA OPERATIONAL EXCELLENCE 2023

32 SUBSTATIONS

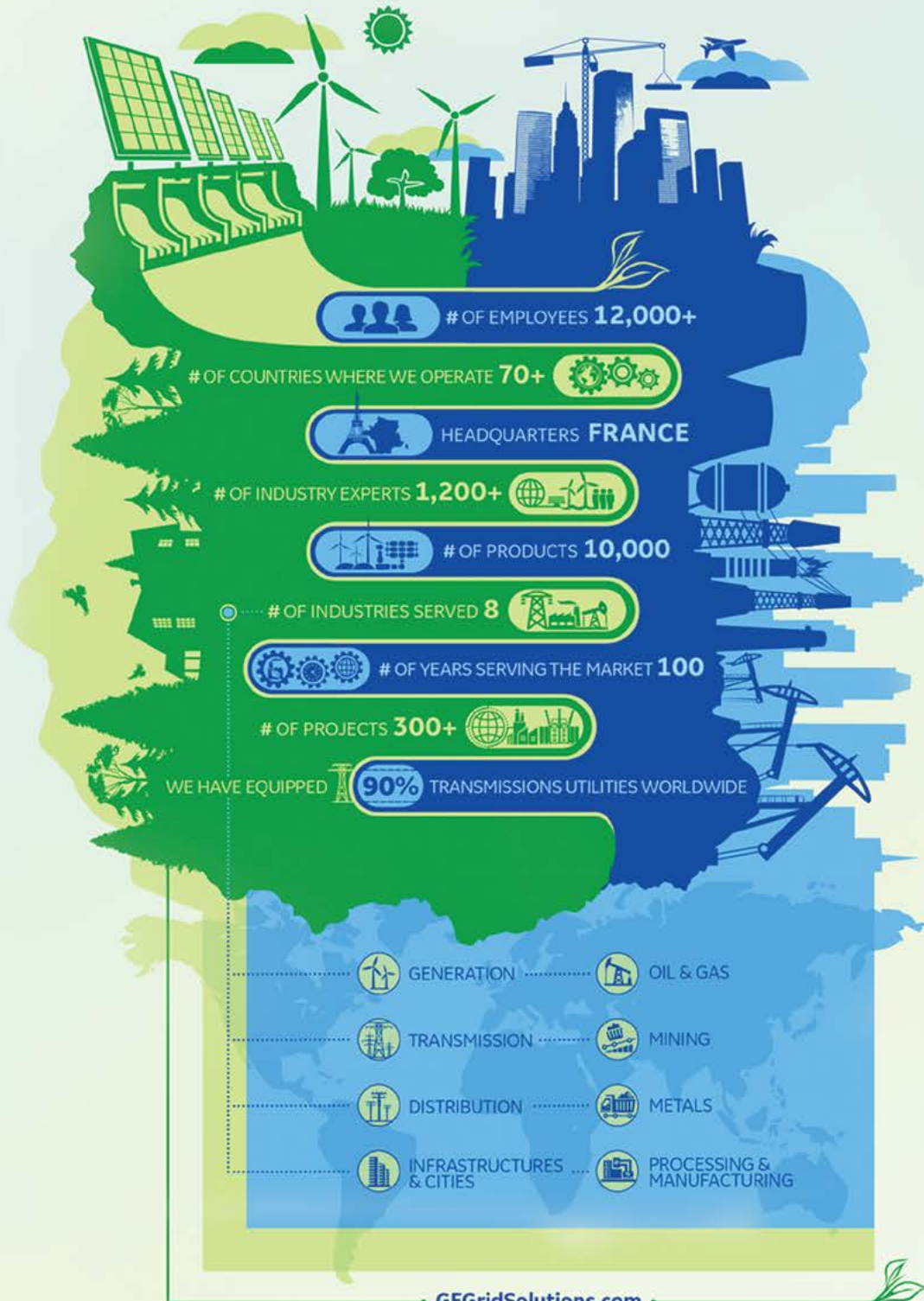
Successfully commissioned 32 AIS and GIS substations with more than 236 bays across 33kV/66kV/220kV/400kV/765kV voltage levels, thereby strengthening the nation's transmission network and enabling the addition of new capacity to the grid





Grid Solutions

WE ELECTRIFY THE WORLD WITH ADVANCED GRID TECHNOLOGIES
AND ACCELERATE THE ENERGY TRANSITION



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



Energy Management

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



Industrial Digital

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



Automation and Protection

Protection and control
Substation automation
Communications



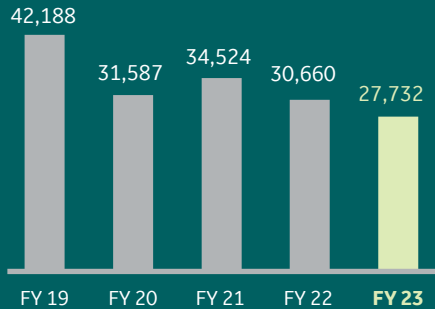
Asset Management

Remote monitoring and diagnostics
Geospatial and mobile solutions

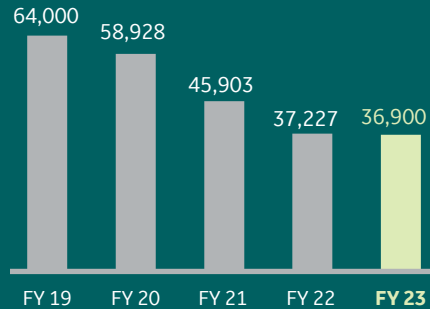


5 YEARS FINANCIAL HIGHLIGHTS

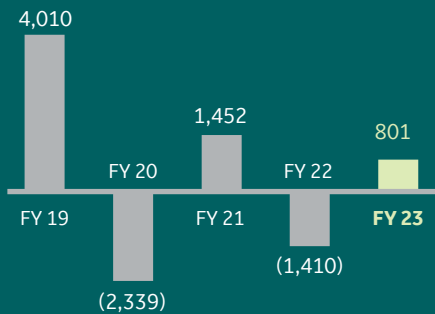
Net Sales (MINR)



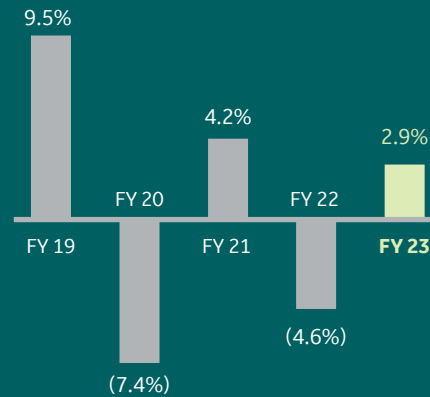
Order Backlog (MINR)



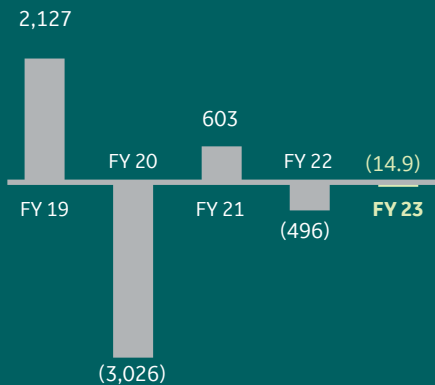
Operating profit (MINR)



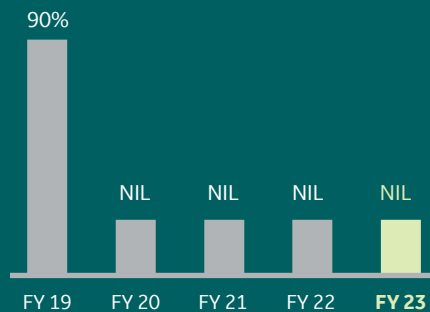
Operating profit (%)



PAT (MINR)



Dividend (%)



DIRECTORS' REPORT



DIRECTORS' REPORT

The Directors are pleased to present the 67th Annual Report, together with the audited financial statements of the Company for the financial year ended March 31, 2023.

FINANCIAL RESULTS

| Particulars | (₹ millions) | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2023 | Year ended March 31, 2022 |
| Sales and Services (Net) | 27,732.2 | 30,659.5 |
| Operating Profit before Finance Cost | 801.4 | (1,410.0) |
| (As percentage of gross sales) | 2.89% | (4.60%) |
| Finance Cost | 420.1 | 386.5 |
| Profit/(Loss) Before Tax and exceptional items | 381.3 | (1,796.5) |
| Exceptional items (expenses) / income | (113.8) | 1,101.7 |
| Less: Tax Expense (expense) / credit | (282.4) | 198.6 |
| (Loss) After Tax | (14.9) | (496.2) |
| Opening balance of retained earnings | 6,718.7 | 7,142.0 |
| Dividend Paid | - | - |
| Corporate Dividend Tax | - | - |
| Closing balance of retained earnings | 6,703.8 | 6,718.7 |

Financial results for the year ended March 31, 2023 are in compliance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013.

DIVIDEND

In view of inadequate profit during the year and to conserve cash and maintain liquidity, the Board of Directors decided not to recommend dividend for the Financial Year 2022-23.

The Dividend Distribution Policy of the 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>.



PERFORMANCE REVIEW

During the financial year FY 2022-23, the GDP of the country grew at a rate of 7.2%. The peak power demand surged to approximately 209 GW in 2022. A total of around 16 GW of renewable energy generation was added to the grid in FY 2022-23.

The Government of India (GOI) has consistently shown continuous support by announcing Production Linked Incentives (PLI) in the power sector. Under the PLI scheme, companies are encouraged to produce more not only for the domestic market but also for global markets. The production-linked incentives are a huge motivation for the industrial sector and bring profitability to producers. This has a direct impact on the power sector since increased production consumes more electricity, and the GOI has to ensure reliable 24x7 power. This further ensures investments in the power sector.

The country has set ambitious targets to achieve 500 gigawatts (GW) of renewable energy capacity by 2030, including solar, wind, hydro, and other sources. Various policies and initiatives have been launched to promote renewable energy investments and facilitate their integration into the power grid. 100% FDI is allowed under the automatic route in the power segment and renewable energy. Under the Union Budget 2022-23, the government announced the issuance of sovereign green bonds, as well as conferring infrastructure status to energy storage systems, including grid-scale battery systems. To achieve the target of 500 GW by 2030, the Ministry of Power has issued a detailed report on transmission projects envisaged for the evacuation of 537 GW of renewable energy capacity. The transmission projects are a combination of high voltage AC projects of different voltages and high voltage DC projects for the evacuation of large, concentrated power in one geographical location. The renewable energy power generation will be through multiple sources, including solar, onshore wind, storage, hydro, including pump storage plants, and offshore wind. The transmission schemes are being structured while considering energy storage to deliver round-the-clock power to load centers. According to the report, the additional investment required in the transmission sector for this evacuation will be ₹ 2.45 trillion.

The above actions and initiatives from the GOI have led to the recovery of the power sector, including the transmission and distribution sector, in FY 2022-23. The opportunities in the transmission sector started to materialize in Q3 & Q4 of FY 2022-23 through Tariff Based Competitive Bidding (TBCB) bids after a slow start initially. In the year FY 2022-23, India observed the addition of around 14,500 Ckt. km of transmission lines and the addition of approximately 76,000 MVA at substations, which is almost equivalent to the additions made in the last 2 financial years.

During FY 2022-23, the major hurdles of global supply continued in a few product lines and are being mitigated by creating new local vendors to the maximum possible extent. The Russia-Ukraine conflict has put a lot of pressure on global inflation and caused a steep rise in energy prices. However, your company maintained resilience and agility by improving the sourcing process to negotiate better and improve commercial pricing in the bids. This not only effectively mitigated the risk but also repositioned itself as a Make in India (MII)

organization and increased its share in the exports market. In FY 2022-23, a sizeable business was conducted with industrial customers and renewable developers. For growth, your company equally focused on product sales with major EPCs in the country and delivered on time.

On the financial front, your company's performance improved significantly due to various actions taken by the management to improve execution, reduce costs, and stabilize commodity prices. Your company generated a profit before tax and exceptional items of ₹ 381.3 million, compared to a loss of ₹ 1,796.5 million in the previous financial year.



Launch of product CMU at Elecrama 2023

Performance in Green Energy Corridor Market

The Tariff Based Competitive Bidding (TBCB) packages are the major requirements driving the transmission market. The number of private developers participating in the TBCB auctions has increased, and your company is engaged with most of the developers in this space. However, during and after COVID Wave 2, the pipeline of TBCB projects had slowed down, resulting in delayed opportunities that were pushed to the next financial year. Despite the slow materialization of TBCB market opportunities, your company had a good order intake in the market from the TBCB segment. Some major orders are listed below:

- 220kV & 132kV product package, including a 245kV Gas Insulated Substation package, 220kV & 132kV circuit breakers, and instrument transformers package at Nangal Bibra and Bongaigaon.
- Air Insulated Switchgear products at various substations such as Mohanlal Ganj, Goa, Karur, and Khavda from EPCs and developers.
- Grid automation Control Relay Panel (CRP) packages from various TBCB substations (Karur, Khavda, etc.) from various EPCs.

The Central Electricity Authority, under the Transmission Plan for Grid Integration of Renewable Energy up to 2030, has planned transmission systems for major renewable potential zones. The renewable energy generation projects are planned in Rajasthan, Gujarat, Leh - Ladakh, Andhra Pradesh, Telangana, Karnataka, Madhya Pradesh, Maharashtra, and Tamil Nadu.

Continuous Focus on Neighbouring Countries

In the financial year 2022-23, significant business was conducted with neighbouring countries such as Bhutan, Nepal, and Bangladesh, with order intake coming from these countries.

- Order from Nepal Electricity Authority for the upgradation of the existing Grid Substation Automation system (SAS) for existing grid substations, including six control centers across Nepal (outside Kathmandu).
- Variation order from Bhutan Power Company for the CHUMDO - 220/66/33KV GIS SS.
- Order from EPC Co. for the PGCB Bangladesh Amtoli 400KV SS AIS Switchgear Package.
- Various orders for Grid Automation CRP SAS Packages from Nepal and Bangladesh in hydro and utility sector.

Amendment order from SJVN ARUN-3 Power Development Company Limited for the 9X420KV Gas Insulated Switchgear (GIS) and 220KV Air Insulated Substation (AIS) at Dhalkebar Substation.

These overseas market orders not only boosted the order intake but also brought the desired profitability to the company.

Enabling via Digitalization and Services Market

Digital automation and digital service techniques have gained significant momentum in the power sector market. Following the COVID-19 pandemic, digital initiatives have emerged as the most effective solution for remote operation and maintenance of substations through the use of advanced digital technologies. The pandemic has highlighted the importance of secure and reliable automation in the grid. Upgrading to an automated grid is the key to addressing these challenges.

Your company is at the forefront of this evolution, continuously enhancing its automation and service solutions to meet the growing demand. The focus is on ensuring secure automation and remote maintenance, which have become crucial requirements in the current scenario. The company's robust and reliable cybersecurity solutions



GE's first 220 kV Gas Insulated Substation in Bhutan for Bhutan Power Corporation



33KV GIS at Birlapur in West Bengal

have earned the trust and confidence of customers. As a result, the company has secured additional orders and expanded its already existing installed base. Some of the notable orders include:

- Substation Automation System and Control Relay Panel and Protection & Control 1051 for four 220KV Substations of Tamil Nadu Transmission Corporation.
- Control and Relay Panel (CRP) at Andhra Pradesh Transmission Corporation (APTRANSCO) GUDIVADA 400/220/132KV Substation & Annaram & Medigadda Substations of Transmission Corporation of Telangana.
- CRP for various substations: 400/220KV XELDEM (GOA), 765/400kV KHAVDA Substation, 765/400 kV BHUJ substation, Chhattisgarh State Power Transmission Corporation – BILASPUR, DARDEHI, 400/220 kV KARUR Tariff Based Competitive Bidding (TBCB) Projects.
- Supply and retrofitting of Bus Bar Protection Relays for various sites of Power Grid Corporation of India namely Khandwa, Boisar, Vapi, and Satna Substations.
- Establishment of 6 main control centres with GE Supervisory Control and Data Acquisition (GE SCADA) technologies for data visualization of 39 Substations for Nepal Electricity Authority in Nepal.
- Strong win for Odisha's government's newly privatized distribution utilities with GE Digital Technologies on Advanced Distribution Management System (ADMS) & Geographic Information Systems (GIS). This win takes GE ADMS Strong presence in 3 out of 4 DISCOMS.
- GE Energy Management System (EMS) Technology, legacy system upgrade with comprehensive maintenance in Bangladesh territory.

- Extension of 400 kV Gas Insulated Switchgear (GIS) Bay along with New Reactor at Parbati – II Project of National Hydroelectric Power Corporation (NHPC).
- 125MVAR/400kV Reactor Bay at Birsinghpur for Madhya Pradesh Power Generation Company Limited (MPPGCL).
- Annual maintenance contract with Asset Performance Management for 60 Months for 765 kV substations at Anta and Phagi for Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPLN).

Your company will continue to focus on this market and beyond in 2023-24 and is confident enough to further build your company's strength.

Future Approach

The continuous impact on the climate is driving the need for the development of new energy resources for power generation, including upcoming greenfield projects focused on hydrogen. Achieving a sustainable and reliable power supply requires an optimal combination of renewable energies and fossil fuels. India has made significant progress with 42% of its installed base coming from non-fossil fuel sources, and it is actively working towards addressing the trilemma of reliable, affordable, and sustainable power. In line with this, several large industrial houses are planning to manufacture hydrogen within India and export it to global markets, positioning India as a low-cost hub for this resource.



The Government of India is actively promoting hydrogen manufacturing through the National Hydrogen Mission and providing support through the Production Linked Incentive (PLI) scheme. However, to ensure the production of green hydrogen, a substantial amount of renewable power is required. This will drive the construction of multi-gigawatt-scale renewable capacities and the establishment of numerous large-capacity central and state sector connectivity substations, creating promising market opportunities for your company.

As the share of renewable power in the grid continues to grow, dedicated corridors for the transmission of renewable energy are essential. The development of green energy corridors will be crucial to achieving the target of evacuating 500 GW of renewable energy by 2030. Additionally, there will be an increase in commercial models and private participation across all sectors of generation, transmission, and distribution.

Alongside investments in 765/400kV substation networks, there will be a future focus on STATCOM projects to ensure reactive power balance in the grid. STATCOMs are static synchronous compensators that use power electronics to provide or absorb reactive AC power in an electricity network.

With the electricity market expected to grow, both in terms of existing and new products, there will be a demand for new renewable capacity, necessitating increased flexibility in the grid. This will involve the integration of energy storage systems, as well as the augmentation of the transmission system, to accommodate the evolving needs of the power sector.

To optimize the use of existing assets and manage the higher absorption of renewable energy in the grid, utilities across India are continuously following a digital roadmap and adopting more digital technologies. India is witnessing a wave of digital projects in both the transmission and distribution sectors.

OPERATIONAL EXCELLENCE

Your company's experience of more than 34 years in turnkey project execution continues to help it reach new landmarks in operational excellence year after year. Supported by an efficient project management team and various support functions such as engineering, sourcing, procurement, finance, and human resources, your company is dedicated to delivering commitments, honoring time schedules, and successfully fulfilling projects for customers.

In the past year, your company successfully commissioned 22 AIS and GIS substations, strengthening the nation's transmission network and enabling the addition of new capacity to the grid. This achievement included charging substations for esteemed customers such as PowerGrid Corporation of India Ltd, Odisha Power Transmission Corporation Limited, Kerala State Electricity Board, Jharkhand Urja Sancharan Nigam Ltd, West Bengal State Electricity Transmission Company Limited, Doosan Power Systems, Delhi Transco Ltd., Tata Power Delhi Distribution Ltd., and others.

Additionally, your company played a crucial role in strengthening the transmission network in Bhutan by charging substations for Bhutan Power Corporation, involving complex interfaces and logistics.

During the year under review, your company commissioned a 132/33 kV GIS substation for Odisha Power Transmission Corporation Limited at Hinjilicut, Ganjam district in Odisha. This station was inaugurated by the Honorable Chief Minister of Odisha, Shri Naveen Patnaik. The 132 kV GIS bays were fully manufactured at your company's Padappai factory near Chennai, Tamil Nadu.

Your company has also manufactured and delivered 240 GIS bays, 1280 live tank circuit breakers, and 5976 instrument transformers.

Notably, 36 GIS projects (244 GIS bays) were successfully commissioned, including 2 large 765kV GIS projects with 15 bays for Doosan at Jawarharpur in Uttar Pradesh and 6 bays for Sterlite at Vadodara - the first 765 KV GIS with interface extension. Overseas GIS projects were also commissioned, including a 400kV GIS in Greece and a 138kV GIS in Brazil.

At the Hosur Plant, a new industrial setup for Extra High Voltage Measurement Transformers (EMVT) manufacturing was successfully implemented, catering to prototypes and type tests of EMVTs for 72.5kV, 123kV, 170kV, and 245kV. Additionally, industrialization and production of lower rating current transformers (CTs) were successfully completed, with over 750 CTs manufactured and supplied to the export market.

ENVIRONMENT, HEALTH AND SAFETY (EHS)

The company is committed to protecting its people and the communities in which it operates through its EHS excellence fundamentals and systems. The company aims to continuously improve its EHS systems as an integral part of its operational strategy. EHS excellence is at the core of what the company does and is fundamental to its identity.

The company strives to provide and promote a safe and healthy working environment by using natural resources and energy in a sustainable manner to avoid adverse impacts on employees, contractors, customers, the environment, and the communities in which it operates.

The primary objective of the company is to prevent any harm or damage to people, property, and the environment while ensuring compliance with applicable regulations. The company aims to promote the health, safety, and well-being of all its employees in the workplace to achieve the ultimate goal of zero accidents. It aims to uphold the highest EHS standards, regulatory requirements, training, and operational practices to achieve the goal of zero harm, thereby demonstrating world-class programs and operations.

EHS Monitoring



Sandeep Zanzaria with the Leadership Team at the Hosur Plant



Leadership and Diversity at GE T&D India

Your company tracks EHS statistics, training status, incident data, audit scores, subcontractor EHS performance, legal compliance, and more in real time through online tools such as Gensuite, Complyworks, Nimonik, Unifier, and "ENHESA." EHS performance is regularly reviewed through an internal EHS operating review process by senior leaders within the company in India and at the corporate level globally.

EHS is a shared responsibility, and everyone is held accountable and



Celebrating World Environment Day 2023

takes ownership of EHS. Our EHS programs combine clear leadership commitment and accountability, where all leaders, including the CEO, are responsible for implementing the policy. The EHS program also fosters a deep and total empowerment of all employees by:

- Ensuring the allocation of adequate resources (e.g., budget, time, training, professionals, etc.).
- Establishing and maintaining safe systems of work. The core fundamental is to "Stop the work in case of any risky situations."
- Encouraging employees to seek assistance and promptly report any events and deviations related to EHS.
- Holding teams accountable for EHS performance and making EHS an integral part of the overall success of the company.

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).



Recognitions

As a testament to your company's commitment to effective implementation of affirmative action policies, during the year under review, your company received EHS Appreciation certificates and letters from prestigious customers such as Doosan, Adani Power Limited, Power Grid Corporation of India Limited, Tata Motors Limited, UP Power Transmission Corporation Limited, and Damodar Valley Corporation.

Human Resources

The purpose of your company's Human Resources (HR) team is to touch the lives of our people and build world-class talents to enable the energy transition for humanity. HR plays a crucial role in our company by making a meaningful impact on the lives of our employees, developing world-class talents, supporting the execution of business strategies, and improving organizational effectiveness. The HR efforts were aligned with driving the desired culture and promoting safety standards across our offices, factories, and sites.

Employee Engagement

Your company always pays immense focus on employee engagement initiatives. It continues to drive numerous employee engagement activities with great rigor, vigor, and passion across all locations. Several initiatives for employee engagement were observed in your company, as stated below:

- **Culture and Engagement Pulse Survey:** This survey provides an opportunity for people leaders to discuss the survey results with their respective teams and develop actionable plans to improve overall employee engagement. Conducted



Inauguration of pride campaign by Chairman of GE T&D India, Mr. Mahesh Palashikar



Celebrating diversity at GE T&D's Noida office

by a vendor partner on a quarterly basis, the survey allows employees to share their opinions and comments on various engagement drivers. Based on the sentiments expressed, areas of development are identified and acted upon. The upward trend in the engagement score across locations indicates an improved engagement level among teams.

- **Grid Solutions Quarterly Townhall and MD & CEO Award:** The company focuses on recognizing talent by presenting MD & CEO awards on a quarterly basis to individuals who have gone above and beyond. The Grid Solutions Quarterly Townhall serves as a forum for the leadership team and all employees to come together and exchange information on topics such as environment, health and safety, finance, HR, business operations, and commercial aspects.
- **People Leader Engagement Workshop:** Engagement sessions are conducted for people leaders, inviting upward insights from team members in the absence of leaders. Clear actions and timelines are established based on relevant insights. Subsequently, loopback sessions are organized to share the actions taken in response to the team's insights, particularly in addressing opportunities.

Additionally, there were multiple unit-specific employee and social engagement activities organized throughout the year to boost employees' morale:

- Town Hall with Global and Local Leadership Team/s
- Round Table and 1-o-1 Meetings
- Festival Celebrations
- Sports Event and Culture Building

Talent Management

Talent Acquisition: Nearly 51% of our opportunities were closed with internal talent from partner GE Entities. At GE, we highly value unique identities, diverse backgrounds, and varied experiences. We actively encourage and embrace different voices and perspectives, as they equip us to rise to the challenge of building a world that works for everyone. We celebrate our people for who they are, regardless of their religious beliefs, individual orientation, gender, or special needs. Our commitment lies in fostering an inclusive culture where everyone feels empowered and motivated to perform at their best because they are accepted, respected, and included.

Talent Development: Your company conducted robust review sessions with business/function leaders, during which talents were discussed along with the action plan for their development and growth in their respective roles. Actionable tasks such as job rotation, stretch and bubble assignments, and job enrichment were implemented to cultivate a stronger talent pipeline within the organization, particularly for critical roles. Our talent development process enabled leaders to identify critical roles and top talents in each function, providing them with frameworks and tools to align talent needs with the company's strategy. This involved rigorous assessments of performance and demonstration of GE leadership

behaviors. Other parameters evaluated included retention risk, loss impact, domain knowledge, functional capabilities, succession pipelines, intentional next role planning, mentoring, development and learning plans, and creating talent flow. This proactive approach allowed the company to take necessary actions to retain key talents and build succession pipelines.

Competency Management: Competency mapping through the Integrated Talent Management (ITM) tool was initiated for functions such as Environment, Health and Safety, Commercial, Quality, Sourcing, Manufacturing, Engineering, and Project Management. This process aimed to develop talent by identifying competency gaps and placing emphasis on individual development plans to bridge those gaps.

Organization Structure: The organizational structure is of great importance to the company for the smooth running of operations. Your company consistently strives to make the organization nimble and flexible, adapting to changing times. In line with this approach, an organizational restructuring was initiated to ensure optimum span and layers within the respective teams.

Culture

Your company aims to sustain a culture based on leadership behaviors of humility, transparency, and focus, with an unwavering commitment to integrity. The organizational culture of Grid Solutions supports talent attraction, engagement, and retention, ensuring that the company's ways of working are strongly aligned with its goals.

Inclusion, diversity, and equality are crucial pillars of the company's culture, and to truly embody these values, your company is committed to investing in programs that focus on building a diverse and talented workforce.

Learning is essential for growth and progress. The company strongly believes in promoting a learning culture and, to reinforce this belief, multiple initiatives were launched across units and product lines, as outlined below:

Key Initiatives:

Your company initiated various actions to address the inputs received from employees through monthly opinion surveys. The aim was to create a better working culture and foster collaboration with employees by acknowledging and acting on their feedback. These initiatives facilitated connections between employees and leaders, allowing them to share personal and professional development opportunities and promote work-life balance. Various events, including Service Anniversaries, Birthdays, and Festivals, were organized, with a focus on environment, health and safety, and compliance.

To enhance diversity and inclusion, your company also conducted sessions and events to raise awareness about Diversity and Inclusion, including Women's Day and events centered around LGBTQ+ inclusivity, such as "Belong." The company is continuously working towards enhancing gender diversity in the workplace.

National Safety Week was celebrated between 4th to 10th March 2023.

The moto to celebrate is "Our Aim – Zero Harm" and had a host of events including EHS Drawing, Slogan, Quiz/Puzzles competitions & Safety prototype build by employees. In addition to employees, the safety competitions were also extended to employee children. The employee family and kids participated in the EHS Drawing competition and participation was extensively encouraged.

Your company also launched the 'Learning through Assignments & Projects' program. This initiative aimed to encourage employees to take on stretch assignments related to topics such as Safety, Quality, Delivery, and Cost. This program helped employees develop cross-functional learning and exposure.

Workforce and Analytics

Your company has a dedicated platform for workforce and analytics known as GE Workday. This cloud-based HR enterprise management platform enables employees and people leaders to access information anywhere and anytime. The user-friendly interface facilitates swift retrieval of essential data and reports, enabling the business to make important people-related decisions promptly. The implementation of this new platform has seamlessly supported your company in driving strategies related to recruitment and talent management, retention, growth programs, HR and payroll compliance, and benefits programs with efficiency and effectiveness.

QUALITY AND CONTINUOUS IMPROVEMENT

All of your company's operations in India, including manufacturing, projects, services, and automation, are certified for the Integrated Quality Management System. This certification reinforces the quality of the company's processes and their compliance.

Your company is committed to continuous improvement towards business excellence. The deployment of quality and continuous improvement initiatives has made significant progress, contributing to business results. Here are some of the achievements and key actions realized through the wholehearted participation of employees at all levels:

- Pallavaram unit continued to enhance continuous improvement competencies at all levels through relevant trainings such as Lean, Problem Solving (8D/GE PSR, etc.), Lean kaizen events, and coaching on continuous improvement projects across units. This aimed to enhance the quality and continuous improvement competencies of employees.
- World Quality Day/Week was celebrated from 14th to 18th November 2022 in Pallavaram, Vadodara, Padappai, and Hosur units. Employee engagement programs were organized to promote awareness and commitment to quality, focusing on root cause analysis, issue resolution, and continuous improvement. Active participation from employees was encouraged.
- Six major Lean Kaizen events were conducted in 2022, contributing to significant operational performance improvements and cost savings.
- To minimize the waste of SF6 gas, the HVS Padappai unit procured and commissioned an SF6 purification plant from Germany. This

plant can treat impure SF6 gas and make it equivalent to the IEC 60376 standard technical gas. This initiative aligns with GE Company's Carbon Neutral Program, aiming to reduce SF6 waste and its equivalent of 176 Kilo tons of CO2 annually.

- Padappai unit participated in the CII Southern Region EHS Excellence Award competition and secured the Bronze Award for the assessment of 2022. Sreedhar Krishnankutty, GIS Operations Manager, and Kishore Kumar, EHS Manager, received the award on behalf of GE.
- Health index of employees in the Hosur factory improved from 65% to 70% through various programs, including health camps, eye and audiometry examinations, qualitative and quantitative surveys, and blood donation camps. Regular pep talks by a doctor on the shop floor also contributed to employee well-being.



Kaizen Event at the transformers plant at Vadodara

- Surveillance audits were conducted by LRQA for ISO 14K1 and 45K1 standards, and recommendations were made for the extension of the certificates for the Hosur factory.
- Padappai factory successfully completed qualification audits for The Provincial Electricity Authority in the Thailand market and for Reliance India Customers. Hosur factory successfully completed customer audits by Gujarat Energy Transmission Corporation, Tata Steel, Jamshedpur, and Sterlite for CT, CVT, and LT.
- Pilot product launch of GL314 F3 EV_STEP01, a 245 kV Live Tank Circuit Breaker.
- Thirty-nine structured process improvement actions, including Lean and Six Sigma projects, were successfully executed at Padappai and Hosur sites, contributing to significant operational performance improvements. Major kaizens included logistics optimization, warehouse operations optimization, optimization of routes for employee transportation, value stream mapping to reduce GIS Engineering Lead time, and energy treasure hunts for energy conservation.

- Value stream mapping for GIS in Padappai and CT in Hosur was carried out to reduce lead time by 25%. Breakthrough actions in GIS included aligning the complete value stream as per customer requirements and reducing supplier lead time. Breakthrough actions in CT involved reducing drying time and impregnation time.
- Hosur site implemented the prototype for Auto Tension Controller to achieve homogeneity in the tapping process through automation and improve First Pass Yield (FPY) by 5%.
- Six structured kaizen events contributing to significant operational.

Overall during the financial year 2022-23 your company successfully executed projects and secured major orders, both domestically and internationally. Your company demonstrated resilience and adaptability in the face of challenges, such as post Covid-19 challenges and the ongoing Russia-Ukraine conflict, by embracing digital automation and service techniques. The company's focus on green energy corridors, transmission infrastructure, and renewable energy integration has positioned it at the forefront of sustainable power generation. With a commitment to continuous improvement, robust cyber-secured solutions, and a customer-centric approach, the company has further strengthened its market presence and laid a solid foundation for future success.

TRANSFER TO RESERVES

No amount was transferred to reserves during FY 2022-23.

FIXED DEPOSITS

During the year, the Company has not accepted any fixed deposits including the public and no such amount inter-alia, principle or interest was outstanding as on the closure of financial year 2022-2023.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies (CSR Policy) Rules, 2014 are set out in Annexure - A of this Report.

The policy is available on the Company' website at following URL: https://www.ge.com/in/sites/www.ge.com.in/files/Corporate%20Social%20Responsibility%20Policy_1.pdf.

Your Company's Corporate Social Responsibility (CSR) activities reflect its philosophy of helping to build a better world and a 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 special needs, skill development, entrepreneurship programs. These programs are carefully curated, depending upon the needs of the community for the overall development and empowerment of the society.

In terms of extant applicable provisions and in view of losses incurred by the Company, the Company was not required to spend any amount on CSR activities During the Financial Year 2022-23. However, during the last FY 2021-22, the Company spent excess amount of ₹ 2.0 million than the entitled amount to be spent on CSR activities for that Financial Year.

DIRECTORS

During the period under review, the following changes were incurred in the Composition of the Board of Directors:-

- Mr. Rajendra S. Iyer resigned as Director with effect from May 2, 2022.
- The Board of Directors at its meeting held on May 20, 2022, appointed Mr. Johan Bindele as an Additional Director in the category of non-executive Director with effect from June 1, 2022 subject to the shareholder's approval. Further, at 66th Annual General Meeting held on 10th August 2022, shareholders of the Company approved the appointment of Mr. Johan Bindele as a Director, liable to retire by rotation.
- Further, Mr. Pitamber Shivnani had retired from the position of Managing Director & Chief Executive Officer from the close of business hours of December 31, 2022.
- Board on the recommendation of Nomination & Remuneration Committee had appointed Mr. Sandeep Zanzaria as Managing Director & Chief Executive Officer of the Company w.e.f April 17, 2023 and his appointment was duly approved by shareholders of the Company vide Postal Ballot notice dated April 17, 2023 and result of which was declared on June 5, 2023.

In terms of section 152 of the Companies Act, 2013 Articles of Association of the Company, Mr. Sushil Kumar, Director of the Company retires by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment.

KEY MANAGERIAL PERSONNEL

As on March 31, 2023, the following are the Key Managerial Personnels of the Company in terms of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Name | Designation |
|--------------------------------|---|
| Mr. Sushil Kumar | Whole-time Director & Chief Financial Officer |
| Ms. Anupriya Garg ¹ | Company Secretary & Compliance Officer |

¹ Appointed as Company Secretary & Compliance Officer w.e.f January 23, 2023

Further, during the year and upto the date of this report there were following changes in the Key Managerial Personnels

1. Mr. Manoj Prasad Singh resigned as Company Secretary & Compliance Officer of the Company with effect from close of business hours of August 31, 2022;
2. Ms. Bhumika Chandra was appointed as Interim Company Secretary & Compliance Officer w.e.f September 28, 2022, and resigned w.e.f January 23, 2023;
3. Mr. Pitamber Shivnani Retired as Managing Director & Chief Executive Officer w.e.f. close of business hours of December 31, 2022; and
4. Mr. Sandeep Zanzaria was appointed as Managing Director & Chief Executive Officer w.e.f April 17, 2023 whose appointment was approved by the Shareholders by way of Postal Ballot notice dated April 17, 2023;

MANAGERIAL REMUNERATION

Remuneration paid to Executive Directors has been detailed under Corporate Governance Report which was as per the approval of shareholders.

Further, as per the approval by the shareholders of the Company at the 66th Annual General Meeting held on August 10, 2022, remuneration by way of commission for an amount of ₹ 1,150,000/- (Rupees One million one hundred fifty thousand only) was paid to each of the independent directors, namely Dr. Kirit S Parikh, Mr. Rakesh Nath, Ms. Neera Saggi and Mr. Sanjay Sagar, for the financial year ended March 31, 2023.

DECLARATION BY INDEPENDENT DIRECTORS

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

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

The details of familiarization programmes may be accessed under the Corporate Governance section of the website: <http://www.ge.com/in/ge-td-india-limited>. At regular intervals, 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 on March 31, 2023 and of the profit /loss 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 the 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

As on 31st March, 2023 and at the date of this report the Audit Committee of your Company comprises of Mr. Rakesh Nath as the Chairman, Dr. Kirit S. Parikh, Ms. Neera Saggi, Mr. Sanjay Sagar, Mr. Johan Bindele and Mr. Mahesh S Palashikar as other members. Details in respect of the Audit Committee are provided in the Corporate Governance Report forming part of the Directors' Report.

OTHER BOARD COMMITTEES

The details of other board committees are mentioned in the section of Corporate Governance Report forming part of this Annual 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 the Company on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of directors and other matters is annexed as "Annexure B".

The policy is available at the website of the 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, the 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 the 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

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names

and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. Any member interested in obtaining such information may address their email to anupriya.garg@ge.com.

ANNUAL RETURN

As per provisions of Section 92(3) of the Companies Act, 2013, the Annual Return of the 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 is available at the website of the Company under the Corporate Governance Section and can be accessed at <http://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. The disclosures pertaining to transactions with Related Parties in compliance with applicable accounting standards have been provided in Note .38 of the 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 is as follows:

(₹ In million)

| Description | March 31, 2023 | March 31, 2022 |
|-------------------------|----------------|----------------|
| Interest paid | 74.2 | Nil |
| Dividend Remitted | Nil | Nil |
| Borrowings taken | 1,500.0 | Nil |
| Repayment of Borrowings | 1,500.0 | Nil |

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 C".

Further, material related party transactions for financial year 2023-24 and upto the date of sixty-eighth Annual General Meeting are detailed in the notice of the ensuing Annual General Meeting of the Company.

PREVENTION OF SEXUAL HARASSMENT (POSH)

In terms of "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013", the Company has zero tolerance for sexual harassment at workplace and has set up an Internal Complaints Committee at all its units, in accordance with the provisions of the said Act. No complaints of Sexual Harassment were reported under the said Act during the financial year under review.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

There are no applications made by or against the Company or any proceedings pending under the Insolvency and Bankruptcy Code, 2016, during the year ended March 31, 2023.

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 D", which forms part of this report.

SALE OF 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.

During FY 22-23, the Company has completed the sale of Naini unit.

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 the Company. Details of composition forms part of the Corporate Governance Report.

The Board of Directors has laid down a Risk Management Policy for the 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 the Company.

INTERNAL FINANCIAL CONTROL

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

CORPORATE GOVERNANCE

In terms of regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance has been included in this Report as separate sections. A certificate from M/s Deloitte Haskins & Sells, 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 AND SUSTAINABILITY REPORTING

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Business Responsibility And Sustainability 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.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's discussion and analysis in terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Management's discussion and analysis is set out in this Annual Report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

There have been no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

LISTING ON STOCK EXCHANGES

The Company's shares are listed on BSE Limited and the National Stock Exchange of India Limited.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Disclosure regarding Investor Education and Protection Fund (IEPF) forms part of Corporate Governance Report Section.

AUDITORS

STATUTORY AUDITORS AND AUDITORS' REPORT

The members of the Company at its 65th Annual General Meeting (AGM) held on August 6, 2021 appointed M/s Deloitte Haskins & Sells, Chartered Accountants, Firm Registration No. 015125N as Statutory Auditors, for its first term, to hold office till the conclusion of 70th AGM at remuneration to be fixed by the Board of Directors.

Auditors' Report

The Auditors' Report for the financial year ended March 31, 2023 does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report.

Further, during the period under review Statutory Auditor's of the Company have not reported any fraud to the audit committee as specified under Section 143(12) of the Companies Act, 2013 during the period under review.

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 the Company and accordingly such accounts and records are made and maintained. The Cost Audit Report for financial year ended March 31, 2022, of the Company was filed on August 24, 2022, within the prescribed time under the Companies (Cost Records and Audit) Rules, 2014.

M/s. Shome & Banerjee, Cost Accountants, are the cost auditor of the Company for the financial year ending March 31, 2023 to audit the cost records of the Company related to the applicable products manufactured at its manufacturing facilities.

Further, In terms of the Companies (Cost Records and Audit) Rules, 2014, your Company has appointed M/s. Ramanathan Iyer & Company, (Firm Registration No. 000019) Cost Accountants, as cost auditor of the Company for the financial year ending March 31, 2024 to audit the cost records of the 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 the Company for the financial year ended March 31, 2023.

The Secretarial Audit Report from M/s VKC & Associates, Company Secretaries for the financial year ended March 31, 2023 does not contain any qualification, reservation or adverse remark and is annexed as "Annexure E". However, there are few observations suggested by secretarial auditor in their report and management is taking corrective action for the same.

ACKNOWLEDGEMENTS

The Board of Directors expresses its gratitude to the employees of the Company for their commitment, dedication and support in fulfilling Company's commitments to its customers and thereby contributing to the performance of the Company. They also express their gratitude to various Government/ Statutory Regulatory authorities, customers, vendors, Banks, and members for their continued understanding and support and look forward for the same in the years to come.

For and on behalf of the Board

Place : Noida
Date : 26 June, 2023

Mahesh Shrikrishna Palashikar
Chairman
DIN: 02275903

ANNEXURE A

Annual Report on Corporate Social Responsibility Activities for the Financial Year 2022-23

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

1. Brief outline on CSR Policy of the Company

The Company strives to position itself as a prominent player in the global sustainable environmental transition and its CSR policy underlines this. The Company through CSR initiatives is committed to improving the lives of individuals and communities in the country. Your Company's CSR initiative reflects this ethos. The 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 | Number of meetings of CSR Committee held during the year financial year ended March 31, 2023 | Number of meetings of CSR Committee attended during the year |
|---------|-----------------------------------|---|----------|--|--|
| 1 | Dr. Kirit S Parikh | Chairman | 00684234 | 1 | 1 |
| 2 | Mr. Pitamber Shivnani | Member [Ceased w.e.f. close of business hours of December 31, 2022] | 05187407 | 1 | 1 |
| 3 | Mr. Sushil Kumar | Member | 08510312 | 1 | 1 |
| 4 | Mr. Mahesh Shrikrishna Palashikar | Member [from January 1, 2023 to April 17, 2023] | 02275903 | - | - |
| 5 | Mr. Sandeep Zanzaria | Member [w.e.f. April 17, 2023] | 08905291 | - | - |

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

- (a) Composition of CSR Committee: <https://www.ge.com/in/ge-td-india-limited/directors-profile>
- (b) CSR Policy: https://www.ge.com/in/sites/www.ge.com.in/files/Corporate%20Social%20Responsibility%20Policy_1.pdf
- (c) CSR Projects approved by the Board: <https://www.ge.com/in/ge-td-india-limited/CSR>

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

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

5. (a) Average net profit / (loss) of the company as per section 135(5): ₹ (1,483.6) million
- (b) Two percent of average net profit of the company as per section 135(5): Nil
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set off for the financial year, if any: ₹ 2.0 million*
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Nil

*Note: In last Financial Year 2021-2022, Company was required to spend ₹ 2.5 million, but actually spent ₹ 4.5 million, hence there was excess spent of ₹ 2.0 million which shall be available to set off in succeeding three financial years i.e upto FY 2024-2025.

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). Nil
- (b) Amount spent in Administrative Overheads : Not applicable
- (c) Amount spent on Impact Assessment, if applicable : Not applicable
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Nil
- (e) CSR amount spent or unspent for the Financial Year: Nil

| Total Amount Spent for the Financial Year. (in ₹) | Amount Unspent (in ₹) | | | | |
|---|--|-------------------|--|---------|-------------------|
| | Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135. | | Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135. | | |
| | Amount. | Date of transfer. | Name of the Fund | Amount. | Date of transfer. |
| | | | | | |
| | | | | | Nil |

(f) Excess amount for set off, if any;

| Sl. No. | Particular | Amount (in million) |
|---------|---|---------------------|
| I. | Two percent of average net profit of the company as per section 135(5): | - |
| II. | Total amount spent for the Financial Year | - |
| III. | Excess amount spent for the financial year [(ii)-(i)] ** (for the financial year 2021-2022) | 2 |
| 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)] | 2 |

****Note:** In last Financial Year 2021-2022, Company was required to spend ₹ 2.5 million, but actually spent ₹ 4.5 million, hence there was excess spent of ₹ 2 million which shall be available to set off in succeeding three financial years i.e upto FY 2024-2025.

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years: Nil

| Sl. No | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹) | Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹) | Amount Spent in the Financial Year (in Rs) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any Amount (in Rs) Date of Transfer | Amount remaining to be spent in succeeding Financial Years (in Rs) | Deficiency, if any |
|--------|-----------------------------|---|---|--|--|--|--------------------|
| | | | | | | | |
| | | | | | | | Nil |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year : No

9. 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

10. 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: Noida

Sandeep Zanzaria

Managing Director & Chief Executive Officer
DIN : 08905291
Place: Noida

Date : 26 June, 2023

“ANNEXURE B” TO THE DIRECTORS’ REPORT

NOMINATION AND REMUNERATION POLICY

OBJECTIVES

The objective of the Nomination and Remuneration Committee of the Board of Directors of 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 your 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 your 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 abovementioned 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 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 lakh per meeting of the Board or committee, or such amount as may be prescribed by the Central Government from time to time.

3. Commission

Commission may be paid within the monetary limit approved by shareholders, subject to the limit prescribed under the provisions of the Companies Act, 2013. 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 | <ul style="list-style-type: none"> 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

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: None

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 | Transactions Value (₹ in million) | Duration of transactions | Salient terms of transactions | Date of approval by the board | Amount paid in advance (₹ in Millions) |
|--------------|--|---|-----------------------------------|---|---|-------------------------------|--|
| 1. | GE India Industrial Pvt. Ltd. (Fellow Subsidiary) | Sales Orders | 4.4 | 1 year to 2 years | The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arm's length basis. Further, the transaction were approved by the shareholders of the Company at the 66 th Annual General Meeting of the Company held on August 10, 2022. | May 20, 2022 | Nil |
| | | Purchase Orders | 3.0 | 1 year to 2 years | | | |
| | | Rendering of services | 118.5 | Yearly revenue | | | |
| | | Receipt of Services | 434.7 | Yearly expenses | | | |
| | | Interest on loan | 90.9 | Yearly expenses | | | |
| | | Borrowing (Maximum outstanding during the year) | 2,000.0 | Recurring | | | |
| | | Lending (Maximum lending during the year) | 779.6 | Recurring (for four days during the year) | | | |
| Total | | | 3,431.1 | | | | |

For and on behalf of the Board

Place : Noida
Date : 26 June, 2023

Mahesh Shrikrishna Palashikar
Chairman
DIN: 02275903

“ANNEXURE D” TO THE DIRECTORS’ REPORT

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

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

A. CONSERVATION OF ENERGY

1. Vadodara Unit

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

Various project initiatives executed as part of conservation of energy resulting in annual savings of ₹ 0.7 million. Projects include the following:

- Energy Saving – By changing cascade Evaporator of 400KW VPD to improve heating efficiency and saving of ₹ 0.3 million.
- Periodic inspection of air consumption station, continuous monitoring of 19 points to arrest leak which accounted savings of ₹ 0.4 million.

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

- Hybrid renewable energy system using wind and solar through third-party power sale model with a capacity of 1.75MW wind and 0.65 MW solar. PPA Signed and implementation in Q2 2023.

(iii) The capital investment on energy conservation equipment

- Planned capital investment of ₹ 11 million towards carbon neutral program to convert Thermic fluid heater operation by LPG instead of High-Speed Diesel. Reduces carbon emission 91MT per year.

2. Pallavaram Unit

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

- 500*80W fluorescent lamp fixtures replaced with 34*100W and 10*18W High Bay fittings at F Block. Resulted in power savings of 27,300 units per year.
- 200KVA maximum demand surrendered which results in savings of approx. 1188 KINR per year (savings effective Jan -23) based on current power consumption pattern. 2X24W fluorescent Street lights 23 numbers replaced with 18

numbers of 45W LED lights, resulted in power savings of 109,500 units per year.

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

- Roof top solar utilization optimized by introducing and tuning power manager device to vary load on non-working days. This resulted in reduction of deemed losses and increased consumption of solar power by 87,893 units in FY2022-23, compared with previous year.

(iii) The capital investment on energy conservation equipment

- Nil

3. Hosur Unit

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

- Conservation of electrical energy through implementing of various Engineering, Admin control measures.
- Controls implemented on Compressed air usage resulting 50% Load reduction to Second compressor. Savings of 1,30,000 units per year.
- Illumination survey done and follow-up actions resulting Lighting load reduction to 3% conservation.
- Optimized usage of STP and stopped operation of one shift. Resulting 30% of electrical energy as well reduced Man power from three to two resulting cost benefits.
- 2500 GPM Fire hydrant water system introduced for enhanced capacity. Additional Water resource made with the existing facility through Engineering and Admin controls.

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

- Complying to OEM Recommendations and able to achieve 75% efficiency of Solar energy output, catering to 25% of complete Electricity load.

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

- There is overall 18% reduction in overall energy consumption during the year.

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

- Roof top solar power plant operation for 700 kW, through which 26% of total energy need was met in 2022. Your Company has drawn 813MWh green electrons till during 2022. Further planned to add 200 kW solar power plant installation during the financial year 2023-24.

(iii) The capital investment on energy conservation equipment

- Energy conservation project on changing all lights into LED and introducing motion sensors for optimum use of electricity is currently getting implemented.
- New SF6 purification plant is commissioned to treat impure SF6 gas in-house at the cost of 19.8 MINR.

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

| | |
|--|-------|
| Capital | : Nil |
| Recurring | : Nil |
| Total | : Nil |
| Total R&D expenditure as % on turnover | : Nil |

A. Foreign Exchange Earnings

| | |
|--|---------------------|
| Foreign Exchange earned (in terms of actual inflow) | : ₹ 7,010.5 million |
| Foreign Exchange outgo (in terms of actual outflow) | : ₹ 5,081.4 million |

For and on behalf of the Board

Place : Noida
Date : June 26, 2023

Mahesh Shrikrishna Palashikar
Chairman
DIN: 02275903

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

| Technology | Year of Import | Status of absorption |
|---|----------------|----------------------|
| Electromagnetic voltage transformer (EMVT) | 2019-20 | Fully absorbed |
| Gas Insulated Voltage transformer (GIS-VT) | 2019-20 | Under Absorption |
| Localization of P40 Agile Enhanced (Ph2) Feeder Protection Relays | 2021-22 | Under Absorption |

ANNEXURE E

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2023

[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 were 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. 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, 2023 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, 2023 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 and Sweat Equity) Regulations, 2021;- **Not Applicable**
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;- **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, 2021; - **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 at the Sixty Sixth Annual General Meeting of the Company held on August 10, 2022, have:

1. Adopted the new set of Articles of Association as per the Act by passing Special Resolution.
2. Approved the Remuneration of Mr. Sushil Kumar, Whole-Time Director & Chief Financial Officer (holding DIN 08510312).
3. Approved the payment of remuneration by way of commission to Non-Executive Directors.
4. Further approved the following material related party transactions:
 - a. With GE India Industrial Private Limited related to borrowings from cash pool (taken/to be taken excluding interest) up to ₹ 7,000 million outstanding at any given point of time and Inter-corporate deposits/lending in cash pool (given/to be given excluding interest) up to ₹ 1,500 million outstanding at any given point of time on such terms and conditions as the Board of Directors may deem fit.
 - b. With GE India Industrial Private Limited for sale and purchase of goods and or materials including project related services up to ₹ 2500 million and entering into contract(s)/ arrangement(s) for availing or rendering of any services up to ₹ 1500 million on such terms and conditions as the Board of Directors may deem fit.
 - c. With GE India Industrial Private Limited for Entering into contract(s)/ arrangement(s) for lease/ rental/ sub-lease / administrative and supporting facilities sharing agreement(s)/license/ sub-license of movable as well as immovable properties Up to ₹ 125 million on such terms and conditions as the Board of Directors may deem fit.

- ii. The Company has made a delay in intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-para 4 of Part A of Schedule III for the Outcome of the Board Meeting dated 20th May, 2022 by 04 minutes (Approx.) on BSE Portal. As informed by the management the delay was due to some technical issue at the time of login/ uploading on the portal of BSE and further the Company has intimated to the NSE Stock Exchange within the stipulated time.
- iii. During the under review, it has been observed that the Company has not kept the backup on daily basis for books of account and other books and papers maintained in electronic mode as required under Section 128 of the Companies Act, 2013 read with proviso to sub rule 5 of Rule 3 of Companies (Accounts) Rules, 2014 on the server physically located outside India.
- iv. As informed by the management, the Company had entered into a business transfer agreement (BTA) dated 23 December 2019 to sell its manufacturing facility at Naini, Allahabad (identified as disposal group) to a third party at a revised proposed consideration (net of transaction cost) of ₹362.3 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.

The Company has entered into a settlement agreement with unionized staff for one time compensation to each worker who agrees to join / get transferred to new management once the sale of the undertaking consummates. Total cost of settlement compensation to all workmen is approx. ₹ 160 million. During the current year Naini facility sale was concluded and accordingly assets held for sale of ₹ 362.3 million and liabilities held for sale of ₹ 293.6 million were transferred to the buyer.

FOR VKC & ASSOCIATES

(Company Secretaries)

Unique Code: P2018DE077000

CS Mohit K Dixit

Partner

FCS No. F12361

C P No. 17827

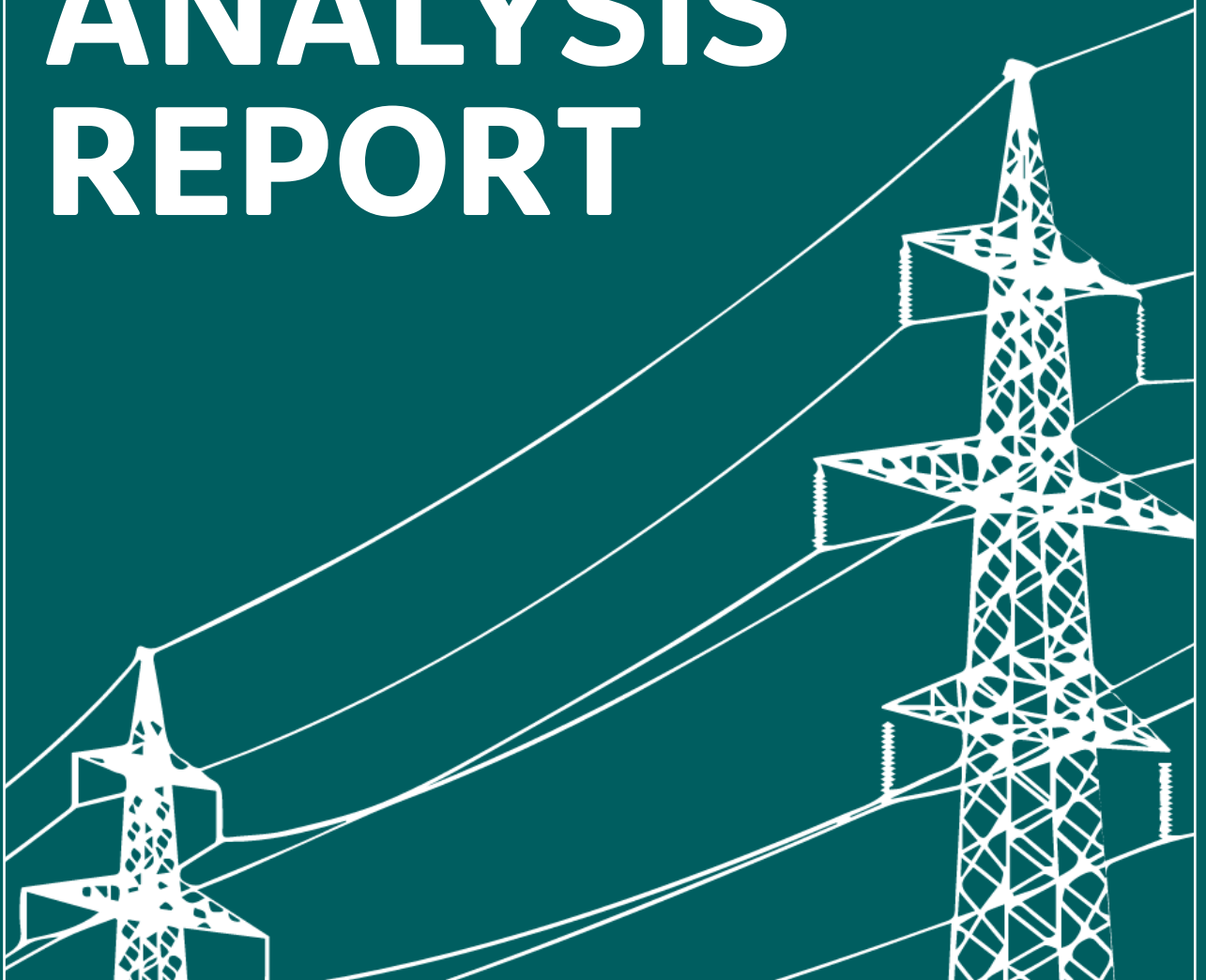
Date: 26.06.2023

Place: New Delhi

UDIN: F012361E000490058

Peer Review Certificate Number:1955/2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT





Channel Partners Meet 2023

The Market Overview

Transmission systems play a crucial role in transmitting power from various generation sources to the distribution network. The requirement for a robust transmission system remains constant regardless of the type of generation being added to the system, whether it's renewable, thermal, hydro, nuclear, etc. India holds a leading position in the energy market as the world's third-largest electricity producer, with a total installed power generating capacity of approximately 416 GW as of March 31, 2023. In the fiscal year 2022-23, the generation capacity in the country grew by 8.89%, primarily driven by the addition of renewable capacity, which experienced a growth rate of 12.8%. This significant increase has elevated the total renewable installed base, including hydro, to a record high of 172 GW as of March 31, 2023.

India has set an ambitious target of achieving 500 GW of installed renewable power capacity by 2030, with 50% of electricity generation coming from renewable sources. While this target poses a challenge, the focus of the Government of India (GoI) on policy implementation and strategic investment planning holds the potential to make it achievable.

In the financial year 2022-23, electricity generation demand witnessed a remarkable YoY increase of approximately 8.9% due to booming industrial production and businesses, with GoI's policy push through

performance-linked incentives being a major contributing factor. The setbacks caused by the Covid-19 pandemic in the years 2020-2021 have been left behind, and a solid growth trajectory is anticipated moving forward. The Plant Load Factor (PLF) in the country improved by 3% compared to the previous year.

The generation profile in India has always been influenced by the availability of resources in specific regions. The majority of new renewable capacity is being added in the western, central, and southern parts of India, while the major load centers are situated in the north, west, and south, necessitating a robust inter and intra-state transmission system in addition to inter-regional capacities. The significance of the inter-regional transmission system has been magnified with the flexibility of purchasing power on exchanges. Over the past seven years, India has added approximately 129,505 circuit km of transmission lines and an additional 516,633 MVA at substations. In the next seven years, capacity addition in transmission will significantly increase to meet the government's target of achieving 500 GW of renewable capacity.

The growing demand for electricity driven by the industrial revolution and the increasing adoption of electric vehicles will be the major drivers of this growth. Coal continues to dominate the contribution to electricity generation in India, serving the demand until 2030. The availability of affordable and reliable electricity is a key factor in the sustainable growth of the country.



In the fiscal year 2022-23, the Russia-Ukraine war continued to impact the markets. Although the impact on the supply chain was reduced compared to the previous year, it was not completely mitigated. The supply chain continues to exert pressure on global energy market price points.

Green Energy Corridor (GEC)

The Green Energy Corridor (GEC) was launched by the Government of India to establish a transmission grid for power generation from renewable sources and integrate it with the national grid. The project was initially launched in 2015-16, and since then, substantial growth in grid capacity has been observed every year with the commissioning of additional Green Energy Corridors. These corridors include intra-state, inter-state, and inter-regional linkages.

The transmission projects witnessed phenomenal growth in the fiscal year 2022-23, adding approximately 14,500 km of transmission lines and 76,000 MVA capacity. A significant portion of this capacity addition came from the Green Energy Corridors. These projects will play a crucial role in reducing the total carbon footprint in India and contribute to the development of a sustainable and eco-friendly energy landscape.

The transition from traditional fossil fuels to green renewable sources and their integration into the grids has created a demand for green

grids and Green Energy Corridor (GEC) projects in the transmission sector. The fiscal year 2022-23 was pivotal for decision-making in Tariff-based Competitive Bidding (TBCB) projects, with various 765kV and 400kV projects being planned in high renewable generating regions. Notably, an 8.9GW dedicated Green Energy Corridor was completed in Rajasthan.

SECI/MNRE (Solar Energy Corporation of India/Ministry of New and Renewable Energy) are planning for larger-scale projects with ambitious targets of approximately 500GW of renewable energy in the country. The special focus and contoured growth of the Green Energy Corridor (GEC) in the coming years make it a key segment for your Company to achieve its targets. The integration and connectivity of projects at higher kV levels, such as 765kV and 400kV, along with a mix of Extra High Voltage (EHV) substation projects, make your Company's offerings more attractive and competitive.

Effective use of Green Power

India has made remarkable strides in deploying renewable energy, witnessing a substantial increase in installed capacity in recent years. Solar and wind power have emerged as the primary sources, constituting a significant portion of the country's green energy capacity.

However, the intermittent nature of solar and wind power poses challenges in ensuring uninterrupted electricity supply. To address this, India is actively exploring solutions for 24x7 dispatchable green power. One such approach is the development of hybrid renewable power plants that combine solar and wind technologies. Additionally, energy storage systems like battery storage and pump hydro are being deployed to store excess energy during high generation periods and supply it during low generation periods.

To accommodate higher shares of renewable energy, India is also investing in grid modernization and flexibility enhancement measures. This includes the establishment of green energy corridors (GEC), implementation of smart grids, utilization of advanced forecasting techniques, adoption of demand response mechanisms, and deployment of grid-scale energy management systems. These initiatives aim to effectively balance the supply and demand fluctuations associated with renewable energy generation.

In line with environmental objectives, the government of India has set ambitious targets to reduce the country's total projected carbon emissions by 1 billion tons by 2030. Furthermore, the goal is to decrease the carbon intensity of the nation's economy by less than 45% by the end of the decade and achieve net-zero carbon emissions by 2070.

Climate Change and Clean Transformation

As a signatory to the Paris Climate Agreement, India has committed to increasing its renewable energy capacity to 500 GW by 2030, aiming for 50% of its energy to come from renewable sources. This transition is crucial to fulfill India's international commitments. At COP 26, India further pledged to achieve Net Zero CO₂ emissions by 2070, reduce the carbon intensity of its economy by 45%, and decrease carbon emissions by 1 billion tons.

In the power generation sector, fossil fuels, particularly coal and gas, have historically dominated India's energy mix. As of March 31, 2023, the installed base was approximately 399 GW, with around 235 GW being thermal generation from coal and gas. However, India's share of renewable capacity in the overall generation mix is steadily increasing, with a target of reaching around 60% of the installed base by 2030.

Decarbonization of the power sector is a key focus area, as India's CO₂ emissions are projected to increase significantly by 2040, constituting 13% of global emissions. This highlights the urgent need for India to take measures against global warming and transition towards decarbonization. The power sector plays a critical role in achieving zero CO₂ emissions for the country, alongside the increased electrification of energy demand.

Renewable energy currently accounts for 30% of India's installed power capacity (excluding large hydro) and 41.6% when considering large hydro power plants. The share of renewable energy in the total electricity generation, including hydro, is around 30%. With renewable sources being key players, addressing climate issues, such as rising global temperatures and reducing CO₂ emissions in grid and transmission systems, is of utmost importance.

SF₆, a potent greenhouse gas, has been widely used for insulation purposes in high-voltage equipment in substations. However, finding safer alternatives to SF₆ in transmission and distribution (T&D) equipment is crucial for the power sector's sustainability. GE has developed an alternative called g₃ (Green Gas for Grid), which is an air-insulated switchgear (AIS) and gas-insulated switchgear (GIS) solution with significantly lower global warming potential compared to SF₆.

GE is actively supplying g₃-insulated AIS and GIS products to utilities in Europe and the US, and discussions are underway with certain utilities in India for pilot projects. Your company promotes and advocates for the use of climate-friendly products, collaborating with progressive utilities in India.

Additionally, the excessive use of metals in substations presents another challenge. Your company assists customers in accelerating the energy transition by providing hardware, digital solutions, and services necessary for delivering affordable, sustainable, and reliable electricity. Digital substation technology, for instance, helps reduce the carbon footprint by minimizing the use of copper, decreasing civil construction requirements, and increasing substation reliability. These products are designed to be operationally and maintenance-friendly.

Manufacturing sector Growth and Demand

Industrial power demand has been steadily increasing year over year, with a rise of approximately 9.6% in FY2022-23. This growth can be attributed, in part, to the Production Linked Incentive (PLI) scheme and policy, which has encouraged industrial output and investment. The power sector plays a dual role in the PLI scheme, producing equipment for both the domestic and export markets, leading to increased demand for new transmission and distribution lines, substations, and infrastructure.

The industrial sector serves as a clear benchmark for sectoral and country growth. To meet the growing demands and upgrade power infrastructure, India has actively sought private participation and investments in the country.

The increased industrial loads present opportunities for the power sector in load management and grid stability. Rapid industrial growth can lead to concentrated power consumption in specific areas, posing challenges related to load management and grid stability. It is essential for the power sector to ensure the proper distribution of power, balance loads across the grid, and address voltage fluctuations and grid imbalances caused by industrial clusters.

One example of industrial growth is observed in the data center sector, which has seen significant expansion in specific regions of the country. Data centers have become the backbone of multiple digital markets, attracting investments. The power requirements of data centers create a demand for extra-high voltage (EHV) substations, offering your organization more opportunities to participate in this sector.

Asset Health and Asset Performance Management (APM) Service

Transmission and distribution substation assets are valuable assets for utilities. Ensuring timely maintenance and keeping the equipment in good condition is a top priority for the Operations & Maintenance (O&M) department of any utility. Traditionally, utilities have followed the philosophy of time-based maintenance to efficiently run the utility and substations. However, with the emergence of evolving technologies such as Asset Performance Management (APM), the concept of need-based maintenance has gained prominence.

APM technology utilizes sensors like Dissolved Gas Analyzers (DGA) for transformers, CB watch sensors for circuit breakers, and other universal IoT devices installed around substation assets to collect data. The APM system analyzes this data and predicts the health of assets. The resulting Health Index helps determine maintenance requirements based on condition monitoring rather than relying solely on scheduled maintenance, leading to cost savings and minimizing downtime.

By utilizing dashboards that display the Air Quality Index (AQI) and Equipment Health Index, utilities can proactively identify potential issues and reduce the occurrence of unplanned breakdowns. This not only saves significant costs for utilities but also enhances the reliability and satisfaction of customers.

Digital and Software Solutions

On the technological front, artificial intelligence has opened up a new arena for exploration. The integration of artificial intelligence and machine learning capabilities into various digital products is on the rise. Numerous startups and investments in this space are taking advantage of these technologies to make products more versatile, sustainable, and user-friendly. As a result, new regulations surrounding artificial intelligence will be developed to ensure safe and permissible use.

In the power sector, one of the major challenges in India is the absorption and integration of renewable power at the transmission and distribution level. To measure the positive impact of renewable power down to the last mile, connecting distributed power plants to the grid with a focus on social impact can be achieved through appropriate policy-making. The privatization of distribution companies is increasing, leading to more investments in the sector. Grid solutions such as Distribution Energy Management Solution, Market Management Solutions, Micro/Mini Grid Integrations, and visibility in distribution systems, and ancillary markets are expected to become major market trends.

The Indian power sector has been actively modernizing the electricity grid and adopting smart grid technologies. This includes the implementation of advanced metering infrastructure, demand response mechanisms, and grid automation to enhance efficiency, reliability, and consumer engagement.

The Government of India is placing significant emphasis on reducing Aggregate Technical and Commercial (AT&C) losses, and investments in prepaid and smart meters present major opportunities in the

market. Smart grid technologies in India are being implemented through advanced metering infrastructure (AMI) solutions, which provide communication and visibility to the last mile connections. This is crucial for the profitable and sustainable growth of distribution companies.

Market growth in operational technologies of DISCOMs is also observed in the Advanced Distribution Management System (ADMS) market, driven by the Revamped Distribution Sector Scheme (RDSS).

The Government of India has approved the RDSS to support DISCOMs in improving their operational efficiencies and financial sustainability. The scheme provides result-linked financial assistance to DISCOMs based on meeting pre-qualifying criteria and achieving minimum benchmarks. The scheme has an outlay of Rs 3,03,758 Crore over a period of 5 years (FY 2021-22 to FY 2025-26), with an estimated government's gross budgetary support (GBS) of Rs 97,631 Crore. The Rural Electrification Corporation (REC) and Power Finance Corporation (PFC) will facilitate the implementation of the scheme for DISCOMs.

The scheme aims to meet the following objectives:

- Reducing AT&C losses to pan-India levels of 12-15% by 2024-25.
- Eliminating the ACS-ARR gap by achieving a zero gap by 2024-25.
- Enhancing the quality, reliability, and affordability of power supply to consumers by establishing a financially sustainable and operationally efficient distribution sector.

Cross-Country Power exchange

India is connected to three neighboring countries, namely Nepal, Bhutan, and Bangladesh, through high voltage transmission grids. These interconnections play a vital role in maintaining a balance and ensuring a reliable power supply in times of power shortages or emergencies. Nepal and Bhutan primarily export hydroelectric power to India, which helps in incorporating non-fossil fuel sources into the Indian grid.

The cross-border power trade between these countries is expected to increase in the coming years, especially with the Government of India's plans to implement the ONE SUN ONE WORLD ONE GRID (OSOWOG) scheme. Your organization is closely monitoring the benefits arising from the growing opportunities in the existing connections with Nepal, Bhutan, and Bangladesh, as well as exploring new opportunities in countries like Sri Lanka.

High Voltage Direct Current- HVDC

In India, remote areas such as deserts, mountainous regions, and offshore locations have an abundant supply of renewable energy sources like solar and wind. To harness these renewable resources, large-scale installations are required, which often necessitate the use of land parcels in remote areas that offer good potential for renewable energy generation. However, transmitting this energy

over long distances to the load centers presents challenges, including transmission and distribution (T&D) losses and obtaining right-of-way for transmission lines. Additionally, ensuring stability in the transmission networks is crucial for the effective evacuation of renewable energy.

Globally, High Voltage Direct Current (HVDC) technology is widely recognized as an optimized transmission solution for transferring large amounts of power over long distances. With the increasing deployment of renewable energy capacities worldwide, the demand for HVDC projects has surged. In India, several large-scale geographies, such as Rajasthan, Khavda in Gujarat, and Leh-Ladakh, are being developed as hubs for renewable energy generation. HVDC projects are planned for these regions, including the Leh-Ladakh, Bhadla-Fatehpur, Khavda-Nagpur, and Khavda-South Olepad links.

Your company has previously executed a ± 800 kV, 6000 MW HVDC project from Champa to Kurukshetra, showcasing its expertise in HVDC technologies. It is actively engaged with stakeholders to address the emerging opportunities in HVDC projects, including those in Leh-Ladakh, Khavda, and other regions.

Cyber Threats in Power Grids

Cybersecurity threats in power grids pose significant risks to the reliable operation of electrical systems. As power grids become increasingly interconnected and digitized, relying on complex networks and systems for monitoring, control, and communication, they become more vulnerable to potential attacks. Malicious actors target power grids with the intent of disrupting power supply and causing disturbances in the grids, leading to substantial commercial and industrial losses for countries and states. Ransomware attacks, in particular, are commonly observed in public services and facilities, including power grids. Given the numerous intrusion points in both the network and physical infrastructure, malware attacks are also a significant concern.

To address these challenges, new digital solutions are emerging that provide enhanced security measures for control centers and substations. Your organization is at the forefront of delivering innovative IT and OT security solutions to customers, continuously adapting to evolving cybersecurity threats. With a focus on multiple levels of security, your organization is well-prepared to meet the upcoming challenges and ensure the robust protection of power grids and associated infrastructure.

Policy, Regulation and Consolidations that favor the energy sector

Green Bonds:

Under the Union Budget 2022-23, the government made significant announcements related to sustainable finance and energy infrastructure. One such announcement was the issuance of sovereign green bonds. These bonds are specifically designed to finance environmentally friendly projects and initiatives, further promoting sustainable development in the country.

Additionally, the government conferred infrastructure status to energy storage systems, including grid-scale battery systems. This recognition highlights the importance of energy storage in the overall energy landscape and supports the development and deployment of advanced storage technologies. By granting infrastructure status, the government aims to attract investment, facilitate growth, and enhance the adoption of energy storage solutions, which play a crucial role in improving grid stability, managing renewable energy integration, and ensuring reliable power supply.

These measures align with the government's commitment to promoting clean energy, addressing climate change, and accelerating the transition towards a sustainable and resilient energy sector in India.

Green Hydrogen Mission:

In January 2023, India launched its comprehensive Hydrogen mission, setting targets for green hydrogen production in the country. The mission aims to establish India as a global hub for the production, utilization, and export of green hydrogen and its derivatives. By achieving these targets, the mission will contribute to India's energy independence and the decarbonization of major sectors of the economy.

The targets set by the mission are not limited to meeting India's domestic demand but also include the export of green hydrogen to other countries. The initial budget allocation for the mission is ₹ 19,744 crores, which includes ₹ 1,466 crores for pilot projects and ₹ 400 crores for research and development funds. The development of a green hydrogen production capacity of at least 5 million metric tonnes per annum, accompanied by the addition of approximately 125 GW of renewable energy capacity in the country, will result in the abatement of nearly 50 million metric tonnes of annual greenhouse gas emissions.

Significant progress has already been made in various projects under the mission. The Ministry of New and Renewable Energy has supported research and development projects, resulting in the establishment of a 5 Nm³/h green hydrogen production plant based on solar energy and electrolysis in Gurugram, Haryana, and a 6 kg per hour green hydrogen production plant based on biomass gasification in IISc Bangalore, Karnataka. Other projects include a green hydrogen manufacturing pilot plant with a capacity of 10 kg per day in Jorhat, Assam by Oil India Limited, a production plant with a capacity of 2 kg per day in Kawas, Gujarat by NTPC Limited, and a green ammonia plant in Bikaner, Rajasthan that produces green hydrogen at a rate of 500 Nm³/hr (approximately 175 tonnes per annum) by M/s ACME.

The widespread adoption of large-scale green hydrogen will also contribute to India's goal of achieving 500 GW of renewable energy capacity. By utilizing green hydrogen, India is projected to abate 3.6 gigatonnes of CO₂ emissions cumulatively between now and 2050.

Revamped Distribution Sector Scheme: Reforms-Based and Result-Linked

The Revamped Distribution Sector Scheme (RDSS) was launched by the government of India to assist DISCOMs in improving their

operational efficiencies and financial sustainability. The scheme provides result-linked financial assistance to strengthen supply infrastructure, based on meeting pre-qualifying criteria and achieving basic minimum benchmarks. It has an outlay of Rs 3,03,758 Crore over a span of 5 years, from FY 2021-22 to FY 2025-26. The objectives of the scheme include reducing AT&C losses to pan-India levels of 12-15% and eliminating the ACS-ARR gap by 2024-25.

The RDSS is divided into two major components: Part A focuses on financial support for prepaid smart metering, system metering, and the upgradation of distribution infrastructure, while Part B focuses on training and capacity building, as well as other enabling and supporting activities.

Taking lessons from previous schemes, the Revamped Distribution Sector Scheme has been tailored to address the specific needs of each state. Out of the 31 states that participated, 14 have had their Integrated Power Development Scheme (IPDS) Detailed Project Reports (DPR) and budgets approved. Additionally, three state DISCOMs have submitted their proposals for infrastructure upgrades under the scheme. In the first year, leading organizations such as BEST Mumbai, Gujarat state DISCOMs, and UP state DISCOMs have taken the initiative by bringing out bids. Your organization's digital wings are well-positioned to participate and excel in this market segment with their software and grid automation equipment.

Other schemes, such as the Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY) and IPDS, are also expected to contribute to the electrification efforts across the country. Furthermore, the policy supports commissioned power plants to sell electricity even in the absence of a valid Power Purchase Agreement (PPA).

National Bioenergy Programme

The Government launched the National Bioenergy Programme on November 2, 2022, with a plan for implementation in two phases. The Phase-I of the programme has been approved, and it includes several sub-schemes. These sub-schemes are the Waste to Energy Programme, Biomass Programme, and Biogas Programme.

Saubhagya Scheme

The Pradhan Mantri Sahaj Bijli Har Ghar Yojana, "Saubhagya," was launched by the Government of India with the aim of achieving universal household electrification. As of March 2021, 2.82 crore households have been electrified under this scheme. The total financial outlay of the project was ₹ 16,320 crore (US\$ 2.19 billion), with a Gross Budgetary Support (GBS) of ₹ 12,320 crores (US\$ 1.65 billion).

Boost to manufacturing

To create potential for domestic manufacturers and developers, the government will auction 40 GW of renewable energy projects, including 30 GW solar and 10 GW wind, every year until 2028. More than 70% of the equipment used for the generation of wind power is manufactured in India.

No environment clearance required for solar projects

The Ministry of Environment, Forest and Climate Change, Government of India, has clarified that solar PV (photovoltaic) power, solar thermal power projects, and solar parks will no longer require environmental clearance as per the provisions of the Environment Impact Assessment (EIA) notification, 2006.

Make in India Policy (MII)

The Make in India initiative is a government program that aims to transform India into a global design and manufacturing hub by creating a conducive environment for investments, developing modern and efficient infrastructure, and opening up new sectors for foreign capital. It has three stated objectives: to increase the manufacturing sector's growth rate to 12-14% per annum, to create 100 million additional manufacturing jobs in the economy, and to ensure that the manufacturing sector's contribution to GDP is increased to 25% by 2025. In the power sector, the Make in India initiative benefits organizations and suppliers that have 50-90% of Make in India content in their projects and products. Your organization has been truly making in India since 1958 and is reaping the benefits of the scheme with local manufacturing plants for multiple product lines in the country.

Investments in the Power Sector

As per the National Infrastructure Pipeline 2019-25, energy sector projects accounted for the highest share of 24% out of the total expected capital expenditure of ₹ 111 lakh crore (US\$ 1.4 trillion). India's Power sector is predicted to attract investment worth ₹ 9-9.5 trillion (US\$ 128.24-135.37 billion) between FY19-FY23. In the Union Budget 2022-23, the Government allocated ₹ 19,500 crore (US\$ 2.57 billion) for a Production Linked Incentive (PLI) Scheme.

In the Union Budget 2022-23, the government allocated US\$ 885 million (₹ 7,327 crore) for the solar power sector, including grid, off-grid, and Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan (PM-KUSUM) projects.

The Phase-I of the National Bioenergy Programme has been approved with a budget outlay of US\$ 103 million (₹ 858 crore).

In the Union Budget 2022-23, the allocation for the Solar Energy Corporation of India (SECI), which is currently responsible for the development of the entire renewable energy sector, stood at US\$ 132 million (₹ 1,000 crores).

The Production Linked Incentive Scheme (Tranche II) on the 'National Programme on High Efficiency Solar PV Modules', with an outlay of US\$ 2.35 billion (₹ 19,500 crore), was approved and launched.

The flow of money from international financing companies continues unhindered, with Germany's Kreditanstalt für Wiederaufbau (KfW) group, Japan International Cooperation Agency (JICA), and the World Bank as major investors in the Indian power sector. The Government of India 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.

The allowance of 100% Foreign Direct Investment (FDI) in the power sector has boosted FDI inflow in this sector.

According to the Economic Survey, an investment of US\$ 330 billion is predicted in the renewable sector by 2030.

Opportunities

India has emerged as one of the best-growing economies, showing a +7.2% Gross Domestic Product (GDP) growth, expected to be \$3.3 trillion and eventually targeting \$3.7 trillion in 2023, and eventually targeting \$5 trillion in 2025. India also ranks on top as the favorite economy for global investments. The manufacturing segment is contributing substantially to the growth journey. FY 2023-24 brings out major digital growth in the transmission sector with revamping and upgrade schemes of Ultra High Voltage (UHV) Long-Distance Transmission (ULDC), National Load Dispatch Center (NLDC), and National Transmission Asset Management Center (NTAMC) projects. The ever-increasing demand for power and consumption is leading to a rising growth graph for the Indian power sector. The rising peak demand to the tune of approximately 209 GW in December '22 was observed. Further growth targets are expected at a steady rate of 6% Compound Annual Growth Rate (CAGR) and estimated to hit approximately 2000 billion units by 2027. In FY 2022-23, India generated 1640 billion units (BU) of electricity, 8.9% more than FY 2021-22.

Green Energy Corridors and Tariff Based Competitive projects continue to grow in the 765/400 kV network for bringing renewable power to load centers. 765/400 kV projects bring your organization to play in the competitive market with Gas Insulated Switchgear (GIS), Air Insulated Switchgear (AIS), Transformers, Grid Automation, Communication, and digital product and service offerings.

The growth in the digital drive in the utilities and customers continues to benefit the organization with increased access to the market. Since digital IT systems have a lifetime of 5-7 years and due to the ever-evolving cyber threat landscapes, digital projects are continuously being conceived, and this helps your organization to grow in this domain.

Many states are now increasing their spending on the unmanned substations, and State Transmission Asset Management Control Center (STAMCC) projects are being conceived. These are similar to the National Transmission Asset Management Control Center projects for state assets. Upcoming states like Orissa, Uttar Pradesh, Madhya Pradesh, Delhi, and Kerala are preparing for these initiatives in FY 2023-24. Asset Performance Management (APM) solutions are becoming a primary part of these upcoming projects. Your organization is best suited to cater to customers and market needs, as most of the solutions come from GE's product portfolio.

The central transmission grid operator, Power Grid Corporation of India (PGCIL), has already commissioned the world's biggest Wide Area Monitoring System (WAMS), awarded to your organization in 2013-14. WAMS phase 2 of approximately the same size will be launched soon, and this will help your organization's Digital Grid software and Grid Automation division to access increased markets.

With increased absorption of renewable power, multiple Flexible Alternating Current Transmission Systems (FACTS) and Static Synchronous Compensators (STATCOM) projects are in line with the country's requirement for reliable, stable, and dispatchable power in FY 2023-24. These are niche markets with limited players accessing the market. GETDIL is poised to play in the market and increase its market share by offering its products and projects.

The growth of demand due to industrial needs, increasing electric vehicle loads, and increasing load in domestic sectors with increased penetration in villages. The load pattern and demand are expected to increase by approximately 5.5% in the coming years, creating the need for more distribution networks, transmission networks, and Extra High Voltage (EHV) substations.

The opportunities in the coming years focus 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 Russia-Ukraine war had an impact on the supply chains and energy crisis in FY 2021-22. However, the situations improved in FY 2022-23 with the establishment of alternate supply chains and source countries. The global energy market price rise trend stabilized, although some commodities prices still observed an upward movement. Governments also took steps to curb inflation and mitigate the pressure caused by the situations. The realignment of the oil and gas sector with alternate routes helped mitigate the impact to some extent.

All industries have safety nets in place to manage costs, but the threat of recession has not been ruled out yet. Your company is prepared to face any eventualities and ensure it is not crippled by them. Risks in the power sector can be mitigated through technological solutions.

Artificial Intelligence (AI) is a technological advancement, but it can also pose a threat of job cuts and reduce the use of manpower. To mitigate these concerns, the use of AI must be regulated and

monitored. Framing regulations around AI will be beneficial for both sides.

Delays in project launching due to right-of-way issues and the availability of lands for substations are among the biggest challenges in the power transmission and distribution sector.

Your company is aware of these threats and well-prepared to manage them by taking necessary steps for sustainable business growth.

Business Projections

The market sentiments for the overall business environment are expected to improve in the Financial Year 2023-2024, as the market has recovered and Tariff-Based Competitive Bidding (TBCB) projects are maturing. Alongside the transmission projects, there is a significant opportunity for the growth of the digital business. The company is cautious and selective in choosing the opportunities and focuses on playing to its strengths. Despite challenges and political and economic volatility, the company continues to have an order booking of more than ₹ 36.9 billion as of March 31, 2023, which positions it well to sustain market pressures and be equipped for future growth.

Support Functions

Human Resources

The permanent employee strength of the Company as on March 31, 2023 was 1873.

Industrial Relations

During the year under review, labour relations at Hosur, Padappai, Pallavaram, and Vadodara units remained cordial. This has helped your Company to increase the labour productivity and efficiency.

Diversity

Your Company understands the gender sensitivities. Providing a safe and secure work environment for women is always a top priority. Gender diversity has always been important to your Company. 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.

The Company and Factories initiated diversity and inclusion programs, which helped in building a holistic ecosystem for diverse candidates, with focus on on-boarding, learning, networking, awareness, and growth. These diversity inclusion programs are listed below:

SHINE Program – Shine is a 6-month, non-rotational program for diverse groups of early career talent. This program combines individual development, training, action learning and networking to enable you to drive better outcomes in a faster, simpler, adaptive and more customer-driven organization while preparing you for future roles, with expanded responsibility. This program gives assignments to work on a project, alongside other colleagues, that will have a

direct impact to our business. This includes having monthly learning roundtables with a number of subject matter experts on topics ranging from Lean, Finance, Project management, among others.

Fulcrum (Pallavaram) – The Fulcrum program provides supported networking and learning opportunities for women employees and enables dialogue with business leaders. It supports the efforts and contributions of women in operations and involves them in initiatives focused on health, wellness, corporate social responsibility, and sports. This program helps women in operations develop competencies for fast career progression by offering customized leadership development programs. Furthermore, this program helps in breaking gender biases and stereotypes.

The Fulcrum program aims to support and elevate women in operations by developing their competencies and providing opportunities for them to make a greater impact in the business. The program celebrates women in operations through various initiatives such as health talks, legal sessions, and celebrations on International Women's Day. Networking and inclusion activities like cross-functional knowledge sharing sessions and roundtable discussions with leaders promote collaboration and diversity. The program also focuses on career and leadership development by organizing sessions on personality improvement, leadership talks, and assigning mentors and stretch assignments. The program emphasizes building a diverse culture by elevating women to higher positions, increasing diversity in hiring, and ensuring female candidates are considered for open positions.

Snegithi Women's Network (Padappai) – Your company is committed to fostering a culture of diversity and inclusion in the workplace. The Snegithi - Padappai's Women's Network Group was established in 2019 as a women-led network aimed at connecting women and celebrating their ambition. The group regularly engages to share experiences, generate ideas for engagement initiatives, and obtain organizational support to fulfill their career aspirations. It operates under five distinct pillars: Capability Building, Work-Life Balance, Health & Wellness, Employee Engagement & CSR. In 2022, the group organized various initiatives aligned with these pillars, including Women's Day Celebrations, Leadership Connect, Virtual and Classroom Learning Sessions, Go Green - Tree Sapling initiative, POSH Awareness Roadshows, Mental Health & Wellness Sessions, and CSR activities in an orphanage home. Your company's strong network of women employees provides a platform for exchanging views and supporting women in their career growth.

Succession Planning

Your company is dedicated to identifying and nurturing internal talents for leadership and critical roles, while also mapping potential external talent pipelines. The company prioritizes enhancing organizational efficiency and fostering accountability, with the aim of improving communication speed and delivering prompt services to customers.

The management, with the assistance of the Human Resource team, maintains a strong emphasis on identifying successors for leadership positions and positions that require essential skill sets.

Finance

The finance function of your Company remains committed to driving initiatives that enhance performance. There is a strong emphasis on risk management, internal controls, and cost optimization through rigorous operational practices and financial discipline. In the financial year 2022-23, the Company achieved a profit before tax and exceptional items of ₹ 381.3 million, attributed to improved project execution, cost control measures, the sale of Niani Unit, and stabilization of commodity prices. However, the Company experienced a 10% decrease in revenue compared to the previous year, primarily due to lower backlog and book and bill orders. As of March 31, 2023, the Company's net borrowings stand at ₹ 1,729.9 million, reflecting an increase of ₹ 919.5 million from the previous year, primarily driven by higher working capital requirements. The Company is actively focused on reducing inventory, improving receivables and retention collection to generate cash flow. The management team is dedicated to pursuing strategic initiatives that aim to improve financial performance, profitability, and liquidity. It is confident that these initiatives will lead to enhanced profits for the Company.

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, are listed below:

| Ratio | Calculation | March'23 | March'22 | % Change |
|--|--|----------|----------|----------|
| (i) Current ratio ¹ | Current Assets/ Current Liabilities | 1.1 | 1.1 | 0.7% |
| (ii) Debt- Equity Ratio ² | Borrowings/ Shareholder's Equity | 0.2 | 0.2 | 35.4% |
| (iii) Inventory Turnover ratio ¹ | Cost of goods sold/ Inventory | 3.1 | 3.8 | (19.8%) |
| (iv) Trade Receivable Turnover Ratio / Debtors' Turnover Ratios ¹ | Revenue from operations/ Trade Receivable | 1.8 | 2.0 | (8.9%) |
| (v) Debt Service Coverage ratio / Interest Coverage Ratio ³ | Earnings for debt service = Net profit before tax & Exceptional Items + Interest on borrowings/ Borrowings | 0.3 | (1.0) | (127.1%) |
| (vi) Net Profit ratio / Net Profit Margin (%) ⁵ | Net Profits before taxes/ Revenue from operations | 1.0% | (2.3%) | (142.6%) |

- 1 No significant variance
- 2 Company's Debt has increased owing to higher working capital requirement of inventory plus execution of loss contracts
- 3 Debt Service Ratio and Profitability Ratios has improved because of positive operational profits during the year

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 reduced to ₹ 10,727.1 million as on March 31, 2023 compared to ₹ 10,802.9 million as on March 31, 2022 primarily driven by total comprehensive loss during the year of ₹ 75.8 million.

Investor Relations

Your Company maintains a strong commitment to prioritizing the interests of stakeholders and ensuring transparency by sharing relevant information with them in a timely manner. It takes stakeholders' inputs and suggestions seriously and acts upon them accordingly. Regular engagement with stakeholders is a crucial aspect of the Company's ethos to ensure sustainable performance. Building and maintaining a strong working relationship with stakeholders is important, which is why the Company consistently holds quarterly earnings conference calls with investors and analysts. During these calls, the Company provides updates on the Transmission and Distribution (T&D) market, potential opportunities, as well as presents its operational and financial performance. Attendees are encouraged to raise questions and seek clarification directly from top management. Audio recordings and transcripts of the conference

calls are uploaded on the Company's website and stock exchange platforms.

In addition to conference calls, the Company disseminates information through press releases and stock exchange communications to keep stakeholders well-informed of the latest developments. Presentations, analyses, and financial results are shared with investors and are also made available on the Company's website at 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, 2023, 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, 2023.

Outlook

The Indian Power sector is undergoing constant and consistent growth, driven by a focused approach to incorporate more Renewable power into the grid. With a higher share of Renewable energy in the grid, there is a need for an optimal mix of conventional power to meet the growing demand from industrial and domestic consumers, which is driving the country's economic growth. The aim is to achieve the target of 'Green Power for All' and attain net zero CO2 emissions as committed in COP26 by the Government of India. Over the next five to ten years, the Transmission and Distribution (T&D) market is expected to grow steadily due to several factors:

- i. The target of installing around 500 GW of renewable energy capacity by 2030.
- ii. Continued focus on system strengthening and upgrading aging infrastructure by both state and central governments.
- iii. India's commitment to reducing carbon footprint by 50% by 2030 as part of COP26.
- iv. Increasing adoption of electric vehicles (EVs) leading to a surge in electricity demand and the need to upgrade the grid infrastructure with advanced technologies. The 'National Electric Mobility Mission Plan' aims for maximum EV adoption by 2030.
- v. Implementation of the Green Hydrogen policy attracting more investments in the market.
- vi. Industrial sector aiming for net zero emissions and investing in a mix of Renewable resources, including storage and hydrogen.
- vii. Government's infrastructure push in the country, such as railway and metro rail projects, high-speed train connectivity, and the growing demand for power from digital-driven data centers.

- viii. Cross-border power trade and strengthening of inter-regional grids.
- ix. Evolution of hybrid market opportunities and projects combining wind, solar, and battery storage, for which the Company has developed capabilities and solutions.
- x. Anticipated 6.0% demand-side growth, generating the need for additional power and a robust transmission network.

The Company's management is focused on leveraging these evolving trends and opportunities 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

Place : Noida
Date : June 26, 2023

Mahesh Shrikrishna Palashikar
Chairman
DIN: 02275903

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING



SECTION A: GENERAL DISCLOSURES**I. Details of the listed entity**

| | | |
|----|---|---|
| 1 | Corporate Identity Number (CIN) of the Listed Entity | L31102DL1957PLC193993 |
| 2 | Name of the Listed Entity | GE T&D India Limited |
| 3 | Year of incorporation | 1957 |
| 4 | Registered office address | A-18, First Floor, FIEE Complex, Okhla Industrial Area, Phase II, New Delhi – 110020 |
| 5 | Corporate address | T-5 & T-6 , Plot I-14, Axis House, Jaypee Wishtown, sector-128, Noida-201304, Uttar Pradesh |
| 6 | E-mail | anupriya.garg@ge.com |
| 7 | Telephone | +91 120 5021500 |
| 8 | Website | www.ge.com/in/ge-td-india-limited |
| 9 | Financial year for which reporting is being done | Financial Year 2022-23 for the period 1 st April 2022 to 31 st March 2023 |
| 10 | Name of the Stock Exchange(s) where shares are listed | National Stock Exchange of India Ltd & BSE Limited |
| 11 | Paid-up Capital | ₹ 512,098,270/- |
| 12 | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report | Anupriya Garg Company Secretary & Compliance Officer +91 120 5021500 anupriya.garg@ge.com |
| 13 | Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together) | Standalone basis. Please note that the Company has no subsidiary |

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

| S. No. | Description of Main Activity | Description of Business Activity | % of Turnover of the entity |
|--------|---|---|-----------------------------|
| 1 | Manufacturing , Services, projects including Turnkey Projects | Electrical Equipment, General Purpose & Special Purpose Machinery & Equipment Transformers Control Panels Equipments Others | 100% |

Note: The details of business activities shall be in line those given in Form MGT-7 prescribed by MCA

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

| S. No. | Product/Service | NIC Code | % of total Turnover Contributed |
|--------|--|----------|---------------------------------|
| 1 | Manufacture of electric power distribution transformers, arc-welding transformers, fluorescent ballasts, transmission and distribution voltage regulators | 27102 | 16.5% |
| 2 | Manufacture of electricity distribution and control apparatus (electrical apparatus for switching or protecting electrical circuits (e.g. switches, fuses, voltage limiters, surge suppressors, junction boxes etc.) | 27104 | 19.1% |
| 3 | Manufacture of other electrical equipment | 27900 | 26.0% |
| 4 | Construction/erection and maintenance of power, telecommunication and transmission lines | 42202 | 37.4% |

Note:

- The National Industrial Classification (NIC) codes are available at the following link: <http://mospi.nic.in/classification/nationalindustrial-classification/alphabetic-index-5digit>.
- Contribution In descending order

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

| Location | Number of plants | Number of offices | Total |
|---------------|------------------|-------------------|-------|
| National | 5 | 9 | 14 |
| International | Nil | 5 | Nil |

17. Markets served by the entity:

a. Number of locations

| Locations | Number |
|----------------------------------|---|
| National (No. of States) | All India (28 Sates & 8 Union Territories) |
| International (No. of Countries) | All Geographies |

b. What is the contribution of exports as a percentage of the total turnover of the entity?

₹ 8,444 million (30.45% of total turnover)

c. A brief on types of customers

Various Government and Private Sector Power Generation, Transmission and Distribution Segment Industrial customers mainly in Metals, Mining and Oil & Gas Segment.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

| S. No. | Particulars | Total (A) | Male | | Female | |
|------------------|--------------------------------|-----------|---------|-----------|---------|-----------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 1164 | 1042 | 89.5% | 122 | 10.5% |
| 2. | Other than Permanent (E) | 521 | 499 | 95.8% | 22 | 4.2% |
| 3. | Total employees (D + E) | 1685 | 1541 | 91.5% | 144 | 8.5% |
| WORKERS | | | | | | |
| 4. | Permanent (F) | 709 | 696 | 98.2% | 13 | 1.8% |
| 5. | Other than Permanent (G) | | | | | |
| 6. | Total workers (F + G) | 709 | 696 | 98.2% | 13 | 1.8% |

b. Differently abled Employees and workers:

| S. No. | Particulars | Total (A) | Male | | Female | |
|------------------------------------|--|-----------|---------|-----------|---------|-----------|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| DIFFERENTLY ABLED EMPLOYEES | | | | | | |
| 1. | Permanent (D) | - | - | - | - | - |
| 2. | Other than Permanent (E) | - | - | - | - | - |
| 3. | Total differently abled employees (D + E) | - | - | - | - | - |
| DIFFERENTLY ABLED WORKERS | | | | | | |
| 4. | Permanent (F) | 1 | 1 | 100% | - | - |
| 5. | Other than permanent (G) | - | - | - | - | - |
| 6. | Total differently abled workers (F + G) | 1 | 1 | 100% | - | - |

19. Participation/Inclusion/Representation of women

| | Total (A) | No. and percentage of Females | |
|--------------------------|-----------|-------------------------------|-----------|
| | | No. (B) | % (B / A) |
| Board of Directors | 7* | 1 | 14.29% |
| Key Management Personnel | 2** | 1 | 50.00% |

*As on 31st March 2023 there were 7 Board of Directors but subsequent to the year end on 17th April 2023, Mr. Sandeep Zanzaria was appointed as Managing Director and CEO of the Company and hence the number of Board of Directors increases to 8.

**As on 31st March 2023 there were 2 Key Managerial Persons but subsequent to the year end on 17th April 2023, Mr. Sandeep Zanzaria was appointed as Managing Director and CEO of the Company and hence the number of Key Managerial Persons increases to 3.

20. *Turnover rate for permanent employees and workers
(Disclose trends for the past 3 years)

| | FY 2022-23 (Turnover rate in current FY) | | | FY 2021-22 (Turnover rate in previous FY) | | | FY 2020-21 (Turnover rate in the year prior to the previous FY) | | |
|---------------------|--|--------|-------|---|--------|-------|---|--------|-------|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 10.8% | 15.2% | 11.2% | 9.0% | 20.3% | 9.6% | | | |
| Permanent Workers | 8.1% | - | 7.9% | 7.1% | 7.4% | 7.1% | | | |

* Please refer SEBI guidance note

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

| S. No. | Name of the holding / subsidiary / associate companies / joint ventures (A) | Indicate whether holding/ Subsidiary/ Associate/ Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|--------|---|--|-----------------------------------|--|
| 1 | Grid Equipments Private Limited | Holding | 68.54% | No |
| 2 | GE Grid Alliance B.V. (formerly Alstom Grid Holdings B.V., Netherlands) | Holding | 6.46% | No |

VI. CSR Details22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **No**

(ii) Turnover (in ₹) **27,732.2 million**

(iii) Net worth (in ₹) **10,727.1 million**

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy) | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|---|--|--|--|---------|--|--|---|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | - | - | - | - | - | - | - |
| Investors (other than shareholders) | - | - | - | - | - | - | - |
| Shareholders | Yes https://www.ge.com/in/ge-td-india-limited/contact-us | 7 | 0 | NA | 8 | 1 | One complaint pending as on March 31, 2022 was disposed of / resolved on April 5, 2022. |
| Employees and workers | Yes https://inside.integrity.ge.com/raise-a-concern | 27 | 8 | NA | 37 | 6 | All cases closed by Oct 2022 |
| Customers | Yes | 93 | 39 | NA | 152 | 64 | NA |
| Value Chain Partners | - | - | - | - | - | - | - |
| Other (please specify) | - | - | - | - | - | - | - |

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk / opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|--------|---------------------------|--|--|--|--|
| 1 | NA | NA | NA | NA | NA |
| 2 | NA | NA | NA | NA | NA |

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

| Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|--|-----|-----|-----|-----|-----|-----|-----|-----|
| Policy and management processes | | | | | | | | | |
| 1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes |
| b. Has the policy been approved by the Board? (Yes/No) | Few of the policies have been approved by the board and other policies are adopted from GE Group Policies. 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 | | | | | | | | |
| c. Web Link of the Policies, if available | https://www.ge.com/in/ge-td-india-limited/corporate-governance https://www.ge.com/ | | | | | | | | |
| 2. Whether the entity has translated the policy into procedures. (Yes / No) | No | | | | | | | | |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/No) | The Supplier Responsibility Guidance (SRG) audits are deployed to strategic and key suppliers to ensure that Company engages with suppliers that comply with local laws and Company's expectations that may apply in the areas of employment, human rights, environment, health, safety, and security. The supplier contracts are secured for compliance with GE Terms and Conditions and EHS guidelines including labor laws and human rights | | | | | | | | |
| 4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | None | | | | | | | | |
| 5. Specific commitments, goals and targets set by the entity with defined timelines, if any. | None | | | | | | | | |
| 6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | Not Applicable | | | | | | | | |
| Governance, leadership and oversight | | | | | | | | | |
| 7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) | The Company has progressed on the ESG Journey and have started aligning to UN Sustainable Development Goals as well as National Guidelines on Responsible Conduct. The Company has been taking specific actions towards reducing the Carbon Intensity from its various operating locations by deploying initiatives towards reduction of electricity consumption, water consumption, reduction of plastics use as well as reduction of office space. The Company has also established strong systems towards Integrity, Inclusion and Diversity, Health & Safety & Human Rights for its Business Operations and Employees conduct. The Company has conducted various initiatives towards communities development through CSR programs. | | | | | | | | |
| 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies). | Mr. Sandeep Zanzaria, Chief Executive Officer and Managing Director | | | | | | | | |
| 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details. | No | | | | | | | | |

10. Details of Review of NGRBCs by the Company:

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee (Yes (Y) / Not Applicable (NA)) | | | | | | | | | Frequency (Annually (A) / Half yearly (HY)/ Quarterly(Q)/ Any other – please specify) | | | | | | | | |
|---|--|----|-----------|----|-----------|----|-----------|----|-----------|---|-----------|----|-----------|----|-----------|----|-----------|----|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | Y | NA | Y | Y | Y | Y | NA | NA | Y | A | NA | A | Q | Q | A | NA | NA | Q |
| Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances | Y | NA | Y | Y | Y | Y | NA | NA | Y | A | NA | A | Q | Q | A | NA | NA | Q |
| 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency. | P1 | | P2 | | P3 | | P4 | | P5 | | P6 | | P7 | | P8 | | P9 | |
| | No | | No | | No | | No | | No | | No | | No | | No | | No | |

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|----|----|----|----|----|----|----|----|----|
| The entity does not consider the Principles material to its business (Yes/No) | | | | | | | | | |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | | | | | | | | | |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | | | | | | | | | |
| It is planned to be done in the next financial year (Yes/No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

| Segment | Total number of training and awareness programmes held | Topics/principles covered under the training and its impact | %age of persons in respective category covered by the awareness programmes |
|-----------------------------------|--|---|--|
| Board of Directors | 1 | Code of Conduct | 100% |
| Key Managerial Personnel | Multiple* | All | 100% |
| Employees other than BoD and KMPs | Multiple* | All | 95% |
| Workers | Multiple* | All | 95% |

*All nine principles laid down in BRSR are covered by the Company’s mandatory trainings and Code of Conduct for Employees which is adhered to by all employees and Directors.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

| Monetary | | | | | |
|-----------------|-----------------|---|----------------|-------------------|--|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In ₹) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/ Fine | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| Settlement | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| Compounding fee | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |

| Non-Monetary | | | | | |
|--------------|-----------------|---|-------------------|--|----------------|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Brief of the Case | Has an appeal been preferred? (Yes/No) | |
| Imprisonment | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |
| Punishment | Not Applicable | Not Applicable | Not Applicable | Not Applicable | Not Applicable |

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|----------------|---|
| Not Applicable | Not Applicable |

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the company has policy for anti-corruption / anti-bribery. The Company conducts all business transactions in an honest, fair and ethical manner. It prohibits bribery in all business dealings, in every country around the world, with both governments and the private sector.

The policy addresses three core expectations: Prohibition of bribery of any kind, Maintenance of strong internal controls aimed at preventing and detecting bribery and Maintenance of accurate books and records that correctly reflect the true nature of all transactions.

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

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

| Particulars | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|-------------|---|--|
| Directors | Nil | Nil |
| KMPs | | |
| Employees | | |
| Workers | | |

6. Details of complaints with regard to conflict of interest:

| | FY 2022-23 (Current Financial Year) | | FY 2021-22 (Previous Financial Year) | |
|--|--|---------|---|---------|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | Nil | | Nil | |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | Nil | | Nil | |

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

| Particulars | FY 2022-23 Current Financial Year | FY 2021-22 Previous Financial Year | Details of improvements in environmental and social impacts |
|-------------|---|--|---|
| R&D | NIL | NIL | Not Applicable |
| Capex | | NIL | Not Applicable |

2.
 - a. Does the entity have procedures in place for sustainable sourcing? (Yes/No) Yes
 - b. If yes, what percentage of inputs were sourced sustainably?

GE Grid Solutions' suppliers are asked to follow Grid Solutions' Supplier Sustainability Charter, available at <https://www.ge.com/renewableenergy/suppliers/document-library>. Since 1 year, suppliers are audited with sustainability questions during qualification and surveillance audits. Given the number of suppliers, there is not yet total percentage figure concluded for Grid Solutions.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

we have following practices for below mention waste categories.

(a) GE Products : Power Transmission issued 12 End Of Life (EoL) instructions for HV products. Two of them concerns full family (GIS 245kV to 800kV and Power Transformers). Any new product comes with its EoL leaflet based on full Lif Cycle Analysis (LCA). All existing LCAs are available at external webpage <https://www.gegridsolutions.com/services/product-environment-profiles.htm> and many of them are certified by third party.

(b) GE Operations:

- Plastics (including packaging) - All our facilities use 100% biodegradable plastic garbage bags to collect and dispose of dry and wet waste. At our corporate office we have engaged with a vendor partner who collects our Wet and Dry waste to Compost/ Recycle it in an eco-friendly manner.
- E-waste - Our E-waste broadly includes computers, servers, scanners, PSs, Batteries, Air conditioners etc. All such E-wastes are being disposed off through registered E-waste vendors. (c) Hazardous waste – Hazardous wastes are sent to authorized recyclers approved by state government.
- Other waste – The waste generated from factories are recycled and used. There are no other kinds of substantial waste generated in our office other than listed above.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same. Not Applicable

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains**Essential Indicators**

1. a. Details of measures for the well-being of employees:

| Category | % of employees covered by | | | | | | | | | | |
|---------------------------------------|---------------------------|------------------|--------------|--------------------|--------------|--------------------|--------------|--------------------|--------------|---------------------|--------------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity Benefits | | Day Care facilities | |
| | | Number (B) | % (B / A) | Number (C) | % (C / A) | Number (D) | % (D / A) | Number (E) | % (E / A) | Number (F) | % (F / A) |
| Permanent employees | | | | | | | | | | | |
| Male | 1042 | 1042 | 100% | 1042 | 100% | - | - | 1042 | 100% | 557 | 53.5% |
| Female | 122 | 122 | 100% | 122 | 100% | 122 | 100% | - | - | 22 | 18.0% |
| Total | 1164 | 1164 | 100% | 1164 | 100% | 122 | 10.5% | 1042 | 89.5% | 579 | 49.7% |
| Other than Permanent employees | | | | | | | | | | | |
| Male | 499 | 499 | 100% | 499 | 100% | - | - | 499 | 100% | 51 | 10.2% |
| Female | 22 | 22 | 100% | 22 | 100% | 22 | 100% | - | - | 10 | 45.5% |
| Total | 521 | 521 | 100% | 521 | 100% | 22 | 4.2% | 499 | 95.8% | 61 | 11.7% |

b. Details of measures for the well-being of workers:

| Category | % of workers covered by | | | | | | | | | | |
|-------------------------------------|-------------------------|------------------|--------------|--------------------|--------------|--------------------|--------------|--------------------|--------------|---------------------|--------------|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity Benefits | | Day Care facilities | |
| | | Number (B) | % (B / A) | Number (C) | % (C / A) | Number (D) | % (D / A) | Number (E) | % (E / A) | Number (F) | % (F / A) |
| Permanent workers | | | | | | | | | | | |
| Male | 696 | 696 | 100% | 696 | 100% | - | - | 696 | 100% | 696 | 100% |
| Female | 13 | 13 | 100% | 13 | 100% | 13 | 100% | - | - | 13 | 100% |
| Total | 709 | 709 | 100% | 709 | 100% | 13 | 1.8% | 696 | 98.2% | 709 | 100% |
| Other than Permanent workers | | | | | | | | | | | |
| Male | - | - | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - | - |
| Total | - | - | - | - | - | - | - | - | - | - | - |

2. Details of retirement benefits, for Current FY and Previous Financial Year.

| Benefits | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|----------------------------|--|---|---|--|---|---|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employee covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) |
| | PF | 100% | 100% | Yes | 100% | 100% |
| Gratuity | 100% | 100% | NA | 100% | 100% | NA |
| ESI | NA | NA | NA | NA | NA | NA |
| Others – please Specify | | | | | | |

| Category | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|----------------------------------|---|--|-----------|---|--|-----------|
| | Total employees / workers in respective category (A) | No. of employees /workers in respective category, who are part of association(s) or Union (B) | % (B / A) | Total employees / workers in respective category (C) | No. of employees/ workers in respective category, who are part of association(s) or Union (D) | % (D / C) |
| Total Permanent Employees | | | | | | |
| - Male | 1042 | 0 | 0% | 1412 | 0 | 0% |
| - Female | 122 | 0 | 0% | 142 | 0 | 0% |
| Total Permanent Workers | | | | | | |
| - Male | 696 | 696 | 100% | 765 | 765 | 100% |
| - Female | 13 | 696 | 100% | 13 | 13 | 100% |

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

The company has done the assessment for its various offices / premises and is taking steps necessary to comply with requirements of the Rights of Persons with Disabilities Act, 2016

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy

Yes, <https://jobs.gecareers.com>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

| Gender | Permanent employees | | Permanent workers | |
|--------|---------------------|----------------|---------------------|----------------|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | 100% | 100% | 100% | 100% |
| Female | 100% | 100% | 100% | 100% |
| Total | 100% | 100% | 100% | 100% |

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

| Particulars | Yes/No (If Yes, then give details of the mechanism in brief) |
|--------------------------------|---|
| Permanent Workers | The Company has established a Vigil Mechanism (Ombuds & Open Reporting Procedure) wherein all employees can raise a grievance related to violation of law or internal company policy. All grievances are properly and appropriately investigated. If, at the conclusion of its investigation, it is found that a violation has occurred, corrective action commensurate with the nature of the violation is taken. Detailed Vigil Mechanism can be accessed at link https://www.ge.com/in/sites/www.ge.com.in/files/Vigil-Mechanism-Ombuds-Open-Reporting-Procedure.pdf |
| Other than Permanent Workers | |
| Permanent Employees | |
| Other than Permanent Employees | |

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

| Category | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|----------------------------------|--|--|-----------|--|--|-----------|
| | Total employees / workers in respective category (A) | No. of employees / workers in respective category, who are part of association(s) or Union (B) | % (B / A) | Total employees / workers in respective category (C) | No. of employees / workers in respective category, who are part of association(s) or Union (D) | % (D / C) |
| Total Permanent Employees | | | | | | |
| - Male | 1042 | 0 | 0 | 1412 | 0 | 0 |
| - Female | 122 | 0 | 0 | 142 | 0 | 0 |
| Total Permanent Workers | | | | | | |
| - Male | 696 | 696 | 100% | 765 | 765 | 100% |
| - Female | 13 | 13 | 100% | 13 | 13 | 100% |

8. Details of training given to employees and workers:

| Category | FY 2022-23 Current Financial Year | | | | | FY 2021-22 Previous Financial Year | | | | |
|----------|--------------------------------------|-------------------------------|-----------|----------------------|-----------|---------------------------------------|-------------------------------|-----------|----------------------|-----------|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No. (B) | % (B / A) | No. (C) | % (C / A) | | No. (E) | % (E / D) | No. (F) | % (F / D) |
| | Employees | | | | | | | | | |
| Male | 1042 | 1042 | 100% | 1042 | 100% | 1412 | 1412 | 100% | 1412 | 100% |
| Female | 122 | 122 | 100% | 122 | 100% | 142 | 142 | 100% | 142 | 100% |
| Total | 1164 | 1164 | 100% | 1164 | 100% | 1554 | 1554 | 100% | 1554 | 100% |
| | Workers | | | | | | | | | |
| Male | 696 | 696 | 100% | 696 | 100% | 765 | 765 | 100% | 765 | 100% |
| Female | 13 | 13 | 100% | 13 | 100% | 13 | 13 | 100% | 13 | 100% |
| Total | 709 | 709 | 100% | 709 | 100% | 778 | 778 | 100% | 778 | 100% |

9. Details of performance and career development reviews of employees and worker:

| Category | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|--------------|--------------------------------------|---------|-----------|---------------------------------------|---------|-----------|
| | Total (A) | No. (B) | % (B / A) | Total (C) | No. (D) | % (D / C) |
| | Employees | | | | | |
| Male | 1042 | 1042 | 100% | 1412 | 1412 | 100% |
| Female | 122 | 122 | 100% | 142 | 142 | 100% |
| Total | 1164 | 1164 | 100% | 1554 | 1554 | 100% |
| | Workers | | | | | |
| Male | 696 | 696 | 100% | 765 | 765 | 100% |
| Female | 13 | 13 | 100% | 13 | 13 | 100% |
| Total | 709 | 709 | 100% | 778 | 778 | 100% |

10. **Health and safety management system:**

a. Whether an occupational health and safety management system has been implemented by the entity? **(Yes/ No)**. If yes, the coverage such system?

Yes, The Company has implemented Occupational health and safety management system by issuing and implementing GE Grid Solutions Environmental, Health & Safety Policy. The policy aims to provide and promote a safe and healthy working environment to avoid adverse impact to employees, contractors, customers, the environment, and the communities we do business in.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company is having a EHS Framework System to identify work-related hazards and assess risks on a routine and non-routine basis. The Company tracks EHS statistics, training status, incident data, audit score, sub-contractor EHS performance, legal compliance, on real time through online tools like Gensuite, Complyworks, Nimonik, Unifier 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.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

The company has implemented a Stop Work policy which authorizes all stakeholders (employees, workers, customers, contractors etc) to Stop the Work in case of any risky situation. The employees can raise concerns for Work Related hazard to Site EHS Leaders, Site Supervisor and Site Manager. Further employees can raise EHS Policy related concerns through Vigil Mechanism established by the Company.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, the Company has established Health Centers at all its manufacturing locations and corporate office where employees have access to non-occupational medical and healthcare services. Further all employees of the Company are covered under Group Mediclaim Policy to cover for hospitalization expense as per terms and conditions of the policy.

11. Details of safety related incidents, in the following format:

| Safety Incident/Number | Category | FY 2022-23 Current Financial Year | FY 2021-22 Previous Financial Year |
|---|-----------|---|--|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | - | - |
| | Workers | 0.2 | - |
| Total recordable work-related injuries | Employees | 2 | 1 |
| | Workers | 1 | 1 |
| No. of fatalities | Employees | - | - |
| | Workers | - | - |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | - | - |
| | Workers | - | - |

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company is having a EHS Framework System to identify work-related hazards and assess risks on routine and non-routine basis. The Company tracks EHS statistics, training status, incident data, audit score, sub-contractor EHS performance, legal compliance on real time through online tools like Gensuite, Complyworks, Nimonik, Unifier 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

13. Number of Complaints on the following made by employees and workers:

| Category | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|--------------------|--------------------------------------|---------------------------------------|---------|---------------------------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | Nil | Nil | Nil | Nil | Nil | Nil |
| Health & Safety | Nil | Nil | Nil | Nil | Nil | Nil |

14. Assessments for the year:

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|--|
| Health and safety practices | 100% by the entity |
| Working Conditions | 100% by the entity |

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

All safety related incidents are recorded in Internal Tools and are thoroughly investigated to identify root cause and necessary corrective and preventive actions implemented throughout the organisation to avoid recurrence.

Our employees/contractors are being imparted trainings in HEALTH AND SAFETY related topics on regular basis.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The stakeholders are determined based on the significance of their impact on the business and the impact of the business on them.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others - please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|--------------------------|---|--|---|--|
| Shareholders | No | Annual General Meeting, Shareholder meets, email, Stock Exchange (SE) intimations, investor/ analysts meet/ conference calls, annual report, quarterly results, media releases and Company/ SE website | Ongoing | To provide update of developments in the Company |
| Customers | No | Surveys, customer events and meets, Participation in Trade Events organised by Industrial Associations | Periodically | To Provide update on Company Products & Offerings To Get feedback. Encourage to raise concerns |
| Employees | No | Email, Town Halls, Employee Engagement Meetings, Employee Surveys | Periodically | To provide update on company strategy and performance To Get feedback. Encourage to raise concerns, |
| Value Chain Partners | No | Suppliers Conference/ Supplier Audits | Periodically | To Get feedback. Encourage to raise concerns, |

PRINCIPLE 5 Businesses should respect and promote human rights**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

| Category | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|------------------------|--------------------------------------|---|-----------|---------------------------------------|---|-----------|
| | Total (A) | No. of employees / workers covered (B) | % (B / A) | Total (C) | No. of employees / workers covered (B) | % (D / C) |
| | Employees | | | | | |
| Permanent | 1164 | 1164 | 100% | 1554 | 1164 | 100% |
| Other permanent than | 521 | 521 | 100% | 591 | 591 | 100% |
| Total Employees | 1685 | 1685 | 100% | 2145 | 2145 | 100% |
| | Workers | | | | | |
| Permanent | 709 | 709 | 100% | 778 | 778 | 100% |
| Other permanent than | | | | | | |
| Total Workers | 709 | 709 | 100% | 778 | 778 | 100% |

2. Details of minimum wages paid to employees and workers, in the following format:

| Category | FY 2022-23 Current Financial Year | | | | FY 2021-22 Previous Financial Year | | | | | |
|-----------------------------|--------------------------------------|--------------------------|-----------|---------------------------|---------------------------------------|-----------|--------------------------|-----------|---------------------------|-----------|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B / A) | No. (C) | % (C / A) | | No. (E) | % (E / D) | No. (F) | % (F / D) |
| | Employees | | | | | | | | | |
| Permanent | | | | | | | | | | |
| Male | 1042 | - | - | 1042 | 100% | 1412 | - | - | 1412 | 100% |
| Female | 122 | - | - | 122 | 100% | 142 | - | - | 142 | 100% |
| Other than Permanent | | | | | | | | | | |
| Male | 499 | - | - | 499 | 100% | 561 | - | - | 561 | 100% |
| Female | 22 | - | - | 22 | 100% | 30 | - | - | 30 | 100% |
| | Workers | | | | | | | | | |
| Permanent | | | | | | | | | | |
| Male | 696 | - | - | 696 | 100% | 765 | - | - | 765 | 100% |
| Female | 13 | - | - | 13 | 100% | 13 | - | - | 13 | 100% |
| Other than Permanent | | | | | | | | | | |
| Male | - | - | - | - | - | - | - | - | - | - |
| Female | - | - | - | - | - | - | - | - | - | - |

3. Details of remuneration/salary/wages, in the following format*:

| Gender | Male | | Female | |
|----------------------------------|--------|---|--------|---|
| | Number | Median remuneration/ salary/ wages of respective category | Number | Median remuneration/ salary/ wages of respective category |
| Board of Directors (BoD) | 7 | 11,50,000 | 1 | 11,50,000 |
| Key Managerial Personnel | 3 | 1,46,24,174 | 2 | 13,56,841 |
| Employees other than BoD and KMP | 1018 | 17,02,669 | 70 | 15,36,779 |
| Workers | 733 | 6,46,987 | 34 | 1,58,377 |

* Data provided for the BOD, KMPs, Employees and Workers associated/employed during entire/part of the Financial year 22-23.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? Yes
5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company has established a Vigil Mechanism (Ombuds & Open Reporting Procedure) wherein all employees can raise a grievance related to violation of any law including human rights or internal company policy. All grievances are properly and appropriately investigated. If, at the conclusion of its investigation, it is found that a violation has occurred, corrective action commensurate with the nature of the violation is taken.

Detailed Vigil Mechanism can be accessed at link <https://www.ge.com/in/sites/www.ge.com.in/files/Vigil-Mechanism-Ombuds-Open-Reporting-Procedure.pdf>

6. Number of Complaints on the following made by employees and workers:

| Category | FY 2022-23 Current Financial Year | | | FY 2021-22 Previous Financial Year | | |
|-----------------------------------|--------------------------------------|---------------------------------------|---------------------|---------------------------------------|---------------------------------------|---------|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Sexual Harassment | NIL | NA | NA | NIL | NA | NA |
| Discrimination at workplace | 1 | 1 | Under Investigation | 1 | 0 | NA |
| Child Labour | NIL | NA | NA | NIL | NA | NA |
| Forced Labour/ Involuntary Labour | NIL | NA | NA | NIL | NA | NA |
| Wages | NIL | NA | NA | NIL | NA | NA |
| Other human Rights related issues | NIL | NA | NA | NIL | NA | NA |

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

As part of its Vigil Mechanism (Ombuds & Open Reporting Procedure), the company has Zero Retaliation Policy to protect a Concern raiser against any form of retaliation, such as a change of status, harassment or any other form of discrimination including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages, as a result of raising a Concern.

In addition to this, the complainant is having the option to raise the complaint anonymously.

Detailed Vigil Mechanism can be accessed at link <https://www.ge.com/in/sites/www.ge.com.in/files/Vigil-Mechanism-Ombuds-Open-Reporting-Procedure.pdf>

8. Do human rights requirements form part of your business agreements and contracts?

Yes

9. Assessments for the year:

The Company internally monitors compliance for all relevant laws and policies pertaining to these issues at 100% of its offices. There have been no observations by local statutory / third parties in India in FY 2023.

| Particulars | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|-----------------------------|--|
| Child labour | 100% |
| Forced/involuntary labour | 100% |
| Sexual harassment | 100% |
| Discrimination at workplace | 100% |
| Wages | 100% |
| Others – please specify | NA |

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above. Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**Essential Indicators**

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

| Parameter | | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|--|-----|---|--|
| Total electricity consumption (A) | KWH | 22,126,098 | 22,659,781 |
| Total fuel consumption (B) | KWH | 6,166,079 | 58,11,533 |
| Energy consumption through other sources (C) | | | |
| Total energy consumption (A+B+C) | KWH | 28,292,178 | 28,471,314 |
| Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees) | | 0.001020 | 0.000929 |
| Energy intensity (optional) – the relevant metric may be selected by the entity | | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. No
3. Provide details of the following disclosures related to water, in the following format:

| Parameter | | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|---|--|---|--|
| Water withdrawal by source (in kilolitres) | | | |
| (i) Surface water | | 15,464 | 10,850 |
| (ii) Groundwater | | 23,536 | 27,291 |
| (iii) Third party water | | 56,255 | 59,544 |
| (iv) Seawater / desalinated water | | | |
| (v) Others | | 1,361 | 1,222 |
| Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v) | | 96,615 | 98,908 |
| Total volume of water consumption (in kilolitres) | | 96,615 | 96,615 |
| Water intensity per rupee of turnover (Water consumed / turnover) | | 0.003484 | 0.003226 |
| Water intensity (optional) – the relevant metric may be selected by the entity | | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation. No
5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

| Parameter | Please specify unit | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|-------------------------------------|----------------------------------|--|---|
| NOx | | | |
| SOx | | | |
| Particulate matter (PM) | | | |
| Persistent organic pollutants (POP) | | | |
| Volatile organic compounds (VOC) | | | |
| Hazardous air pollutants (HAP) | | | |
| Others – please specify | sulphur hexafluoride (SF6) Kg | 15 | 148 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

All GE GHG data are subject to external third-party audit assurance as part of the submission of GE Sustainability Report.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

| Parameter | Unit | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|---|---|---|--|
| Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | | |
| Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available) | Metric tonnes of CO ₂ equivalent | | Not Available |
| Total Scope 1 and Scope 2 emissions per rupee of turnover | | | |
| Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity | | | |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

8. Provide details related to waste management by the entity, in the following format:

| Parameter | FY 2022-23 (Current Financial Year) | FY 2021-22 (Previous Financial Year) |
|--|---|--|
| Total Waste generated (in metric tonnes) | | |
| Plastic waste (A) | 10.2 | 19.0 |
| E-waste (B) | 0.2 | 2.2 |
| Bio-medical waste (C) | 0.1 | 2.1 |
| Construction and demolition waste (D) | 46.2 | 31.2 |
| Battery waste (E) | | |
| Radioactive waste (F) | | |
| Other Hazardous waste. Please specify, if any. (G) | 24.2 | 27.3 |
| Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | 1450.8 | 1876.9 |
| Total (A+B+C+D+E+F+G+H) | 1421.2 | 1838.9 |
| For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes) | | |
| Category of waste | | |
| (i) Recycled | 19.8 | 31.7 |
| (ii) Re-used | 531.7 | 719.8 |
| (iii) Other recovery operations | | |
| Total | 551.5 | 751.6 |
| For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes) | | |
| Category of waste | | |
| (i) Incineration | 10.1 | 12.0 |
| (ii) Landfilling | 46.3 | 31.2 |
| (iii) Other disposal operations | 813.3 | 1044.2 |
| Total | 869.7 | 1087.3 |

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company segregates the waste depending upon its type (General waste, E waste and bio-medical waste) and handover to authorized vendors for further disposal/ recycling.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

| S. No. | Location of operations/offices | Type of operations | Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any. |
|----------------|--------------------------------|--------------------|---|
| Not Applicable | | | |

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

| Name and brief details of project | EIA Notification No. | Date | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|-----------------------------------|----------------------|------|---|--|-------------------|
| Not Applicable | | | | | |

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

We assume, we materially comply with all applicable environmental law/regulations/guidelines in India. The company has applied for a no objection certificate from the India Groundwater Authority for a water supply. it is expected that the no objection certificate will be issued in Q3 2023.

If not, provide details of all such non-compliances, in the following format:

| S. No. | Specify the law / regulation / guidelines which was not complied with | Provide details of the non-compliance | Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts | Corrective action taken, if any |
|--------|---|--|---|--|
| 1. | THE CHENNAI METROPOLITAN AREA GROUNDWATER (REGULATION) ACT, 1987 | Need of water permit for Pallavaram operations | No | Permit application submitted; Awaiting the permit/No Objection Certificate from the District Collectorate – Chengalpet District. |

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/ associations - Three (3).
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

| S. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|--------|--|---|
| 1 | Indian Electrical and Electronics Manufacturers Association (IEEMA). | National |
| 2 | Federation of Indian Chamber of Commerce & Industry (FICCI) | National |
| 3 | Central Board of Irrigation & Power | National |

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

| Name of authority | Brief of the case | Corrective action taken |
|-------------------|-------------------|-------------------------|
| Not Applicable | | |

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development**Essential Indicators**

- 1 Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

| Name and Brief details of project | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes / No) | Relevant Web link |
|-----------------------------------|----------------------|----------------------|---|--|-------------------|
| Not Applicable | | | | | |

- 2 Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

| S. No. | Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | % of PAFs covered by R&R | Amounts paid to PAFs in the FY (In ₹) |
|----------------|--|-------|----------|---|--------------------------|---------------------------------------|
| Not Applicable | | | | | | |

- 3 Describe the mechanisms to receive and redress grievances of the community.

Not Applicable

- 4 Percentage of input material (inputs to total inputs by value) sourced from suppliers:

| Parameter | FY 2022-23 Current Financial Year | FY 2021-22 Previous Financial Year |
|---|--------------------------------------|---------------------------------------|
| Directly sourced from MSMEs/ small producers | 30.9% | 29.3% |
| Sourced directly from within the district and neighboring districts | Not Available | Not Available |

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has a robust mechanism in place to address Customer Complaints. All Customer Complaints received are recorded in “ACT” tool and necessary actions are taken to address the issues raised. Customer satisfaction survey is sent on closure of customer complaints. The Company Management runs customer engagement sessions like “voice of customer”, technical seminars to measure customer satisfaction level and gather feedback about its product & services. Necessary actions are taken for improvement of product / services in line with feedback.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

| | As a percentage to total turnover |
|---|--|
| Environmental and social parameters relevant to the product | Not Applicable |
| Safe and responsible usage* | 100% |
| Recycling and/or safe disposal* | 100% |

*The Company provides Operations and Maintenance manual along with its products to its Customers which contain information about safe and responsible use and recycling and or safe disposal.

3. Number of consumer complaints in respect of the following:

| | FY 2022-23 | | | FY 2021-22 | | |
|--------------------------------|---------------------------------|--|----------------|---------------------------------|--|----------------|
| | Current Financial Year | | | Previous Financial Year | | |
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | NIL | NA | NA | NIL | NA | NA |
| Advertising | NIL | NA | NA | NIL | NA | NA |
| Cyber-security | NIL | NA | NA | NIL | NA | NA |
| Delivery of essential services | NIL | NA | NA | NIL | NA | NA |
| Restrictive Trade Practices | NIL | NA | NA | NIL | NA | NA |
| Unfair Trade Practices | NIL | NA | NA | NIL | NA | NA |
| Other | NA | NA | NA | NA | NA | NA |

4. Details of instances of product recalls on account of safety issues:

| | Number | Reasons for recall |
|-------------------|---------------|---------------------------|
| Voluntary recalls | NIL | Not Applicable |
| Forced recalls | NIL | Not Applicable |

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. Yes

<https://www.ge.com/privacy>

<https://inside.integrity.ge.com/spirit-and-the-letter-policies/cyber-security>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

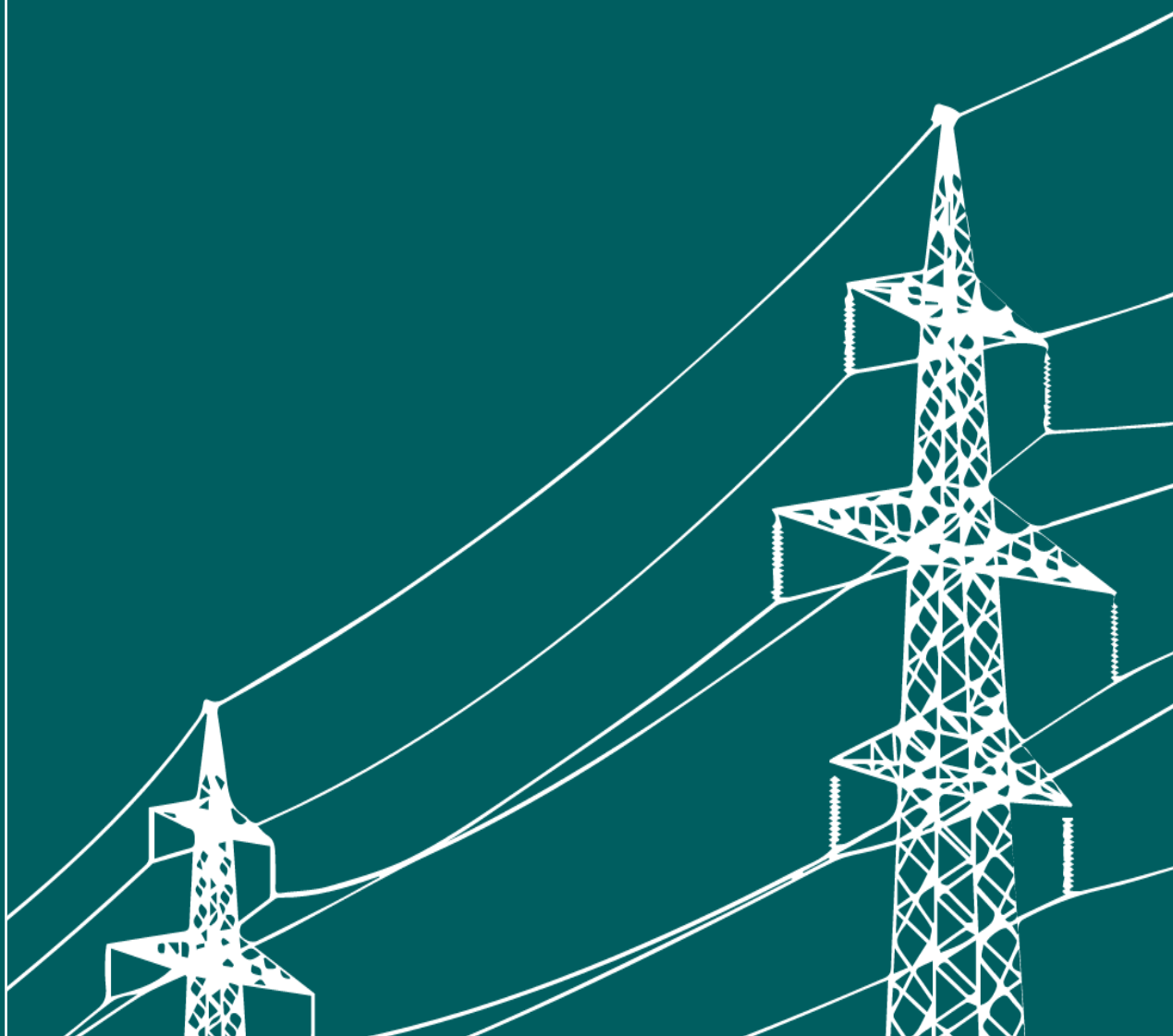
Not Applicable

For and on behalf of the Board

Place : Noida
Date : June 26, 2023

Mahesh Shrikrishna Palashikar
Chairman
DIN: 02275903

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.

The 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. The Company emphasizes developing a transparent relationship of trust and faith with the stakeholders of the Company and conduct its business which is symbiotic for growth of the 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 the Company comprises of eminent experts, who are committed to the organization's key principles and values, which constitute the best standards of corporate governance.

A. Composition of the Board

As of March 31, 2023, the Board comprised of seven Directors, of which six were non-executive, including four independent directors and out of which one is an independent woman director.

There have been changes in the Board after March 31, 2023, which have been detailed in the Directors' Report.

B. Skills Matrix of the Board of Directors

In accordance with the Listing Regulations, as amended, the Board of Directors of the 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, Organizational Management, Financial Expertise, Legal, Corporate Affairs, Risk Management, Technology/IT. The following table displays the Core skills/ expertise/ competencies of the Directors categorised as Expertise (E) or Awareness(A):

| Skills/ Expertise/ Competencies | Mr. Mahesh Shrikrishna Palashikar | Mr. Sandeep Zanzaria | Mr. Sushil Kumar | Dr. Kirit S Parikh | Mr. Rakesh Nath | Ms. Neera Saggi | Mr. Johan Bindele | Mr. Sanjay Sagar |
|---------------------------------|-----------------------------------|----------------------|------------------|--------------------|-----------------|-----------------|-------------------|------------------|
| Leadership | E | E | E | E | E | E | E | E |
| Strategic Thinking | E | E | E | E | E | E | E | E |
| Industry Knowledge | E | E | A | A | E | A | E | A |
| Corporate Governance | E | A | E | A | A | E | A | E |
| Organizational Management | E | E | E | A | E | A | E | E |
| Financial Expertise | E | E | E | A | A | A | A | A |
| Legal | A | A | A | A | A | A | A | A |
| Corporate Affairs | E | A | A | A | A | A | A | E |
| Risk Management | A | E | E | A | E | E | E | A |
| Technology/IT | A | A | A | E | A | A | A | A |

E- Expertise A- Awareness

C. Brief particulars of the Directors



**Mr. Mahesh
Shrikrishna
Palashikar**

Mr. Mahesh Shrikrishna Palashikar, is an accomplished global business leader with 360° cross-functional, multi-cultural business experience of over thirty-five years in GE and Philips, across all continents. He has been successful in leading complex high-tech industrial business operations in billion-dollar organizations. He has worked and advanced his career through a

series of complex and increasingly responsible assignments in manufacturing operations, global supply chain, quality, lean six sigma, sales, projects, services, joint ventures, and business management.

He is the Co-Founder and Partner of a Multi-National Strategic Advisory Company focused on Australia, India, and Japan markets.

Until June 2023, Mahesh was the President of General Electric, South Asia accountable for leading GE's presence across all businesses in South Asia.

He is also the Chairman of the Board of GE Power India Ltd.

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 the USA. He is also a Six Sigma Master Black Belt certified by GE in the USA.

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



**Mr. Sandeep
Zanzaria**

Mr. Sandeep Zanzaria, has extensive experience of over 33 years in Transmission and Distribution Sector in India. Prior to taking this role, he was Strategy & Growth Officer for GE Grid Solutions Business for Asia Pacific. Subsequent to taking over the MD & CEO Role, he is continuing the additional responsibility for Asia Pacific Strategy & Growth. He started his career with BHEL in 1990

as Graduate Engineer Trainee. He joined ALSTOM T&D in 2004 and worked in various roles of Commercial and Unit Managing Director of the Project Business. In 2015, he joined Schneider Electric India as Vice President Projects for South Asia. In 2017 he joined GE T&D India Ltd and was responsible for driving the commercial Strategy for Grid Solutions Business for South Asia. Mr. Sandeep Zanzaria is alumnus of Maulana Azad College of Technology Bhopal (Earlier REC and now NIT) from where he graduated in Electrical Engineering in 1989. He has attended Senior Leadership Development Programs at ISB Hyderabad, GE MDC Program at Crotonville in USA. He is an elected member of National Executive Council of IEEMA (Indian Electrical & Electronics Manufacturers' Association) since August 2021.

Mr. Sushil Kumar, has rich finance experience of 23 years working with organizations like GE, Alstom, Areva and



Mr. Sushil Kumar

Schneider. He has been working with the Company for the past 13 years and has held responsibilities in various finance domains including, strategy, commercial finance, treasury, 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.

He is a member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Assets Committee of the Company. He is also on the Board of Grid Equipments Private Limited and GE Power Electronics (India) Private Limited.



Mr. Johan Bindele

Mr. Johan Bindele, has more than 25 years of experience in the energy industry, which includes running operations and large projects in India, Nepal, Sudan, Switzerland, and the US. He leads Grid Systems Integration (GSI) at GE's Grid Solutions and manages a global team of 2,500 employees spread across over 50 countries. The Grid Systems Integration division comprises of High Voltage Direct Current (HVDC)

and FACTS technologies but also the AC Sub-Stations business as well as the associated Service activities. The team designs and integrates transmission solutions that help meet the world's everevolving power needs. The AC Systems team delivers up to 800 kV large turnkey projects and multi-sites projects including systems engineering, civil works, erection, and commissioning. Prior to joining GE's Grid Solutions in 2012, he has held several leadership positions within this business including Grid Integration Operations Leader, AC Systems Operations Leader for Europe, Russia, and CIS, Site Director at AC Systems' St. Priest site in France, and Leader of the Bushing & Traction Transformers activities in the Power Transformers division. Mr. Johan holds an Engineering degree from France's ESIGELEC.

He has also been inducted as a member of the Audit Committee and the Risk Management Committee of the Company with effect from June 1, 2022.

He does not hold directorship in any other company.



Ms. Neera Saggi

Ms. Neera Saggi, has 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; One-month program on "Effective Governance", conducted by IIM Ahmedabad, in association with The Kennedy School of Governance.

She is a member of the Audit Committee, Nomination and Remuneration Committee and the Assets Committee of the Company. She is the Chairperson of Risk Management Committee of the Company and also hold membership/chairmanship in other companies as-well.

Ms. Saggi currently serves with Boards of several well-known companies such as Swaraj Engines Limited, LTIDPL INDVIT Services Limited, Mahindra Integrated Business Solutions Private Limited, Honeywell Automation India Limited and Everenviro Resource Management Private Limited.



Dr. Kirit S. Parikh

Dr. Kirit S. 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 not-for-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.

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 nongovernmental 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 the 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**

Mr. Rakesh Nath, has about 48 years of varied experience in power sector planning, Operation & Maintenance of Thermal and Hydro Power Stations and Transmission System, Electricity Regulatory System, Adjudication, Regulation of water supply from multi-purpose hydro projects Power System Operation and Power Trading. He was Technical Member of Appellate Tribunal for Electricity from

March 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 Chairman, Bhakra Beas Management Board, Director, Power Trading Corporation and 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.

He is the Chairman of Audit Committee and Nomination & Remuneration Committee and a member of Assets Committee and Risk Management Committee of the Company.

**Mr. Sanjay Sagar**

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 hydro-electric power projects - Baspa II and Karcham Wangtoo, which marked JSW Energy's foray in the hydro power generation sector.

Under his stewardship, the 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 is the Chairman of Stakeholders Relationship Committee of the Company.

At present, he is on the board of JSW Industrial Gases Private Limited and is a member of its Audit Committee.

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 August 10, 2022 | Number of outside Directorships of public and private companies (As on March 31, 2023) | Number of Outside Board-level Committees* where chairperson or member (As on March 31, 2023) | | Category of Directorship and name of the other Listed Companies as on March 31, 2023 |
|---------|--|---------------------------|--------------------------|----------|--|--|--|----------|---|
| | | | Held during tenure | Attended | | | Member | Chairman | |
| 1 | Mr. Mahesh Shrikrishna Palashikar | Non-Executive Chairman | 11 | 11 | Yes | 1 | 1 | 0 | Non-Executive Director & Chairman GE Power India Limited |
| 2 | Mr. Sandeep Zanzaria ¹ (Managing Director & CEO) | Executive | N.A. | N.A. | N.A. | 1 | - | - | - |
| 3 | Mr. Sushil Kumar (Whole-time Director & CFO) | Executive | 11 | 11 | Yes | 2 | - | - | - |
| 4 | Mr. Johan Bindele ² | Non-Executive | 9 | 6 | No | - | - | - | - |
| 5 | Dr. Kirit S. Parikh | Non-Executive Independent | 11 | 11 | Yes | 1 | 1 | - | - |
| 6 | Mr. Rakesh Nath | Non-Executive Independent | 11 | 11 | Yes | - | - | - | - |
| 7 | Ms. Neera Saggi | Non-Executive Independent | 11 | 11 | Yes | 5 | 5 | - | Independent Director: Swaraj Engines Limited Honeywell Automation India Limited |
| 8 | Mr. Sanjay Sagar | Non-Executive Independent | 11 | 11 | Yes | 1 | 1 | - | - |
| 9 | Mr. Pitamber Shivnani ³ | Executive | 9 | 9 | Yes | - | - | - | - |
| 10 | Mr. Rajendra Sheshadri Iyer ⁴ | Non-Executive | 1 | 1 | N.A. | - | - | - | - |

*Audit Committee and the Stakeholders Relationship Committee in public limited companies whether listed or not, was considered.

¹ Appointed as Managing Director & CEO w.e.f. April 17, 2023.

² Appointed as Director w.e.f. June 1, 2022.

³ Ceased w.e.f. close of business hours of December 31, 2022.

⁴ Ceased to be Director w.e.f. May 2, 2022.

As mandated by Regulation 25(1) of Listing Regulations, no person has been appointed as an Alternate Director for an independent director of the Company. In accordance with SEBI (LODR) Regulations, 2015, as amended, in the opinion of the board, the independent directors fulfill 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 the Company is related to the other, or to any other employee of the Company.

Further, in terms of Listing Regulations, M/s VKC & Associates, Company Secretaries, have certified that none of the directors on the board of the Company as on March 31, 2023 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, 2023, the Company held 11 meetings of the Board of Directors on May 2, 2022, May 20, 2022, July 7, 2022, July 11, 2022, August 11, 2022, September 28, 2022, September 28, 2022, November 4, 2022, December 27, 2022, February 9, 2023, and March 24, 2023.

The Board met at least once in every quarter and the maximum time gap between any two consecutive meetings was not more than 120 days.

F. Familiarisation Programme for Independent Directors

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

The details of familiarisation programmes may be accessed under the Corporate Governance section of the website <https://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, the Company's Board of Directors have laid down a 'Code of Conduct and Ethics for Directors and Senior Management' of the Company. Duties of independent directors as laid down in the Companies Act, 2013 have been incorporated in the code. The Code is posted on the website - <https://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. Sandeep Zanzaria 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, 2023.

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

During the year, online training sessions were conducted by the compliance team covering the Spirit & Letter policies. All employees were also assigned online training modules to become aware of the Company policies.

VIGIL MECHANISM (OMBUDS & OPEN REPORTING PROCEDURE)

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, your Company has a vigil mechanism "GE T&D India Limited – Vigil Mechanism (Ombuds & Open Reporting Procedure)" which complements GE and Grid Solutions overall Compliance program. Such procedure is available under the corporate governance section on the Company website and the weblink for the same is <https://www.ge.com/in/ge-td-india-limited/>.

Through this procedure all stakeholders, including employees and directors can raise a concern when seeing a situation in which integrity principles or policies (i.e., The Spirit & The Letter) are not being followed or do not appear of being followed. Anyone can report concerns about any actual or potential violation of law.

Company holds its leaders accountable for creating a culture of compliance in which employees understand their responsibilities and feel comfortable raising concerns without fear of retaliation. Leaders' responsibilities span prevention, detection and response to compliance issues as such employees are encouraged to raise integrity concerns. Confidentiality is strongly respected, but the program allows concern raiser to remain anonymous.

If any employee faces any retaliation after reporting a concern or due to supporting an investigation, he/she can choose to speak or write to any of the channels made available, incl. the Chairman of the Audit Committee. The access to the Audit Committee is not restricted.

Any retaliation — whether direct or indirect — against employees who raise a concern is grounds for discipline up to and including dismissal.

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, the Company has made disclosures to Stock Exchange(s) at the time of occurrence of the event/information and where applicable, made periodic disclosures on the associated material developments.

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

DOCUMENT PRESERVATION AND ARCHIVAL POLICY

In compliance 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 the Company.

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

Document Preservation and Archival Policy is available under corporate governance section on the website <https://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, 2023 are as follows:

A. Non-Executive Directors

| Sl. No. | Name of the Director | Position | Sitting Fee | Commission | (Amount in ₹) |
|---------|--|--|-------------|------------|---------------|
| | | | | | Total |
| 1 | Mr. Mahesh Shrikrishna Palashikar | Chairman-Non-Executive | N.A. | - | - |
| 2 | Mr. Johan Bindele ¹ | Director – Non - Executive | - | - | - |
| 3 | Dr. Kirit S. Parikh | Independent Director | 2,030,000 | 1,150,000 | 3,180,000 |
| 4 | Mr. Rakesh Nath | Independent Director | 2,170,000 | 1,150,000 | 3,320,000 |
| 5 | Ms. Neera Saggi | Independent Director | 2,170,000 | 1,150,000 | 3,320,000 |
| 6 | Mr. Sanjay Sagar | Independent Director | 1,940,000 | 1,150,000 | 3,090,000 |
| 7 | Mr. Rajendra Sheshadri Iyer ² | Non – Executive-Non Independent Director | N.A. | - | - |

¹ Appointed as Director w.e.f. June 1, 2022.

² Ceased to be Director w.e.f. May 2, 2022

Notes:

- (i) Members of the Company at its Annual General Meeting held on 6th August 2021 and 10th August, 2022 accorded their approval for payment of remuneration to the Non Executive Directors including Independent Directors in terms of Schedule V of the Act. It was approved that during the financial years 2022-23 and 2023-24, payment of remuneration by way of commission to non-executive directors upto ₹ 10 Million (Rupees ten million only) in a financial year in aggregate, to 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 as the Board may decide, provided further that none of the non executive Directors shall, in any Financial Year, individually receive an aggregate remuneration (excluding sitting fees) exceeding ₹ 2.5 million (Rupees two million five hundred thousand only).

Board approved the payment of remuneration to each independent director amounting to ₹ 1,150,000/- (Rupees One million one hundred and fifty thousand only) for the FY 22-23.

The criteria for payments, including the extent, amount, proportion and manner of payment, to non-executive Directors, resident in India, is determined by the Board having regard to the time spent by such Directors for the Company's business.

- (ii) The fee for attending the Board meeting, Audit Committee meeting, Risk Management Committee meeting and Corporate Social Responsibility meeting is ₹ 1,00,000/-, ₹ 30,000/- for attending Nomination and Remuneration Committee meeting, and ₹ 20,000/- per meeting for other Committee meetings.
- (iii) No sitting fees was paid to the non-executive Directors employed within Promoter Group for attending Board or Committee Meetings.

B. Executive Directors

| | | | | | | | | | (Amount in ₹) |
|---------|------------------------------------|---|-----------|------------|-----------|------------------|--------|-------------|---------------|
| Sl. No. | Name of the Director | Designation | Salary | Allowances | Bonus | Retiral Benefits | Others | Perquisites | Total |
| 1 | Mr. Pitamber Shivnani ¹ | Managing Director & CEO | 4,124,592 | 11,247,600 | 6,468,000 | 693,348 | - | 9,086,322 | 31,619,863 |
| 2 | Mr. Sushil Kumar | Whole-time Director & Chief Financial Officer | 3,446,328 | 7,539,780 | 3,045,000 | 591,266 | - | 1,800 | 14,624,174 |

¹Mr. Pitamber Shivnani Ceased to be Managing Director & CEO (KMP) w.e.f. close of business hours of December 31, 2022 due to his retirement. However, salary was paid to him till 31st March 2023 (Upto 31st December 2022 in the capacity of MD& CEO and KPM and thereafter till 31st March 2023 in the capacity of an employee). Therefore, total salary paid to Mr. Pitamber Shivnani upto 31 March, 2023 was ₹ 43,919,863/-.

Notes:

- (i) Bonus to Executive Directors is paid in terms of the group/ Company policy and is determined based on the performance of the Company and the Executive Directors.
- (ii) 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

Mr. Sushil Kumar, Whole-time Director & CFO holds 5 shares in the Company. None of the other Directors as on March 31, 2023, holds any equity shares or convertible instruments in the Company.

CEO/ CFO Certification

In terms of Regulation 17(8) read with Part B of Schedule II of Listing Regulations, the Managing Director & Chief Executive Officer, Mr. Sandeep Zanzaria and the Whole-time Director & 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

The 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 |

| Sl. No. | Name of the Director | Category |
|---------|--|-----------------------------|
| 3 | Ms. Neera Saggi | Independent Director-Member |
| 4 | Mr. Sanjay Sagar | Independent Director-Member |
| 5 | Mr. Mahesh S Palashikar | Director - Member |
| 6 | Mr. Johan Bindele ¹ | Director - Member |
| 7 | Mr. Rajendra Sheshadri Iyer ² | Director - Member |

¹ Member of Committee w.e.f. June 1, 2022

² Ceased to be member of Committee w.e.f. May 2, 2022

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

Managing Director & Chief Executive Officer and Whole-time Director & 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 to the extent of their relevant agenda item.

The terms of reference of Audit Committee are in accordance with Regulation 18 read with Part C of Schedule II of Listing Regulations and Companies Act, 2013.

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, 2023, the Company held six (6) Audit Committee meetings on – May 19, 2022, May 20, 2022, August 11, 2022, November 04, 2022, February 09, 2023 and March 24, 2023. 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 the tenure | Number of Meetings attended |
|---------|--|---|-----------------------------|
| 1 | Mr. Rakesh Nath | 6 | 6 |
| 2 | Dr. Kirit S. Parikh | 6 | 6 |
| 3 | Ms. Neera Saggi | 6 | 6 |
| 4 | Mr. Sanjay Sagar | 6 | 6 |
| 5 | Mr. Mahesh S Palashikar | 6 | 6 |
| 6 | Mr. Johan Bindele ¹ | 4 | 3 |
| 7 | Mr. Rajendra Sheshadri Iyer ² | 0 | 0 |

¹ Member of Committee w.e.f. June 1, 2022

² Ceased to be member of Committee w.e.f. May 2, 2022

Mr. Rakesh Nath, Chairman of Audit Committee attended the last Annual General Meeting of the Company which was held on August 10, 2022.

There have been no instances in FY 22-23 where the recommendation of the Committees were not accepted by the board.

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. Sanjay Sagar | Independent Director – Chairman |
| 2 | Mr. Sandeep Zanzaria ¹ | Member |
| 3 | Mr. Sushil Kumar | Member |
| 4 | Mr. Mahesh S Palashikar ² | Member |
| 5 | Mr. Pitamber Shivnani ³ | Member |

¹ Member of Committee w.e.f. April 17, 2023.

² Member of Committee from January 1, 2023 upto April 17, 2023.

³ Ceased w.e.f. close of business hours of 31 December, 2022.

During the financial year ended March 31, 2023, the Company held two Stakeholders Relationship Committee

meetings on April 14, 2022, and December 14, 2022, 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 the 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:
 - o 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.
 - o Review of measures taken for effective exercise of voting rights by shareholders.
 - o Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
 - o 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 the company.

In terms of Regulation 6 of Listing Regulations, Ms. Anupriya Garg, 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, 2023, the Company received 6 complaints from shareholders & all 6 were disposed of/ resolved satisfactorily.

There were nil shares pending for transfer as at March 31, 2023. 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 the 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 | Independent Director- Member |
| 5 | Mr. Mahesh Shrikrishna Palashikar | Director – Member |

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 the 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 the company successfully.
- Ensuring the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and remuneration payable to Directors, Senior Management, Key Managerial Person involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- 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, 2023, the Company held nine Nomination and Remuneration Committee meetings on – May 2, 2022, May 19, 2022, September 28, 2022, November 16, 2022, November 29, 2022, December 27, 2022, February 28, 2023, March 17, 2023 and March 24, 2023. 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 | 9 | 9 |
| 2 | Dr. Kirit S. Parikh | 9 | 9 |
| 3 | Ms. Neera Saggi | 9 | 9 |
| 4 | Mr. Sanjay Sagar | 9 | 9 |
| 5 | Mr. Mahesh Shrikrishna Palashikar | 9 | 9 |

d) Corporate Social Responsibility (CSR) Committee

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

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

The 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. Sandeep Zanzaria ¹ | Member |
| 3 | Mr. Sushil Kumar | Member |
| 4 | Mr. Mahesh S Palashikar ² | Member |
| 5 | Mr. Pitamber Shivnani ³ | Member |

¹ Member of the Committee w.e.f April 17, 2023.

² Member of the Committee w.e.f. January 1, 2023 upto April 17, 2023.

³ Ceased w.e.f close of business hours of 31 December, 2022.

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, 2023, the Company held one Corporate Social Responsibility Committee meeting on May 19, 2022.

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 | 1 | 1 |
| 2 | Mr. Sandeep Zanzaria ¹ | - | - |
| 3 | Mr. Sushil Kumar | 1 | 1 |
| 4 | Mr. Mahesh S Palashikar ² | - | - |
| 5 | Mr. Pitamber Shivnani ³ | 1 | 1 |

¹ Member of the Committee w.e.f. April 17, 2023.

² Member of the Committee w.e.f. January 1, 2023 upto April 17, 2023.

³ Ceased w.e.f close of business hours of 31 December, 2022.

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 included 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- Member |
| 3 | Mr. Mahesh Shrikrishna Palashikar | Director – Member |
| 4 | Mr. Sandeep Zanzaria ¹ | Director - Member |
| 5 | Mr. Johan Bindele ² | Director – Member |
| 6 | Mr. Pitamber Shivnani ³ | Managing Director & CEO – Member |
| 7 | Mr. Rajendra Sheshadri Iyer ⁴ | Director – Member |

¹ Member of the Committee w.e.f. April 17, 2023.

² Member of the Committee w.e.f. June 1, 2022.

³ Ceased w.e.f close of business hours of 31 December, 2022.

⁴ Ceased to be member of the Committee w.e.f. May 2, 2022.

During the financial year ended March 31, 2023, the Company held two Risk Management Committee meetings on August 22, 2022 and February 9, 2023. All the committee members were present in the meeting. Mr. Sushil Kumar, Whole-time Director & Chief Financial Officer is also the Risk Management Officer of the Company.

The duties and responsibilities of the Risk Management Committee include:

- Formulating a detailed risk management policy which includes:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability, information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.

- Assisting the Board in fulfilling its risk management oversight responsibilities with regard to identification, evaluation and mitigation of operational, strategic and external environment risks
- Informing the board of directors about the nature and content of its discussions, recommendations and actions to be taken
- ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- monitoring and overseeing the implementation of the risk management policy including bi-annual review by considering the changing industry dynamics and evolving complexity, and evaluating the adequacy of risk management systems
- Ensuring that management has instituted adequate process to evaluate major risks faced by the company
- Establishing the role and responsibilities of officers/ team who shall be responsible for:
 - o Facilitating the execution of risk management practices in the enterprise
 - o Reviewing enterprise risks from time to time, initiating mitigation actions, identifying owners and reviewing progress
 - o Reporting risk events and incidents in a timely manner
- Reviewing appointment, removal and terms of remuneration of the Chief Risk Officer
- Monitoring and reviewing risk management practices of the Company
- Reviewing and approving risk-related disclosures
- Reviewing and monitoring cyber security
- Report risk profile of the Company to the Board.
- Periodical review of risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity
- Any other terms as may be specified by the Board from time to time or by SEBI or any other authority.

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 24, 2023, without the attendance of non-independent directors and members of management. All the independent directors were present in the meeting.

The independent directors in above meeting reviewed and assessed performance of the non-independent directors and the Board as a whole, Chairman of the Company and quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

g) Assets Committee meeting

The Company also has an Assets Committee of the Board, composition of the Committee during the financial year was as under:

| Sl. No. | Name of the Director | Category |
|---------|--|------------------------------|
| 1 | Mr. Sandeep Zanzaria ¹ | Chairperson of the Committee |
| 2 | Mr. Rakesh Nath | Member |
| 3 | Ms. Neera Saggi | Member |
| 4 | Mr. Sushil Kumar | Member |
| 5 | Mr. Mahesh Shrikrishna Palashikar ² | Chairperson of the Committee |
| 6 | Mr. Pitamber Shivnani ³ | Chairperson of the Committee |

¹Chairperson of the Committee w.e.f. April 17, 2023.

²Appointed as chairperson w.e.f. January 1, 2023 and Ceased to be Chairperson w.e.f. April 17, 2023.

³Ceased w.e.f. close of business hours of December 31, 2022.

Two meetings of the Assets Committee were held on August 3, 2022 and February 9, 2023 with the presence of all Committee members.

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 | September 28, 2020 | 9.30 a.m. | Held through Video Conferencing/ Other Audio Visual Means |
| 2 | August 6, 2021 | 3.00 p.m. | Held through Video Conferencing/ Other Audio Visual Means |
| 3 | August 10, 2022 | 3.00 p.m. | Held through Video Conferencing/ Other Audio Visual Means |

Special resolutions passed in General Meetings or through postal Ballot during last three years**a) Annual General Meetings**

| S. No. | Details of General Meeting | Details of Resolutions |
|--------|---|--|
| 1 | Annual General Meeting held on August 10, 2022 | - Adoption of new set of Articles of Association - Remuneration of Mr. Sushil Kumar, Whole-time Director & Chief Financial Officer (holding DIN 08510312) |
| 2 | Annual General Meeting held on August 6, 2021 | There were no special resolutions proposed at the 65 th Annual General Meeting. |
| 3 | Annual General Meeting held on 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 last three financial years.

c) Postal Ballot

No Special Resolution was required to be passed through postal ballot during the last three financial years.

However, after the closure of financial year 2022-2023, Company had conducted the postal ballot process vide postal ballot notice dated 17 April, 2023 for approval of shareholders for following businesses :

- Appointment of Mr. Sandeep Zanzaria (holding DIN: 08905291) as a Director not liable to retire by rotation-Ordinary Resolution; and
- Appointment of Mr. Sandeep Zanzaria (DIN 08905291) as Managing Director and Chief Executive Officer of the Company- Special Resolution.

The Company had appointed M/s VKC & Associates, Company Secretaries, as Scrutinizer for scrutinizing postal ballot process. The resolutions were duly approved by the requisite majority and results of postal ballot were declared on 05 June, 2023 by the Company.

Disclosures

The Company has inter-alia complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

The Corporate Governance Report of the Company for the financial year ended March 31, 2023, is in compliance with all applicable requirements of Listing Regulations.

The status of adoption of the non-mandatory requirements as specified in sub – regulation 1 of Regulation 27 of the Listing Regulations are as follows:

A. The Board

The Chairman of the Company is a Non-Executive Director. The Chairman is not paid 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 the 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

The Company's financial statements are free from any qualifications by the Auditors.

D. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The Company has appointed separate persons to the post of the Chairperson and the Managing Director & Chief Executive Officer. The Chairperson is a non-executive director; and is not related to the Managing Director & Chief Executive Officer as per the definition of the term "relative" defined under the Companies Act, 2013.

E. Reporting of internal auditor

The internal auditor reports directly to the Audit Committee

No material financial and commercial transactions were reported by the management to the Board, in which the management had any personal interest that either had or could have had a conflict with the interest of the Company at large. No penalties or strictures have been imposed by SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during the last three years.

Materially significant related party transactions:

In terms of Regulation 23 of Listing Regulations, your Company has formulated a Related Party Transactions Policy on dealing with Related Party Transactions. The policy may be accessed at the web-link <https://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 C" 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, the 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 the Company and cautions them of the consequences of violations.

The code is available on the website <https://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 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

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

The details of Investor's meeting held during the year are as follows:

| S. No. | Date | Purpose |
|--------|-------------------|--------------------------|
| 1 | 23 May, 2022 | Earnings Conference Call |
| 2 | 03 August, 2022 | Earnings Conference Call |
| 3 | 09 November, 2022 | Earnings Conference Call |
| 4 | 13 February, 2023 | Earnings Conference Call |

Website

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

Dividend History of the Company

In view of inadequate profit during the year and to conserve cash and maintain liquidity, the Board of Directors of your Company decided not to declare/recommend any dividend during the Financial Year 2022-23.

Further, the Board of Directors also had not declared/recommended any dividend since the Financial Years March 31, 2020. Prior to the Financial Year March 31, 2020, the Company had 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 the Company will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

During the year ended March 31, 2023, an amount of ₹ 3556199.00 was transferred to IEPF in respect of Dividend for the Financial Year ended on March 31, 2015. Further in respect of Dividend for the Financial Year ended on March 31, 2016, the outstanding amount lying in Unclaimed Dividend account of the

Company as on August 31, 2023, 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 of IEPF Authority if dividend is unclaimed for seven consecutive years or more:

| Financial Year ended | Amount outstanding as on 31.03.2023 (in ₹) | Due date for transfer |
|----------------------|--|-----------------------|
| 31.03.2016 | 37,75,377.60 | 31.08.2023 |
| 31.03.2017 | 39,35,889.00 | 30.08.2024 |
| 31.03.2018 | 19,29,209.40 | 30.08.2025 |
| 31.03.2019 | 18,06,256.80 | 29.08.2026 |

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

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

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, 90,708 equity shares, in respect of which the dividend for the financial year ended March 31, 2015 and for periods thereafter remained unclaimed were transferred to IEPF on September 29, 2022. 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, 2016 and for periods thereafter remain unclaimed to IEPF would be in the month of August 2023 and accordingly the Company has issued a newspaper advertisement in this respect and has also sent individual letters to the concerned shareholders requesting them to claim the unclaimed dividend for the financial year ended March 31, 2016 and for the periods thereafter, failing which the corresponding shares will be transferred to IEPF.

General Shareholder Information

| | |
|--|---|
| A Annual General Meeting (AGM) | |
| Date | : Monday, the 21 st day of August, 2023 |
| 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 the Company. |
| B Financial Year | |
| Financial Year | : April 1 to following March 31 period |
| Financial Calendar | : Announcement of financial results for April 1, 2023 to March 31, 2024 |
| • Quarter ending June 30, 2023 | : Upto August 14, 2023 |
| • Quarter ending September 30, 2023 | : Upto November 14, 2023 |
| • Quarter ending December 31, 2023 | : Upto February 14, 2024 |
| • Financial year ending on March 31, 2024 and for the fourth quarter ending on that date | : Upto May 30, 2024 |
| C Dates of Book Closure | |
| Dates of Book Closure | : From Tuesday, August 15, 2023 to Monday, August 21, 2023 (both days inclusive) |
| D Dividend Payment Date | |
| Dividend Payment Date | : Not applicable |
| E Listing on Stock Exchanges | |
| 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 | |
| Listing Fee | : Annual Listing Fee for the year 2023-24, as applicable has been paid to the two Stock exchanges. |
| G Company Identification Number | |
| 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:**

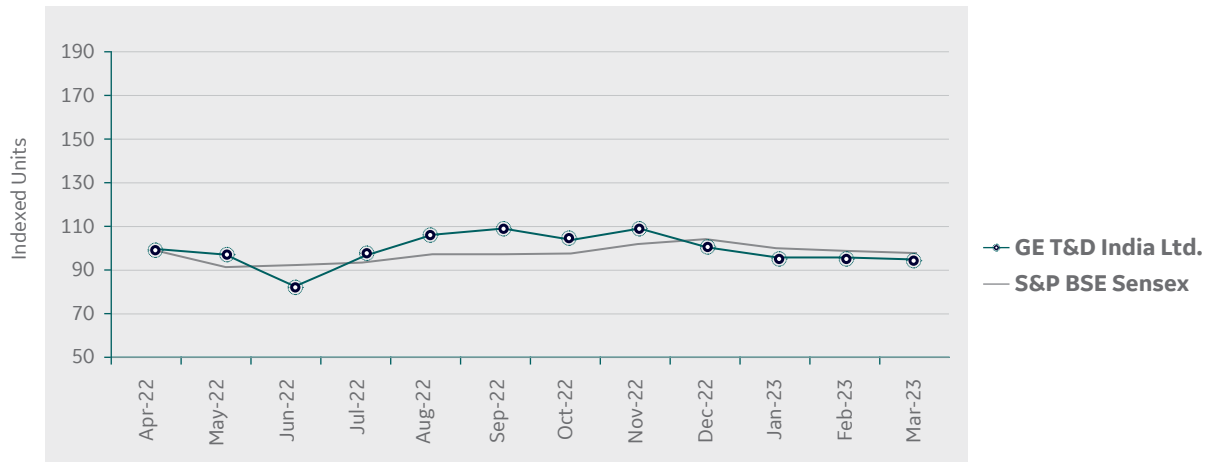
| Month | Share price of the Company | | S&P BSE SENSEX | |
|--------------|----------------------------|---------|----------------|----------|
| | High (₹) | Low (₹) | High | Low |
| April'22 | 127.90 | 92.05 | 60845.10 | 56009.07 |
| May'22 | 124.60 | 95.25 | 57184.21 | 52632.48 |
| June'22 | 107.80 | 87.80 | 56432.65 | 50921.22 |
| July'22 | 123.55 | 95.00 | 57619.27 | 52094.25 |
| August'22 | 138.85 | 113.55 | 60411.20 | 57367.47 |
| September'22 | 142.15 | 120.00 | 60676.12 | 56147.23 |
| October'22 | 134.00 | 116.05 | 60786.70 | 56683.40 |
| November'22 | 142.00 | 125.25 | 63303.01 | 60425.47 |
| December'22 | 132.20 | 106.15 | 63583.07 | 59754.10 |
| January'23 | 125.40 | 110.10 | 61343.96 | 58699.20 |
| February'23 | 123.45 | 98.90 | 61682.25 | 58795.97 |
| March'23 | 120.90 | 100.90 | 60498.48 | 57084.91 |

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

| Month | Share price of the Company | | Nifty 50 | |
|--------------|----------------------------|---------|-----------|-----------|
| | High (₹) | Low (₹) | High | Low |
| April'22 | 128.10 | 91.00 | 18,114.65 | 16,824.70 |
| May'22 | 125.00 | 90.05 | 17,132.85 | 15,735.75 |
| June'22 | 107.95 | 88.00 | 16,793.85 | 15,183.40 |
| July'22 | 124.00 | 90.35 | 17,172.80 | 15,511.05 |
| August'22 | 139.00 | 113.65 | 17,992.20 | 17,154.80 |
| September'22 | 142.50 | 119.70 | 18,096.15 | 16,747.70 |
| October'22 | 136.95 | 121.35 | 18,022.80 | 16,855.55 |
| November'22 | 143.55 | 126.00 | 18,816.05 | 17,959.20 |
| December'22 | 132.95 | 106.05 | 18,887.60 | 17,774.25 |
| January'23 | 124.50 | 111.60 | 18,251.95 | 17,405.55 |
| February'23 | 123.30 | 98.55 | 18,134.75 | 17,255.20 |
| March'23 | 122.55 | 100.05 | 17,799.95 | 16,828.35 |

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

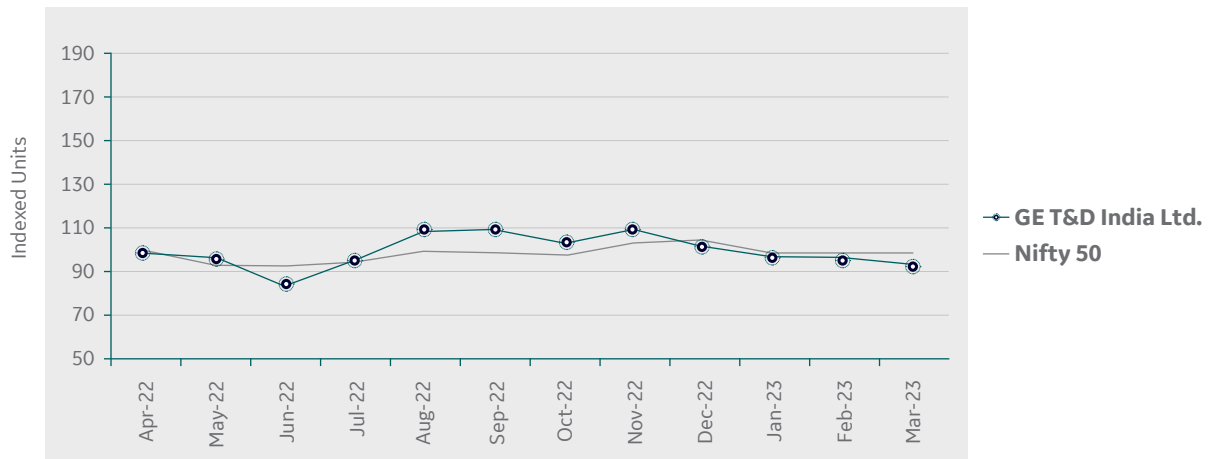
Monthly High Indexed comparison - GE T&D India Limited Share Price with S&P BSE Sensex



GE T&D India Limited Share price as in April 2022 ₹ 127.9 = 100 units
S&P BSE Sensex in April 2022 60,845.1 = 100 units

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

Monthly High Indexed comparison - GE T&D India Limited Share Price with Nifty 50



GE T&D India Limited Share price as in April 2022 ₹ 128.1 = 100 units
Nifty 50 as in April 2022 18114.65 = 100 units

K. Shareholding pattern as on March 31, 2023

| Sl. No. | Category | Number of Equity Shares held | Percentage (%) |
|---------|---|------------------------------|----------------|
| 1 | Promoter | | |
| | Grid Equipments Private Limited | 175492524 | 68.54 |
| | GE Grid Alliance B.V. (formerly Alstom Grid Holdings B.V., Netherlands) | 16542377 | 6.46 |
| | Total Promoter's Holding | 192034901 | 75.00 |
| 2 | Mutual Funds | 37009730 | 14.45 |
| 3 | Alternate Investment Funds | 262038 | 0.10 |
| 4 | Banks | 5269 | 0.00 |
| 5 | Insurance Companies | 2986146 | 1.17 |
| 6 | Foreign Portfolio Investors | 661509 | 0.26 |
| 7 | Bodies Corporate | 941197 | 0.37 |
| 8 | Non-resident Indians | 566532 | 0.22 |
| 9 | Directors and their Relatives | 5 | 0.00 |
| 10 | General Public | 19515705 | 7.62 |
| 11 | Others - Clearing Member | 1867 | 0.00 |
| | Trust | 2799 | 0.00 |
| | State Government | 605 | 0.00 |
| | IEPF | 1627932 | 0.64 |
| | LLP | 18382 | 0.01 |
| | HUF | 409332 | 0.16 |
| | Employee | 341 | 0.00 |
| | Suspense Escrow Account | 2245 | 0.00 |
| | Total | 256046535 | 100.00 |

L. Distribution of Holdings as on March 31, 2023

| Category | Number of Shareholders | Percentage (%) | Number of Shares | Percentage (%) |
|------------------|------------------------|----------------|------------------|----------------|
| 1-500 | 35087 | 84.27 | 3967564 | 1.55 |
| 501-1000 | 3120 | 7.49 | 2402855 | 0.94 |
| 1001-2000 | 1795 | 4.31 | 2597960 | 1.02 |
| 2001-3000 | 612 | 1.47 | 1550496 | 0.61 |
| 3001-4000 | 285 | 0.68 | 1029699 | 0.40 |
| 4001-5000 | 194 | 0.47 | 905004 | 0.35 |
| 5001-10000 | 338 | 0.81 | 2464920 | 0.96 |
| 10001-50000 | 178 | 0.43 | 3253315 | 1.27 |
| 50001-100000 | 5 | 0.01 | 359835 | 0.14 |
| 100001-and above | 24 | 0.06 | 237514887 | 92.76 |
| TOTAL | 41638 | 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

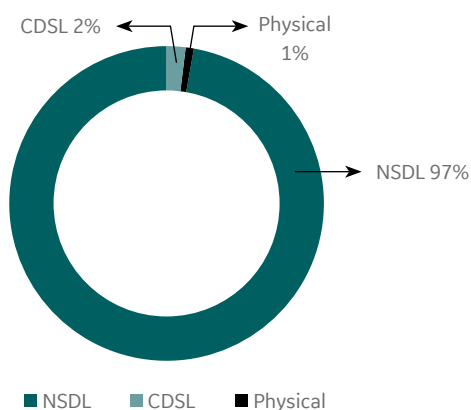
N. Share Transfer System

In terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL), within the statutory time limit from the date of receipt of share certificates/ letter of confirmation after due verification.

O. Dematerialisation of shares and liquidity

The Company's scrip forms part of the compulsory demat segment for all investors effective June 26, 2000. To facilitate the investors in having an easy access to the Demat System, the Company has signed up with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The connectivity has been established through the Company's Registrar CB Management Services (P) Limited. As at March 31, 2023, a total of 25,448,7079 equity shares of the Company, constituting 99.39% of the paid-up share capital, stand dematerialized.

Dematerialisation of Shares



P. Share Capital Reconciliation Report

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

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

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

R. Foreign Exchange Risk and Hedging Activities

The company is exposed to foreign exchange risk on account of import & export transactions. The Company uses derivative financial instruments, such as forward exchange contracts, to hedge the risks associated with foreign currency fluctuations relating to certain firm commitments and highly probable transactions. All such transactions are carried out within the guideline as prescribed in the Company's risk management policy.

S. Commodity Price Risk

The 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 the 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 : ₹ 1,517 million

- b. Exposure of the listed entity to various commodities:

| Commodity Name | Exposure towards the particular commodity (₹ in millions) | 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 | 180 | 158 MT | - | - | - | - | |
| CRGO Steel | 125 | 877 MT | - | - | - | - | |
| Oil | 75 | 677 KL | - | - | - | - | |

Note: Above exposure does not include copper 504MT, CARO steel 1,218 MT and Oil 2,136 KL pertaining to contracts having price variance clause.

c. Commodity risks faced by the Company during the year and how they have been managed

As a part of the Company's risk management strategy, the customer contracts are negotiated with price variation clause to mitigate the commodity price risk and placing firm price orders to suppliers. However, commodity price movement will impact profitability for firm price contracts.

T. Plant Locations

The Company has works/ manufacturing locations listed hereunder:

| | |
|------------|--|
| Hosur | Plot No. 46, SIPCOT Industrial Complex, Zuzuwadi Village, Hosur-635 126, Tamil Nadu. |
| 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. |

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

Contact Person : Ms. Anupriya Garg

Tel. No. : 91 11 41610660

Tel. No. : 91 120 5021500

Fax No. : 91 11 41610659

Fax No. : 91 120 5021501

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

Email ID : anupriya.garg@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 mobilization of funds, whether in India or abroad.

Summary of rated instruments

| Instrument | Amount (₹ In million) | Rating Agency | Rating action |
|--|--------------------------|---------------|----------------------------|
| Fund based – Working Capital Facilities | 6,100 | ICRA | [ICRA]A (Negative) |
| Non-fund based – Bank Guarantee/Letter of Credit | 43,800 | ICRA | [ICRA]A(Negative)/[ICRA]A1 |
| Unallocated | 20,100 | ICRA | [ICRA]A(Negative)/[ICRA]A1 |
| Total | 70,000 | | |

During the Financial year, in the month of June 2022, the Rating Committee of ICRA, has revised the long-term rating to [ICRA]A (pronounced ICRA A) from [ICRA]A+ (pronounced ICRA A Plus) and has revised the short-term Rating to [ICRA]A1 (pronounced ICRA A One) from [ICRA]A1+ (pronounced ICRA A One Plus). Outlook on the long-term Rating is Negative.

In January 2023, ICRA reaffirmed the long-term rating as [ICRA]A (pronounced ICRA A) and also reaffirmed the short-term rating of [ICRA]A1 (pronounced ICRA A One) for ₹ 70,000.0 million bank facilities of GE T&D India Limited. 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

| | (₹ in million) | |
|-----------------------------|--------------------------------------|--------------------------------------|
| | For the year ended March 31, 2023 | For the year ended March 31, 2022 |
| As auditor: | | |
| Audit | 11.2 | 7.6 |
| Tax audit | 2.2 | 2.0 |
| Quarterly reviews | 4.9 | 4.5 |
| In other capacity: | | |
| Certification fees / Others | 1.2 | 2.4 |
| Re-imbursement of expenses | 1.0 | 0.5 |
| Total | 20.5 | 17.0 |

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**

Y. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

Nil

Z. Details of non-compliance

No penalty has been imposed by any stock exchange, SEBI or any statutory authority, nor has there been any instance of non-compliance with any legal requirements, or on matters relating to the capital market over the last three years

Certificate from the Statutory Auditors, regarding compliance of conditions of corporate governance, as stipulated under Regulation 34 of the listing regulations, read with schedule V of the listing regulations is annexed to this report.

For and on behalf of the Board

Place : Noida
Date : June 26, 2023

Mahesh Shrikrishna Palashikar
Chairman
DIN: 02275903

CEO/ CFO CERTIFICATE

The Board of Directors,
GE T&D India Limited

We, Sandeep Zanzaria, Managing Director & Chief Executive Officer and Sushil Kumar, Whole-time Director & Chief Financial Officer, certify that:

- a) We have reviewed the financial statements and cash flow statement for the financial year ended on March 31, 2023 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, 2023 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, 2023;
 - ii. significant changes in accounting policies during the financial year ended on March 31, 2023 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, 2023 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 : May 23, 2023

Sandeep Zanzaria
Managing Director
& Chief Executive Officer

Sushil Kumar
Whole-time Director
& 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, Sandeep Zanzaria, 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 the Company's "Code of Conduct and Ethics for Directors and Senior Management".

Place : Noida
Date : May 23, 2023

Sandeep Zanzaria
Managing Director & Chief Executive Officer

To
The Board of Directors
GE T&D India Limited
T-5 & T-6, Plot 1-14, Axis House,
Jaypee Wishtown, Sector 128
Noida-201304- Uttar Pradesh

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

1. This certificate is issued in accordance with the terms of our engagement letter dated September 28, 2022 including addendum letter dated May 05, 2023.
2. We, Deloitte Haskins & Sells, Chartered Accountants, the Statutory Auditors of GE T&D India Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2023, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which 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. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations (as amended) during the year ended March 31, 2023.
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.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Vijay Agarwal
(Partner)
(Membership No. 094468)
(UDIN: 23094468BGYIOX8822)

Place: Gurugram
Date: June 26, 2023

FINANCIAL STATEMENTS



Independent Auditor's Report

To the Members of **GE T&D India Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of GE T&D India Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of 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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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. We have determined the matters described below to be the key audit matters to be communicated in our report.

1. Revenue recognition

Key audit matter description

A significant portion of the 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 complete.
- 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 commodity inflation and liquidated damages.
- 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.

In view of above, we determined this area to be an area involving significant estimates and an area of audit focus, and accordingly, a key audit matter.

| | |
|-----------------------------------|--|
| Principal Audit Procedures | <p>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:</p> <ul style="list-style-type: none"> • Obtained an understanding of the processes adopted to carry out accounting for revenue on “over the time” basis. • Tested design and operating effectiveness of the key controls over project accounting on the selected contracts. • 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: <ul style="list-style-type: none"> i) Examined contracts, its significant terms and conditions and correspondences with customers. ii) Evaluated various assumptions and estimates including estimated contract revenue/ costs, contract variation claims, provision for liquidated damages, contract modifications etc; iii) 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. iv) 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 on test check basis. • Assessed the appropriateness of the related disclosures in the financial statements. |
|-----------------------------------|--|

2. Claims and Litigations:

| | |
|-------------------------------------|--|
| Key audit matter description | <p>The Company's operations are subject to lawsuits and claims 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.</p> <p>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.</p> <p>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.</p> <p>Due to above mentioned factors, we have determined this to be a key audit matter.</p> |
|-------------------------------------|--|

| | |
|-----------------------------------|--|
| Principal Audit Procedures | <p>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:</p> <ul style="list-style-type: none"> • Obtained an understanding of the key uncertain tax positions based on list of ongoing litigations and tax computations for the current year. • Analyzed select key correspondences with the authorities to identify any additional uncertain tax positions. • Evaluated the Company's processes and controls over litigations operated by Management through meetings with in-house legal counsels and review of relevant evidence. • Assessed correspondence with the Company's external counsel accompanied by formal confirmations from that external counsel and discussions with and representations from in-house counsel, on selected basis. • Involved our tax specialists to evaluate management positions, estimates, their evaluations, legal precedence, and external legal opinions on the type of matters involved. • Assessed whether the Company's disclosures detailing the litigation in Note 39 to the financial statements. |
|-----------------------------------|--|

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report viz. Director's Report, Management Discussion and Analysis Report, Business Responsibility Report and Corporate Governance Report but does not include the financial statements and our auditor's report thereon. The Company's Annual Report (excluding Financial Statements and Auditor report thereon) is expected to be made available to us after the date of this auditor's report. 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 during the course of our 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.

Responsibilities of Management and Those Charged with Governance for the financial Statements

The Company's Board of Directors is 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 financial position, financial performance including other comprehensive loss, cash flows and changes in equity, of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement 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 is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility 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 financial 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 made by the management.
- Conclude on the appropriateness of management's 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 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 auditor's 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 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, except for keeping backup on daily basis of such books of account maintained in electronic mode on the server physically located outside India (refer Note 43 to the financial statements).
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2023 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. The observation relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.

- i. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. - Refer note no. 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 no. 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. - Refer note no. 21 to the financial statement.

- iv. a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 19C to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 19D to financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities.
- c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**

Chartered Accountants
(Firm's Registration No.015125N)

Vijay Agarwal

(Partner)

(Membership No. 094468)
(UDIN: 23094468BGYIOP2086)

Place: Noida

Date: May 23, 2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of GE T&D India Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 internal financial controls with reference to financial statements, 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 control 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 control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls 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 control 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.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to

financial statements were operating effectively as at March 31, 2023, based on the criteria for internal financial control with reference to financial statements 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.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.015125N)

Vijay Agarwal
(Partner)

Place: Noida
Date: May 23, 2023

(Membership No. 094468)
(UDIN: 23094468BGYIOP2086)

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress, and relevant details of right-of-use assets.
- B. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification of property, plant and equipment, capital work-in-progress, right-of-use assets so to cover all the items once every 3 years and which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment and right-of-use assets were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) Based on our examination of the registered sale deed / transfer deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment are held in the name of the Company as at the balance sheet date, other than a leasehold land located at Chennai measuring 4.84 acre amounting to ₹ 0.25 Million whose (lease term is expired on September 13, 1989) renewal of lease agreement is under process. (Also Refer Note 3(1) of the financial statements).
- (d) The Company has not revalued any of its property, plant and equipment including Right of Use assets and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as of 31 March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories (Other than goods-in-transit and stocks held with third parties), were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained and in respect of goods in transit, the goods have been received subsequent to the year-end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.
- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions based on security of current assets and hence reporting under clause (ii)(b) of the Order is not applicable.
- (iii) The Company has granted unsecured loans to its fellow subsidiary company during the year, in respect of which:
 - (a) Aggregate amount granted during the year and balance outstanding as at 31st March 2023 is of ₹ 780 Mn and Nil respectively.
 - (b) the terms and conditions of the grant during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (c) the loan is payable on demand and the Company has demanded such loan during the year. In our opinion the repayment of principal amount and receipt of interest are regular.
 - (d) there is no overdue amount remaining outstanding as at the balance sheet date.
 - (e) The recovery has made on the date the loan is fallen due hence the provisions of clause (iii)(e) is not applicable.
 - (f) The aggregate amount of loan repayable on demand is of ₹ 780 Mn as against the aggregate amount of loan to promoters/ Related parties/ Others is of ₹ 780 Mn i.e., 100% of total loans granted during the year.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees, and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the

opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

- (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess, and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023, on account of disputes are given below:

| Name of the Statute | Nature of dues | Amount of demand* (₹ millions) | Amount deposited against the demand (₹ millions) | Period to which the amount relates | Forum where dispute is pending |
|---|---------------------|-----------------------------------|---|--|---|
| The Central Excise Act, 1944 | Excise duty | 0.4 | - | 2008-09 and 2021-22 | Appellate Authority- up to Commissioner level |
| | | 31.8 | 3.1 | 2011-12 to 2016-17 | Central Excise and Service Tax Appellate Tribunal |
| | | 15.2 | 0.2 | 2008-09 and 2018-19 | High Court |
| Custom Act, 1962 | Custom duty | 456.6 | - | 2002-03, 2015-16 & 2021-22 | High Court |
| | | 265.8 | 1.3 | 2002-2018 | Custom Excise and Service Tax Appellate Tribunal |
| | | 214.7 | - | 2000-01, 2015-16 to 2021-22 | Appellate Authority- up to Commissioner Level |
| The Finance Act, 1994 | Service tax | 1.9 | 0.1 | 2015-16 & 2017-18 | Up to Commissioner Level |
| | | 165.2 | 68.4 | 2011-12 to 2013-14, 2015-16 to 2017-18 | Central Excise and Service Tax Appellate Tribunal |
| | | 6.0 | 1.7 | 2012-13 | High Court |
| Central Sales Tax Act and Local Sales Tax Acts (including works contract tax) | Sales tax | 4201.3 | 1054.6 | 1986-87, 2000-01 to 2017-18 | Appellate Authority- up to Commissioner level |
| | | 419.3 | 239.0 | 2007-08 to 2016-17 | Sales Tax Appellate Tribunal |
| | | 211.9 | 41.3 | 2017-18 & 2020-21 | Appellate Authority- up to Commissioner level |
| The Goods & Service Tax Act | Goods & Service Tax | 248.3 | - | 2012-13 | High Court |
| | | 787.1 | 207.3 | 2008-09 & 2010-11 | Income Tax Appellate Tribunal |
| | | 2591.3 | 893.2 | 2006-07 to 2009-10, 2011-12 to 2017-18 | Up to Commissioner Level |

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

The following matters have been decided in favour of the Company although the Departments have preferred appeal at higher levels:

| Name of the Statute | Nature of dues | Amount of demand (₹ millions) | Amount deposited against the demand (₹ millions) | Period to which the amount relates | Forum where dispute is pending |
|-----------------------|----------------|----------------------------------|--|--|-----------------------------------|
| The Finance Act, 1994 | Service tax | 109.0 | - | 2012-13 | High Court |
| | | 314.7 | - | 2010-11 to 2012-13 | Supreme Court |
| Income Tax Act 1961 | Income Tax | 22.9 | 107.3 | 2005-06 | Supreme Court |
| | | 39.9 | - | 1995-96 | High Court |
| | | 19.8 | - | 2005-06 | Income Tax |
| | | | | 2008-09 | Appellate Tribunal |

- (viii) (a) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company does not have investment in subsidiaries, associates, or joint ventures and hence, reporting under clause (ix)(e) of the Order is not applicable.
- (f) The Company does not have investment in subsidiaries, associates, or joint ventures and hence, reporting under clause (ix)(f) of the Order is not applicable.
- (x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year and provided to us, when performing our audit.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and the draft of the internal audit reports issued after the balance sheet, for the period under audit.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of the Order is not applicable.
- (d) As informed by management of the company, the group has one CIC as part of the group.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.

- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified

in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

- (xxi) According to the information and explanations given to us, the Company does not have investment in subsidiaries, associates, or joint ventures and hence, reporting under clause (xxi) of the Order is not applicable.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No.015125N)

Vijay Agarwal
(Partner)

Place: Noida
Date: May 23, 2023

(Membership No. 094468)
(UDIN: 23094468BGYIOP2086)

Balance Sheet

as at 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| | Notes | As at 31 March 2023 | As at 31 March 2022 |
|---|--------|------------------------|------------------------|
| Assets | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3 | 3,627.9 | 3,890.4 |
| Right of use assets | 3 (a) | 502.1 | 598.9 |
| Investment property | 3 (c) | 76.3 | 76.8 |
| Capital work-in-progress | 3 | 92.1 | 89.6 |
| Intangible assets | 3 | 0.8 | 1.3 |
| Financial assets | | | |
| i. Investments | 4 | - | 0.1 |
| ii. Other financial assets | 5 | 85.8 | 97.4 |
| Deferred tax assets (net) | 6 | 1,339.7 | 1,469.5 |
| Non current tax assets (net) | 7 | 1,840.5 | 1,718.4 |
| Other non-current assets | 8 | 2,573.9 | 2,470.1 |
| Total non-current assets | | 10,139.1 | 10,412.5 |
| Current assets | | | |
| Inventories | 9 | 6,438.6 | 6,225.8 |
| Financial assets | | | |
| i. Trade receivables | 10 | 15,509.6 | 15,627.2 |
| ii. Cash and cash equivalents | 11 | 446.7 | 708.0 |
| iii. Bank balances other than cash and cash equivalents | 12 | 21.3 | 116.0 |
| iv. Other financial assets | 13 | 376.7 | 477.7 |
| Other current assets | 14 | 3,862.6 | 3,744.0 |
| Total current assets | | 26,655.5 | 26,898.7 |
| Assets held for sale | 15 (a) | - | 362.3 |
| Total assets | | 36,794.6 | 37,673.5 |
| Equity and liabilities | | | |
| Equity | | | |
| Equity share capital | 16 | 512.1 | 512.1 |
| Other equity | 17 (a) | 10,215.0 | 10,290.8 |
| Total equity | | 10,727.1 | 10,802.9 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| i. Lease liabilities | 3 (b) | 411.6 | 511.2 |
| Provisions | 18 | 1,020.3 | 1,030.0 |
| Total non-current liabilities | | 1,431.9 | 1,541.2 |
| Current liabilities | | | |
| Financial liabilities | | | |
| i. Borrowings | 19 | 2,197.9 | 1,634.4 |
| ii. Trade payables | 20 | | |
| Total outstanding dues of micro enterprises and small enterprises | | 494.7 | 470.7 |
| Total outstanding dues other than micro enterprises and small enterprises | | 10,112.0 | 10,639.5 |
| iii. Lease liabilities | 3 (b) | 123.8 | 113.5 |
| iv. Other financial liabilities | 21 | 413.9 | 374.1 |
| Other current liabilities | 22 | 6,392.0 | 5,816.5 |
| Provisions | 18 | 4,719.6 | 5,775.0 |
| Current tax liabilities (net) | 7 | 181.7 | 212.1 |
| Total current liabilities | | 24,635.6 | 25,035.8 |
| Liabilities held for sale | 15 (b) | - | 293.6 |
| Total liabilities | | 26,067.5 | 26,870.6 |
| Total equity and liabilities | | 36,794.6 | 37,673.5 |
| 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 **Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm Registration Number: 015125N

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

Partner

Membership no: 94468

Sushil Kumar

Whole-time Director & Chief Financial Officer

DIN: 08510312

Sandeep Zanzaria

Managing Director & Chief Executive Officer

DIN: 08905291

Place: Noida

Date: 23 May 2023

Anupriya Garg

Company Secretary

Membership no: 18612

Statement of Profit and Loss

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| | Notes | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|-------|-------------------------------------|-------------------------------------|
| Income | | | |
| Revenue from operations | 23 | 27,732.2 | 30,659.5 |
| Other income | 24 | 339.3 | 257.4 |
| Total income | | 28,071.5 | 30,916.9 |
| Expenses | | | |
| Cost of raw material, components consumed and other project related costs | 25 | 19,827.7 | 24,549.3 |
| Changes in inventories of finished goods and work-in-progress | 26 | (129.6) | (807.0) |
| Employee benefits expense | 27 | 3,537.9 | 4,097.5 |
| Finance costs | 28 | 420.1 | 386.5 |
| Depreciation and amortization | 29 | 553.8 | 578.6 |
| Other expenses | 30 | 3,480.3 | 3,908.5 |
| Total expenses | | 27,690.2 | 32,713.4 |
| Profit / (loss) before exceptional items and tax | | 381.3 | (1,796.5) |
| Exceptional items (expenses) / income | 44 | (113.8) | 1,101.7 |
| Profit / (loss) before tax | | 267.5 | (694.8) |
| Tax expense | 6, 32 | | |
| - Current tax | | - | - |
| - Deferred tax (charge) / credit (net) | | (90.6) | 185.7 |
| - Tax related to earlier years | | | |
| Current tax | | (132.1) | (47.2) |
| Deferred tax (charge) / credit (net) | | (59.7) | 60.1 |
| Total tax (expense) / credit | | (282.4) | 198.6 |
| (Loss) for the year (A) | | (14.9) | (496.2) |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Remeasurements of defined benefits obligations | 35 | (81.4) | 96.6 |
| Income tax relating to above | | 20.5 | (24.3) |
| Other comprehensive income for the year, net of tax (B) | | (60.9) | 72.3 |
| Total comprehensive income for the year (A)+(B) | | (75.8) | (423.9) |
| Basic and diluted earnings per equity share | 41 | (0.06) | (1.94) |
| [Face value per share ₹ 2 (previous year ₹ 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 **Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm Registration Number: 015125N

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

Partner

Membership no: 94468

Sushil Kumar

Whole-time Director & Chief Financial Officer

DIN: 08510312

Sandeep Zanzaria

Managing Director & Chief Executive Officer

DIN: 08905291

Anupriya Garg

Company Secretary

Membership no: 18612

Place: Noida

Date: 23 May 2023

Cash Flow Statement

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| | Year ended 31 March 2023 | Year ended 31 March 2022 |
|--|-----------------------------|-----------------------------|
| Cash flows from operating activities | | |
| Profit / (loss) before tax | 267.5 | (694.8) |
| Adjustments for: | | |
| Depreciation and amortization | 553.8 | 578.6 |
| Gain on sale of business under slump sale (exceptional item) | - | (1,231.4) |
| Reversal of provision for impairment loss (exceptional item) | - | (362.3) |
| Provision for employee benefits (exceptional item) | 113.8 | 293.6 |
| Provision for employee benefits | (21.2) | (53.6) |
| Provision for warranty | (48.2) | (670.8) |
| Provision towards site restoration (exceptional item) | - | 198.4 |
| Bad debts and unbilled receivables written off (net) | (15.2) | 428.9 |
| Finance cost | 420.1 | 386.5 |
| Provision for doubtful debts | 26.8 | (62.5) |
| Unrealised loss on foreign exchange fluctuation (net) | 49.7 | 12.1 |
| Unrealised loss/(gain) on derivatives | 14.8 | (170.9) |
| Loss on sale of property, plant and equipment / assets written off | 3.1 | 3.2 |
| Interest income from financial instruments at amortised cost | (3.0) | (27.6) |
| Interest income | (0.7) | (4.8) |
| Provision for contract losses (net) | - | 1,377.6 |
| Gain on termination of lease | (2.3) | (24.0) |
| Provision no longer required written back | (189.9) | (10.3) |
| Operating cash flow before movement in working capital | 1,169.1 | (34.1) |
| Adjustments for changes in assets and liabilities | | |
| Decrease in trade receivables | 120.3 | 2,853.0 |
| (Increase)/decrease in other assets | (254.8) | 717.7 |
| Increase in inventories | (212.8) | (429.8) |
| Decrease/(increase) in financial assets | 99.1 | (55.8) |
| Decrease in trade payables | (452.8) | (145.0) |
| (Decrease) in other current liabilities, provisions and other financial liabilities | (556.9) | (2,594.4) |
| Cash (used in) / generated from operations | (88.8) | 311.6 |
| Direct taxes paid (net of refund) | (284.6) | (229.5) |
| Net cash flow from operating activities (A) | (373.4) | 82.1 |
| Cash flow from investing activities | | |
| Proceeds from/(Investment in) deposit with banks | 91.0 | (7.3) |
| (Acquisition) of property, plant and equipment, capital work in progress and intangible assets including capital advance and capital creditors | (164.3) | (248.6) |
| Proceeds from sale of assets related to Naini Unit (net of employee related and other obligation settled) | 101.1 | - |
| Sale of business under slump sale | - | 1,406.0 |
| Interest received on deposits with banks | 1.9 | 7.9 |

Cash Flow Statement

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| | Year ended 31 March 2023 | Year ended 31 March 2022 |
|---|-----------------------------|-----------------------------|
| Net cash flow from investing activities (B) | 29.7 | 1,158.0 |
| Cash flow from financing activities | | |
| Proceeds from /(Repayment of) short term borrowings (net) | 563.5 | (578.4) |
| Payment for lease liabilities | (171.7) | (215.8) |
| Interest paid on loans | (306.2) | (230.7) |
| Net cash flow from/ (used in) financing activities (C) | 85.6 | (1,024.9) |
| Net decrease in cash and cash equivalents (A+B+C) | (258.1) | 215.2 |
| Cash and cash equivalents at beginning of the year | 708.0 | 489.5 |
| Impact of foreign exchange on cash and cash equivalents | (3.2) | 3.3 |
| Cash and cash equivalents at end of the year (Refer note 11) | 446.7 | 708.0 |

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 **Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm Registration Number: 015125N

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

Vijay Agarwal

Partner

Membership no: 94468

Sushil Kumar

Whole-time Director & Chief Financial Officer

DIN: 08510312

Sandeep Zanzaria

Managing Director & Chief Executive Officer

DIN: 08905291

Anupriya Garg

Company Secretary

Membership no: 18612

Place: Noida

Date: 23 May 2023

Statement of changes in equity

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

A. Equity share capital

| | |
|---------------------------------|--------------|
| As at 1 April 2021 | 512.1 |
| Changes in equity share capital | - |
| As at 31 March 2022 | 512.1 |
| Changes in equity share capital | - |
| As at 31 March 2023 | 512.1 |

B. Other equity

| | Reserves and surplus | | | | | Total |
|---|----------------------|-----------------|---------------------------------|-------------------|----------------------------|-----------------|
| | Securities premium | General reserve | Deemed Equity / Capital reserve | Retained earnings | Other comprehensive income | |
| Balance at 1 April 2021 | 2,717.6 | 828.6 | 26.5 | 7,142.0 | - | 10,714.7 |
| Profit for the year | - | - | - | (496.2) | - | (496.2) |
| Transferred from retained earnings | - | - | - | 72.9 | (72.9) | - |
| Remeasurement of the net defined benefit liability (net of tax) | - | - | - | - | 72.3 | 72.3 |
| Balance at 31 March 2022 | 2,717.6 | 828.6 | 26.5 | 6,718.7 | (0.6) | 10,290.8 |
| Profit for the year | - | - | - | (14.9) | - | (14.9) |
| Remeasurement of the net defined benefit liability (net of tax) | - | - | - | - | (60.9) | (60.9) |
| Balance at March 2023 | 2,717.6 | 828.6 | 26.5 | 6,703.8 | (61.5) | 10,215.0 |

Refer note 17(a)

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 **Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm Registration Number: 015125N

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

Vijay Agarwal

Partner

Membership no: 94468

Sushil Kumar

Whole-time Director & Chief Financial Officer

DIN: 08510312

Sandeep Zanzaria

Managing Director & Chief Executive Officer

DIN: 08905291

Anupriya Garg

Company Secretary

Membership no: 18612

Place: Noida

Date: 23 May 2023

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ 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 13 March 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 prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment thereafter.

These Financial Statements are approved by the Company's Board of Directors on 23 May 2023.

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 recognized 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
- Note 2.2.16 – Provision for site restoration costs

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 recognized deferred tax assets and concluded that the deferred tax assets will be recoverable using the estimated future taxable income

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 realizable value. Write-down of inventories are calculated based on an analysis of foreseeable changes in demand, technology or market conditions to determine obsolete or excess inventories.

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 to complete that may arise during the performance on a project based on technical evaluation (including cost of rework and inflation etc) 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

Due to uncertainty associated with litigations, there is a possibility that on the conclusion, the final outcome may differ significantly. Though 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

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 – note 3

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.

- xi). Provision for site restorations costs -note 18

The Company has recognized a provision to clean up historically contaminated waste sites and bear the costs thereof. In estimating the provisions, the Company have made assumptions regarding the interpretation of the legislation and have estimated costs based on currently available information about the likely extent of contamination and potential clean-up techniques. Due to the associated uncertainty, it is possible that estimates may need to be revised during the next years as the extent of contamination and potential approaches to clean up are assessed in more detail.

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 realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between net disposal proceeds and carrying amount of the asset and recognised in statement of profit and 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. Depreciation commences when the asset is ready for their intended use and computed from the start of the month in which the addition taken place.

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 |
|-----------------------------|-----------------------------------|---|
| lives (in years) | | |
| Buildings (including Roads) | 10/30 | 30 |
| Plant and equipment | 3 / 6 / 10 | 3 / 6 / 15 |
| Furniture and fittings | 4 / 10 | 10 |
| Office equipment | 4 / 5 / 10 | 5 |

Freehold land is not depreciated.

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.

Amortization 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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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.

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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 recognized 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

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

/ (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 recognizes 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 with a corresponding increase to share options outstanding account (ESOP Payable) in the case of cash-settled share based compensation.

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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 impairment - expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. Under the simplified approach, the Company does not track changes in credit risk for individual customers. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates and delays in realisations over the expected life of the trade receivable and is adjusted for forward looking estimates. At every balance sheet date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Presentation of allowance for expected credit losses in the balance sheet

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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.

2.2.1 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 capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period.

All other borrowing costs are expensed in the period in which they occur.

2.2.12 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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 substantively 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 recognized for each performance obligation either at a point in time or over time.

Amounts disclosed as revenue are exclusive of Goods and Service Tax 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 recognized 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

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

Revenues are recognized 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 recognized 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.

Sale/Transfer of Business under common control

Sale/Transfer of business under common control includes transferred business to entities which are ultimately/intermediately controlled by the same party or parties both before and after the business transfer and the

control is not transitory. In absence of guidance in Ind -AS 113, "Business Combination" appendix -C on accounting treatment under such sale/transfer of business under common control transaction, all the assets and liabilities are transferred at the carrying values and difference between the sale consideration and the net assets transferred is credited/debited to Statement of Profit and Loss, when the sale consideration is received in cash and the business transferred is at fair value in accordance with Ind AS 113 Fair Value Measurement and determined by an independent fair value specialist, approved by the board of directors, and by the majority of the non-controlling shareholders.

2.2.14 Dividend / Distribution

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

2.2.15 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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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.

Provision for site restorations costs

The Company has recognized a provision to clean up historically contaminated waste at sites and bear the costs thereof. In estimating the provisions, the Company have estimated costs based on currently available information about the likely extent of contamination and potential clean-up techniques. Due to the associated uncertainty, it is possible that estimates may need to be revised during the next years as the extent of contamination and potential approaches to clean up are assessed in more detail.

Contingent assets

Contingent assets are not recognised. However, when realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

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

The Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, the MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, which are applicable for annual reporting periods beginning from April 01, 2023, as below:

- a) Ind AS 1 – Presentation of Financial Statements: This amendment requires companies to disclose their material accounting policies information rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Company does not expect to have any significant impact in its financial statements due to this amendment.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

- b) Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors: This amendment will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. The Company does not expect to have any significant impact in its financial statements due to this amendment.
- c) Ind AS 12 – Income Taxes: The amendment has narrowed the scope of the recognition exemption so that it no longer applies to transactions that, on initial

recognition, give rise to equal taxable and deductible temporary differences. The Company does not expect to have any significant impact in its financial statements due to this amendment.

Other amendments

Other amendments include amendments in Ind AS 102, Share-based Payments, Ind AS 103, Business Combination, Ind AS 109, Financial Instruments, Ind AS 115, Revenue from Contract with Customers, are mainly editorial in nature in order to provide better clarification of respective Ind AS. The Company does not expect to have any significant impact in its financial statements due to these amendments

Notes forming part of the financial statements

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3. Property, plant and equipment, capital work-in-progress and intangible assets

| Assets | Freehold land | Leasehold land | Buildings | Plant and equipment | Furniture and fittings | Office equipment | Total | Capital work-in-progress | Intangible assets |
|--|---------------|----------------|----------------|---------------------|------------------------|------------------|----------------|--------------------------|-------------------|
| 31 March 2023 | | | | | | | | | |
| Gross carrying amount | | | | | | | | | |
| Balance as at 1 April 2022 | 425.2 | 0.1 | 2,642.4 | 4,680.8 | 59.6 | 174.9 | 7,983.0 | 89.6 | 29.6 |
| Additions | - | - | - | 158.2 | - | 1.1 | 159.3 | 161.8 | - |
| Disposals / adjustments | - | (0.1) | (159.9) | (1,417.5) | (22.3) | (48.9) | (1,648.7) | (159.3) | - |
| Balance as at 31 March 2023 | 425.2 | - | 2,482.5 | 3,421.5 | 37.3 | 127.1 | 6,493.6 | 92.1 | 29.6 |
| Accumulated depreciation / impairment | | | | | | | | | |
| Balance as at 1 April 2022 | - | 0.1 | 653.6 | 3,225.2 | 55.7 | 158.0 | 4,092.6 | - | 28.3 |
| Depreciation/amortization charge during the year | - | - | 103.6 | 300.5 | 0.7 | 15.3 | 420.1 | - | 0.5 |
| Disposals / adjustments | - | (0.1) | (159.9) | (1,415.8) | (22.3) | (48.9) | (1,647.0) | - | - |
| Balance as at 31 March 2023 | - | 0.0 | 597.3 | 2,109.9 | 34.1 | 124.4 | 2,865.7 | - | 28.8 |
| Net carrying amount as at 31 March 2023 | 425.2 | - | 1,885.2 | 1,311.6 | 3.2 | 2.7 | 3,627.9 | 92.1 | 0.8 |
| 31 March 2022 | | | | | | | | | |
| Gross carrying amount | | | | | | | | | |
| Balance as at 1 April 2021 | 495.0 | 0.1 | 2,949.4 | 4,674.6 | 61.7 | 199.6 | 8,380.4 | 216.6 | 30.7 |
| Additions | (4.4) | - | 8.2 | 412.7 | - | 3.0 | 419.5 | 292.5 | 1.5 |
| Disposals / adjustments | - | - | (3.0) | (75.3) | (1.7) | (3.9) | (83.9) | (419.5) | - |
| Reclassified to Investment Property* | (65.4) | - | (44.9) | - | - | - | (110.3) | - | - |
| Assets transferred under slump sale # | - | - | - | (236.2) | (0.4) | (23.8) | (260.4) | - | (2.6) |
| Assets classified as Asset held for sale** | - | - | (267.3) | (95.0) | - | - | (362.3) | - | - |
| Balance at 31 March 2022 | 425.2 | 0.1 | 2,642.4 | 4,680.8 | 59.6 | 174.9 | 7,983.0 | 89.6 | 29.6 |
| Accumulated depreciation / impairment | | | | | | | | | |
| Balance as at 1 April 2021 | - | 0.1 | 859.7 | 3,277.5 | 57.1 | 156.1 | 4,350.5 | - | 22.8 |
| Depreciation/amortization charge during the year | - | - | 97.2 | 284.2 | 0.6 | 22.4 | 404.4 | - | 6.3 |
| Disposals / adjustments | - | - | (2.5) | (72.6) | (1.6) | (3.9) | (80.6) | - | - |
| Reclassified to Investment Property* | - | - | (33.5) | - | - | - | (33.5) | - | - |
| Assets transferred under slump sale # | - | - | (168.9) | (0.4) | (0.4) | (16.6) | (185.9) | - | (0.8) |
| Reversal of impairment loss** | - | - | (267.3) | (95.0) | - | - | (362.3) | - | - |
| Balance at 31 March 2022 | - | 0.1 | 653.6 | 3,225.2 | 55.7 | 158.0 | 4,092.6 | - | 28.3 |
| Net carrying amount as at 31 March 2022 | 425.2 | - | 1,988.8 | 1,455.6 | 3.9 | 16.9 | 3,890.4 | 89.6 | 1.3 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

Notes:

- Renewal of lease agreement (for which the Company has an option) in respect of 4.84 acre of land at Chennai (which expired in 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.
- Capital work in progress (CWIP) Ageing Schedule

| | As at 31 March 23 | | | | As at 31 March 22 | | | |
|----------------------|-------------------|-----------|-----------|-------|-------------------|-----------|-----------|-------|
| | < 1 year | 1-2 years | 2-3 years | Total | < 1 year | 1-2 years | 2-3 years | Total |
| Projects in progress | 63.9 | 10.9 | 17.3 | 92.1 | 71.9 | 17.7 | - | 89.6 |

relating to assets transferred of Global Engineering Operating Division (Engineering division) (GEOD business). Refer Note 44 (c)

* relates to land and building for management has not determined any future use and accordingly reclassified to Investment Property.

** Refer Note 15(a) and 44 (a)

3 (a). Right of use assets

| | Right of use buildings | Right of use vehicles | Total |
|--|---------------------------|--------------------------|----------------|
| Gross carrying amount | | | |
| Balance as at 1 April 2022 | 983.6 | 67.6 | 1,051.2 |
| Additions/ modifications during the year | 19.9 | 22.2 | 42.1 |
| Reclassification | 0.5 | - | 0.5 |
| Disposal / derecognized during the year | - | (17.1) | (17.1) |
| Balance as at 31 March 2023 | 1,004.0 | 72.7 | 1,076.7 |
| Balance as at 1 April 2021 | 1,127.8 | 98.6 | 1,226.4 |
| Additions/ modifications during the year | 32.9 | 9.3 | 42.2 |
| Reclassification | 29.7 | - | 29.7 |
| Disposal / derecognized during the year | (206.8) | (40.3) | (247.1) |
| Balance as at 31 March 2022 | 983.6 | 67.6 | 1,051.2 |
| Accumulated depreciation | | | |
| Balance as at 1 April 2022 | 405.3 | 47.0 | 452.3 |
| Depreciation expense | 114.5 | 18.2 | 132.7 |
| Disposal / derecognized during the year | - | (10.4) | (10.4) |
| Balance as at 31 March 2023 | 519.8 | 54.8 | 574.6 |
| Balance as at 1 April 2021 | 268.5 | 59.7 | 328.2 |
| Depreciation expense | 144.3 | 23.6 | 167.9 |
| Disposal / derecognized during the year | (7.5) | (36.3) | (43.8) |
| Balance as at 31 March 2022 | 405.3 | 47.0 | 452.3 |
| Net carrying amount as at 31 March 2023 | 484.2 | 17.9 | 502.1 |
| Net carrying amount as at 31 March 2022 | 578.3 | 20.6 | 598.9 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

3 (b). Lease liabilities

| | Lease liabilities buildings | Lease liabilities vehicles | Total |
|--|--------------------------------|-------------------------------|--------------|
| Balance as at 1 April 2022 | 590.4 | 34.3 | 624.7 |
| Additions/ modifications during the year | 19.9 | 22.2 | 42.1 |
| Accrual of finance cost | 43.3 | 6.0 | 49.3 |
| Payments | (150.1) | (21.6) | (171.7) |
| Adjustment for termination of leases | - | (9.0) | (9.0) |
| Balance as at 31 March 2023 | 503.5 | 31.9 | 535.4 |
| Current | 106.9 | 16.9 | 123.8 |
| Non-current | 396.6 | 15.0 | 411.6 |
| Balance as at 1 April 2021 | 895.0 | 53.0 | 948.0 |
| Additions/ modifications during the year | 32.9 | 9.3 | 42.2 |
| Accrual of finance cost | 72.2 | 5.4 | 77.6 |
| Payments | (188.2) | (27.6) | (215.8) |
| Adjustment for termination of leases | (221.5) | (5.8) | (227.3) |
| Balance as at 31 March 2022 | 590.4 | 34.3 | 624.7 |
| Current | 100.3 | 13.2 | 113.5 |
| Non-current | 490.1 | 21.1 | 511.2 |

Amounts recognised in statement of profit and loss related to Right to use assets

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Depreciation on right of use assets (refer note no. 29) | 132.7 | 167.9 |
| Interest on lease liabilities (refer note no. 28) | 49.3 | 77.6 |
| | 182.0 | 245.5 |

Amounts recognised in statement of profit and loss related to low value assets and short term leases

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Expense relating to low value assets (refer note no. 30) | 90.3 | 115.3 |
| Expense relating to short term leases (refer note no. 30) | 7.3 | 6.8 |
| | 97.6 | 122.1 |

The details of contractual maturities of lease liabilities as at 31 March 2023 and 31 March 2022 on an undiscounted basis are as follows:

| | As at 31 March 2023 | As at 31 March 2022 |
|----------------------|------------------------|------------------------|
| Less than one year | 158.8 | 160.4 |
| One to five years | 471.8 | 582.2 |
| More than five years | - | 12.0 |
| | 630.6 | 754.6 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

The following table summarizes 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.

| | For the year ended 31 March 2023 | | For the year ended 31 March 2022 | |
|---|----------------------------------|-----------------|----------------------------------|-----------------|
| | ROU | Lease liability | ROU | Lease liability |
| Impact of increase in 100 bps (in percentage) | (3.0%) | (1.8%) | (3.0%) | (2.3%) |
| Impact of increase in 100 bps (in ₹ million) | (14.5) | (9.6) | (17.3) | (14.1) |
| Impact of decrease in 100 bps (in percentage) | 3.1% | 1.9% | 3.1% | 2.4% |
| Impact of decrease in 100 bps (in ₹ million) | 15.2 | 9.9 | 18.1 | 14.7 |

ROU recognised at 6.5% - 9% weighted average incremental borrowing rate.

Lease payments during the year ₹ 171.7 million (31 March 2022: ₹ 215.8 million)

3 (c). Investment Property

| | Freehold land | Buildings | Total |
|--|---------------|-----------|-------|
| Gross carrying amount | | | |
| Balance as at 1 April 2022 | 65.4 | 44.9 | 110.3 |
| Additions/ modifications during the year | - | - | - |
| Disposal / derecognized during the year | - | - | - |
| Balance as at 31 March 2023 | 65.4 | 44.9 | 110.3 |
| Balance as at 1 April 2021 | - | - | - |
| Reclassified* | 65.4 | 44.9 | 110.3 |
| Additions/ modifications during the year | - | - | - |
| Disposal / derecognized during the year | - | - | - |
| Balance as at 31 March 2022 | 65.4 | 44.9 | 110.3 |
| Accumulated depreciation | | | |
| Balance as at 1 April 2022 | - | 33.5 | 33.5 |
| Depreciation/amortization charge during the year | - | 0.5 | 0.5 |
| Disposal / derecognized during the year | - | - | - |
| Balance as at 31 March 2023 | - | 34.0 | 34.0 |
| Balance as at 1 April 2021 | - | - | - |
| Reclassified* | - | 33.5 | 33.5 |
| Depreciation/amortization charge during the year | - | - | - |
| Disposal / derecognized during the year | - | - | - |
| Balance as at 31 March 2022 | - | 33.5 | 33.5 |
| Net carrying amount as at 31 March 2023 | 65.4 | 10.9 | 76.3 |
| Net carrying amount as at 31 March 2022 | 65.4 | 11.4 | 76.8 |

* Assets reclassified from property, plant and equipment as at 31 March 2022.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

4. Non-current investments

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Investment in equity instruments (fully paid-up) | | |
| Unquoted | | |
| 1,000 (31 March 2022: 1,000) equity shares of ₹ 10/- each fully paid up in The English Electric Company Employees' Co.-operative Stores Limited* | - | - |
| 4,555 (31 March 2022: 4,555) equity shares of ₹ 10/- each fully paid up in Woodlands 'Multispeciality Hospital Limited* | 0.1 | 0.1 |
| Less: Impairment loss | (0.1) | - |
| Aggregate amount of unquoted investments | - | 0.1 |

*The total amount of investments in absolute value is ₹ 33,500 (31 March 2022 ₹ 33,500), but for reporting purpose rounded up to ₹ 0.1 million.

5. Other non current financial assets

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Unsecured considered good, unless otherwise stated | | |
| Security deposits | 85.8 | 97.4 |
| | 85.8 | 97.4 |

6. Deferred tax assets (net)

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Deferred tax assets arising on timing differences on account of: | | |
| Allowances taken on payment under protest (net of disallowances under Section 43B of the Income Tax Act, 1961) | 252.6 | 486.1 |
| Provision for sales tax and other forms | 382.2 | 344.7 |
| Business loss carry forward* | 363.8 | 346.3 |
| Provision for loss allowance (including expected credit loss) | 462.1 | 456.2 |
| | 1,460.7 | 1,633.3 |
| 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 | 119.1 | 129.2 |
| Other fair valuation adjustments (net of unwinding) (net) | 4.3 | 4.4 |
| Others | (2.4) | 30.2 |
| | 121.0 | 163.8 |
| | 1,339.7 | 1,469.5 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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) | Difference between WDV of property, plant and equipment, other intangible asset as per books and under Income Tax Act, 1961 and ROU assets | Other fair valuation adjustments (net of unwinding) (net) | Others | Total |
|------------------------------|--|--|---|------------------------------|---|--|---|--------|---------|
| At 1 April 2021 | 72.4 | 428.3 | 482.2 | - | 471.4 | (101.1) | (66.3) | (38.9) | 1,248.0 |
| (Charged)/credited: | | | | | | | | | |
| - to profit or loss | 438.0 | (428.3) | (137.5) | 346.3 | (15.2) | (28.1) | 61.9 | 8.7 | 245.8 |
| - Other comprehensive income | (24.3) | - | - | - | - | - | - | - | (24.3) |
| At 31 March 2022 | 486.1 | - | 344.7 | 346.3 | 456.2 | (129.2) | (4.4) | (30.2) | 1,469.5 |
| (Charged)/credited: | | | | | | | | | |
| - to profit or loss | (254.0) | - | 37.5 | 17.5 | 5.9 | 10.1 | 0.1 | 32.6 | (150.3) |
| - Other comprehensive income | 20.5 | - | - | - | - | - | - | - | 20.5 |
| As at 31 March 2023 | 252.6 | - | 382.2 | 363.8 | 462.1 | (119.1) | (4.3) | 2.4 | 1,339.7 |

* As at 31 March 2023, the Company has carry forward tax losses of ₹ 554.7 million (31 March 2022: ₹ 874.4 million) (with expiry of ₹ 388.5 million in financial year 2029-30 and ₹ 166.2 million in financial year 2030-31) and unabsorbed depreciation of ₹ 891.0 million (31 March 2022: ₹ 501.7 million) with no expiry on which the Company has recognized deferred tax asset(net) of ₹ 363.8 million (31 March 2022: ₹ 346.3 million) as it is considered probable by the management that there will be future taxable profits available against which such deferred tax assets can be realized.

7. Non current tax assets (net) / Current tax liabilities (net)

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Non current tax assets (net of provision ₹ 6,687.1 million (31 March 2022: ₹ 6,310.6 million)) | 1,840.5 | 1,718.4 |
| Current tax (liabilities) (net of advance tax ₹ 3,816.5 million (31 March 2022: ₹ 4,154.9 million)) | (181.7) | (212.1) |

8. Other non-current assets

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Balances with government authorities and courts (including ₹ 1,925.1 million (31 March 2022: ₹ 1,778.2 million) deposits under protest) | 2,573.9 | 2,470.1 |
| | 2,573.9 | 2,470.1 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

9. Inventories

(At lower of cost and net realisable value)

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Raw material and components [including ₹ 164.3 million (31 March 2022: ₹ 82.8 million) lying with third parties and Goods in transit ₹ 243.7 million (31 March 2022: ₹ 197.9 million)] | 2,255.9 | 2,172.7 |
| Work-in-progress (including projects work-in-progress) [including ₹ Nil (31 March 2022: ₹ 52.9 million) lying with third parties] | 3,479.1 | 3,481.5 |
| Finished goods | 703.6 | 571.6 |
| | 6,438.6 | 6,225.8 |

The above inventories is net off provision amounting to ₹ 412.1 million (31 March 2022: ₹ 434.7 million) 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 31 March 2023 | As at 31 March 2022 |
|------------------------------|------------------------|------------------------|
| Trade receivables | | |
| Unsecured, considered good | 15,509.6 | 15,627.2 |
| Credit impaired | 1,388.2 | 1,361.4 |
| Less: Loss allowance | (1,388.2) | (1,361.4) |
| Net trade receivables | 15,509.6 | 15,627.2 |

- (i) At 31 March 2023, trade receivables includes retention receivables of ₹ 8,044 million (31 March 2022: ₹ 9,172 million) relating to projects.
- (ii) Refer note. 38 for receivable from related parties
- (iii) The Company's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in Note 34 (A).

(iv) Ageing of Trade Receivable

| | As at 31 March 2023 | | | | | As at 31 March 2022 | | | | |
|------------------|-----------------------------|--|---------------------------|--------------------------------------|-----------------|-----------------------------|--|---------------------------|--------------------------------------|-----------------|
| | Undisputed, considered good | Undisputed, considered credit impaired | Disputed, considered good | Disputed, considered credit impaired | Total | Undisputed, considered good | Undisputed, considered credit impaired | Disputed, considered good | Disputed, considered credit impaired | Total |
| Not Due | 12,124.0 | 980.9 | - | - | 13,104.9 | 11,700.8 | 989.8 | 12.9 | 0.4 | 12,703.9 |
| < 180 days | 2,489.8 | 65.0 | - | - | 2,554.8 | 2,815.0 | 78.7 | 12.5 | 0.4 | 2,906.6 |
| 180-365 days | 333.4 | 38.8 | - | - | 372.2 | 525.9 | 47.7 | 2.5 | 0.1 | 576.2 |
| 1-2 years | 342.7 | 61.1 | - | - | 403.8 | 242.0 | 44.4 | 93.0 | 6.5 | 385.9 |
| 2-3 years | 132.4 | 68.8 | - | - | 201.2 | 124.3 | 44.4 | 0.8 | 0.1 | 169.6 |
| More than 3 year | 87.3 | 173.6 | - | - | 260.9 | 94.8 | 147.9 | 2.7 | 1.0 | 246.4 |
| | 15,509.6 | 1,388.2 | - | - | 16,897.8 | 15,502.8 | 1,352.9 | 124.4 | 8.5 | 16,988.6 |

11. Cash and cash equivalents

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Balances with banks | | |
| - in current accounts | 390.5 | 673.8 |
| - in EEFC accounts | 44.2 | 26.4 |
| - deposits with original maturity of less than three months | 12.0 | 7.8 |
| | 446.7 | 708.0 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

12. Bank balances other than cash and cash equivalents

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Earmarked balances with bank (Unclaimed dividend bank account) | 11.4 | 15.1 |
| Bank balance in deposit accounts (having original maturity of more than 3 months but less than 12 months from reporting date) | 9.9 | 100.9 |
| | 21.3 | 116.0 |

* Term deposits includes ₹ 1.4 million (31 March 2022: ₹ 1.4 million) being deposits pledged with various government authorities.

13. Other financial assets

| | As at 31 March 2023 | As at 31 March 2022 |
|-----------------------------------|------------------------|------------------------|
| Interest accrued on term deposits | 0.3 | 1.5 |
| Unrealised gain on derivatives | 292.8 | 307.5 |
| Security deposit | 0.5 | 27.2 |
| Others | 83.1 | 141.5 |
| | 376.7 | 477.7 |

14. Other current assets

| | As at 31 March 2023 | As at 31 March 2022 |
|-------------------------------------|------------------------|------------------------|
| Contract assets (refer note 23) | 2,072.7 | 1,626.3 |
| Balance with government authorities | 1,488.8 | 1,839.6 |
| Advance to contractors and vendors | 201.3 | 134.9 |
| Advance to employees | 1.5 | 7.0 |
| Prepayments | 86.3 | 103.4 |
| Earnest money deposits | 12.0 | 32.8 |
| | 3,862.6 | 3,744.0 |

15 (a). Assets held for sale (lower of cost and fair value)*

| | As at 31 March 2023 | As at 31 March 2022 |
|---------------------|------------------------|------------------------|
| Buildings | - | 267.3 |
| Plant and equipment | - | 95.0 |
| | - | 362.3 |

15 (b). Liabilities held for sale*

| | As at 31 March 2023 | As at 31 March 2022 |
|-------------------------------|------------------------|------------------------|
| Other financial liabilities # | - | 293.6 |
| | - | 293.6 |

includes cost of settlement compensation to workmen of ₹ Nil (31 March 2022: ₹ 186.2 million).

* Refer Note 44 (a)

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

16. Equity share capital

Authorised equity share capital

| | Number of shares | Amount |
|----------------------------|--------------------|----------------|
| As at 1 April 2021 | 627,500,000 | 1,255.0 |
| Movement during the year | - | - |
| As at 31 March 2022 | 627,500,000 | 1,255.0 |
| Movement during the year | - | - |
| As at 31 March 2023 | 627,500,000 | 1,255.0 |

(i) Movement in equity share capital of face value of ₹ 2 each, fully paid up

| | Number of shares | Equity share capital (par value) |
|---|--------------------|----------------------------------|
| Issued capital | | |
| As at 1 April 2021 | 256,049,135 | 512.1 |
| Add: Movement during the year | - | - |
| As at 31 March 2022 | 256,049,135 | 512.1 |
| Add: Movement during the year | - | - |
| As at 31 March 2023 | 256,049,135 | 512.1 |
| Subscribed and paid up share capital | | |
| As at 1 April 2021 | 256,046,535 | 512.1 |
| Add: Movement during the year | - | - |
| As at 31 March 2022 | 256,046,535 | 512.1 |
| Add: Movement during the year | - | - |
| As at 31 March 2023 | 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 ₹ 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.

ii) Number of equity shares of ₹ 2 each fully paid up, held by immediate holding company, ultimate holding company and their subsidiaries

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| 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 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

(iii) Details of shareholders holding more than 5% shares in the Company

| | As at 31 March 2023 | | As at 31 March 2022 | |
|-------------------------------------|----------------------------------|-----------|----------------------------------|-----------|
| | 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 | 24,372,347 | 9.5% | 24,214,669 | 9.5% |

(iv) No share issued for consideration other than cash during last 5 years.

17 (a). Other equity

| | As at 31 March 2023 | As at 31 March 2022 |
|--|---------------------|---------------------|
| 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. Deemed Equity/ Capital reserve | | |
| As at the beginning and at the end of the year | 26.5 | 26.5 |
| d. Retained earnings | | |
| Opening balance | 6,718.7 | 7,142.0 |
| Transferred to items of other comprehensive income | - | 72.9 |
| Add: Profit / (Loss) in statement of profit and loss | (14.9) | (496.2) |
| Closing balance | 6,703.8 | 6,718.7 |
| e. Items of other comprehensive income - remeasurements of the net defined benefit liability (net of taxes) | | |
| Opening balance | (0.6) | - |
| Transferred from retained earnings | - | (72.9) |
| Other comprehensive income | (60.9) | 72.3 |
| Closing balance | (61.5) | (0.6) |
| | 10,215.0 | 10,290.8 |

Nature and description 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.

Deemed equity/ Capital reserve

Represents equity contribution by the ultimate holding company under employee stock option/RSU scheme by way of issuing ESOPs/RsUs to the employees of the Company.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

17 (b).Capital management

(i) Risk management

The Company's objectives when managing capital are to:

- safeguard 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 (including interest accrued) net of cash and cash equivalents) divided by "Total equity" (as shown in the Balance Sheet).

The gearing ratios were as follows:

| | As at 31 March 2023 | As at 31 March 2022 |
|---------------------------------|------------------------|------------------------|
| Net debt | 1,763.4 | 943.8 |
| Total equity | 10,727.1 | 10,802.9 |
| Net debt to equity ratio | 0.16 | 0.09 |

Short term borrowings increased to meet short term working capital requirements. The Company has unutilized credit lines as explained in Note 34 (B)

18. Provisions

| | As at 31 March 2023 | | As at 31 March 2023 | |
|--|---------------------|----------------|---------------------|----------------|
| | Non-current | Current | Non-current | Current |
| Provision for employee benefits (refer note 35) | | | | |
| Compensated absences | 213.0 | 68.3 | 210.4 | 83.6 |
| Provident fund | 53.2 | 242.7 | 35.1 | 270.0 |
| Gratuity | 383.4 | - | 301.3 | - |
| Other provisions: | | | | |
| Warranty and other product related settlements | 370.7 | 741.6 | 483.2 | 769.5 |
| Contract losses | - | 1,139.0 | - | 2,038.9 |
| Litigations and related matters | - | 2,282.4 | - | 2,381.4 |
| Provision towards site restoration (refer note 44(b)) | - | 245.6 | - | 231.6 |
| | 1,020.3 | 4,719.6 | 1,030.0 | 5,775.0 |

(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 and after considering 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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

Contract losses- Provision for contract losses are based on difference between total estimated revenues and total estimated costs. This is an application of the prudence concept under which anticipated losses are recognized immediately in the Statement of Profit and Loss. The timing of outflows is expected over the period specified in various contracts.

Litigations and related matters - 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 as per Company's policy and applicable requirements.

The Company has a process whereby periodically all long term 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 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 and related matters | Provision towards site restoration |
|--|--|-----------------|---------------------------------|------------------------------------|
| As at 1 April 2021 | 3,058.4 | 550.9 | 2,260.5 | 33.2 |
| Charged/(credited) to profit and loss | | | | |
| - provisions recognised | 298.0 | 2,356.5 | 291.8 | 198.4 |
| - unused amounts reversed | (968.8) | (172.0) | - | - |
| Unwinding of discounting | - | - | - | - |
| Reclassifications | - | - | 51.4 | - |
| Amounts applied/ settled/ used during the year | (1,134.9) | (696.5) | (222.3) | |
| As at 31 March 2022 | 1,252.7 | 2,038.9 | 2,381.4 | 231.6 |
| As at 1 April 2022 | 1,252.7 | 2,038.9 | 2,381.4 | 231.6 |
| Charged/(credited) to profit and loss | | | | |
| - provisions recognised | 110.6 | 667.7 | 269.1 | 27.2 |
| - unused amounts reversed | (158.8) | (75.7) | (258.1) | - |
| Reclassifications | - | - | - | - |
| Amounts applied/ settled/ used during the year | (92.2) | (1,491.9) | (110.0) | (13.2) |
| As at 31 March 2023 | 1,112.3 | 1,139.0 | 2,282.4 | 245.6 |

19. Borrowings

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Unsecured | | |
| Loan from banks * | 200.1 | 164.6 |
| Loan from related parties * | 2,010.0 | 1,487.2 |
| Total current borrowings | 2,210.1 | 1,651.8 |
| Less: interest accrued but not due (included in note 21) | 12.2 | 17.4 |
| | 2,197.9 | 1,634.4 |

*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).

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

A. Terms and repayment schedule

Terms and conditions of outstanding borrowings are as follows:

| | Year of maturity | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------|------------------------|------------------------|
| Unsecured bank loan / bank overdraft# | On demand | 200.1 | 164.6 |
| Unsecured loan from related parties (excluding interest accrued) | On demand | 1,997.8 | 1,469.8 |
| | | 2,197.9 | 1,634.4 |
| Nominal interest rate on bank loan | | 4.8% - 7.5% | 2.4% - 6.1% |
| Nominal interest rate on related parties loan | | 5.0% - 9.1% | 4.9% - 5.6% |

includes packing credit facility loan of ₹ 200.1 million (31 March 2022: ₹ Nil) for a tenure of 1 month.

B. Reconciliation of movements of liabilities to cash flows arising from financing activities

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Balance as at the beginning of the year - Borrowings and lease liabilities | 2,259.1 | 3,160.8 |
| Movement due to payments (received) / made | | |
| - Proceeds from /(Repayment of) short term borrowings (net) | 563.5 | (578.4) |
| - Payment for lease liabilities | (171.7) | (215.8) |
| - Interest paid on loans | (306.2) | (230.7) |
| Movement due to non cash transactions: | | |
| - Addition | 42.1 | 42.2 |
| - Accrual of finance cost | 355.5 | 308.3 |
| - Adjustment for pretermination of leases | (9.0) | (227.3) |
| Balance as at the end of the year - Borrowings and lease liabilities | 2,733.3 | 2,259.1 |

C. The Company participates in the cash pool arrangement with GE India Industrial Pvt. Ltd. (GEIPL) to borrow/invest short term funds based upon the requirement/ availability of working capital on daily basis. Pursuant to the arrangement, during the year, the Company has borrowed loan (from time to time) aggregating to ₹ 15,351.6 million and granted loan (for four days) amounting to ₹ 779.6 million at the stipulated rate of interest from/in the cash pool account. Outstanding balance of loan borrowed and invested as at 31 March 23 is ₹ 1,997.8 million and ₹ Nil, respectively.

D. Further, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

20. Trade payables

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Trade payables (refer notes below) | | |
| total outstanding dues of micro enterprises and small enterprises (refer note 42) | 494.7 | 470.7 |
| total outstanding dues other than micro enterprises and small enterprises | 10,112.0 | 10,639.5 |
| | 10,606.7 | 11,110.2 |

(i) Includes retention payables amounting to ₹ 459.6 million for 31 March 2023 (31 March 2022: ₹ 555.1 million).

(ii) Also, refer note. 38 for payable to related parties

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

(iii). Ageing of Trade Payable*

| | As at March 2023 | | | | | | As at March 2022 | | | | | |
|---|------------------|----------------|--------------|--------------|--------------|-----------------|------------------|----------------|--------------|--------------|--------------|-----------------|
| | Not Due | < 1 year | 1-2 | 2-3 | More than | Total | Not Due | < 1 year | 1-2 | 2-3 | More than | Total |
| | | years | years | 3 years | | | | years | years | 3 years | | |
| Undisputed outstanding dues of micro enterprises and small enterprises | 126.5 | 216.9 | 66.1 | 45.7 | 10.1 | 465.3 | - | 299.8 | 107.2 | 26.0 | 37.7 | 470.7 |
| Undisputed outstanding dues of other than micro enterprises and small enterprises | 5,630.9 | 3,294.4 | 559.1 | 180.4 | 406.9 | 10,071.7 | 5,209.9 | 4,227.9 | 333.9 | 292.0 | 525.3 | 10,589.0 |
| Disputed outstanding dues of micro enterprises and small enterprises | - | - | 2.9 | 5.9 | 20.6 | 29.4 | - | - | - | - | - | - |
| Disputed outstanding dues of other than micro enterprises and small enterprises | - | 3.3 | 1.2 | 5.4 | 30.4 | 40.3 | - | - | - | - | 50.5 | 50.5 |
| | 5,757.4 | 3,514.6 | 629.3 | 237.4 | 468.0 | 10,606.7 | 5,209.9 | 4,527.7 | 441.1 | 318.0 | 613.5 | 11,110.2 |

*Including foreign currency payables amounting to ₹ 1,143 million relating to import of goods or services transactions for a period of more than 6 months as at March'23 for which the Company is in the process of submitting required documents with AD category bank.

(iv). Relationship with Struck off companies

| Name of struck off company | Nature of transaction | Relationship | Transactions during the year ended | | Balance outstanding | |
|--|-----------------------|--------------|------------------------------------|----------------------------------|---------------------|---------------------|
| | | | For the year ended 31 March 2023 | For the year ended 31 March 2022 | As at 31 March 2023 | As at 31 March 2022 |
| Bhilai Steel Private Limited | Services rendered | Customer | - | - | 3.5 | 3.5 |
| National Hydroelec. Power Corp. Limited | Services rendered | Customer | - | 0.1 | 0.1 | 0.1 |
| Centurian Exports | Services rendered | Customer | - | - | - | 0.0 |
| N&D Technical Services Private Limited | Services rendered | Customer | - | - | (0.1) | (0.1) |
| Quasar Infotek Private Limited | Services received | Vendor | - | - | - | 0.0 |
| Pyrotech Electronics Private Limited* | Services received | Vendor | - | (45.3) | - | (1.5) |
| Technico (India) Pvt. Ltd | Services received | Vendor | - | - | (2.0) | (2.0) |
| Oriental Engineering Works Private Limited | Services received | Vendor | (0.3) | (0.4) | - | - |
| RSA Power Private Limited | Services received | Vendor | - | 0.5 | 0.1 | 0.1 |
| Reliable MEP Projects India Pvt Ltd | Services received | Vendor | - | - | 0.1 | 0.1 |
| Deligent Networks Private Limited | Services received | Vendor | - | - | (0.1) | (0.1) |
| Tribhuj Construction Company Private Limited | Services received | Vendor | 2.9 | (0.1) | - | (3.6) |

* not struck off as at 31 March 2023

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

21. Other financial liabilities

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Employee benefits payable | 312.2 | 234.4 |
| Unclaimed dividends* | 11.4 | 15.1 |
| Interest accrued but not due on borrowings | 12.2 | 17.4 |
| Employee stock option payable (refer note 37) | 30.5 | 58.5 |
| Capital creditors | 47.6 | 48.7 |
| | 413.9 | 374.1 |

* There are no amounts which are required to be transfer to Investor Education & Protection Fund as at 31 March 2023.

22. Other current liabilities

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Deferred income | 4,076.0 | 3,689.8 |
| Advances from customers | 2,119.5 | 1,968.3 |
| Statutory dues payable | 184.8 | 138.0 |
| Interest accrued but not due on advances | 11.7 | 20.4 |
| | 6,392.0 | 5,816.5 |

23. Revenue from operations

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|-------------------------|-------------------------------------|-------------------------------------|
| Revenue from operations | 27,490.3 | 30,523.0 |
| Other operating income | 241.9 | 136.5 |
| | 27,732.2 | 30,659.5 |

Disclosure relating to revenue from contracts with customers

a). Disaggregated revenue from operations information

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|-----------------------------|-------------------------------------|-------------------------------------|
| Revenue by Geography | | |
| India | 19,288.2 | 22,929.0 |
| Other countries* | 8,444.0 | 7,730.5 |
| | 27,732.2 | 30,659.5 |

*Exports to any single country are not material to be disclosed

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| Revenue by Nature | | |
| Sale of products (point in time) | 8,503.0 | 7,943.8 |
| Revenue from execution of contracts for projects and services (over the time) | 18,016.8 | 21,449.3 |
| Sale of services | 970.5 | 1,129.9 |
| Other operating income | 241.9 | 136.5 |
| | 27,732.2 | 30,659.5 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

b). Contract balances

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Trade receivables | 15,509.6 | 15,627.2 |
| Advance from customers (contract liabilities) | 2,119.5 | 1,968.3 |
| Deferred income | 4,076.0 | 3,689.8 |
| Contract assets * | 2,072.7 | 1,626.3 |

* 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.

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 recognized 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 recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

The aggregate value of performance obligations that are completely or partially unsatisfied as at 31 March 2023 is in excess of ₹ 36,900 million (31 March 2022: ₹ 37,200 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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

24. Other income

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Interest on deposits with banks | 0.7 | 4.8 |
| Interest income from financial instruments at amortised cost | 3.0 | 14.1 |
| Provisions / liabilities no longer required written back | 189.9 | 10.3 |
| Bad debts recovered | 120.7 | - |
| Net foreign exchange gain # | - | 202.5 |
| Gain on termination of lease | 2.3 | 24.0 |
| Miscellaneous income | 22.7 | 1.7 |
| | 339.3 | 257.4 |

includes gain on mark to market of derivative financial instrument amounting ₹ Nil (31 March 2022: ₹ 170.9 million)

25. Cost of raw material and components consumed and project related costs

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| Raw materials and components consumed and related direct costs including (project related bought-outs and other project costs)* | 19,827.7 | 24,549.3 |
| | 19,827.7 | 24,549.3 |

* Includes ₹ 22.6 million gain (31 March 2022: ₹ 145.6 million gain) (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 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Work-in-progress | | |
| Opening stock | 3,481.5 | 2,676.4 |
| Less: Closing stock | 3,479.1 | 3,481.5 |
| (Increase) / decrease in work-in-progress | 2.4 | (805.1) |
| Finished goods | | |
| Opening stock | 571.6 | 569.7 |
| Less: Closing stock | 703.6 | 571.6 |
| (Increase) / decrease in finished goods | (132.0) | (1.9) |
| Total changes in inventories of work-in-progress and finished goods | (129.6) | (807.0) |

27. Employee benefits expense

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Salaries, wages and bonus | 2,926.4 | 3,407.1 |
| Contribution to provident fund and other funds | 284.9 | 347.0 |
| Employee stock options expense (refer note 37) | 19.8 | 31.4 |
| Staff welfare | 306.8 | 312.0 |
| | 3,537.9 | 4,097.5 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

28. Finance costs

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| Interest expense on financial instruments and provisions measured at amortised cost | 6.7 | 36.3 |
| Interest on loans | 222.3 | 139.2 |
| Interest on lease liabilities | 49.3 | 77.6 |
| Interest on others | 141.8 | 133.4 |
| | 420.1 | 386.5 |

29. Depreciation and amortization

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Depreciation of property, plant and equipment & investment in property | 420.6 | 404.4 |
| Depreciation on right of use assets | 132.7 | 167.9 |
| Amortization of intangible assets | 0.5 | 6.3 |
| | 553.8 | 578.6 |

30. Other expenses

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Consumption of stores and spare parts | 91.6 | 113.8 |
| Power and fuel | 281.7 | 264.0 |
| Rent # | 7.3 | 6.8 |
| Rates and taxes | 170.6 | 377.6 |
| Repairs and maintenance | 226.2 | 374.1 |
| Technology license fee | 172.2 | 241.5 |
| Freight and octroi | 753.0 | 859.8 |
| Travelling | 259.3 | 250.6 |
| Postage and telephone | 11.9 | 10.7 |
| Auditors remuneration (refer note 30 (a)) | 20.5 | 17.0 |
| Bank charges | 194.6 | 199.0 |
| Bad debts and unbilled receivables written off (net) | (15.2) | |
| Provision for doubtful debts (net) | 26.8 | |
| Trade mark fees and research and development services | 226.8 | 260.7 |
| Data management charges ## | 205.9 | 259.0 |
| Corporate social responsibility expenses (refer note 31) | - | 2.5 |
| Loss on sale of property, plant and equipment / assets written off | 3.1 | 3.2 |
| Warranty and other product related settlements (refer note 18) | (48.2) | (670.8) |
| Net foreign exchange losses | 226.4 | - |
| Legal and professional | 177.6 | 308.3 |
| Corporate Head quarter charges | 323.5 | 498.5 |
| Miscellaneous** | 164.7 | 165.8 |
| | 3,480.3 | 3,908.5 |

** includes ₹ Nil (31 March 2022: ₹ 77.1 million) incurred towards pre-termination of lease for a property.

relates to short term leases.

includes impact on account of lease of low value assets of ₹ 90.3 million (31 March 2022: ₹ 115.3 million)

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

30(a). Details of payments to auditors

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Payment to auditors (excluding GST) | | |
| As auditor: | | |
| Audit | 11.2 | 7.6 |
| Tax audit | 2.2 | 2.0 |
| Quarterly reviews | 4.9 | 4.5 |
| In other capacity | | |
| Certification fees / others | 1.2 | 2.4 |
| Re-imbursment of expenses | 1.0 | 0.5 |
| | 20.5 | 17.0 |

31. Corporate social responsibility expenses

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Amount required to be spent by the Company during the year | - | 2.5 |
| Amount spent during the year on | | |
| i) Construction / acquisition of assets | - | - |
| ii) On purposes other than (i) above | - | 2.5 |
| | - | 2.5 |

Note: The Company has spent ₹ Nil during the financial year ended 31 March 2023 as no CSR expenditure for the activities specified in the Corporate Social Responsibility Policy of the Company is required in accordance with the limit prescribed under section 135 of the Companies Act, 2013 ("Act").

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 31 March 2023 | For the year ended 31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| Current tax on profits for the year | - | - |
| Adjustments for current tax of earlier periods | (132.1) | (47.2) |
| Total current tax expense | (132.1) | (47.2) |
| Deferred tax | | |
| Adjustments for deferred tax of earlier periods | (59.7) | 60.1 |
| (Decrease) / increase in deferred tax assets | (193.1) | 203.3 |
| (Increase) / decrease in deferred tax liabilities | 102.5 | (17.6) |
| Total deferred tax (charge) / credit | (150.3) | 245.8 |
| Income tax (expense) / credit | (282.4) | 198.6 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

(b). Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Profit / (Loss) before income tax expense | 267.5 | (694.8) |
| Enacted tax rates in India | 25.168% | 25.168% |
| Computed expected tax (expense) / credit | (67.3) | 174.9 |
| Tax effect of amounts which are not deductible/ taxable in calculating taxable income: | | |
| Corporate social responsibility expense | - | (0.6) |
| Micro, small and medium enterprise interest | (18.1) | (11.6) |
| Adjustments for current and deferred tax of earlier periods (refer note 32(a) above) | (191.8) | 12.9 |
| Others | (5.2) | 23.0 |
| Income tax (expense) / credit | (282.4) | 198.6 |

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 31 March 2023 and 31 March 2022.

(i) Fair value hierarchy

| | As at 31 March 2023 | | As at 31 March 2022 | |
|---|---------------------|------------------|---------------------|------------------|
| | FVTPL | (Amortised cost) | FVTPL | (Amortised cost) |
| Financial assets* | | | | |
| Trade receivables | | 15,509.6 | | 15,627.2 |
| Cash and cash equivalents | | 446.7 | | 708.0 |
| Bank balances other than cash and cash equivalents | | 21.3 | | 116.0 |
| Other financial assets (current and non-current) | | 169.7 | | 267.6 |
| Derivative financial assets | 292.8 | - | 307.5 | - |
| Investments | | - | | 0.1 |
| Total financial assets | 292.8 | 16,147.3 | 307.5 | 16,718.9 |
| Financial liabilities # | | | | |
| Borrowings | | 2,197.9 | | 1,634.4 |
| Trade payables | | 10,606.7 | | 11,110.2 |
| Lease liabilities | | 535.4 | | 624.7 |
| Derivative financial liability | - | - | - | - |
| Other financial liabilities | | 413.9 | | 374.1 |
| Total financial liabilities | - | 13,753.9 | - | 13,743.4 |
| | Level 1 | Level 2 | Level 3 | Total |
| Financial assets at fair value through profit and loss | | | | |
| Derivative financial assets (refer note 13) - As at 31 March 2023 | - | 292.8 | - | 292.8 |
| Derivative financial assets (refer note 13) - As at 31 March 2022 | - | 307.5 | - | 307.5 |

* 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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

(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) recognized and measured at fair value and (b) measured at amortized 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 ₹ 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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

(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 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Receivables from related party | 1,866.2 | 1,251.2 |
| Receivables from other than related party | 15,031.6 | 15,737.4 |
| | 16,897.8 | 16,988.6 |

(ii) Provision for expected credit losses

a. Security deposit, contract assets and other advances

With regards to security deposit and other advances ₹ 462.5 million (31 March 2022: ₹ 575.1 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.

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.

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.

The reconciliation of ECL is as follows:

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Balance at the beginning of the year | 1,361.4 | 1,423.9 |
| Add: (Utilisation) / addition of ECL provision (net) | 26.8 | (62.5) |
| Balance at the year end | 1,388.2 | 1,361.4 |

Other financial assets

- 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.
- All the export benefits (included in other financial assets) are receivable from Government and therefore expected probability of default is negligible or nil.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

The Company's exposure to credit risk for financial assets is as follows:

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Investments | - | 0.1 |
| Other financial assets (includes unrealised gain on derivatives ₹ 292.8 million (31 March 2022: ₹ 307.5 million)) | 462.5 | 575.1 |
| | 462.5 | 575.2 |

(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 financing facilities at the end of the reporting period:

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| - Amount un-used (funded facility) | 7,019.9 | 5,935.4 |
| - Amount un-used funded and Non-fund based facilities | 18,485.7 | 15,274.6 |

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 |
|---|------------------|------------------|-----------------|
| 31 March 2023 | | | |
| Non-derivatives | | | |
| Borrowings # | 2,197.9 | - | 2,197.9 |
| Trade payables | 10,606.7 | - | 10,606.7 |
| Lease liabilities | 158.8 | 471.8 | 630.6 |
| Other financial liabilities | 413.9 | - | 413.9 |
| Total non-derivative liabilities | 13,377.3 | 471.8 | 13,849.1 |
| 31 March 2022 | | | |
| Non-derivatives | | | |
| Borrowings # | 1,634.4 | - | 1,634.4 |
| Trade payables | 11,110.2 | - | 11,110.2 |
| Lease liabilities | 160.4 | 594.2 | 754.6 |
| Other financial liabilities | 374.1 | - | 374.1 |
| Total non-derivative liabilities | 13,279.1 | 594.2 | 13,873.3 |

Exclude interest payment

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

(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.

(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 31 March 2023 | | | As at 31 March 2022 | | |
|--|---|--|--|---|--|--|
| | 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 | 1,036.4 | 1,736.7 | 891.5 | 653.5 | 1,327.3 | 449.6 |
| Net exposure to foreign currency risk | 1,036.4 | 1,736.7 | 891.5 | 653.5 | 1,327.3 | 449.6 |
| Financial assets | | | | | | |
| Trade receivables | 1,044.6 | 945.6 | 1,049.8 | 1,079.6 | 453.9 | 557.6 |
| Net exposure to foreign currency risk | 1,044.6 | 945.6 | 1,049.8 | 1,079.6 | 453.9 | 557.6 |

(ii) Unhedged in foreign currency exposure

| | Currency | As at 31 March 2023 | | As at 31 March 2022 | |
|------------------------|----------|----------------------------|---------------|----------------------------|---------------|
| | | Amount in foreign currency | Amount in INR | Amount in foreign currency | Amount in INR |
| (a). Trade payable | EUR | 5.4 | 481.7 | 4.4 | 372.5 |
| | USD | 2.5 | 203.6 | 4.2 | 319.1 |
| | GBP | 1.0 | 97.7 | 0.3 | 28.9 |
| | Others | 209.9 | 239.0 | 83.7 | 145.9 |
| (b). Trade receivables | EUR | 1.5 | 135.6 | 3.0 | 251.9 |
| | USD | 1.2 | 99.3 | 5.5 | 413.2 |
| | GBP | 0.1 | 2.2 | 0.2 | 23.8 |
| | Others | 885.3 | 815.1 | 484.5 | 457.2 |

(iii) Derivative instruments *

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| (a) Forward contract for export debtors outstanding | 2,095.6 | 1,024.6 |
| (b) Forward contract for import creditors outstanding | 2,724.2 | 1,630.0 |
| (c) Forward cover for off balance sheet export receivables | 7,138.5 | 5,522.8 |
| (d) Forward cover for off balance sheet import payables | 1,096.6 | 2,380.4 |

*Hedges balance as at 31 March 2023 at closing rate, for exports receivable outstanding is ₹ 1,987.7 million and for import payable outstanding is ₹ 2,642.5 million, further hedges taken against the off balance sheet foreign currency export receivable is ₹ 6,766.5 million and for off balance sheet foreign currency related to import payables ₹ 1,066.9 million, respectively.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

(iv) Significant forward contracts outstanding as at 31 March 2023

| Foreign currency | Amount in foreign currency (million) | Amount in INR |
|------------------------------|--------------------------------------|---------------|
| Imports | 20.0 | 1,847.1 |
| Euro (EUR) | (25.4) | (2,243.9) |
| | 12.4 | 1,052.6 |
| US Dollar (USD) | (12.3) | (955.1) |
| | 1.7 | 160.3 |
| Swiss Franc (CHF) | (2.7) | (228.9) |
| | 7.2 | 58.8 |
| Swedish Krona (SEK) | (11.7) | (106.0) |
| | 4.2 | 431.3 |
| British pound sterling (GBP) | (2.9) | (304.5) |
| | 21.8 | 270.6 |
| Chinese yuan (CNY) | (14.4) | (171.8) |
| Exports | 54.0 | 5,159.9 |
| Euro (EUR) | (38.8) | (3,857.7) |
| | 38.3 | 3,276.2 |
| US Dollar (USD) | (29.8) | (2,393.6) |
| | 3.4 | 201.7 |
| Australian Dollar (AUD) | - | - |
| | 5.8 | 596.3 |
| British pound sterling (GBP) | (2.8) | (296.1) |

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 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| USD sensitivity | | |
| Increase of INR/USD by 1% net (gain) / loss | 1.0 | 0.9 |
| Decrease of INR/USD by 1% net (gain) / loss | (1.0) | (0.9) |
| EURO sensitivity | | |
| Increase of INR/EUR by 1% net (gain) / loss | 3.5 | 1.2 |
| Decrease of INR/EUR by 1% net (gain) / loss | (3.5) | (1.2) |
| Other currency | | |
| Increase of INR/ other currency by 1% net (gain) / loss | (4.8) | (3.1) |
| Decrease of INR/ other currency by 1% net (gain) / loss | 4.8 | 3.1 |

The following significant exchange rates were applied at the year end:

| | As at 31 March 2023 | As at 31 March 2022 |
|-----------|------------------------|------------------------|
| INR/ USD | 82.2 | 75.8 |
| INR/ Euro | 89.4 | 84.2 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

(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 31 March 2023 | As at 31 March 2022 |
|------------------------------|------------------------|------------------------|
| Fixed interest borrowings | 200.1 | 164.6 |
| Variable interest borrowings | 1,997.8 | 1,469.8 |
| Total borrowings | 2,197.9 | 1,634.4 |

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 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 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Interest rate increase by 0.5% gain / (loss) | (5.6) | (6.1) |
| Interest rate decrease by 0.5% gain / (loss) | 5.6 | 6.1 |

For the purpose of sensitivity analysis, it has been assumed that borrowings will be constant over the next year.

(D) Ratio Analysis

| Ratio | Numerator | Denominator | 31-Mar-23 | 31-Mar-22 | % change | Reason for variance |
|-----------------------------|---|----------------------|-----------|-----------|----------|--|
| Current ratio | Current Assets | Current Liabilities | 1.1 | 1.1 | 0.7% | No significant variance |
| Debt- Equity Ratio | Borrowings | Shareholder's Equity | 0.2 | 0.2 | 35.4% | Increased debt due to higher working capital requirement |
| Debt Service Coverage ratio | Earnings for debt service = Net profit before tax and exceptional item + Interest on borrowings | Borrowings | 0.3 | (1.0) | (127.1%) | Increased profitability in current year driven by improvement in project execution, control on fixed costs and stabilization of commodity prices |
| Return on Equity ratio | Net Profits after taxes | Shareholder's Equity | (0.0) | (0.0) | (0.0) | Decrease in loss in current year driven by improvement in project execution, control on fixed costs and stabilization of commodity prices |
| Inventory Turnover ratio | Cost of goods sold | Inventory | 3.1 | 3.8 | (19.8%) | No significant variance |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| Ratio | Numerator | Denominator | 31-Mar-23 | 31-Mar-22 | % change | Reason for variance |
|---------------------------------|--|--|-----------|-----------|----------|--|
| Trade Receivable Turnover Ratio | Revenue from operations | Trade Receivable | 1.8 | 2.0 | (8.9%) | No significant variance |
| Trade Payable Turnover Ratio | Purchases+Other expenses | Trade Payables | 2.2 | 2.5 | (12.2%) | No significant variance |
| Net Capital Turnover Ratio | Revenue from operations | Working capital = Current assets – Current liabilities | 13.7 | 16.5 | (16.6%) | No significant variance |
| Net Profit ratio | Net profit before tax and exceptional item | Revenue from operations | 1.4% | (2.3%) | (160.7%) | Increased profitability in current year driven by improvement in project execution, control on fixed costs and stabilization of commodity prices |
| Return on Capital Employed | Earnings before finance cost and taxes | Capital Employed = Tangible Net Worth + Total Debt | 0.1 | (0.1) | (256.9%) | Increased profitability in current year driven by improvement in project execution, control on fixed costs and stabilization of commodity prices |

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 31 March 2023 | | As at 31 March 2022 | |
|----------------------|---------------------|---------|---------------------|---------|
| | Non-current | Current | Non-current | Current |
| Compensated absences | 213.0 | 68.3 | 210.4 | 83.6 |

(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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 |
|--|-----------------------------|---------------------------|---------------|
| 01 April 2021 | 840.8 | 546.0 | 294.8 |
| Current service cost | 66.0 | - | 66.0 |
| Past service cost | - | - | - |
| Interest expense/(income) | 52.3 | 33.9 | 18.4 |
| Total amount recognised in profit or loss | 118.3 | 33.9 | 84.4 |
| <i>Remeasurements</i> | | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | - | (1.5) | 1.5 |
| (Gain)/loss from change in demographic assumptions | (5.4) | - | (5.4) |
| (Gain)/loss from change in financial assumptions | (99.0) | - | (99.0) |
| Experience (gains)/losses | 66.2 | - | 66.2 |
| Total amount recognised in other comprehensive income | (38.2) | (1.5) | (36.7) |
| Employer contributions | - | 4.0 | (4.0) |
| Liabilities assumed / (settled) | - | - | - |
| Benefit payments | (97.8) | (97.8) | - |
| Transferred under slump sale (refer note 44(c)) | (37.2) | - | (37.2) |
| 31 March 2022 | 785.9 | 484.6 | 301.3 |
| 01 April 2022 | 785.9 | 484.6 | 301.3 |
| Current service cost | 59.9 | - | 59.9 |
| Past service cost | - | - | - |
| Interest expense/(income) | 51.4 | 29.8 | 21.6 |
| Total amount recognised in profit or loss | 111.3 | 29.8 | 81.5 |
| <i>Remeasurements</i> | | | |
| Return on plan assets, excluding amounts included in interest expense/(income) | - | (1.8) | 1.8 |
| (Gain)/loss from change in demographic assumptions | (2.0) | - | (2.0) |
| (Gain)/loss from change in financial assumptions | 86.5 | - | 86.5 |
| Experience (gains)/losses | (23.4) | - | (23.4) |
| Total amount recognised in other comprehensive income | 61.1 | (1.8) | 62.9 |
| Employer contributions | - | 8.9 | (8.9) |
| Liabilities assumed / (settled) | (53.4) | - | (53.4) |
| Benefit payments | (159.8) | (159.8) | - |
| Transferred under slump sale (refer note 44(c)) | - | - | - |
| 31 March 2023 | 745.1 | 361.7 | 383.4 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

ii). Amount recognised in Balance Sheet

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| Present value of funded obligations | 745.1 | 785.9 |
| Fair value of plan assets | 361.7 | 484.6 |
| Net funded obligation | 383.4 | 301.3 |
| Net defined benefit liability recognised in balance sheet | 383.4 | 301.3 |

iii). Expense recognised in profit or loss

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|----------------------|-------------------------------------|-------------------------------------|
| Current service cost | 59.9 | 66.0 |
| Interest cost | 21.6 | 18.4 |
| | 81.5 | 84.4 |

iv). Remeasurements recognised in other comprehensive income (OCI)

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| Actuarial loss / (gain) on defined benefit obligation | 61.1 | (38.2) |
| Return on plan assets excluding interest income | 1.8 | 1.5 |
| Total (gain) / loss recognised in OCI outside profit and loss account | 62.9 | (36.7) |

v). The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

| | As at 31 March 2023 | | As at 31 March 2022 | |
|--|---------------------|------|---------------------|------|
| | Unquoted | in % | Unquoted | in % |
| Investment funds | | | | |
| Investment with Insurer under cash accumulation scheme | 361.7 | 100% | 484.6 | 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 31 March 2023 | As at 31 March 2022 |
|-------------------------|------------------------|------------------------|
| Discount rate | 7.5% | 6.9% |
| Salary growth rate | 9% to 12% | 7% to 9.5% |
| Attrition rate | | |
| PB + LPB of all ages | 11.8% | 9.8% |
| SPB & Above of all ages | 10.0% | 7.6% |
| Others of all ages | 15.2% | 4.8% |

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 ₹ 100.0 million (31 March 2022: ₹ 50.0 million)

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 | As at |
|---|---------------|---------------|
| | 31 March 2023 | 31 March 2022 |
| Expected benefits for the year 1 | 130.9 | 157.7 |
| Expected benefits for the year 2 | 105.7 | 88.3 |
| Expected benefits for the year 3 | 94.9 | 104.2 |
| Expected benefits for the year 4 | 88.5 | 84.2 |
| Expected benefits for the year 5 | 87.1 | 75.7 |
| Expected benefits for the year 6 | 77.4 | 77.9 |
| Expected benefits for the year 7 | 65.7 | 72.4 |
| Expected benefits for the year 8 | 66.1 | 62.4 |
| Expected benefits for the year 9 | 60.4 | 64.8 |
| Expected benefits for the year 10 and above | 483.6 | 660.3 |

The weighted average duration to the payment of these cash flow is 5.78 years (31 March 2022 : 6.50 years).

vii). Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate.

The following table summarizes the impact in percentage terms on the reported defined benefit obligation (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 31 March 2023 | | Year ended 31 March 2022 | |
|--|--------------------------|------------------------|--------------------------|------------------------|
| | Discount Rate | Salary Escalation Rate | Discount Rate | Salary Escalation Rate |
| Impact of increase in 100 bps on DBO (in percentage) | (5.5%) | 5.8% | (6.1%) | 6.8% |
| Impact of increase in 100 bps on DBO (in ₹ million) | (40.8) | 43.4 | (48.0) | 53.8 |
| Impact of decrease in 100 bps on DBO (in percentage) | 6.1% | (5.4%) | 6.9% | (6.2%) |
| Impact of decrease in 100 bps on DBO (in ₹ million) | 45.5 | (40.1) | 54.5 | (48.4) |

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 ₹ 26.8 million (31 March 2022: ₹ 31.1 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.

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for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 2021 | 2,735.3 | 2,433.5 | 301.8 |
| Current service cost | 95.5 | 95.5 | - |
| Interest expense/(income) | 186.4 | 165.9 | 20.5 |
| Total amount recognised in profit or loss | 281.9 | 261.4 | 20.5 |
| <i>Remeasurements</i> | | | |
| Actual return on plan assets less interest on plan assets | - | 72.3 | (72.3) |
| Actuarial (gain)/loss on obligations | - | - | - |
| (Gain)/loss from change in financial assumptions | 128.5 | - | 128.5 |
| Experience (gains)/losses | (73.4) | - | (73.4) |
| Total amount recognised in other comprehensive income | 55.1 | 72.3 | (17.2) |
| Employees contributions | 222.3 | 222.3 | - |
| Liabilities assumed / (settled) | (54.4) | (54.4) | - |
| Benefit payments | (250.3) | (250.3) | - |
| 31 March 2022 | 2,989.9 | 2,684.8 | 305.1 |
| 01 April 2022 | 2,989.9 | 2,684.8 | 305.1 |
| Current service cost | 78.5 | 78.5 | - |
| Interest expense/(income) | 193.1 | 172.1 | 21.0 |
| Total amount recognised in profit or loss | 271.6 | 250.6 | 21.0 |
| <i>Remeasurements</i> | | | |
| Actual return on plan assets less interest on plan assets | - | (7.0) | 7.0 |
| Actuarial (gain)/loss on obligations | - | - | - |
| (Gain)/loss from change in financial assumptions | (62.3) | - | (62.3) |
| Experience (gains)/losses | 25.1 | - | 25.1 |
| Total amount recognised in other comprehensive income | (37.2) | (7.0) | (30.2) |
| Employees contributions | 172.0 | 172.0 | - |
| Liabilities assumed / (settled) | (355.6) | (355.6) | - |
| Benefit payments | (276.2) | (276.2) | - |
| 31 March 2023 | 2,764.5 | 2,468.6 | 295.9 |

b). Actuarial assumptions

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| Discount rate | 7.5% | 6.9% |
| Expected rate of return on plan assets | 7.9% | 7.6% |
| Attrition Rate | | |
| PB + LPB of all ages | 11.8% | 9.8% |
| SPB & Above of all ages | 10.0% | 7.6% |
| Others of all ages | 15.2% | 4.8% |
| Yield on assets based on the market value | 7.9% | 7.6% |
| Outstanding term of the liabilities | 6.57 years | 8.81 years |
| Interest rate guarantee | 8.2% | 8.1% |
| Mortality table | IALM (2012-14) | IALM (2012-14) |
| | Ultimate | Ultimate |
| Normal retirement age | 60 years | 60 years |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

- c). Total contribution charged to the Statement of Profit and Loss for the aforesaid scheme amounts to ₹ 102.5 million (31 March 2022: ₹ 129.0 million).

d). Sensitivity analysis

The following table summarizes the impact in percentage terms on the reported defined benefit obligation (DBO) at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points.

| | As at 31 March 2023 | As at 31 March 2022 |
|--|-------------------------|-------------------------|
| | Interest rate guarantee | Interest rate guarantee |
| Impact of increase in 50 bps on DBO (in percentage) | (1.2%) | (2.2%) |
| Impact of increase in 50 bps on DBO (in ₹ million) | (33.7) | (64.3) |
| Impact of decrease in 50 bps on DBO (in percentage) | 1.7% | 2.1% |
| Impact of decrease in 50 bps on DBO (in ₹ million) | 47.3 | 61.3 |

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 recognized 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 ₹ 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. Cumulative provision as of 31 March 2023 stands at ₹ 251 million towards expected shortfall in the Provident Fund Trust.

- f). During the year, the Company has recognised in other comprehensive income, shortfall of ₹ 27.7 million in Provident fund trust related to prior years.

(E) Other information

In respect of other defined contribution plans, the Company has recognized the following amounts in the Statement of Profit and Loss:

- (i) Employer's Contribution to Superannuation Fund ₹ 49.8 million (31 March 2022: ₹ 58.2 million)
- (ii) Employer's Contribution to ESI ₹ 0.9 million (31 March 2022: ₹ 1.6 million)

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

36. Segment information

An operating segment is a component that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components, and for which discrete financial information is available. The Company is engaged in the business relating to products, projects and services for electricity transmission and related activities. Accordingly, the Company's activities/business is reviewed regularly by the Company's Managing Director / 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 | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| Sale of products (point in time) | 8,503.0 | 7,943.8 |
| Revenue from execution of contracts for projects and services (over the time) | 18,016.8 | 21,449.3 |
| Sale of services | 970.5 | 1,129.9 |
| Other operating income | 241.9 | 136.5 |
| Revenue from operations | 27,732.2 | 30,659.5 |

(ii) Geographical information

| Revenue from external customers | As at 31 March 2023 | As at 31 March 2022 |
|---------------------------------|------------------------|------------------------|
| India | 19,288.2 | 22,929.0 |
| Other countries* | 8,444.0 | 7,730.5 |
| | 27,732.2 | 30,659.5 |

*Exports to any single country are not material to be disclosed

None of the customer account for more than 10% of Company's total revenue from operations.

| Non-current assets** | As at 31 March 2023 | As at 31 March 2022 |
|----------------------|------------------------|------------------------|
| India | 8,713.6 | 8,845.5 |
| 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:

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

The following table summarizes information about shares purchased under ESPP

| Month | For the year ended 31 March 2023 | | For the year ended 31 March 2022 | |
|-----------|----------------------------------|---|----------------------------------|---|
| | No of shares | Weighted average fair value per share (₹) | No of shares | Weighted average fair value per share (₹) |
| April | 128 | 5,720 | 753 | 986 |
| May | 114 | 6,079 | 721 | 1,031 |
| June | 142 | 4,996 | 737 | 999 |
| July | 119 | 5,904 | 96 | 7,728 |
| August | 114 | 5,875 | 88 | 7,835 |
| September | 131 | 5,060 | 97 | 7,621 |
| October | 103 | 6,449 | 93 | 7,876 |
| November | 74 | 7,046 | 108 | 7,085 |
| December | 88 | 5,823 | 111 | 7,066 |
| January | 73 | 6,571 | 108 | 7,077 |
| February | 64 | 7,016 | 114 | 7,135 |
| March | 52 | 7,866 | 109 | 6,985 |

Weighted average value per share at which the shares were purchased during the year is ₹ 5,996 (31 March 2022: ₹ 2,873).

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 31 March 2023 amounts to ₹ 19.8 million (31 March 2022: ₹ 31.4 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) |
|---------------------|---------------|----------------------|------------------------------------|---|
| RSU | 01-Apr-22 | 1,083 | 91.85 | 9.0 |
| RSU | 01-Jun-22 | 3,806 | 78.06 | 9.2 |
| RSU | 01-Mar-23 | 1,810 | 84.57 | 9.9 |
| | | 6,699 | | |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

A summary of activity under the Option plan is given below:

| Stock options | As at 31 March 2023 | | As at 31 March 2022 | |
|---|---|-------------------|---|-------------------|
| | 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* | 123.02 | 19,709 | 15.68 | 133,487 |
| Granted during the year | - | - | - | - |
| Transfer during the year | - | - | 20.65 | (9,613) |
| Exercised during the year | 56.04 | (3,011) | 81.52 | (13) |
| Cancelled during the year | 131.35 | (12,891) | 142.88 | (391) |
| Outstanding at the end of the year | 107.21 | 12,057 | 123.02 | 19,709 |
| Exercisable at the end of the year | 126.66 | 9,291 | 147.14 | 14,055 |

* During the current year on 3rd January 2023, due to hive off of GE Healthcare business, there is an adjustment impact on shares and strike prices to maintain equitable value.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

As at 31 March 2023

| Options | | RSUs | |
|---------------|---|---------------|---|
| No. of shares | Weighted average remaining contractual life (years) | No. of shares | Weighted average remaining contractual life (years) |
| 12,057 | 4.1 | 14,454 | 8.3 |

As at 31 March 2022

| Options | | RSUs | |
|---------------|---|---------------|---|
| No. of shares | Weighted average remaining contractual life (years) | No. of shares | Weighted average remaining contractual life (years) |
| 19,709 | 5.5 | 15,622 | 8.8 |

The estimated fair value of each stock option granted in the option plan is USD 82.05 (31 March 2022: USD 97.71). The estimation of fair value on the date of the grant was made using the Black Scholes option pricing model with the following assumptions:

| | As at 31 March 2023 | As at 31 March 2022 |
|---------------------------|------------------------|------------------------|
| Strike Price | USD 92.33 | USD 123.02 |
| Expected lives | 6.8 | 6.2 |
| Expected volatility* | 37% | 40% |
| Dividend yield * | 0.40% | 0.30% |
| Risk-free interest rate * | 1.6% | 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.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

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 20 December 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 (Non-Executive Director & Chairman) |
| Mr. Pitamber Shivnani (Managing Director & CEO upto December 31, 2022) |
| Mr. Sushil Kumar (Chief Financial Officer upto December 31, 2021. Whole-time Director & CFO w.e.f. January 1, 2022) |
| Mr. Johan Bindele (Non-Executive Director w.e.f 01st June, 2022) |
| Mr. Emanuel Esteban Nicolas Bertolini (Ceased to be Non-Executive Director w.e.f. October 1, 2021) |
| Mr. Gaurav Manohar Negi (ceased to be Non-executive Director w.e.f. November 1, 2021) |
| Mr. Rajendra Sheshadri Iyer (Non-Executive Director w.e.f. October 1, 2021. Ceased w.e.f. May 2, 2022) |
| Mr. Kirit S Parikh (Independent Director) |
| Mr. Rakesh Nath (Independent Director) |
| Ms. Neera Saggi (Independent Director) |
| Mr. Sanjay Sagar (Independent Director) |

(iii) Fellow subsidiaries with whom transactions have taken place:

| | | | |
|--|-----------|--|--------------|
| GE Grid Australia Pty Ltd | Australia | GE Grid Solutions Maroc | Morocco |
| Grid Solutions Argentina S.A. | Arjentina | Grid Solutions SAS - Nepal Branch | Nepal |
| Grid Solutions SAS - Bahrain Branch | Bahrain | GE Nederland BV | Netherlands |
| General Electric International, Inc. - Branch - BA | Bahrain | GE Digital Netherlands B.V. | Netherlands |
| Grid Solutions Belgium | Belgium | General Electric International (Benelux) B.V. | Netherlands |
| GE Digital Energy do Brasil Ltda | Brazil | General Electric International, Inc. - Branch - NL | Netherlands |
| GE Energias Renovaveis Ltda | Brazil | GE Energy (New Zealand) Limited | New ZeaLand |
| Grid Solutions Transmissao de Energia Ltda | Brazil | GE Power Norway AS | Norway |
| GE Multilin | Canada | GE Energy Colombia S.A. Sucursal del Peru | Peru |
| General Electric Canada | Canada | GE Power Sp.z.o.o. | Poland |
| GEPR Energy Canada Inc. | Canada | Grid Solutions Portugal, Lda. | Portugal |
| GE Grid (Shanghai) Co., Ltd | China | GE Industrial of PR LLC | Puerto Rico |
| GE High Voltage Switchgear (Suzhou) Co., Ltd. | China | Grid Solutions SAS - Qatar Branch | Qatar |
| GE High Voltage Equipment (Wuhan) Co., Ltd | China | Grid Solutions Romania Srl | Romania |
| GE (China) Co., Ltd | China | Joint Stock Company Grid Rus | Russia |
| GE Energy Colombia S.A. | Colombia | General Electric International, Inc. - Branch SA | Saudi Arabia |
| Grid Solutions for Electrical Networks S.A.E. | Egypt | Cogelex | Saudi Arabia |
| Grid Solutions Oy | Finland | Grid Solutions Arabia Ltd Co | Saudi Arabia |
| GE Steam Power Electronics France | France | GE Grid Solutions Pte. Ltd | Singapore |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| | | | |
|---|-------------|---|----------------|
| GE Digital Services Europe | France | General Electric International, Inc - Branch - SG | Singapore |
| GE Energy Products France SNC | France | General Electric South Africa (Pty) Ltd | South Africa |
| GE Renewable Management | France | GE Grid Solutions S.A. | Spain |
| GE Energy Power Conversion Group | France | GE Power Management, S.L. | Spain |
| GE IS&T SAS | France | GE Energy Spain SL | Spain |
| GE Support France | France | GE Global Parts & Products GmbH | Switzerland |
| Grid Solutions SAS | France | GE Grid (Switzerland) GmbH | Switzerland |
| GE Grid GmbH | Germany | General Electric (Switzerland) GmbH | Switzerland |
| GE Energy Germany GmbH | Germany | General Electric Technology GmbH | Switzerland |
| GE Wind Energy GmbH | Germany | General Electric Company DaTan Project Office | Taiwan |
| Grid Solutions Hellas S.A. Electrical Commercial and Construction Company | Greece | Grid Solutions (Thailand) Ltd | Thailand |
| FieldCore Service Solutions International India Pvt Ltd | India | General Elektrik Ticaret ve Servis A.S. | Turkey |
| GE India Industrial Pvt Ltd | India | Grid Solutions Enerji Endustrisi A.S. | Turkey |
| GE Power Conversion India Pvt Ltd | India | General Electric International Operations Company | UAE |
| GE Power India Ltd | India | Grid Solutions Middle-East (FZE) | UAE |
| GE Power Services (India) Pvt Ltd | India | Grid Solutions SAS - Dubai Branch | UAE |
| GE Power Systems India Pvt Ltd | India | GE Digital UK Ltd | United Kingdom |
| Grid Solutions HVDC India Ltd | India | GE Energy Power Conversion UK Ltd | United Kingdom |
| Meridium Services and Labs Pvt Ltd | India | GE Smallworld | United Kingdom |
| PT Grid Solutions Indonesia | Indonesia | GE Grid Solutions (UK) Ltd | United Kingdom |
| PT Unelec Indonesia | Indonesia | UK Grid Solutions Ltd | United Kingdom |
| GE Industrial Hedging Services Unlimited Company | Ireland | General Electric International, Inc - Branch UK | United Kingdom |
| Grid Solutions S.p.A. | Italy | GE Digital LLC | USA |
| Grid Solutions Côte D'Ivoire Sarlu | Ivory Coast | GE Grid Solutions, 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 |
| GE Grid GmbH - Almaty Branch | Kazakhstan | General Electric International, Inc | USA |
| GRID Solutions SAS - Kuwait Branch | Kuwait | Instrument Transformers, LLC | USA |
| GRID Solutions SAS - Lebanon Branch | Lebanon | GE MDS LLC | USA |
| GE Power Services (Malaysia) Sdn. Bhd | Malaysia | GE Energy Management Services, LLC | USA |
| Grid Solutions SAS, succursale au Mali | Mali | Grid Solutions Vietnam Co., Ltd | Vietnam |
| GE Grid Solutions, S.A. de C.V. | Mexico | | |

(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

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| Description | For the year ended 31 March 2023 | | | | | | For the year ended 31 March 2022 | | | | | |
|--|----------------------------------|---|---------------------|--------------------------|--------|-------------------------|----------------------------------|---|---------------------|--------------------------|--------|-------------------------|
| | 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 | | | 1,342.4 | | | | | | | | | 966.2 |
| GE Grid Australia Pty Ltd, Australia | | | 637.4 | | | | | | | | | 199.1 |
| UK Grid Solution Ltd, United Kingdom | | | 564.8 | | | | | | | | | 688.1 |
| GE Grid Solutions LLC, USA | | | 279.9 | | | | | | | | | 207.9 |
| GE Grid Solutions, S.A. de C.V., Mexico | | | 196.8 | | | | | | | | | 38.4 |
| GE Grid Solutions Pte Ltd, Singapore | | | 157.4 | | | | | | | | | 104.9 |
| GRID Solutions Sp.A., Italy | | | 150.2 | | | | | | | | | 122.5 |
| GE Power Systems India Private Ltd, India | | | 145.5 | | | | | | | | | 71.5 |
| Grid Solutions Transmissao de Energia Ltda, Brazil | | | 130.2 | | | | | | | | | 92.5 |
| GE High Voltage Switchgear (Suzhou), China | | | 124.3 | | | | | | | | | 95.5 |
| Grid Solutions Portugal, Lda., Portugal | | | 94.6 | | | | | | | | | 236.8 |
| General Electric Technology Gmb, Switzerland | | | 92.2 | | | | | | | | | 254.7 |
| GEPR Energy Canada Inc., Canada | | | 74.5 | | | | | | | | | - |
| GE Power India Ltd, India | | | 57.0 | | | | | | | | | 153.5 |
| GE Power Services (Malaysia) Sdn. Bhd, Malaysia | | | 56.9 | | | | | | | | | 233.3 |
| Joint Stock Company Grid RUS, Russia | | | 55.2 | | | | | | | | | - |
| GE Grid Solutions, S.A., Spain | | | 52.7 | | | | | | | | | - |
| Grid Solutions Hellas S.A. Electrical, Greece | | | 46.8 | | | | | | | | | 66.0 |
| Grid Solutions SAS - Qatar Branch | | | 44.8 | | | | | | | | | 22.9 |
| GE Grid (Switzerland) GmbH, Switzerland | | | 40.3 | | | | | | | | | 3.6 |
| GE Grid GmbH, Germany | | | 34.2 | | | | | | | | | 39.7 |
| GE Digital Services Europe, France | | | 29.4 | | | | | | | | | 2.7 |
| GE Grid Solutions Japan K.K., Japan | | | 21.9 | | | | | | | | | 184.9 |
| GE Global Parts & Products GmbH, Switzerland | | | 16.9 | | | | | | | | | 173.9 |
| GE Power Conversion India Pvt. Ltd, India | | | 4.0 | | | | | | | | | 133.6 |
| GE Multilin, Canada | | | - | | | | | | | | | 63.4 |
| Others | | | 190.9 | | | | | | | | | 339.7 |
| Purchase of raw material, components consumed and project related costs | | | | | | | | | | | | |
| GE Grid Solutions (UK) Ltd, United Kingdom | | | 362.3 | | | | | | | | | 86.9 |
| Grid Solutions SAS, France | | | 319.8 | | | | | | | | | 284.6 |
| UK Grid Solution Ltd, United Kingdom | | | 170.4 | | | | | | | | | 142.1 |
| GEPR Energy Canada Inc., Canada | | | 88.6 | | | | | | | | | - |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| Description | For the year ended 31 March 2023 | | | | | For the year ended 31 March 2022 | | | | | | |
|---|----------------------------------|---|---------------------|--------------------------|--------|----------------------------------|--------------------------|---|---------------------|--------------------------|--------|-------------------------|
| | 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 | | | | | | | | | | | | |
| GE Power Management S.L., Spain | | | 78.3 | | | | | | 66.5 | | | |
| GE Industrial of PR LLC, Puerto Rico | | | 51.6 | | | | | | - | | | |
| Grid Solutions Enerji Endustrisi A.S., Turkey | | | 50.1 | | | | | 163.8 | | | | |
| GE Grid (Switzerland) GmbH, Switzerland | | | 44.0 | | | | | 47.1 | | | | |
| Grid Solutions Transmissao de Energia Ltda, Brazil | | | 37.9 | | | | | 126.4 | | | | |
| GE Digital Services Europe, France | | | 21.7 | | | | | 32.0 | | | | |
| GRID Solutions Sp.A., Italy | | | 19.6 | | | | | 45.7 | | | | |
| GE Steam Power Electronics France | | | 8.3 | | | | | 40.4 | | | | |
| GE Multilin, Canada | | | - | | | | | 185.9 | | | | |
| Others | | | 49.5 | | | | | 39.9 | | | | |
| Sale of Global engineering operating division | | | | | | | | | | | | |
| GE India Industrial Private Ltd, India | | | - | | | | | 1,406.0 | | | | |
| Other expenses reversed | | | | | | | | | | | | |
| General Electric International, Inc., USA | | | 31.1 | | | | | - | | | | |
| GE Working Capital Solutions, LLC, USA | | | 24.2 | | | | | - | | | | |
| General Electric Company, USA | 10.7 | | | | | | | - | | | | |
| GRID Solutions Sp.A., Italy | | | 9.5 | | | | | - | | | | |
| Grid Solutions SAS - Dubai Branch, UAE | | | 7.6 | | | | | - | | | | |
| GE Grid (Shanghai) Co., Ltd | | | 7.0 | | | | | - | | | | |
| Others | | | 13.1 | | | | | - | | | | |
| Other expenses | | | | | | | | | | | | |
| Grid Solutions SAS, France | | | 400.5 | | | | | 602.5 | | | | |
| GE India Industrial Private Ltd, India | | | 316.2 | | | | | 409.5 | | | | |
| GE Power India Ltd, India | | | 10.3 | | | | | - | | | | |
| Others | | | 24.0 | | | | | 53.0 | | | | |
| Purchase of property, plant and equipment | | | | | | | | | | | | |
| GE Grid (Switzerland) GmbH, Switzerland | | | 25.9 | | | | | 1.0 | | | | |
| GE High Voltage Equipment (Wuhan) Co., Ltd, Wuhan | | | - | | | | | 15.8 | | | | |
| Grid Solutions SAS, France | | | - | | | | | 4.5 | | | | |
| UK Grid Solutions Ltd (General Electric Energy UK Ltd), United Kingdom | | | - | | | | | 0.2 | | | | |
| GE Power Systems India Private Ltd, India | | | - | | | | | 0.2 | | | | |
| Technology license fee and others | | | | | | | | | | | | |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| Description | For the year ended 31 March 2023 | | | | | For the year ended 31 March 2022 | | | | | | |
|---|----------------------------------|---|---------------------|--------------------------|--------|----------------------------------|--------------------------|---|---------------------|--------------------------|--------|-------------------------|
| | 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 |
| General Electric Technology GmbH, Switzerland | | | 172.2 | | | | | | 241.5 | | | |
| UK Grid Solution Ltd, United Kingdom | | | 121.2 | | | | | | 137.7 | | | |
| Trade mark fees | | | | | | | | | | | | |
| General Electric Company, USA | 226.8 | | | | | | 260.7 | | | | | |
| Interest- Expense | | | | | | | | | | | | |
| Grid Equipments Pvt Ltd, India | | 74.2 | | | | | | | | | | |
| GE India Industrial Pvt Ltd, India | | | 91.5 | | | | | | 63.8 | | | |
| Interest- Income | | | | | | | | | | | | |
| GE India Industrial Pvt Ltd, India | | | 0.6 | | | | | | 0.04 | | | |
| Employee stock options expense | | | | | | | | | | | | |
| General Electric Company, USA | 19.8 | | | | | | 31.4 | | | | | |
| Borrowings availed | | | | | | | | | | | | |
| Grid Equipments Pvt Ltd, India | | 1,500.0 | | | | | | | | | | |
| GE India Industrial Pvt Ltd, India | | | 15,351.6 | | | | | | 11,896.3 | | | |
| Borrowings repaid | | | | | | | | | | | | |
| Grid Equipments Pvt Ltd, India | | 1,500.0 | | | | | | | | | | |
| GE India Industrial Pvt Ltd, India | | | 14,821.8 | | | | | | 12,391.2 | | | |
| Loan granted | | | | | | | | | | | | |
| GE India Industrial Pvt Ltd, India | | | 779.6 | | | | | | 143.0 | | | |
| Loan repaid | | | | | | | | | | | | |
| GE India Industrial Pvt Ltd, India | | | 779.6 | | | | | | 143.0 | | | |
| Key management personnel remuneration (refer note (f) below) | | | | | | | | | | | | |
| Pitamber Shivmani | | | | 43.9 | | | | | | 21.2 | | |
| Sushil Kumar | | | | 14.6 | | | | | | 11.0 | | |
| Key management personnel compensation | | | | | | | | | | | | |
| Short-term employee benefits | | | | 57.0 | | | | | | 30.6 | | |
| Post-employment benefits | | | | 1.5 | | | | | | 1.5 | | |
| Sitting fees to independent / non- executive directors (Short-term employee benefits) | | | | | | | | | | | 11.4 | |
| Commission to Independent / non- executive directors | | | | | | | | | | | | 4.6 |
| Contribution to employee related trusts | | | | | | | | | | | | 78.4 |
| Alstom T&D India Limited (Pallavaram PF Trust) | | | | | | | | | | | | 95.6 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| Description | For the year ended 31 March 2023 | | | | | | For the year ended 31 March 2022 | | | | | |
|---|----------------------------------|--|---------------------|--------------------------|--------|-------------------------|----------------------------------|--|---------------------|--------------------------|--------|-------------------------|
| | 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 T&D India Limited Employees Gratuity Fund | | | | | | - | | | | | | - |
| GE T&D India Limited Senior Staff Superannuation Fund | | | | | | 49.8 | | | | | | 58.2 |
| Closing balances | | | | | | | | | | | | |
| Trade receivables | | | | | | | | | | | | |
| Grid Solutions SAS, France | | | 529.0 | | | | | | | | | 124.6 |
| GE Power Systems India Private Ltd, India | | | 331.5 | | | | | | | | | 319.2 |
| GE Grid Australia Pty Ltd, Australia | | | 292.6 | | | | | | | | | 54.5 |
| GE Grid Solutions LLC, USA | | | 100.0 | | | | | | | | | - |
| UK Grid Solutions Ltd, United Kingdom | | | 66.8 | | | | | | | | | 89.6 |
| Grid Solutions Transmissao de Energia Ltda, Brazil | | | 57.9 | | | | | | | | | 70.8 |
| Grid Solutions Portugal, Lda., Portugal | | | 56.7 | | | | | | | | | 112.7 |
| GE Power India Ltd, India | | | 56.3 | | | | | | | | | 94.0 |
| GE Grid Solutions, S.A., Spain | | | 49.8 | | | | | | | | | - |
| GRID Solutions S.p.A., Italy | | | 45.1 | | | | | | | | | 66.6 |
| GE Grid Solutions Pte Ltd, Singapore | | | 41.9 | | | | | | | | | 11.2 |
| GE High Voltage Switchgear (Suzhou), China | | | 39.2 | | | | | | | | | 37.6 |
| GE Digital Services Europe, France | | | 31.3 | | | | | | | | | 10.3 |
| PT Grid Solutions Indonesia | | | 27.4 | | | | | | | | | 28.8 |
| GE Grid (Switzerland) GmbH, Switzerland | | | 18.3 | | | | | | | | | 0.8 |
| GE Grid Solutions, S.A. de C.V., Mexico | | | 15.6 | | | | | | | | | 0.2 |
| Grid Solutions Vietnam Co., Ltd, Vietnam | | | 15.5 | | | | | | | | | - |
| Grid Solutions Romania Srl, Romania | | | 10.3 | | | | | | | | | 10.3 |
| Grid Solutions Côte D'Ivoire Sarlu, Ivory Coast | | | 10.0 | | | | | | | | | 9.5 |
| GE Power Services (Malaysia) Sdn. Bhd, Malaysia | | | 5.9 | | | | | | | | | 35.6 |
| Grid Solutions Enerji Endustrisi A.S., Turkey | | | 4.0 | | | | | | | | | 10.2 |
| General Electric Technology GmbH, Switzerland | | | 1.8 | | | | | | | | | 20.2 |
| GE Renewables Grid LLC, USA | | | - | | | | | | | | | 70.5 |
| Others | | | 59.3 | | | | | | | | | 74.0 |
| Advance from customer | | | | | | | | | | | | |
| GE Power Conversion India Pvt Ltd, India | | | 50.9 | | | | | | | | | 52.3 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

| Description | For the year ended 31 March 2023 | | | | | | For the year ended 31 March 2022 | | | | | |
|---|----------------------------------|--|---------------------|--------------------------|--------|-------------------------|----------------------------------|--|---------------------|--------------------------|--------|-------------------------|
| | 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 payables | | | | | | | | | | | | |
| Grid Solutions SAS, France | | | 762.7 | | | | | | | | | 1,002.7 |
| General Electric Company, USA | 280.2 | | | | | | 314.0 | | | | | |
| UK Grid Solutions Ltd, United Kingdom | | | 272.3 | | | | | | | | | 153.7 |
| General Electric Technology GmbH, Switzerland | | | 228.8 | | | | | | | | | 235.3 |
| GE Grid Solutions (UK) Ltd, United Kingdom | | | 210.2 | | | | | | | | | 54.4 |
| GEPR Energy/Canada Inc., Canada | | | 178.7 | | | | | | | | | - |
| GE India Industrial Private Ltd, India | | | 131.2 | | | | | | | | | 182.5 |
| GE Industrial Hedging Services Unlimited Company, Ireland | | | 118.5 | | | | | | | | | 1.2 |
| GE Grid GmbH, Germany | | | 69.9 | | | | | | | | | 67.5 |
| GE Grid (Switzerland) GmbH, Switzerland | | | 68.5 | | | | | | | | | 20.0 |
| General Electric International, Inc, USA | | | 65.8 | | | | | | | | | 96.2 |
| GE Digital Services Europe | | | 61.9 | | | | | | | | | 38.6 |
| Grid Solutions Enerji Endustrisi A.S., Turkey | | | 51.1 | | | | | | | | | 1.0 |
| GE Industrial of PR LLC, Puerto Rico | | | 50.9 | | | | | | | | | - |
| Grid Solutions Transmissao de Energia Ltda, Brazil | | | 42.1 | | | | | | | | | 46.0 |
| GE Renewables Grid LLC, USA | | | 37.4 | | | | | | | | | 50.9 |
| Meridium Services and Labs Pvt Ltd, India | | | 28.3 | | | | | | | | | 0.3 |
| GE Energy Management Services, LLC, USA | | | 27.4 | | | | | | | | | - |
| GE Power India Ltd, India | | | 3.0 | | | | | | | | | 70.2 |
| GRID Solutions S.p.A., Italy | | | 15.9 | | | | | | | | | 24.8 |
| GE Working Capital Solutions, LLC, USA | | | - | | | | | | | | | 23.6 |
| GE High Voltage Switchgear (Suzhou), China | | | 6.4 | | | | | | | | | 7.5 |
| GE Multilin, Canada | | | - | | | | | | | | | 141.9 |
| Others | | | 139.5 | | | | | | | | | 147.7 |
| Employee stock options payable | | | | | | | | | | | | |
| General Electric Company, USA | 30.5 | | | | | | | | | | | 58.5 |

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

39. Contingent liabilities

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| (i) Demands relating to | | |
| Sales tax matters and Goods and service tax | 2,851.2 | 3,579.2 |
| Direct tax matters | 123.5 | 123.5 |
| Custom, excise duty and service tax matters | 1,228.0 | 1,169.5 |
| (ii) Claims against the Company not acknowledged as debts pertaining to legal cases | 264.8 | 308.0 |

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 has challenged these litigations 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.
- Amount mentioned above excludes Excise/Service tax and Sales tax/ VAT liability of ₹ 51.8 million and ₹ 301.6 million related to Service Tax/ Excise and Sales Tax/ VAT related matters respectively pertaining to pre-demerger of Distribution business from erstwhile Company called Areva T&D India Limited and therefore borne by the de-merged entity i.e. Schneider Electric. This has also been confirmed by the Schneider Electric.

40. Capital and other commitments

| | As at 31 March 2023 | As at 31 March 2022 |
|--|------------------------|------------------------|
| (i) Estimated amount of contracts remaining to be executed on capital account and not provided for in these accounts | 123.6 | 170.3 |
| | 123.6 | 170.3 |

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 (EPS)

| | For the year ended 31 March 2023 | For the year ended 31 March 2022 |
|---|-------------------------------------|-------------------------------------|
| Profit/(Loss) attributable to the equity holders of the Company | (14.9) | (496.2) |
| 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 | (0.06) | (1.94) |

The Company does not have any potential diluted equity shares and therefore Basic and Diluted EPS are the same.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

42. Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED")

| | As at 31 March 2023 | As at 31 March 2022 |
|---|------------------------|------------------------|
| 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 | 276.6 | 324.4 |
| Interest thereon | 218.1 | 146.3 |
| (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 | 218.1 | 146.3 |
| (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.

43. The Company is maintaining its proper books of account as required by law except for the keeping backup on daily basis for such books of account maintained in electronic mode on the server physically located outside India.

44 (a). The Company had entered into a business transfer agreement (BTA) dated 23 December 2019 to sell its manufacturing facility at Naini, Allahabad (identified as disposal group) to a third party at a revised proposed consideration (net of transaction cost) of ₹ 362.3 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.

The Company has entered into a settlement agreement with unionized staff for one time compensation to each workers who agrees to join / get transferred to new management once the sale of the undertaking consummates. Total cost of settlement compensation to all workmen was approx. ₹ 160.0 million.

Subsequent to the previous year ended 31 March 2022, basis the conditions agreed with the purchaser as part of BTA amendment, the net gain of ₹ 68.7 million arrived by reducing the cost incurred / to be incurred from the selling price which was shown as exceptional items in P&L in FY 21-22 and accordingly assets held for sale of ₹ 362.3 million and liabilities held for sale of ₹ 293.6 million was recorded.

During the current year Naini facility sale was concluded and accordingly assets held for sale of ₹ 362.3 million and liabilities held for sale of ₹ 293.6 million were transferred to the buyer.

44 (b). During the previous year, basis internal evaluation, management has created a provision of ₹ 198.4 million take for site restoration based on present obligation for activities related to production performed in earlier years same was reported under exceptional items.

44 (c). During the previous year, the Company has transferred its Global Engineering Operating Division (Engineering division) (GEOD) to GE India Industrial Private Limited (GEIPL) a fellow subsidiary together with the assets and manpower comprised therein on a slump sale basis for a total cash consideration of ₹ 1,406 million. GEOD was engaged in providing Engineering, designing, R&D and other related services to its GE fellow subsidiaries on a cost plus markup basis. The transfer of the GEOD business represents a strategic sale out to GEIPL for the purpose of integrating existing engineering resources within GEIPL and developing advanced grid technologies and accelerate the energy transition.

The consideration for the transfer was determined basis a fair valuation by an independent third party valuation specialist.

The excess of consideration received over the GEOD's carrying value of net assets amounting to ₹ 1,231.4 million, had been recognized as gain on sale of the division and included in the profit and loss account for year ended 31 March 2022. The above transaction was approved by the non-controlling shareholders.

In the absence of any explicit guidance regarding accounting treatment to be followed in common control transactions in the books of the transferor in Appendix C to Ind-AS 103 on "Business Combination", the Company has adopted an accounting policy choice and has recognized such gains in the Statement of Profit and Loss.

Notes forming part of the financial statements

for the year ended 31 March 2023

(All figures in ₹ million, except share data and unless otherwise stated)

44 (d). During the year, to optimize the size of operation for one of its plants, the Company announced an early retirement scheme for eligible employees and accordingly recognized a provision in respect of employees who opted for the scheme of ₹ 72.0 million for the year.

Further, the Company for one of its business initiated the actions to reduce its structural cost by reducing roles in line with the business volumes and accordingly recognized a provision for severance cost of ₹ 41.8 million for the year. This amount is presented as an exceptional item.

An aggregated amount of ₹ 113.8 million is presented as an exceptional item for the year ended 31 March 23.

45. Other statutory information

- a. The Company has not traded in Crypto currency or Virtual currency during the financial year.
- b. The Company does not have any transaction which is not recorded in the books of accounts and has been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provision of the Income Tax Act, 1961)
- c. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company.
- d. The Company does not have any charges or satisfaction of charge which is yet to register with the ROC beyond statutory period.
- e. The Company has complied with the number of layers prescribed under clause 87 of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

For **Deloitte Haskins & Sells**

Chartered Accountants

ICAI Firm Registration Number: 015125N

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

Vijay Agarwal

Partner

Membership no: 94468

Sushil Kumar

Whole-time Director & Chief Financial Officer

DIN: 08510312

Sandeep Zanzaria

Managing Director & Chief Executive Officer

DIN: 08905291

Place: Noida

Date: 23 May 2023

Anupriya Garg

Company Secretary

Membership no: 18612

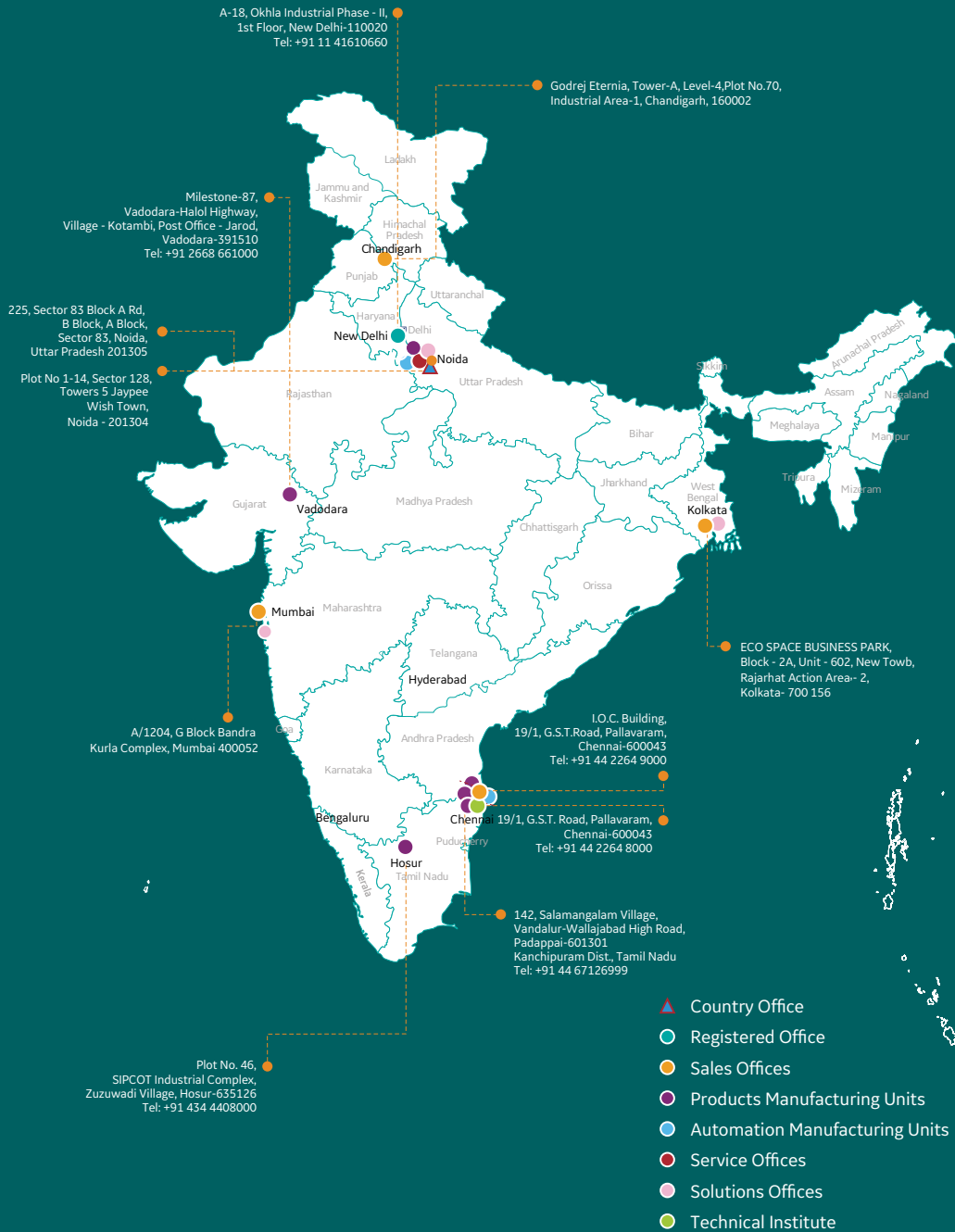
GLOSSARY

| | |
|-----------|---|
| AC | Alternating Current |
| ADB | Asian Development Bank |
| ADMS | Advanced Distribution Management System |
| AGM | Annual General Meeting |
| AIS | Air Insulated Switchgear |
| AMI | Advanced Metering Infrastructure |
| APM | Asset Performance Management |
| APTRANSCO | Transmission Corporation of Andhra Pradesh |
| AT&C | Aggregate Technical & Commercial |
| ATL | Adani transmissison Limited |
| BCU | Bay control unit |
| BPC | Bhutan Power Company |
| CCS | Conventional Control Systems |
| CDSL | Central Depository Services (India) Limited |
| CRP | Control & Relay Panel |
| CSR | Corporate Social Responsibility |
| DC | Direct Current |
| DCS | Digital Control Systems |
| DDYGJY | Deen Dayal Upadhyay Gram Jyoti Yojana |
| DISCOMS | Distribution Companies |
| DPIIT | Department for Promotion of Industry and Internal Trade |
| EBOP | Electrical balance of Plants |
| EESL | Energy Efficiency Services Limited |
| EHS | Environment, Health and Safety |
| EHV | Extra High Voltage |
| EMS | Energy Management Systems |
| EMVT | Electromagnetic Voltage Transformer |
| EVs | Electrical Vehicles |
| FACTS | Flexible Alternating Current Transmission Systems |
| GBS | Gross Budgetary Support |
| GDP | Gross Domestic Product |
| GE | General Electric |
| GEC | Green Energy Corridor |
| GETCO | Gujrat Energy Transmission Corporation Limited |
| GIS | Gas Insulated Switchgear |
| GIS | Geospatial Information systems |
| GOI | Government of India |
| GST | Goods and Service Tax |
| GW | Giga Watt |
| HPPTCL | Himachal Pradesh Power Transmission Company Limited |
| HV | High Voltage |
| HVDC | High Voltage Direct Current |
| ICT | Interconnected Transformer |
| IEPF | Investor Education and Protection Fund |
| INSTS | Intra State Transmission Scheme |
| IPDS | Integrated Power Distribution Scheme |
| IREDA | Indian Renewable Energy Development Agency |
| ISTS | Inter State Transmission Scheme |
| KPTCL | Karnataka Power Transmission Company Limited |
| KSEB | Kerala State Electricity Board |
| kV | Kilo Volt |
| kW | Kilo Watt |

GLOSSARY

| | |
|---------|--|
| kWp | Kilo Watt peak |
| LCC | Line Commutated Converter |
| LED | Light Emitting Diode |
| MII | Make In India |
| MINR | Million Indian Rupees |
| MNRE | Ministry of New and Renewable Energy |
| MPPGCL | Madhya Pradesh Power Generating Company Ltd. |
| MSETCL | Maharashtra State Electricity Transmission Corporation Limited |
| MV | Mega Volt |
| MVA | Mega Volt Amp |
| MW | Mega Watt |
| NEA | Nepal Electric Agency |
| NHPC | National Hydro Electric Power Corporation |
| NLDC | National Load Despatch center |
| NPA | Non-Performing Assets |
| NSDL | National Securities Depository Limited |
| NTAMC | National transmission Asset Management Center |
| NTPC | NTPC Limited |
| OPTCL | Odisha Power Transmission Company Limited |
| PAT | Profit After Tax |
| PD | Performance Development |
| PFC | Power Finance Corporation Limited |
| PGCB | Power Grid Corporation of Bangladesh |
| PGCIL | Powergrid Corporation of India Limited |
| PLF | Plant Load Factor |
| PLI | Production Linked Incentives |
| POSH | Prevention of Sexual Harassment |
| PPA | Power Purchase Agreement |
| PSDF | Power System Development Fund |
| REMC | Renewable Energy Monitoring Centre |
| RDSS | Revamped Distribution Sector Scheme |
| RME | Renovation Modernization and Extension |
| RRVPNL | Rajasthan Rajya Vidyut Prasaran Nigam Limited |
| S/s | Substation |
| SCADA | Supervisory Control and Data Acquisition |
| SDG | Sustainable Development Goal |
| SEBI | Securities and Exchange Board of India |
| SECI | Solar Energy Corporation of India Ltd |
| SERC | State Electricity Regulator Commission |
| SJVN | Satluj Jal Vidyut Nigam |
| STATCOM | Static Synchronous Compensator |
| T&D | Transmission and Distribution |
| TBCB | Tariff Based Competitive Bidding |
| TBS | Twin Balance Sheet |
| TPSODL | Tata Power Southern Odisha Power Limited |
| TPWODL | Tata Power Western Odisha Power Limited |
| TOCODL | Tata Power Central Odisha Power Limited |
| ULDC | Unified Load Despatch and Communication |
| UPPTCL | Uttar Pradesh Power Transmission Corporation Ltd. |
| UJALA | Unnat Jyoti by Affordable LEDs for All |
| VSC | Voltage Source Converter |
| WBSETCL | West Bengal State Electricity Transmission Company Limited |

OUR GEOGRAPHICAL SPREAD ACROSS INDIA



Map not to scale - for illustrative purposes only.



GE T&D India Limited

Registered Office

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