



**GE T&D India Limited**

(CIN: L31102DL1957PLC193993)

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

Tel. No. 91 11 41610660

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

E mail ID: [company.secretary@ge.com](mailto:company.secretary@ge.com)

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**POSTAL BALLOT NOTICE**

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

To,  
The Members,

**NOTICE** is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('Act') and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 10/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022 and December 28, 2022 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, that the resolution(s) as set out hereunder are proposed to be passed by the members of GE T&D India Limited ("Company"), by means of Postal Ballot through voting by electronic means ("E-voting").

**SPECIAL BUSINESSSES:**

**1. APPOINTMENT OF MR. SANDEEP ZANZARIA (HOLDING DIN: 08905291) AS A DIRECTOR NOT LIABLE TO RETIRE BY ROTATION.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Sandeep Zanzaria (holding DIN: 08905291), who was appointed as an Additional Director of the Company with effect from April 17, 2023 pursuant to the provisions of Section 161 and other applicable provisions of the Act to hold office up to the date of the General Meeting, be and is hereby appointed as a Director of the Company, not liable to retire by rotation"

**2. APPOINTMENT OF MR. SANDEEP ZANZARIA (DIN 08905291) AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee (NRC) and the approval of Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint Mr. Sandeep Zanzaria (holding DIN: 08905291), as Managing Director and Chief Executive Officer of the Company for a period of 3 years with effect from April 17, 2023 to April 16, 2026 on the terms and conditions set out in the Agreement (including remuneration in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Sandeep Zanzaria) entered into between the Company and Mr. Sandeep Zanzaria, broad terms and conditions of which are set out in the Explanatory Statement annexed hereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby also authorized to:

- i. Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Statement annexed hereto as considered reasonable by the Board and acceptable to Mr. Sandeep Zanzaria.
- ii. Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

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

**Place : Noida  
Date : April 17, 2023**

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

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

## **Notes:**

- 1 In accordance with the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
- 2 The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is attached herewith.
- 3 In conformity with the applicable regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on the Cut-off date Friday, April 28, 2023, and who have registered their e-mail addresses with the Company or with the Depository Participants.
- 4 Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of e-voting i.e. (Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting).
- 5 A person who is not a member as on the Cut-off Date should treat this notice for information purpose only.
- 6 In compliance with Sections 110 and 108 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Notice.
- 7 A copy of this Postal Ballot Notice is also available on the website of the Company under the Reports and Financials Section: <https://www.ge.com/in/ge-td-india-limited/reports-financials>, the relevant section of the website of BSE: [www.bseindia.com](http://www.bseindia.com) and NSE: [www.nseindia.com](http://www.nseindia.com) on which the Equity Shares of the Company are listed and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 8 Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, April 28, 2023. Members can opt for their entire voting rights as per their discretion. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depository Participant(s) as on the Cut-off date will be entitled to cast their votes by remote e-voting.
- 9 The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favor are not less than three times the number of votes cast, if any, against the said Resolution.
- 10 In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the

Company is pleased to offer E-voting facility to its Members, to enable them to cast their votes electronically. The Company has appointed National Securities Depository Limited (NSDL) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").

- 11 Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice dated April 17, 2023 is being taken through remote E-voting only. Please note that pursuant to the MCA Circular voting by members can only be through e-voting.
- 12 The Board of Directors of the Company has appointed Mr. Vineet K Chaudhary Practicing Company Secretary having membership No F5327 and failing him Mr. Mohit K Dixit, Practicing Company Secretary (Membership No. F12361) of M/s VKC & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
- 13 The voting period shall commence on Saturday, May 06, 2023 at 9:00 a.m. (IST) and end on Sunday, June 04, 2023 at 5:00 p.m. (IST). The e-Voting module shall be disabled for voting thereafter. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e., Friday, April 28, 2023, shall cast their vote.
- 14 The results of postal ballot will be announced on June 06, 2023 The result of the postal ballot will be declared by the Chairman of the Board or any one of the Directors or Authorized Person duly authorized by the Board.
- 15 The Results declared along with the report of the Scrutinizer shall be placed on the website: <https://www.ge.com/in/ge-td-india-limited/reports-financials> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- 16 The resolutions shall be taken as passed effectively on the last date of e-voting, i.e., June 04, 2023
- 17 Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [Company.secretary@ge.com](mailto:Company.secretary@ge.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
- 18 Members who have not registered their e-mail addresses so far with the Company or Depository Participants, may complete the e-mail registration process as under:
  - For Members holding shares in physical form: In compliance with SEBI Circulars dated November 3, 2021, and December 14, 2021 and March 16, 2023, please send copy of signed Form ISR-1 mentioning your name, folio number, complete address, email address and telephone number to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, 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](mailto:rta@cbmsl.com)

- For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- 19 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 1st January 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).
  - 20 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 by June 30, 2023. Security holders who are yet to link the PAN with AADHAAR number are requested to get the same done by June 30, 2023.
  - 21 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>.

### **Voting through Electronic Means**

- 22 In compliance with provisions of Section 110 & 108 of the Act, Rules 22 and 20 of the Companies (Management and Administration) Rules 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by ICSI, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL.

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

#### **Procedure & instructions for E-voting:**

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

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

##### **Step 1: Access to NSDL e-Voting system**





##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID



	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number (123868) followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 123868 then user ID is 123868001***</p>

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pcs@vkcindia.com](mailto:pcs@vkcindia.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. E-mail: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) at [evoting@nsdl.co.in](mailto:evoting@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), AADHAR (self attested scanned copy of Aadhar Card) by email to [Company.secretary@ge.com/rta@cbmsl.com](mailto:Company.secretary@ge.com/rta@cbmsl.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [Company.secretary@ge.com/rta@cbmsl.com](mailto:Company.secretary@ge.com/rta@cbmsl.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

**Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 (the “Act”) in respect of special businesses set out in notice of postal ballot:**

**Item No. 1 & 2**

In terms of Section 161 of the Companies Act, 2013 (“the Act”), read with Articles of Association of the Company, the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company in their meeting held on April 17, 2023, had appointed, Mr. Sandeep Zanzaria as an Additional Director and Managing Director of the Company designated as Managing Director & Chief Executive Officer of the Company for a period of 3 Years from April 17, 2023 upto April 16, 2026 in terms of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and subject to approval of shareholders of the Company.

As Managing Director & Chief Executive Officer, Mr. Sandeep Zanzaria is Key Managerial Person in terms of Section 203 of the Companies Act, 2013. The Company has also received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director as per Section 160 of the Companies Act, 2013.

The broad terms of appointment and remuneration of Mr. Sandeep Zanzaria are as under:

1. Tenure: 3 years with effect from April 17, 2023 and shall end on April 16, 2026
2. Remuneration
  - I. Annual Fixed compensation:

Annual fixed compensation of Rs. 1,50,00,000 (Rupees one crore Fifty lac only) including Flexible components and Provident Fund, *with such increase as may be determined by the Board from time to time*

Flexible components include House Rent Allowance / CLA entitlement, Self-Car Reimbursement, Conveyance Allowance, Medical Reimbursement, Leave Travel Allowance, National Pension System (“NPS”), Special Allowance or such other allowances and benefits as per Company Policy.
  - II. Annual Executive Incentive Program:

Annual Executive Incentive Program Pay as 35 % of the Annual fixed compensation payable as per GE Annual Executive Incentive Plan Guidelines *with such changes as may be decided from time to time*
  - III. Benefits
    - a) Health Insurance for Self and Family as per company policy
    - b) Life & Personal Accident Insurance as per company policy
    - c) Gratuity over and above Compensation as per company policy
  - IV. Additional Benefits
    - a) He will be eligible for a company car lease of base value up to a maximum of Rs. 31,00,000 paid directly by the Company. Expenses, including Road Tax, Registration and Insurance of the car during the lease tenure will be borne by the company directly. In case Mr. Zanzaria does not opt for company leased car then

he will be paid 7,00,000 INR per annum in lieu of.

- b) GE's Board of Directors will be requested to offer Mr. Zanzaria Special Equity Grant equal to USD 75,000 as a special grant for the year 2023.
- c) As an Executive Employee of the company, Mr. Zanzaria will be eligible to participate in GE's Executive Class Grant program. Awards are subject to terms and conditions that will be provided at the time of each grant and the Company reserves the right to vary or withdraw this benefit at any time.
- V. For the purpose of calculating the annual value of the benefits/perquisites, the same shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, the same shall be evaluated at actual cost.
- VI. The Company's contribution to Provident Fund and Superannuation Fund in accordance with the Rules and Regulations of the Company. Such contributions will not be included in the computation of the ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- VII. Mr. Zanzaria's remuneration will be subject to the Companies Act, 2013,
- VIII. In the year of adequate profits, the total remuneration paid to him for a financial year, shall not exceed 5% of the net profits of the Company, determined in accordance with the provisions of the Companies Act, 2013, as may be applicable for the financial year. In the event of loss or inadequacy of profits of the Company in any financial year during his tenure, Mr. Zanzaria shall be entitled to receive the total remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013 including any modification(s) or re-enactment thereof, for the time being in force.

### 3. NOTICE

- a) This Agreement may be terminated by Mr. Zanzaria or the Company with two (2) months' prior notice in writing. The Company may at its sole discretion waive all or part of the notice or allow Mr. Zanzaria to pay in lieu thereof. Any resignation would have to be accepted by the Company to become effective.
- b) Without prejudice to the Company's right to summarily dismiss him for misconduct under service agreement in the event the Company terminates this Agreement as mentioned in clauses 13.(a) and 13(c) of the Service Agreement, the Company may, in its absolute discretion, pay Mr. Zanzaria a sum in lieu of whole or part of the notice. Notice pay (in either case) is calculated on Mr. Zanzaria's last earned prorated annual fixed compensation at the time of separation but not the other benefits, to which Mr. Zanzaria would have been entitled during the period of notice or during any unexpired period of notice (as the case may be).
- c) The Company reserves the right to terminate this Agreement without assigning any reason whatsoever.
- d) The Company may also terminate the Agreement without notice if Mr. Zanzaria commits an act of misconduct, or for violations of the GE Integrity Policy. Any breach of Terms and Conditions of his appointment shall be violation of Company's policy and he may be forthwith terminated.

- e) In the event of termination by the Company the Company may require Mr. Zanzaria to absent himself from its premises on garden leave and not participate in the working of the Company during the unexpired portion of the notice period.
- f) If Mr. Zanzaria, at any time, is prevented by ill-health or accident or any physical or mental disability from performing his duties hereunder, he shall inform the Company and supply it with such details as required. If he is unable for a period of six (6) months or more to perform his duties hereunder, the Company has the right to terminate his employment, however the Company may, at its discretion, extend the leave of absence granted to him, depending on the circumstances of his case.

The Assignment of Sandeep Zanzaria can be extended till the date of retirement 27th September 2027 after review and approval of the Board at the end of the assignment on mutually agreed terms and conditions.

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

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

<b>S. No</b>	<b>Particulars</b>	<b>Description</b>
<b>1.</b>	Director Identification Number	08905291
<b>2.</b>	Date of Birth (Age)	28/09/1967 (55 Years)
<b>3.</b>	Date of first Appointment on the Board	17 April, 2023
<b>4.</b>	Qualifications	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.
<b>5.</b>	Brief profile of Director and Nature of expertise in specific functional areas	Mr. Sandeep Zanzaria has extensive experience of over 33 years in Transmission and Distribution Sector in India. He has been handling Strategy & Growth for Grid Solutions Business for Asia Pacific. He started his career with BHEL in 1990 as Graduate Engineer Trainee. He left BHEL and 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 National Executive Member of IEEMA since August 2021. 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.
6.	Directorships held in other companies	National executive committee member of Indian Electrical And Electronics Manufacturers Association
7.	Committee Memberships/ Chairmanships of other Companies	Nil
8.	Number of shares held in the Company	Nil
9.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years];	Nil
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	There is no inter-se relationship between Mr. Sandeep Zanzaria and other directors or Key Managerial personnel of the Company.
11.	Number of Meetings of the Board attended during the year	Nil
12.	Details of remuneration sought to be paid	As mentioned above
13.	Terms and Conditions of appointment/ re-appointment	Mr. Sandeep Zanzaria have been appointed in terms of the provisions of Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, he is also responsible to undertake the roles and responsibilities assigned by the Board from time to time.

Disclosure as per Section II to Part II of Schedule V of the Companies Act, 2013 is as follows:

1.	<b>General Information</b>	
1	Nature of Industry	Manufacturing
2	Date or expected date of commencement of commercial production.	Not applicable - The Company was incorporated as a private limited company on March 13, 1957 under the name 'The English Electric Company of India (Private) Limited' and was converted into a public limited company on February 25, 1963, when its name was changed to 'The English Electric Company of India Limited'.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

4	Financial performance based on given indicators. (Financial Year 2021-22& as on 31 <sup>st</sup> December, 2022)	<p><b>Financial Year 2021-22</b> Gross Revenue: 30,659.5 INR Million Loss After Tax: (496.2) INR Million Earnings per share: (1.94)INR</p> <p><b>For the quarter ended on 31 December, 2022</b> Gross Revenue: Rs. 7766.0 million Profit After Tax: 47.4 million Earnings per share: Rs. 0.19</p>
5	Foreign investments or collaborators, if any	The Company is part of General Electric Group. It has not made any foreign investments and has not entered into any foreign collaborations
<b>II. Information about the appointee</b>		
1	Background Details	Mentioned above in brief profile of Mr. Sandeep Zanzaria
2	Past Remuneration	Not applicable as he is appointed as Managing Director & Chief Executive Officer w.e.f. April 17, 2023.
3	Recognition or Awards	National executive committee member of Indian Electrical And Electronics Manufacturers Association
4	Job profile and his suitability	He is the Managing Director & Chief Executive Officer of the Company and devotes whole time attention to the management of the affairs of the Company
5	Remuneration Paid	He is being paid in terms of his remuneration as detailed in this explanatory statement's
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He does not have any pecuniary relationship, directly or indirectly, with the Company except proposed remuneration as Managing Director & Chief Executive Officer
<b>III. Other Information</b>		
1	Reasons of loss or inadequate profits	<p>The appointment is effective from April 17, 2023 in the current financial year.</p> <p>During the financial year 2021-22, the Company has incurred a loss of INR 496.2 Million primarily due to lower revenue which resulted into lower recovery of fixed expenses, significant increase in commodity prices leading to increased raw material cost on firm price contracts and other cost escalations on projects. The revenue of the Company has decreased by 12% as compared to year ended March 31, 2021 due to lower backlog and book and bill orders and delay in Customer projects.</p>
2	Steps taken or proposed to be taken for improvement	The management team is vigorously pursuing various strategic initiatives to improve the financial



		performance, profitability and liquidity of your Company. The management believes all these strategic initiatives will result in better and improved profits for the Company.
3	Expected increase in productivity and profits in measurable terms	In the quarter ended for December 31, 2022 , profit was 47.4 million.

The contract of appointment of Mr. Sandeep Zanzaria is available for inspection by the members of the Company. Members seeking inspection may send an email to [company.secretary@ge.com](mailto:company.secretary@ge.com).

The Company has received from Mr. Sandeep Zanzaria (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.(iii) consent in wiring to act as Managing Director & Chief Executive Officer of the Company as per Schedule V of the Companies Act, 2013 (iv) a confirmation that he satisfies all the conditions stipulated under Section 196(3) and Part - I of Schedule V to the Act.

In terms of NSE circular NSE/CML/2018/24 and BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, he is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

Considering background and experience of Mr. Sandeep Zanzaria, the Board is of the opinion the appointment of Mr. Sandeep Zanzaria as Managing Director & Chief Executive Officer will be beneficial to the Company.

Accordingly, the Board recommends approval of the resolutions set out in Item nos. 1 and 2 of the accompanying Notice as Ordinary Resolution and Special Resolution respectively.

Except Mr. Sandeep Zanzaria himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item nos. 1 and 2 of the Notice.

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

**Place : Noida  
Date : 17.04.2023**

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

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