

## **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Chairman

**GE T&D India Limited** (Formerly known as Alstom T & D India Limited)

CIN: L31102DL1957PLC193993

A-18, First Floor, Okhla Industrial Area,

Phase II, New Delhi – 110020

**For 61<sup>st</sup> (Sixty First) Annual General Meeting ("AGM") of members of the Company held on Tuesday, 25<sup>th</sup> July, 2017, at 09:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010**

Dear Sir,

I, Vineet K Chaudhary, partner of M/s VKC & Associates, Practicing Company Secretary having (Membership No. F5327) was appointed as Scrutinizer to scrutinize the remote e-voting process and also voting by means of Poll at the AGM and for ascertaining the requisite majority on remote e-voting and also on poll through electronic voting system ("**Insta-Poll**") carried out for the resolutions proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on the resolutions mentioned in notice of AGM dated 22<sup>nd</sup> June, 2017 for 61<sup>st</sup> (Sixty First) AGM of the members of the Company held on Tuesday, 25<sup>th</sup> July, 2017, at 09:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010.



### Head Office:

C-140, Sector - 51, Noida - 201303, UP, INDIA  
+91-120-4131444, +91 9999233556  
pcs@vkcindia.com, www.vkcindia.com

### Branch Office:

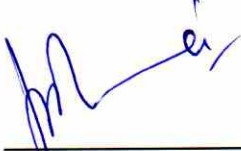
D - 38, LGF (L/S) South Extn., Part - II  
New Delhi - 110049, India  
+91 11 49121644, 45

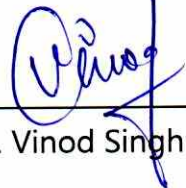
1. The remote e-voting period remained open from Saturday, 22<sup>nd</sup> July, 2017 (09:00A.M.) to Monday, 24<sup>th</sup> July, 2017 till (05:00 PM) on the designated website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NSDL).
2. The Company has appointed National Securities Depository Limited (NSDL), as the service provider, for providing the facility of remote e-voting as well as for Insta-Poll to the members of the Company. The service provider has provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the 61<sup>st</sup> (Sixty First) AGM of the Company.
3. The Members of the Company as on the "Cut -off date" i.e. 18<sup>th</sup> July, 2017 were entitled to avail the facility of remote e-voting as well as voting at the AGM on the proposed resolutions (Item nos. 1 to 17) as set out in the notice dated June 22, 2017.
4. In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting where remote e-voting has been offered to the members. Therefore, the Chairman ordered for poll through electronic voting system (Insta-Poll) at AGM as per Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 & Rule 21 of the Companies (Management and Administration) Rules, 2014. Insta-Poll was provided at the venue of AGM through National Securities Depository Limited (NSDL) which was successfully conducted.
5. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 of 61<sup>th</sup> (Sixty First) AGM of the Company. My responsibilities as scrutinizer are restricted to make a Scrutinizer's Report on the votes casted "For" or "Against" the resolutions as stated in the notice of AGM.
6. After completion of Insta-Poll at the AGM votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.





7. Thereafter the votes casted through remote e-voting were unblocked, in the presence of two witnesses, Mr. Harsh Oberoi, R/o of C-509, Sector -19, Noida-201301 & Mr. Vinod Singh Sinsinwar, R/o of C-140, Sector -51, Noida – 201303 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
 \_\_\_\_\_  
 Mr. Harsh Oberoi

  
 \_\_\_\_\_  
 Mr. Vinod Singh Sinsinwar

8. After scrutinizing the system generated report of remote e-voting and report of Insta-Poll by National Securities Depository Limited (NSDL), I hereby submit the consolidated result of remote e-voting and Insta - Poll as under:

### Resolution 01 - Ordinary Resolution

Adoption of the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.

Mode	No. of e-voters	No. of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	124	208557276	27	12449910	96	196107312	1	54
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	<b>249</b>	<b>225101488</b>	<b>27</b>	<b>12449910</b>	<b>221</b>	<b>212651524</b>	<b>1</b>	<b>54</b>

**Total Valid Votes (Total Shares-Invalid voted) = 212651578**  
**Votes in Favour (% of Total Valid Shares) = 99.99997 %**  
**Votes in Against (% of Total Valid Shares) = 0.00003 %**



## Resolution 02 -Ordinary Resolution

Declaration of dividend of Rs.1.80 (Rupee one and paise eighty only) per equity share for the financial year ended on March 31, 2017.

Mode	No. of e-voters	No. of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	125	208557296	27	12449910	98	196107386	0	0
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	<b>250</b>	<b>225101508</b>	<b>27</b>	<b>12449910</b>	<b>223</b>	<b>212651598</b>	<b>0</b>	<b>0</b>

**Total Valid Votes (Total Shares-Invalid voted) = 212651598**  
**Votes in Favour (% of Total Valid Shares) = 100.00000 %**  
**Votes in Against (% of Total Valid Shares) = 0.00000 %**

## Resolution 03 -Ordinary Resolution

Ratification of appointment of M/s. B S R & Associates LLP, Chartered Accountants, as Auditors of the Company and to authorise Board of Directors to fix their remuneration.

Mode	No. of e-voters	No. of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	125	208557296	27	12449910	97	196107332	1	54
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	<b>250</b>	<b>225101508</b>	<b>27</b>	<b>12449910</b>	<b>222</b>	<b>212651544</b>	<b>1</b>	<b>54</b>

**Total Valid Votes (Total Shares-Invalid voted) = 212651598**  
**Votes in Favour (% of Total Valid Shares) = 99.999975 %**  
**Votes in Against (% of Total Valid Shares) = 0.000025 %**





## Resolution 04 -Ordinary Resolution

Approval of the remuneration of Cost Auditors for the financial year ending March 31, 2018.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	126	208557321	27	12449910	97	196107257	2	154
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	<b>251</b>	<b>225101533</b>	<b>27</b>	<b>12449910</b>	<b>222</b>	<b>212651469</b>	<b>2</b>	<b>154</b>

**Total Valid Votes (Total Shares-Invalid voted) = 212651623**  
**Votes in Favour (% of Total Valid Shares) = 99.999928 %**  
**Votes in Against (% of Total Valid Shares) = 0.000072 %**

## Resolution 05 – Ordinary Resolution

Appointment of Ms. Neera Saggi (DIN 00501029) as an Independent Director.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
*Remote e-voting	125	208557301	27	12449910	94	196088807	4	18584
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	<b>250</b>	<b>225101513</b>	<b>27</b>	<b>12449910</b>	<b>219</b>	<b>212633019</b>	<b>4</b>	<b>18584</b>

**Total Valid Votes (Total Shares-Invalid voted) = 212651603**  
**Votes in Favour (% of Total Valid Shares) = 99.991261 %**  
**Votes in Against (% of Total Valid Shares) = 0.008739 %**



## Resolution 06 -OrdinaryResolution

Appointment of Ms. Stephane Cai (DIN 07607252) as Director.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	125	208557301	27	12449910	94	19596928 5	4	138106
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	250	225101513	27	12449910	219	212513497	4	138106

**Total Valid Votes (Total Shares-Invalid voted) = 212651603**  
**Votes in Favour (% of Total Valid Shares) = 99.935055 %**  
**Votes in Against (% of Total Valid Shares) = 0.064945 %**

## Resolution 07 – Special Resolution

Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516), Head AIS Business as Alternate Director to Mr. Michel Augonnet up to July 25, 2016 and terms of his appointment including remuneration.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	125	208557301	27	12449910	96	196107287	2	104
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	250	225101513	27	12449910	221	212651499	2	104

**Total Valid Votes (Total Shares-Invalid voted) = 212651603**  
**Votes in Favour (% of Total Valid Shares) = 99.999951 %**  
**Votes in Against (% of Total Valid Shares) = 0.000049 %**





### Resolution 08 - Special Resolution

Appointment of Mr. Ravi Kumar Krishnamurthy (DIN 03626516) as Whole-time Director & Head AIS Business and payment of remuneration to him for the period July 26, 2016 to December 20, 2016.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	125	208557301	27	12449910	68	193839923	30	2267468
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	250	225101513	27	12449910	193	210384135	30	2267468

**Total Valid Votes (Total Shares-Invalid voted) = 212651603**  
**Votes in Favour (% of Total Valid Shares) = 98.933717 %**  
**Votes in Against (% of Total Valid Shares) = 1.066283 %**

### Resolution 09 - Ordinary Resolution

Appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Director.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	122	208556788	27	12449910	93	196106774	2	104
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	247	225101000	27	12449910	218	212650986	2	104

**Total Valid Votes (Total Shares-Invalid voted) = 212651090**  
**Votes in Favour (% of Total Valid Shares) = 99.999951 %**  
**Votes in Against (% of Total Valid Shares) = 0.000049 %**



## Resolution 10 - Special Resolution

Appointment of Mr. Gaurav Manohar Negi (DIN 02835748) as Whole-time Director & Chief Financial Officer and payment of remuneration to him.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	124	208557300	27	12449910	94	196107186	3	204
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	249	225101512	27	12449910	219	212651398	3	204

**Total Valid Votes (Total Shares-Invalid voted) = 212651602**  
**Votes in Favour (% of Total Valid Shares) = 99.999904 %**  
**Votes in Against (% of Total Valid Shares) = 0.000096 %**

## Resolution 11 - Ordinary Resolution

Appointment of Mr. Nagesh Tilwani (DIN 07684746) as a Director.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	124	208557300	27	12449910	94	196107186	3	204
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	249	225101512	27	12449910	219	212651398	3	204

**Total Valid Votes (Total Shares-Invalid voted) = 212651602**  
**Votes in Favour (% of Total Valid Shares) = 99.999904 %**  
**Votes in Against (% of Total Valid Shares) = 0.000096 %**





## Resolution 12 - Special Resolution

Appointment of Mr. Nagesh Tilwani (DIN 07684746) as Whole-time Director & Head IAS Business payment of remuneration to him.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	124	208556001	27	12449910	93	196105827	4	264
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	249	225100213	27	12449910	218	212650039	4	264

**Total Valid Votes (Total Shares-Invalid voted) = 212650303**  
**Votes in Favour (% of Total Valid Shares) = 99.999876 %**  
**Votes in Against (% of Total Valid Shares) = 0.000124 %**

## Resolution 13 – Ordinary Resolution

Appointment of Mr. Sunil Kumar Wadhwa (DIN 00259638) as Director.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	125	208557301	27	12449910	94	196103661	4	3730
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	250	225101513	27	12449910	219	212647873	4	3730

**Total Valid Votes (Total Shares-Invalid voted) = 212651603**  
**Votes in Favour (% of Total Valid Shares) = 99.998246 %**  
**Votes in Against (% of Total Valid Shares) = 0.001754 %**



## Resolution 14- Ordinary Resolution

Appointment of Mr. Sunil Kumar Wadhwa (DIN 00259638) as Managing Director.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	125	208557301	27	12449910	94	196103661	4	3730
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	<b>250</b>	<b>225101513</b>	<b>27</b>	<b>12449910</b>	<b>219</b>	<b>212647873</b>	<b>4</b>	<b>3730</b>

**Total Valid Votes (Total Shares-Invalid voted) = 212651603**  
**Votes in Favour (% of Total Valid Shares) = 99.998246 %**  
**Votes in Against (% of Total Valid Shares) = 0.001754 %**

## Resolution 15 - Special Resolution

Payment of remuneration to Mr. Rathindra Nath Basu (DIN 01192973).

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	124	208557001	27	12449910	61	193839262	36	2267829
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	<b>249</b>	<b>225101213</b>	<b>27</b>	<b>12449910</b>	<b>186</b>	<b>210383474</b>	<b>36</b>	<b>2267829</b>

**Total Valid Votes (Total Shares-Invalid voted) = 212651303**  
**Votes in Favour (% of Total Valid Shares) = 98.933546 %**  
**Votes in Against (% of Total Valid Shares) = 1.066454 %**





## Resolution 16 - Special Resolution

Payment of remuneration to Mr. Subhashchandra Manilal Momaya (DIN 00017199).

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	125	208557301	27	12449910	62	193839562	36	2267829
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	250	225101513	27	12449910	187	210383774	36	2267829

**Total Valid Votes (Total Shares-Invalid voted) = 212651603**  
**Votes in Favour (% of Total Valid Shares) = 98.933547 %**  
**Votes in Against (% of Total Valid Shares) = 1.066453 %**

## Resolution 17 - Ordinary Resolution

Service of documents to the members.

Mode	No. of e-voters	No of Shares held	Invalid		Favour		Against	
			E-voters	No. of votes	E-voters	No. of votes	E-voters	No. of votes
Remote e-voting	124	208557201	27	12449910	94	196107087	3	204
Insta-poll	125	1,65,44,212	0	0	125	1,65,44,212	0	0
<b>TOTAL</b>	249	225101413	27	12449910	219	212651299	3	204

**Total Valid Votes (Total Shares-Invalid voted) = 212651503**  
**Votes in Favour (% of Total Valid Shares) = 99.999904 %**  
**Votes in Against (% of Total Valid Shares) = 0.000096 %**



9. All the papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizers until the chairman, or any other person authorised by the Chairperson, considers, approves and signs the minutes of AGM and thereafter, the Scrutinizers shall hand over the related papers to the Company
10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the Sixty first AGM, to announce the result of the meeting.

**For VKC & Associates**  
(Company Secretaries)



**CS Vineet K Chaudhary**  
Scrutinizer  
**Membership No:- F5327**  
**C.P. No:- 4548**

**Date: 26.07.2017**

**Place: Noida**

Signed by Chairman of the meeting/Authorised Person

\_\_\_\_\_  
Mr. Stephane Cai /Manoj Prasad Singh