

CORPORATE GOVERNANCE

GE POWER INDIA LIMITED	
SCRIP CODE: 532309	QUARTER ENDING: MARCH 2024

Corporate Governance : Quarter ending : March 2024

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Quarter Ending: March 2024

Annexure I
I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																				NA		
Whether the listed entity has a Regular Chairperson																				Yes		
Whether Chairperson is related to MD or CEO																				No		
Disqualification of Directors under section 164 of the Companies Act, 2013																						
Sr	Title (Mr/Ms)	Name of the Director	DIN	Category	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg 17(A) of Listing Regulations)	Date of passing special resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship including this listed entity (Refer Regulation 17A(i) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 25(i) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 25(i) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Uddesh Kumar Kohli	00183409	Non-Executive - Independent Director:Shareholder Director	No	-	-	-	Active	Yes	23-07-2019	25-07-2014	25-07-2019	-	116.00	1	1	2	2	-		
2	Mr	Arun Kannan Thiagarajan	00292757	Non-Executive - Independent Director:Shareholder Director	No	-	-	-	Active	Yes	23-07-2019	25-07-2014	25-07-2019	-	116.00	2	2	2	0	-		
3	Mrs	Shukla Wassan	02770898	Non-Executive - Independent Director:Shareholder Director	No	-	-	-	Active	NA	-	29-11-2021	29-11-2021	-	28.00	2	2	1	0	-		
4	Mr	Mahesh Shrikrishna Palashkar	02275903	Non-Executive - Non Independent Director:Chairperson	No	-	-	-	Active	NA	-	27-05-2020	27-05-2020	-	46.00	1	0	1	0	-		
5	Mr	Prashant Chiranjive Jain	06828019	Executive Director:MD	No	-	-	-	Active	NA	-	17-04-2019	17-04-2022	-	60.00	1	0	1	0	-		
6	Mr	Yogesh Gupta	01393032	Executive Director	No	-	-	-	Active	NA	-	16-12-2020	16-12-2023	-	40.00	1	0	1	0	-		

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Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

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Audit Committee Details

Whether the Audit Committee has a Regular Chairperson

Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Chairperson	03-01-2006	-	-
2	00292757	Arun Kannan Thiagarajan	Non-Executive - Independent Director	Member	20-06-2003	-	-
3	02770898	Shukla Wassan	Non-Executive - Independent Director	Member	29-11-2021	-	-
4	02275903	Mahesh Shrikrishna Palashikar	Non-Executive - Non Independent Director	Member	27-05-2020	-	-

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson				Yes			Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	
1	00292757	Arun Kannan Thiagarajan	Non-Executive - Independent Director	Chairperson	25-04-2014	-	-
2	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Member	07-06-2016	-	-
3	02770898	Shukla Wassan	Non-Executive - Independent Director	Member	29-11-2021	-	-
4	02275903	Mahesh Shrikrishna Palashikar	Non-Executive - Non Independent Director	Member	27-05-2020	-	-

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Chairperson	23-10-2006	-	-
2	06828019	Prashant Chiranjive Jain	Executive Director	Member	06-05-2019	-	-
3	01393032	Yogesh Gupta	Executive Director	Member	16-12-2020	-	-
Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	02275903	Mahesh Shrikrishna Palashikar	Non-Executive - Non Independent Director	Chairperson	27-05-2020	-	-
2	06828019	Prashant Chiranjive Jain	Executive Director	Member	06-05-2019	-	-
3	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Member	01-04-2019	-	-
4	01393032	Yogesh Gupta	Executive Director	Member	16-12-2020	-	-
5	00000000	Senthil Velan	Engineering Manager	Member	13-10-2021	-	Engineering Manager - Functional Management
6	00000000	Anshul Tripathi	Senior Engineering Manager	Member	13-10-2021	-	Senior Engineering Manager - Systems Engineering Management

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date Of Appointment	Date of Cessation	Remarks
1	06828019	Prashant Chiranjive Jain	Executive Director	Chairperson	06-05-2019	-	-
2	00183409	Uddesh Kumar Kohli	Non-Executive - Independent Director	Member	25-04-2014	-	-
3	02275903	Mahesh Shrikrishna Palashikar	Non-Executive - Non Independent Director	Member	27-05-2020	-	-

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III. Meeting Of Board Of Directors

Disclosure of notes on meeting of board of directors explanatory					-		
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	21-12-2023	-	-	Yes	6.00	6	3
2	12-02-2024	52	-	Yes	6.00	6	3
3	28-02-2024	15	-	Yes	6.00	6	3
4	12-03-2024	12	-	Yes	6.00	6	3

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IV. Meeting Of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Enter Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (details)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09 Nov 2023	-	-	-	Yes	4	4	3	0
2	Audit Committee	12 Feb 2024	94	-	-	Yes	4	4	3	0
3	Audit Committee	12 Mar 2024	28	-	-	Yes	4	4	3	0
4	Stakeholders Relationship Committee	05 Dec 2023	-	-	-	Yes	3	3	1	0
5	Stakeholders Relationship Committee	12 Feb 2024	68	-	-	Yes	3	3	1	0
6	Nomination and remuneration committee	06 Oct 2023	-	-	-	Yes	4	4	3	0
7	Nomination and remuneration committee	28 Feb 2024	144	-	-	Yes	4	4	3	0
8	Nomination and remuneration committee	12 Mar 2024	12	-	-	Yes	4	4	3	0

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V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Whether prior approval of audit committee obtained	Yes	-
2	Whether shareholder approval obtained for material RPT	Yes	-
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
Disclosure of notes on related party transactions		Details of actual RPT entered by the Company during Q4 of FY 2023-24 pursuant to omnibus approval shall be reviewed by the Audit Committee in its subsequent meeting and requisites actions, if any shall be taken accordingly.	
Disclosure of notes of material transaction with related party		<p>GE Power India Limiteds (the Company) transactions with LM Wind Power Blades (India) Private Limited (LM Wind) (related parties) surpassed the limit of 10% of the consolidated turnover of the Company in Q3 of FY 2023-24.</p> <p>The Company received loans in the form of borrowing from cashpool from LM Wind amounting to approximately 2,361 MINR (maximum balance outstanding excluding interest paid) during the quarter ended 31 March 2024 (Q4), pursuant to the approval of the members of the Company in the Annual General Meeting held on 28 August 2023.</p> <p>Further, the Company made Inter-corporate deposit to LM Wind to the tune of 700 MINR (maximum amount lent excluding interest earned) during the quarter ended 31 March 2024 (Q4), pursuant to the approval of the members of the Company in the Annual General Meeting held on 28 August 2023.</p>	

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Cyber Security Incidence

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No		
Other details of cyber security incidence or breaches or loss of data event	-		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	0		
Date of the event	-	Brief details of the event	-

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Annexure I

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit committee	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination and remuneration committee	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9.	Any comments/observations/advice of Board of Directors may be mentioned here:	-

Annexure I

Sr	Subject	Compliance status
1.	Name of signatory	Kamna Tiwari
2.	Designation	Company Secretary and Compliance Officer

Sl. No.	Item	Annexure II		
		Compliance status	Website Affirmations	Web address
1	Details of business	Yes	-	https://www.gevemova.com/regions/in/ge-power-india-limited
2	Terms and conditions of appointment of independent directors	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/7%26%20Appointment%20of%20independent%20Director.pdf
3	Composition of various committees of board of directors	Yes	-	https://www.gevemova.com/regions/in/ge-power-india-limited/directors-profile
4	Code of conduct of board of directors and senior management personnel	Yes	-	https://www.gevemova.com/regions/in/ge-power-india-limited/code-of-conduct
5	Details of establishment of vigil mechanism or whistle blower policy	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/Vigil%20Mechanism%20%28ombuds%20and%20Open%20Reporting%20Procedure%29_0.pdf
6	Criteria of making payments to non-executive directors	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/Nomination%20and%20Remuneration%20Policy_6.pdf
7	Policy on dealing with related party transactions	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/Related%20Party%20Transactions%20Policy_4.pdf
8	Policy for determining material subsidiaries	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/Policy%20on%20Material%20Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/Details%20of%20Familiarization%20Programs%20conducted_1.pdf
10	Email address for grievance redressal and other relevant details	Yes	-	https://www.gevemova.com/regions/in/ge-power-india-limited/contact-us
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	-	Link same as point 10
12	Financial results	Yes	-	https://www.gevemova.com/regions/in/ge-power-india-limited/reports-financials
13	Shareholding pattern	Yes	-	https://www.gevemova.com/regions/in/ge-power-india-limited/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA	-	-
15	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/Dividend%20Distribution%20Policy.pdf
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	-	https://www.gevemova.com/regions/in/ge-power-india-limited/investor-analysts
16	New name and the old name of the listed entity	NA	-	-
17	Advertisements as per regulation 47 (1)	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/2022-08/view-the-unaudited-financial-results-for-the-first-quarter-ended-30-june-2022-and-presentations.pdf
18	Credit rating or revision in credit rating obtained	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/2022-08/Credit%20Rating%20Estimation_28-06-2022.pdf
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	-	https://www.gevemova.com/regions/in/sites/www.gevemova.com/regions/in/files/2022-08/Annual%20Financial%20Statements%20of%20GE%20Power%20Boilers%20Services%20Limited_1.pdf
20	Secretarial Compliance Report	Yes	-	-
21	Materiality Policy as per Regulation 30 (4)	Yes	-	-
22	Disclosure of contact details of IPR who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	-	-
23	Disclosures under regulation 30(8)	Yes	-	-
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	-	-
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	-	-
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	-	-
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	-	-
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	-	-

Disclosure of notes on website in terms of Listing Regulations explanatory

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Annexure 2

II. Annual Affirmation

Sr	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	-
3	Meeting of board of directors	17(2)	Yes	-
4	Quorum of Board meeting	17(2A)	Yes	-
5	Review of compliance reports	17(3)	Yes	-
6	Plans for orderly succession for appointments	17(4)	Yes	-
7	Code of conduct	17(5)	Yes	-
8	Fees or compensation	17(6)	Yes	-
9	Minimum information	17(7)	Yes	-
10	Compliance certificate	17(8)	Yes	-
11	Risk assessment and management	17(9)	Yes	-
12	Performance evaluation of independent directors	17(10)	Yes	-
13	Recommendation of Board	17(11)	Yes	-
14	Maximum number of Directorships	17A	Yes	-
15	Composition of audit committee	18(1)	Yes	-
16	Meeting of audit committee	18(2)	Yes	-
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	-
18	Composition of nomination and remuneration committee	19(1) & (2)	Yes	-
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	-
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	-

21	Role of Nomination and Remuneration Committee	19(4)	Yes	-
22	Composition of stakeholder relationship committee	20(1), 20(2) & 20(2A)	Yes	-
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	-
24	Role of Stakeholders Relationship Committee	20(4)	Yes	-
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	-
26	Meeting of Risk Management Committee	21(3A)	Yes	-
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	-
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	-
29	Vigil mechanism	22	Yes	-
30	Policy for related party transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	-
31	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
32	Approval for material related party transactions	23(4)	Yes	-
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	-
34	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
35	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	-
36	Alternate Director to Independent Director	25(1)	Yes	-
37	Maximum tenure	25(2)	Yes	-
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	-
39	Meeting of independent directors	25(3) & (4)	Yes	-
40	Familiarization of independent directors	25(7)	Yes	-
41	Declaration from Independent Director	25(8) & (9)	Yes	-
42	Directors and Officers insurance	25(10)	Yes	-
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	-
44	Memberships in committees	26(1)	Yes	-
45	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
46	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
47	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	Yes	-

48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	-
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	-
Any other information to be provided				-

Annexure II

Name of signatory	Kamna Tiwari
Designation	Company Secretary and Compliance Officer

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Annexure II

III. Affirmation

Sr.	Particulars	Compliance status (Yes/No/NA)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes
Any other information to be provided		-

Annexure II

1.	Name of signatory	Kamna Tiwari
2.	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status(Yes/No/NA)	If status is "No" details of non-compliance may be given here
no record found				
Any other information to be provided		-		

1	Name of signatory	Kamna Tiwari
2	Designation	Company Secretary and Compliance Officer

Annexure IV
Additional Half Yearly Disclosure

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.

Applicability of disclosure	Applicable
Reason for Non Applicability	Applicable

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	700517445	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Nil	-	-
Promoter Group or any other entity controlled by them	Nil	-	-
Directors (including relatives) or any other entity controlled by them	Nil	-	-
KMPs or any other entity controlled by them	Nil	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	-	-
Promoter Group or any other entity controlled by them	Nil	-	-
Directors (including relatives) or any other entity controlled by them	Nil	-	-
KMPs or any other entity controlled by them	Nil	-	-

(D) Additional Information

Affirmations	Compliance Status
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	
Name	Yogesh Gupta
Designation	CFO
Place	Noida
Date	18 Apr 2024

Signatory Details:

Name of signatory	Kamna Tiwari
Designation of person	Company Secretary and Compliance Officer
Place	-
Date	-