

## GE T&D India Limited

(formerly ALSTOM T&D India Limited)  
L31102DL1957PLC193993

A7, Sector 65, Noida-201301  
Uttar Pradesh, India

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www.ge.com/in/ge-td-india-limited

July 25, 2018

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

The Secretary  
The Calcutta Stock  
Exchange Limited  
7, Lyons Range  
KOLKATA 700 001

Code No. 522275

Symbol: GET&D

Code No. 17035

Sub: **Proceedings, voting results of 62<sup>nd</sup> Annual General Meeting ('AGM') and Annual Report in terms of Regulations 30, 44(3) and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

In continuation to our letter dated June 30, 2018, the 62<sup>nd</sup> AGM of the Company was held today, and the businesses mentioned in the Notice dated May 23, 2018 were transacted.

In this regard, please find enclosed the following-

1. Brief proceedings as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Chairman's speech as read out during the AGM as Annexure - I.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure - II.
3. Report of the Scrutinizer dated July 25, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure - III.
4. Annual Report for the financial year 2017-18 as required under the Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved by the members as per the provisions of the Companies Act, 2013 as Annexure - IV.

This is for your information and records.

Thanking You

Yours Sincerely,

For **GE T&D India Limited**  
(formerly ALSTOM T&D India Limited)

Manoj Prasad Singh  
Company Secretary

**Summary of proceedings of the 62<sup>nd</sup> Annual General Meeting of GE T&D India Limited:**

The 62<sup>nd</sup> Annual General Meeting (AGM) of the Members of GE T&D India Limited ("the Company") was held on Wednesday, July 25, 2018 at 9:30 A.M. (IST) at the Air Force Auditorium, Subroto Park, New Delhi – 110010. The following were preset during the meeting:

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Stephane Cai	Chairman
Mr. Sunil Wadhwa	Managing Director
Mr. Gaurav M. Negi	Whole-time Director & CFO
Mr. Nagesh Tilwani	Whole-time Director & Head – HVS Business
Mr. Bhanu Bhushan	Independent
Dr. Kirit S. Parikh	Independent
Mr. Rakesh Nath	Independent
Ms. Neera Saggi	Independent
Mr. Manoj Prasad Singh	Company Secretary

**MEMBERS**

In person	1312
By proxy	15

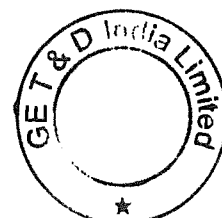
The meeting commenced at 9:30 A.M. (IST) and concluded at around 10:42 A.M. (IST).

All the directors of the Company were present, and Mr. Stephane Cai chaired the meeting. He introduced his colleagues present on the dais to the members. The requisite quorum being present, the Chairman called the meeting to order. The Chairman acknowledged the attendance of Mr. Manish Gupta, Partner, M/s B S R & Associates LLP, Chartered Accountants, Statutory Auditors of the Company and Mr. Vineet K Chaudhary of M/s VKC & Associates, Secretarial Auditor of the Company.

The Chairman delivered his speech to the shareholders. Thereafter, with the consent of the members present, the Chairman took the Notice dated May 23, 2018 convening the meeting as read. With permission of the members present, the Auditors' Report was also taken as read. Thereafter, the Chairman read out the resolutions proposed to the meeting. The clarifications raised by the shareholders were answered by the Chairman, Managing Director and the Whole-time Director & Chief Financial Officer.

The Company had provided the shareholders with remote e-voting facility. It provided the shareholders with the facility to cast their votes electronically at the end of the meeting by way of "InstaPoll", an electronic voting system facilitated by National Securities Depository Limited (NSDL). The Board had appointed Mr. Vineet K Chaudhary of M/s VKC & Associates as scrutinizer to e-voting and on request of Chairman, Mr. Vineet K Chaudhary, Scrutinizer, conducted the e-voting at venue.

*Vineet K Chaudhary*



The following items were transacted at the meeting:

ORDINARY BUSINESS:

As Ordinary Resolution

1. Adoption of audited financial statements of the Company for the financial year ended March 31, 2018, together with reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend of Rs. 1.80 per equity share for the financial year ended on March 31, 2018.
3. Re-appointment of Mr. Gaurav Manohar Negi who was liable to retire by rotation and offered himself for re-appointment

SPECIAL BUSINESS:

As Ordinary Resolution

4. Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2019
5. Re-appointment of Mr. Gaurav Manohar Negi as the Whole-time Director & CFO
6. Re-appointment of Mr. Nagesh Tilwani as Whole-time Director & Head – HVS Business

As Special Resolution

7. Directorship of Dr. Kirit Shantilal Parikh as Independent Director in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

All the resolutions were duly approved by the shareholders with requisite majority.

The details of the voting results (remote e-voting and InstaPoll) on all the resolutions as set out in the Notice of AGM are available in Annexure II.

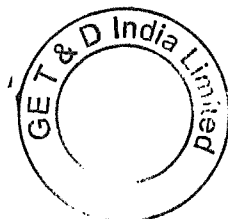
This is for your information and records.

Thanking you,

Yours faithfully,

**For GE T&D India Limited**  
(formerly ALSTOM T&D India Limited)

  
Manoj Prasad Singh  
Company Secretary



**GE T&D India Limited**

**Chairman's Speech  
at the 62nd Annual General Meeting of the Company  
on 25th July, 2018 at Air Force Auditorium, Subroto Park, New Delhi - 110010**

Esteemed Shareholders, my colleagues on the Board, distinguished ladies and gentlemen,

Namaskaar.

It is with great pleasure that I welcome you all to the sixty second Annual General Meeting of your Company [GE T&D India Ltd].

I will begin with complementing the GE T&D India team, which has delivered steady performance despite tough and challenging market conditions. The performance is reflective of the hard work and perseverance of more than 2800 dedicated employees working relentlessly for your company's success. Please join me in congratulating the leadership and employees of the Company for delivering - what I can proudly say - one of the best performance of the Company in the recent times.

**Operational highlights**

During the year, the total order intake by your Company was Rs. 3924 crore, resulting into a healthy order backlog of Rs. 7126 crore. While sales revenue increased to Rs. 4386 crore the Profit after tax was seen rising to Rs. 209 crore compared to loss of Rs. 87 crore declared in the previous year.

The improvement in performance can be credited to various business critical initiatives taken by your Company's management led by Managing Director Mr. Sunil Wadhwa and CFO Mr. Gaurav Negi that include: strong focus on risk management, cost optimization, cash generation through intense operational rigor and strict financial discipline which led to an improved working capital management. You will be pleased to know that the intensified focus around account receivables and retention collection, generated cash of Rs. 1054 crore in the year 2017-18. This helped us to significantly reduce the borrowing and hence your Company ended the year with a positive cash balance of Rs. 532 crore. As of today, your Company is completely free of debt, which is very rare in Infrastructure sector, not to speak of power sector.

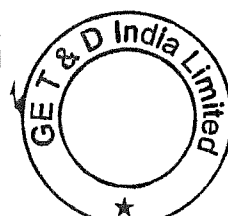
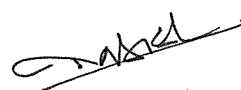
With a vision of connecting people of India to safe, affordable and clean electricity, your company enabled addition of more than 13,000 MW of electricity in the Indian Grid - benefiting millions of people - by commissioning over 60 substations, around 150 units of transformers and reactors, and 1250 bays with substation automation - across 66k V to 765kV range. These numbers are also reflective of your company's strong operational capabilities executed successfully year after year.

Your Company commissioned Pole 2 of Phase 1 of Champa 800 kV Ultra High Voltage Direct Current (UHVDC) project, making it the first link in India to transmit 3000 MW of power through HVDC. Besides, your Company also executed and commissioned large number of turnkey projects for its esteemed customers.

I am also proud to state that your Company continues to be the preferred choice for T&D equipment of the central and state transmission utilities across the country.

On the other hand, the surge in renewable energy in the country demands efficient and reliable grid evacuation network to integrate the renewable energy with the National Grid. Your Company continues to contribute to this initiative by developing grid evacuation network for Solar parks.

Your company also continues to expand in neighboring countries. During the year, your Company was chosen by Power Grid Company of Bangladesh for upgrading and maintaining National Load Dispatch Center of the country over next four years. With this your company now maintains almost all the National Load Dispatch Centers in the Indian Subcontinent, namely Bangladesh, Sri Lanka, Bhutan and India.



## Environment, Health and Safety (EHS)

In terms of Environment, Health and Safety your company has been consistently setting benchmarks. EHS excellence is fundamental to who we are, it defines the way we work and decisions we make. Safety and health of employees and customers continues to remain the top priority of your company. During the year it continued supporting EHS initiatives through various trainings and engagement exercises, for which your company has received several recognitions and appreciations from the customers.

## Corporate Social Responsibility

GE T&D India Ltd. has been implementing CSR initiatives in communities across its plants at Vadodara, Naini, Padappai, Pallavaram and Hosur. The primary areas of focus of CSR initiatives undertaken by the teams are infrastructure support to educational institutes; skill development; clean and renewable energy; women empowerment through collectivization; infrastructure support to health centers; livelihood training and healthcare delivery through mobile medical units.

Your Company's CSR efforts with local communities during the year were focused on strengthening the projects undertaken by the Company in the previous years. At the same time, new projects were introduced in the areas of sanitation through bio-toilets, clean drinking water, and skill-development with emphasis on women empowerment.

## Outlook

Your Company is overall optimistic that various reforms initiated by Government of India will lead to revival of the economy, primarily due to the increase in capital expenditure in utilities, power generation, industry and infrastructure that follow these reforms. Your Company is fully prepared to address the resulting growth opportunities.

The strong thrust on renewable power generation, evacuation and integration of clean energy has opened new market opportunities within the power sector. Strengthening of sub-transmission network under the Integrated Power Development Scheme (IPDS) and deployment of Power System Development Fund (PSDF) creates new markets for transmission and distribution products.

The Company's management team remains holistically focused on new opportunities and is committed to deliver increased value for its stakeholders.

## Acknowledgements

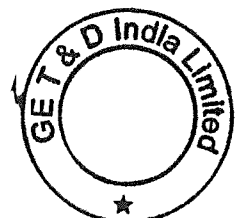
Before concluding, I wish to convey my sincere thanks to the GE's leadership and management, for their continued strong and unequivocal support.

I take this opportunity to once again thank the Board Members and particularly distinguished Independent Directors for providing leadership support to your Company and its employees. I also thank employees of your Company for contributing immensely. I would also like to thank and acknowledge the continued co-operation, trust and support of various Government/ Regulatory authorities, Company's valued customers, suppliers, vendors, investors, bankers and shareholders.

In the end, I thank you all once again for joining me at the sixty second Annual General Meeting and am sure that with your continued support. I feel proud to say that Your Company has been a significant contributor to infrastructural development of India in the T&D domain, will continue to contribute in development of social and economic landscape of the country, with its technological strength and committed team.

Dhanyawaad!!

*[This does not purport to be a record of the proceedings of the 62nd Annual General Meeting].*



## GE T&amp;D INDIA LIMITED

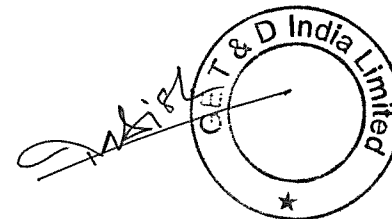
Date of the AGM	25.07.2018
Total number of shareholders on record date (18.07.2018 )	41063
No. of shareholders present in the meeting either in person or through proxy or Promoters and Promoter Group :	2
Public :	1325
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	N.A
Public :	N.A

## Agenda-wise disclosure

Resolution No : 1 - Ordinary Resolution for adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

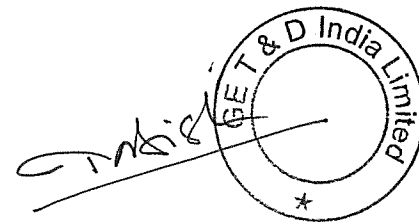
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192034901	175492524	91.39	175492524	0	100.00	0.00
	Poll		16542377	8.61	16542377	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>192034901</b>	<b>192034901</b>	<b>100.00</b>	<b>192034901</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	44417070	36693880	82.61	36693880	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44417070</b>	<b>36693880</b>	<b>82.61</b>	<b>36693880</b>	<b>0</b>	<b>100.00</b>
Public -Non Institutions	E-Voting	19594564	85801	0.44	85601	200	99.77	0.23
	Poll		3447	0.02	3447	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19594564</b>	<b>89248</b>	<b>0.46</b>	<b>89048</b>	<b>200</b>	<b>99.78</b>
<b>Total</b>		<b>256046535</b>	<b>228818029</b>	<b>89.37</b>	<b>228817829</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No : 2 - Ordinary Resolution for declaration of dividend of Rs. 1.80 (Rupee one and paise eighty only ) per equity share for the financial year ended March 31, 2018**

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

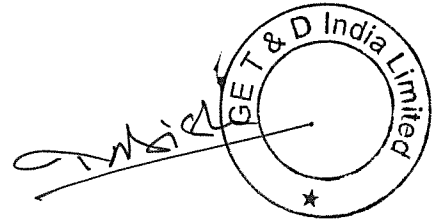
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192034901	175492524	91.39	175492524	0	100.00	0.00
	Poll		16542377	8.61	16542377	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>192034901</b>	<b>192034901</b>	<b>100.00</b>	<b>192034901</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	44417070	36693880	82.61	36693880	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44417070</b>	<b>36693880</b>	<b>82.61</b>	<b>36693880</b>	<b>0</b>	<b>100.00</b>
Public -Non Institutions	E-Voting	19594564	85814	0.44	85614	200	99.77	0.23
	Poll		3419	0.02	3419	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19594564</b>	<b>89233</b>	<b>0.46</b>	<b>89033</b>	<b>200</b>	<b>99.78</b>
<b>Total</b>		<b>256046535</b>	<b>228818014</b>	<b>89.37</b>	<b>228817814</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>


  
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Resolution No : 3 - Ordinary Resolution for appointment of Director in place of Mr. Gaurav Manohar Negi (DIN 02835748), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192034901	175492524	91.39	175492524	0	100.00	0.00
	Poll		16542377	8.61	16542377	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>192034901</b>	<b>192034901</b>	<b>100.00</b>	<b>192034901</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	44417070	36693880	82.61	36693880	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44417070</b>	<b>36693880</b>	<b>82.61</b>	<b>36693880</b>	<b>0</b>	<b>100.00</b>
Public -Non Institutions	E-Voting	19594564	84721	0.43	83686	1035	98.78	1.22
	Poll		3419	0.02	3419	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19594564</b>	<b>88140</b>	<b>0.45</b>	<b>87105</b>	<b>1035</b>	<b>98.83</b>
<b>Total</b>		<b>256046535</b>	<b>228816921</b>	<b>89.37</b>	<b>228815886</b>	<b>1035</b>	<b>100.00</b>	<b>0.00</b>

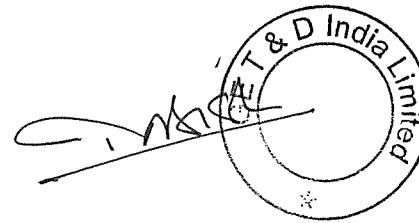

  
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Resolution No : 4 - Ordinary Resolution for ratification of remuneration of Cost Auditors for the financial year ending March 31, 2019.

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

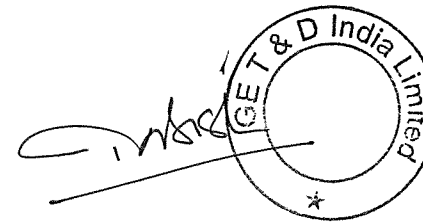
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192034901	175492524	91.39	175492524	0	100.00	0.00
	Poll		16542377	8.61	16542377	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>192034901</b>	<b>192034901</b>	<b>100.00</b>	<b>192034901</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	44417070	36693880	82.61	36693880	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44417070</b>	<b>36693880</b>	<b>82.61</b>	<b>36693880</b>	<b>0</b>	<b>100.00</b>
Public -Non Institutions	E-Voting	19594564	85801	0.44	85601	200	99.77	0.23
	Poll		3419	0.02	3419	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19594564</b>	<b>89220</b>	<b>0.46</b>	<b>89020</b>	<b>200</b>	<b>99.78</b>
<b>Total</b>		<b>256046535</b>	<b>228818001</b>	<b>89.37</b>	<b>228817801</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>


  
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Resolution No : 5 - Ordinary Resolution for re-appointment of Mr.Gaurav Manohar Negi (DIN 02835748) as Whole time Director & Chief Financial officer of the Company for a period of 5(five) years with effect from July 26,2018 and terms of his re-appointment including remuneration.

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

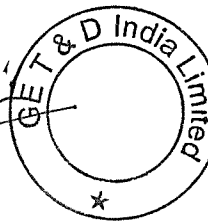
Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100				
Promoter and Promoter Group	E-Voting	192034901	175492524	91.39	175492524	0	100.00	0.00				
	Poll		16542377	8.61					16542377	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00					0	0	0.00	0.00
	<b>Total</b>		<b>192034901</b>	<b>192034901</b>					<b>100.00</b>	<b>192034901</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	44417070	36693880	82.61	36693880	0	100.00	0.00				
	Poll		0	0.00					0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00					0	0	0.00	0.00
	<b>Total</b>		<b>44417070</b>	<b>36693880</b>					<b>82.61</b>	<b>36693880</b>	<b>0</b>	<b>100.00</b>
Public -Non Institutions	E-Voting	19594564	85801	0.44	84766	1035	98.79	1.21				
	Poll		3419	0.02					3419	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00					0	0	0.00	0.00
	<b>Total</b>		<b>19594564</b>	<b>89220</b>					<b>0.46</b>	<b>88185</b>	<b>1035</b>	<b>98.84</b>
<b>Total</b>		<b>256046535</b>	<b>228818001</b>	<b>89.37</b>	<b>228816966</b>	<b>1035</b>	<b>100.00</b>	<b>0.00</b>				


  
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Resolution No : 6 - Ordinary Resolution for re-appointment of Mr. Nagesh Tilwani (DIN 07684746) as Whole time Director & Head HVS Business of the Company for a period of 5(five) years with effect from December 21, 2018 and terms of his re appointment including remuneration.

Resolution required : ( Ordinary/ Special )	Ordinary
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192034901	175492524	91.39	175492524	0	100.00	0.00
	Poll		16542377	8.61	16542377	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>192034901</b>	<b>192034901</b>	<b>100.00</b>	<b>192034901</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	44417070	36693880	82.61	36693880	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44417070</b>	<b>36693880</b>	<b>82.61</b>	<b>36693880</b>	<b>0</b>	<b>100.00</b>
Public -Non Institutions	E-Voting	19594564	85801	0.44	85141	660	99.23	0.77
	Poll		3419	0.02	3419	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19594564</b>	<b>89220</b>	<b>0.46</b>	<b>88560</b>	<b>660</b>	<b>99.26</b>
<b>Total</b>		<b>256046535</b>	<b>228818001</b>	<b>89.37</b>	<b>228817341</b>	<b>660</b>	<b>100.00</b>	<b>0.00</b>

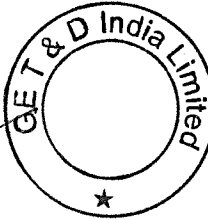
*Sankar*  


Resolution No : 7 - Special Resolution in respect of directorship of Dr. Kirit Shantilal Parikh as Independent Director up to March 27,2020 in terms of Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Resolution required : ( Ordinary/ Special )	Special
Whether promoter/ promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No.of Votes - in favour (4)	No.of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	192034901	175492524	91.39	175492524	0	100.00	0.00
	Poll		16542377	8.61	16542377	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>192034901</b>	<b>192034901</b>	<b>100.00</b>	<b>192034901</b>	<b>0</b>	<b>100.00</b>
Public - Institutions	E-Voting	44417070	36693880	82.61	36693880	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>44417070</b>	<b>36693880</b>	<b>82.61</b>	<b>36693880</b>	<b>0</b>	<b>100.00</b>
Public -Non Institutions	E-Voting	19594564	85801	0.44	84631	1170	98.64	1.36
	Poll		3419	0.02	3419	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>19594564</b>	<b>89220</b>	<b>0.46</b>	<b>88050</b>	<b>1170</b>	<b>98.69</b>
<b>Total</b>		<b>256046535</b>	<b>228818001</b>	<b>89.37</b>	<b>228816831</b>	<b>1170</b>	<b>100.00</b>	<b>0.00</b>

*Kirit Parikh*



## **CONSOLIDATED SCRUTINIZER'S REPORT**

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

To,  
The Chairman  
**GE T&D India Limited**  
CIN: L31102DL1957PLC193993  
A-18, First Floor, Okhla Industrial Area,  
Phase II, New Delhi – 110020

**For 62<sup>nd</sup> (Sixty Second) Annual General Meeting (“AGM”) of members of the Company held on Wednesday, 25<sup>th</sup> July, 2018, 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 (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 and 21 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions mentioned in notice of AGM dated May 23, 2018 for 62<sup>nd</sup> (Sixty Second) AGM of the members of the Company held on Wednesday, 25<sup>th</sup> July, 2018, at 09:30 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010.

1. The remote e-voting period remained open from Sunday, 22<sup>nd</sup> July, 2018 (09:00A.M.) to Tuesday, 24<sup>th</sup> July, 2018 till (05:00 PM) on the designated website <https://www.evoting.nsdl.com/of> National Securities Depository Limited (NSDL).

**Head Office:**

C-140, Sector - 51, Noida - 201303, UP, INDIA  
+91-120-4131444, +91 9999233556  
[pcs@vkcindia.com](mailto:pcs@vkcindia.com), [www.vkcindia.com](http://www.vkcindia.com)

**Branch Office:**

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

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 62<sup>nd</sup> (Sixty Second) AGM of the Company.
3. The Members of the Company as on the "Cut -off date" i.e. 18<sup>th</sup> July, 2018 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 7) as set out in the notice dated May 23, 2018.
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 as remote e-voting had been offered to the members. Therefore, the Chairman ordered for poll through electronic voting system (Insta-Poll) at AGM as per Rules 20 & 21 of Companies (Management and Administration) Rules, 2014 as amended. 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 62<sup>nd</sup> (Sixty Second) 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. Mohit Dixit and Mr. Akshit Arora, who are not in the employment of the Company.
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

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, together with 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	135	212,272,205	-	-	134	212,272,005	1	200
Insta-poll	64	16,545,824	-	-	64	16,545,824	0	0
<b>TOTAL</b>	<b>199</b>	<b>228,818,029</b>	<b>-</b>	<b>-</b>	<b>198</b>	<b>228,817,829</b>	<b>1</b>	<b>200</b>

**Total Valid Votes (Total Shares less Invalid Votes) = 228,818,029**

**Votes in Favour (% of Total Valid Shares) = 99.9999**

**Votes Against (% of Total Valid Shares) = 0.0001**

### Resolution 02 -Ordinary Resolution

To declare a dividend of Rs 1.80 (Rupee one and eighty paise only) per equity share for the financial year ended on 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	136	212,272,218	-	-	135	212,272,018	1	200
Insta-poll	62	16,545,796	-	-	62	16,545,796	-	-
<b>TOTAL</b>	<b>198</b>	<b>228,818,014</b>	<b>-</b>	<b>-</b>	<b>197</b>	<b>228,817,814</b>	<b>1</b>	<b>200</b>

**Total Valid Votes (Total Shares less Invalid Votes) = 228,818,014**

**Votes in Favour (% of Total Valid Shares) = 99.9999**

**Votes Against (% of Total Valid Shares) = 0.0001**

### Resolution 03 -Ordinary Resolution

To appoint a Director in place of Mr. Gaurav Manohar Negi (DIN:02835748), who retires by rotation and being eligible, offers himself for re-appointment.

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	134	212,271,125	-	-	128	212,270,090	6	1,035
Insta-poll	62	16,545,796	-	-	62	16,545,796	-	-
<b>TOTAL</b>	<b>196</b>	<b>228,816,921</b>	<b>-</b>	<b>-</b>	<b>190</b>	<b>228,815,886</b>	<b>6</b>	<b>1035</b>

**Total Valid Votes (Total Shares less Invalid Votes) = 228,816,921**

**Votes in Favour (% of Total Valid Shares) = 99.9995**

**Votes Against (% of Total Valid Shares) = 0.0005**

### Resolution 04 -Ordinary Resolution

To ratify the remuneration of Cost Auditors for the financial year ending on March 31, 2019.

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	135	212,272,205	-	-	134	212,272,005	1	200
Insta-poll	62	16,545,796	-	-	62	16,545,796	-	-
<b>TOTAL</b>	<b>197</b>	<b>228,818,001</b>	<b>-</b>	<b>-</b>	<b>196</b>	<b>228817801</b>	<b>1</b>	<b>200</b>

**Total Valid Votes (Total Shares less Invalid Votes) = 228,818,001**

**Votes in Favour (% of Total Valid Shares) = 99.9999**

**Votes Against (% of Total Valid Shares) = 0.0001**



### Resolution 05 –Ordinary Resolution

To re-appoint Mr. Gaurav Manohar Negi (DIN 02835748) as Whole-time Director & Chief Financial Officer.

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	135	212,272,205	-	-	129	212,271,170	6	1,035
Insta-poll	62	16,545,796	-	-	62	16,545,796	-	-
<b>TOTAL</b>	<b>197</b>	<b>228,818,001</b>	<b>-</b>	<b>-</b>	<b>191</b>	<b>228,816,966</b>	<b>6</b>	<b>1,035</b>

**Total Valid Votes (Total Shares less Invalid Votes) = 228,818,001**

**Votes in Favour (% of Total Valid Shares) = 99.9995**

**Votes in Against (% of Total Valid Shares) = 0.0005**

### Resolution 06 –Ordinary Resolution

To re-appoint Mr. Nagesh Tilwani (DIN 07684746) as Whole-time Director & Head-HVS Business.

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	135	212,272,205	-	-	132	212,271,545	3	660
Insta-poll	62	16,545,796	-	-	62	16,545,796	-	-
<b>TOTAL</b>	<b>197</b>	<b>228,818,001</b>	<b>-</b>	<b>-</b>	<b>194</b>	<b>228,817,341</b>	<b>3</b>	<b>660</b>

**Total Valid Votes (Total Shares less Invalid Votes) = 228,818,001**

**Votes in Favour (% of Total Valid Shares) = 99.9997**

**Votes Against (% of Total Valid Shares) = 0.0003**

## Resolution 07 – Special Resolution

To approve Directorship of Dr. Kirit S. Parikh as an Independent Director in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 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	135	212,272,205	--	-	130	212,271,035	5	1,170
Insta-poll	62	16,545,796	-	-	62	16,545,796	-	-
<b>TOTAL</b>	<b>197</b>	<b>228,818,001</b>	<b>-</b>	<b>-</b>	<b>192</b>	<b>228,816,831</b>	<b>5</b>	<b>1,170</b>

**Total Valid Votes (Total Shares less Invalid Votes) = 228,818,001**

**Votes in Favour (% of Total Valid Shares) = 99.9994**

**Votes Against (% of Total Valid Shares) = 0.0006**

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

**For VKC & Associates**

*(Company Secretaries)*



**CS Vineet K Chaudhary**

Scrutinizer

Membership No:- 5327

C.P. No:- 4548

**Dated: 25.07.2018**

**Place: Delhi**

  
Signed by Chairman of the Meeting/Authorised Person



**GE T&D India Limited**

(formerly ALSTOM T&D India Limited)

**Annual Report 2017-18**

# INSIDE THE REPORT

01-10

## COMPANY OVERVIEW

Corporate Information	(01)
Board of Directors	(02-03)
General Electric Company (GE)	(04)
GE Power	(05)
GE T&D India Limited	(06-07)
Product Portfolio	(08-09)
5 Years Financial Performance	(10)

11-53

## DIRECTORS' REPORT

54-59

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

60-68

## BUSINESS RESPONSIBILITY REPORT

69-88

## REPORT ON CORPORATE GOVERNANCE

89-147

## FINANCIAL STATEMENTS

Independent Auditor's Report	(89)
Balance Sheet	(96)
Statement of Profit and Loss	(97)
Cash Flow Statement	(98)
Statement of Changes in Equity	(99)
Notes to Financial Statements	(100)

148

## GLOSSARY



# CORPORATE INFORMATION

## Board of Directors

**Stephane Cai** - Chairman

**Sunil Wadhwa** - Managing Director<sup>1</sup>

**Gaurav M. Negi** - Whole-time Director & CFO

**Nagesh Tilwani** - Whole-time Director & Head – AIS Business

**Bhanu Bhushan**

**Dr. Kirit S. Parikh**

**Rakesh Nath**

**Neera Saggi**

<sup>1</sup> W.e.f. April 4, 2017

## Committees of Directors

### Audit Committee

**Rakesh Nath, Chairman**

**Bhanu Bhushan**

**Neera Saggi**

**Stephane Cai**

**Dr. Kirit S. Parikh<sup>1</sup>**

<sup>1</sup>Member w.e.f. May 23, 2018

### Stakeholders Relationship Committee

**Rakesh Nath, Chairman**

**Sunil Wadhwa<sup>1</sup>**

**Gaurav M. Negi**

<sup>1</sup> Member w.e.f. April 4, 2017

## Corporate Social Responsibility Committee

**Dr. Kirit S Parikh, Chairman**

**Sunil Wadhwa<sup>1</sup>**

**Gaurav M. Negi**

<sup>1</sup> Member w.e.f. April 4, 2017

## Nomination and Remuneration Committee

**Rakesh Nath, Chairman**

**Bhanu Bhushan**

**Stephane Cai**

**Neera Saggi<sup>1</sup>**

**Dr. Kirit S. Parikh<sup>1</sup>**

<sup>1</sup>Member w.e.f. May 23,2018

## Company Secretary

**Manoj Prasad Singh**

## Auditors

**M/s. B S R & Associates LLP,**  
Chartered Accountants

## Cost Auditors

**M/s. Shome and Banerjee,**  
Cost Accountants

**M/s. Jugal K. Puri & Associates,**  
Cost Accountants

## 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  
Bank of Tokyo - Mitsubishi  
Citibank N.A.  
Credit Agricole CIB  
HSBC  
ICICI Bank Limited  
IDBI Bank Limited  
Standard Chartered Bank

## Corporate Identity Number

L31102DL1957PLC193993

## Registered Office

A-18, First Floor, Okhla Industrial Area,  
Phase II, New Delhi - 110 020  
Tel. No. 91 11 41610660

## Website

[www.ge.com/in/ge-td-india-limited](http://www.ge.com/in/ge-td-india-limited)

# BOARD OF DIRECTORS



1 Gaurav M. Negi



2 Dr. Kirit S. Parikh



3 Neera Saggi



4 Stephane Cai



5

6

7

8

5 Sunil Wadhwa

---

7 Rakesh Nath

---

6 Bhanu Bhushan

---

8 Nagesh Tilwani

---



We are a global digital industrial Company, transforming industry with software-defined machines and solutions that are connected, responsive and predictive. With products and services ranging from aircraft engines, power generation and oil and gas production equipment to medical imaging, financing and industrial products, we serve customers in over 180 countries and employ approximately 313,000 people worldwide. Since our incorporation in 1892, we have developed or acquired new technologies and services that have considerably broadened and changed the scope of our activities.

**Imagination at work**





GE Power

GE Power is a world energy leader that provides technology, solutions and services across the entire energy value chain from the point of generation to consumption.

We are transforming the electricity industry by uniting all the resources and scale of the world's first Digital Industrial Company. Our customers operate in more than 150 countries, and together we power more than a third of the world to illuminate cities, build economies and connect the world.

# Powering Forward

[www.ge.com/Power](http://www.ge.com/Power)



@GE\_Power



GE Power

# GE T&D INDIA LIMITED

GE T&D India is the market leader in the Indian power transmission sector. It has over 100 years of expertise in building the transmission infrastructure for the country which has evolved greatly and today is one of the largest transmission networks in the world.

It has been a pacesetter in introducing and localising the latest technologies and solutions in the Indian market. It offers a strong and diverse portfolio of products, solutions, automation and services, comprising the entire range of transmission equipment up to Extra and Ultra High Voltages (765kV and beyond).

This includes locally manufactured Power Transformers, Gas-Insulated Switchgears (GIS), Air-Insulated Switchgears (AIS), power electronics solutions like HVDC and FACTS that help create super highways, and highly advanced power management Smart Grid solutions for transmission and distribution, including renewable energy integration.

**We are the future of electrification,  
grid and controls**



**Manufacturing Excellence 2017-18**

Over **60**

Substations Commissioned across  
66kV/132kV/220kV/440kV/765kV

Over **20**

Renovation and modernization bays  
commissioned across all voltages

Around **1250**

Bays Commissioned across  
220/400/765kV with substation  
automation

Around **20,600**

MVA Commissioned with over 150  
units of transformers and reactors

**Around 60% OF THE  
ENERGY FLOW in India  
is managed on  
GE T&D technology**

# PRODUCT PORTFOLIO



Transformers



Switchgear



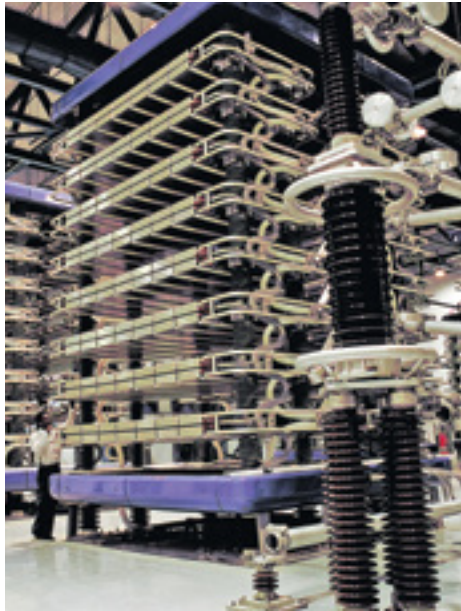
Turnkey Solutions

## HIGH VOLTAGE PRODUCTS AND SUBSTATIONS

Turnkey projects and full range of equipments for long distance transmission at voltage up to 1200kV. Switchgears for Air Insulated Substations (AIS) or Gas Insulated Substations (GIS), Circuit Breakers, Power Transformers, Instrument Transformers.

## POWER ELECTRONICS

High performance applications for Alternate Current (AC)/Direct Current (DC) conversion and interconnection of DC and AC power in High Voltage (HV) or Medium Voltage (MV) grids, Long Distance HVDC (LCC or VSC). Power quality stabilization (FACTS) and DC converters for connection of specific energy resources (offshore wind farms, renewable energy sources, battery storage etc.).



Power Electronics



Grid Automation



Services



Software Solutions

## GRID AUTOMATION AND SMART SOFTWARE SOLUTIONS

Grid Automation solutions that protect, control and monitor electrical grid. These include MICOM Agile protection relays, HA MIDOS, DS Agile substation digital control systems (DCS), DAP server RTU based control applications, protection and control schemes and engineered panel solutions (CCS) and customer support services.

Software solutions and platforms for grid control rooms and market management systems for controlling the power grid including Energy Management systems (EMS), Distribution Management Systems (DMS), Geospatial Information systems (GIS), Outage management (OMS), Demand Response, Load forecasting and Analytics solutions.

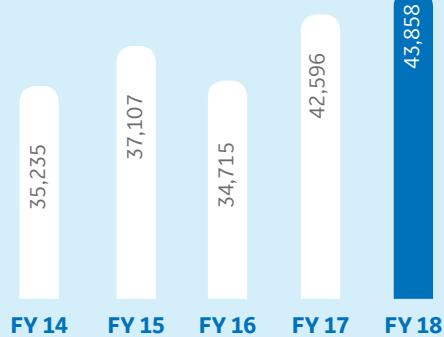
## SERVICES

Services to optimize the electrical infrastructure, increase return on investment and life cycle of existing electrical grids. Network design, Asset consultancy, condition monitoring analysis, predictive maintenance, emergency support and long term service contracts.

# 5 YEARS FINANCIAL HIGHLIGHTS

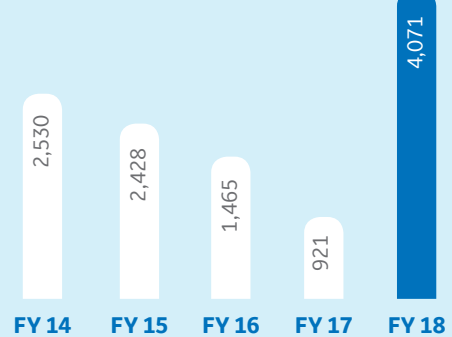
## Net Sales (MINR)

43,858



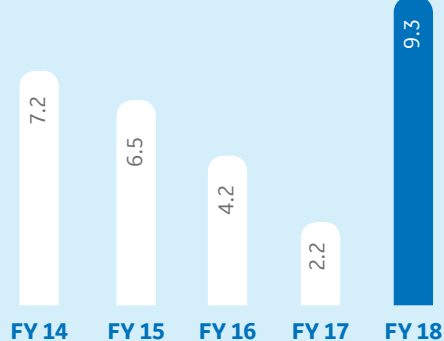
## Operating Profit (MINR)

4,071



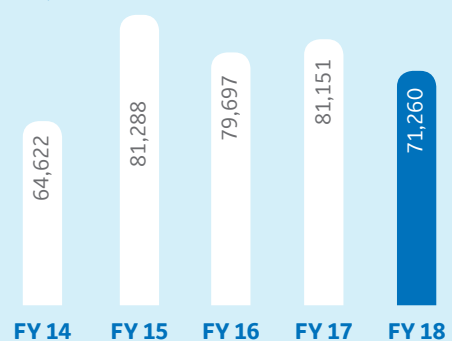
## Operating Profit (%)

9.3%



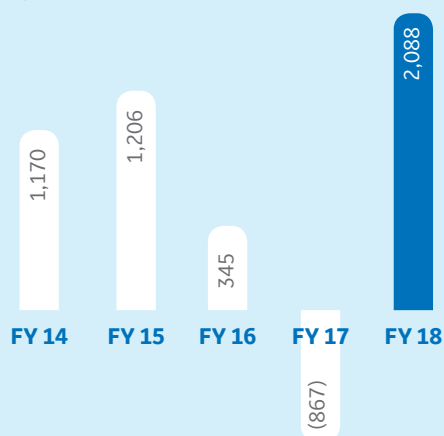
## Order Backlog (MINR)

71,260



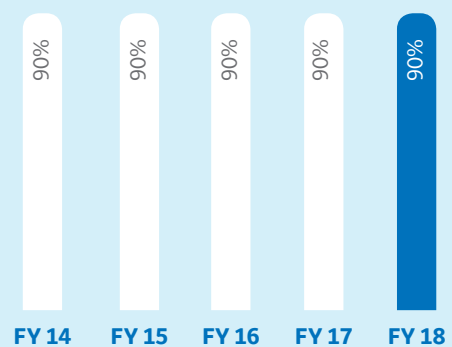
## PAT (MINR)

2,088



## Dividend (%)

90%



# DIRECTORS' REPORT



Image : Pallavaram Manufacturing Unit

# DIRECTORS' REPORT

The Directors are pleased to present the sixty-second annual report together with the audited financial statements of the Company for the financial year ended March 31, 2018.

## FINANCIAL RESULTS

Particulars	(₹ millions)	
	Year ended March 31, 2018	Year ended March 31, 2017
Sales and Services (Net)	43,858	42,596
Operating Profit before Finance Cost	4,071	921
(As percentage of gross sales)	9%	2.2%
Finance Cost	883	1,654
Profit Before Tax	3,188	(733)
Tax Expense	1,100	134
Other Comprehensive Income net of Tax	30	(40)
Total comprehensive income / (expense) after tax	2,118	(907)
Balance brought forward from previous year	6,296	7,717
Profit available for appropriations	8,383	6,850
<b>Appropriations</b>		
Proposed Dividend	461	461
Corporate Dividend Tax	94	94
Balance carried forward	7,829	6,295

Financial results for the year ended March 31, 2018 are in compliance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013.

## DIVIDEND

The Company has a Dividend Distribution Policy in line with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Policy is available on the Company's website at <http://www.ge.com/in/ge-td-india-limited>.

Your Directors take pleasure in recommending a dividend of 90% (₹ 1.80 per share) for every equity share of face value of ₹ 2/- each, for the financial year ended March 31, 2018.



## PERFORMANCE REVIEW

### Steady Performance Despite Constant Headwinds



Champa Kurukshetra Project : Control Center at Kurukshetra

During the year 2017-18, India's overall GDP growth was seen decelerating to 6.5% but is expected to rise to 7-7.5% in 2018-19. This is primarily due to landmark reforms undertaken by the Government in 2017. The transformational Goods and Services Tax (GST) was launched at the stroke of midnight on July 1, 2017. The long-festering Twin Balance Sheet (TBS) problem was decisively addressed by sending the major stressed companies for resolution under the new Indian Bankruptcy Code and implementing a major recapitalization package to strengthen the public-sector banks.

The Power sector today is struggling with 70GW+ of stranded assets due to lack of PPA and coal linkages. This has significantly slowed down the investments in ultra-high thermal capacity addition. However, this phenomenon has been largely balanced by the continuing investments in the renewable -Solar & Wind space. This shift in generation fuel has also impacted the changing dynamics of transmission and distribution space. As a result, the EHV grid investments of 800kV are now gradually moving towards sub-transmission grids of 220kV and below. This change in voltage profile of the grid demands a new range of product and project solutions in the market.

In recent years, India has been witnessing falling solar tariffs. While this has a positive impact on the cost of procuring power, it has also initiated certain discussions about renegotiation of already signed

power purchase agreements (PPAs) by certain states. Parallely, the Solar developers were also dealing with the revised tax imposed on Solar panels which resulted in supply chain issues and subsequent project delays by the developers. Due to this uncertain environment, the solar capacity addition during the year fell significantly. However, the overall capacity addition plan is on track and expected to see more momentum in 2018-19.

During the year, Government of India announced the 'Saubhagya' scheme to provide energy access to all by last mile connectivity and electricity connections to all remaining un-electrified households in rural and urban areas to achieve universal household electrification in the country. This will ensure that State Utilities strengthen their T&D networks and improve operational efficiencies to cater to the increased consumer base.

Industry in India is today seeing resolution of NPAs and stressed balanced sheets being overtaken by new investors. This consolidation and resolution in the industry is expected to improve capex in the coming years and give rise to additional demand for power.

Overall, despite the extremely challenging market, your Company successfully achieved a balanced portfolio of orders, resulting in sustained market leadership and improved overall performance. In addition, your Company ensured a healthy backlog of orders.

## Preferred Choice of Central and State Utilities

Your Company continues to be the preferred choice for T&D equipment by central and state transmission utilities across the country. The central transmission utility Power Grid Corporation of India Limited (Power Grid) chose your Company to provide end to end turn key solution for 765kV /400kV air-insulated substations at various sites across Jharsuguda, Raipur, Patna and Siliguri. These switchyards will further strengthen the Grid evacuation infrastructure in the eastern part of the country.

During the financial year under review, your Company was awarded two contracts by Doosan Power Systems for developing 765kV/400kV Gas insulated substations for 2\*660 MW Thermal Power Plants at Jawaharpur and Obra in the state of Uttar Pradesh. These substations will be located at Sonebhadra and Etah and shall contribute significantly towards bringing electricity to state of Uttar Pradesh which is today facing acute power shortage. The products shall be supplied from our local manufacturing facilities at Hosur, Padappai and Vadodara.

## Expanding in Neighboring Countries

The increasing demand of power in Bangladesh demands a robust system to handle its expanding power networks. cut inefficiencies and reduce power outages, therefore Transmission and Distribution systems are expected to play a huge role in making the desired impact. Based on your Company's established installed base in Bangladesh, your Company was chosen by Power Grid Company of Bangladesh for upgrading and maintaining National Load Dispatch Center of the country over next four years.

The Company shall be offering state of the art Energy Management System (EMS) that will help the utility infuse efficiencies into the grid and optimize power flow in the country. The SCADA/EMS control center has the capacity to accommodate the grid expansion of Bangladesh for the next eight years. Once upgraded, the system will be ready to integrate smart grid technologies such as WAMS (Wide Area Management Solutions) and will also offer cyber security technology feature

## Upgrading the State Grid Infrastructure

During the year, your Company consolidated its expertise in State Grid networks across the country. Your Company was awarded a 400kV/220kV/132kV turnkey gas insulated substation order by Uttar Pradesh Power Transmission Corporation Ltd. (UPPTCL) at Lucknow Hardoi Road.

The State of Chhattisgarh chose your Company to execute a 400kV/220kV substation at Dhamtari, Jagdalpur which will further expand the intra-state Grid capabilities. During the year, your Company won several projects across the states of Gujarat, Rajasthan, Telangana, Bihar and Orissa to provide end to end turnkey solutions and products for grid strengthening and expansion of inter-intra state grid networks.

Your Company's performance over the years with Private developers in the transmission space ensured that it was awarded a critical project by Sterlite Power Grid Ventures Ltd. The project requires commissioning of 400/132kV AIS substation equipment at Surajmaninagar and PK bari. This project is critical part of strengthening of transmission and distribution system for North East Region. One of the major products to be supplied for the project is 125 MVA power transformers. These will be manufactured at your Company's Naini facility and transported to Agartala.

Though the conventional Power generation sector is seeing limited power capacity addition, your Company was the first choice by ALSTOM Bharat Forge Private Ltd. To develop the 3\*550 MW Ghatampur thermal power project evacuation network.

## Preparing India for Higher Renewable Mix

The Government of India has set ambitious target to significantly grow India's renewable energy capacity and shift to a cleaner and greener energy mix by 2020. Your Company had anticipated the opportunity and was fully prepared to manage the challenges of renewable power to the grid.

The surge in renewable energy in the country demands efficient and reliable grid evacuation network to integrate the renewable energy with



400/200 kV Gas Insulated Substation situated at an altitude of 2024 mts (6640 ft) in the Amargarh village of Kashmir

the National Grid. Your Company continues to contribute to this initiative by developing grid evacuation network for Solar parks. During the year, your Company was awarded orders for full turnkey basis of 2\*40 MW solar in the state of Orissa by Pan India Infra projects.

Building on the references in Solar execution, your Company also won 4\*40 MW Solar projects by Essel in the state of Uttar Pradesh and Orissa.

## Making Inroads into Oil & Gas and Refinery Upgradation Space

In the industrial space, your Company won a contract from HPCL Mittal Energy (HMEL) for development of 400/66kV GIS MRSS (Main receiving substation) at HMEL Bhatinda refinery. The project encompasses design, engineering, supply, testing and commissioning

of 12 \* 400kV gas insulated switchgear bays, three phase power transformers and O&M contract post commissioning. The project will enable your Company to create benchmark in the oil & gas, refinery up-gradation space in India.

## Services: Enhanced Capabilities for Managing Ageing Grid Assets

Consistent performance of past years and an adequate backlog volume at the end of this year continues to assure a solid foundation for Services business.

Grid customers in India are now increasingly investing on training their employees to manage their T&D assets. The Technical Training Institute of your Company continues to play a key role for your customers by training their employees on the latest and complex technologies.

Your Company's Services business has deep expertise in renovation and modernization of old substations, an area which is getting lot of focus by state governments as they prepare to ensure round-the-clock power supply to all households. Your Company undertook many critical substation jobs, modernized them with latest technology and upgraded them to handle the added generation capacity coming in the grid.

During the year, your Company won several contracts from State utilities like Karnataka Power transmission, Bihar State Power Transmission,

Gujarat, Jammu & Kashmir to maintain and upgrade their aging Grid installed base.

Your Company also executed renovation and modernization across several power generation projects like National Hydro Power Corporation, SJVN And National Thermal Power corporation. This positions your Services team well in managing future requirements of upgrading grid infrastructure of ageing power generating plants.

During the year, your Company received numerous customer appreciations for the prompt and quality services provided by the Service team. As a testimony to its customer orientation, the service team was recognized as "Engineering Service Provider of the year" in the GMR – IGI Airport Awards 2017, for the operation and maintenance services provided by the Company at the Delhi International airport. Nothing is more satisfying than a recognition by customers to know that Service business is on track on its belief that "Customers determine our success".



Services team receiving award from DIAL for 'Engineering Service Provider of the year'

## OPERATIONAL EXCELLENCE

### Fulfilling the Promises Year after Year

Your Company's rich experience in project execution and determination to deliver on the promises made to our customers, has helped your Company reach new landmarks in operational excellence year after year.

In 2017-18 your Company achieved a major milestone by successfully commissioning Pole 2 of Phase 1 of Champa 800kV Ultra High Voltage Direct Current (UHVDC) project, transmitting total of 3,000 MW of power in the system (including Pole 1 commissioned in March 2017) from Champa, Chhattisgarh to Kurukshetra, Haryana. This is a major milestone in the power evacuation infrastructure in the country enabling bulk power transfer across the country and bringing access to the increasing demand regions of north India.

During the year under review, your Company demonstrated its expertise in execution of turnkey projects by commissioning 60 numbers of AIS and GIS substations, enabling addition more of than 13 GW power into the Grid. Main success stories were commissioning of Pole 2 (1500 MW) of HVDC at Champa and Kurukshetra, 765kV bay extension projects for Power Grid at Wardha, Vindhyachal, Jaipur and Gwalior within twelve months, completion of 400kV / 220kV Substation including 500 MVA transformer in four months, and commissioning of transformer package for L&T Power at Bheramara in Bangladesh.

Besides, your Company also executed and commissioned large number of turnkey projects for our esteemed customers that include Power Grid, Bihar State Power and Transmission Company Limited (BSPTCL), Rajasthan Transmission Co. Ltd (RVPN), Chattisgarh State Power & Transmission Co (CSPTCL), Maharashtra State Electrical Transmission Co. Ltd (MSETCL), Megha Engineering and Infrastructure Ltd (MEIL), Sterlite Energy and others.

Your Company's transformer factory in Vadodara commissioned three 765kV HVDC transformers for Champa site, seven numbers of 765 ICT and forty-one numbers of 765kV Reactors. This includes commissioning of 765kV Transformer and Reactor systems for TBCB switchyards at Warora and Orai in record time for Powergrid.

During the year, your Company's automation unit at Pallavaram commissioned more than 1000 bays of new and retrofit Substation Automation systems for ratings ranging from 33kV to 765kV.

All your Company's operations in India, be it in manufacturing, projects, services and automation, continue to be certified for Integrated Management System. This reinforces the quality of the processes of the Company and compliance to the same.



Valve Hall 765 kV HVDC at Kurukshetra

## ENVIRONMENT, HEALTH AND SAFETY

Your Company is committed to achieve Environment, Health and Safety (EHS) excellence. The commitment begins with our Board of Directors, who regularly review the Company's environmental and safety performance and implement EHS strategy. Regional teams wholeheartedly support to achieve the targets. This is a responsibility of management and employees in all functions and together it formulates the new One EHS model.

### Operational Ownership

Your Company believes that the way to deliver strong EHS performance is through operational ownership. Operational ownership means that GE holds its site, project and service managers accountable for the safety and environmental integrity of the operations they supervise. GE's EHS professionals support and guide its safety and compliance programs, but the Company expects its operations managers to take the lead.

GE ensures operational commitment through: (1) regular reviews of managers' EHS performance; (2) comprehensive EHS audits conducted by an independent central governance team; (3) in-depth classroom EHS training for new managers; and (4) feedback surveys in which employees anonymously evaluate their managers' EHS commitment.

### EHS a Continuous Improvement Process

Your Company has long been setting benchmarks in the field of EHS strategy and systems. The Company's approach to continuous improvement includes a risk-based, integrated EHS framework tool, predictive EHS analytics and to give an example, it started concept of potentially severe event (PSE), which is an EHS incident or near miss event which, under different circumstances, could have reasonably resulted in a serious incident. Each business prepares their containment actions are immediate actions that limit a problem's extensiveness and protect people or assets until identification of root causes and implementation of permanent corrective actions

At Projects we have started Hazard Hunt Exercises with an approach of "find it and fix it" culture, similarly in factories we have started "treasure hunt" program, which aims to identify opportunity in energy reduction and decreasing overall environment impact. Thus, coming out with standardizing expectations and sharing lessons learnt across.

### EHS and engagement with Contractors Customers

Your Company's Contractors often conduct high-risk operations in challenging environments. The Company is committed to help these business partners to deliver on their own EHS performance. Various programs have been initiated on contractor selection and control support.

Your Company also received EHS recognitions and appreciations from various customers, namely Power Grid corporation, RRVPNL, CSPTCL and KSEB.

### EHS Training for Managers

All GE operations managers undergo EHS courses and onsite trainings. During these on-site programs EHS expectations and strategy for delivering EHS performance is showcased through exercises executed in real-site / shop floors.

### EHS Reviews

Your Company tracks EHS metrics in real time through a "Gensuite" tool. EHS performance is regularly reviewed through an internal EHS operating review within India by management.

### Employee Feedback

As a feedback mechanism, periodic anonymous EHS-perception surveys are conducted at selected sites. These surveys are designed to measure employee's engagement, their views of EHS performance at their workplace and their impressions on their managers' EHS commitment.

### Centralized EHS Auditing

Approach to auditing reinforces the Company's open reporting culture. Your Company views audit findings as critical to improve operational performance and to learn about the gaps in the Company's EHS programs. As a result, the Company rewards—not discourages—audit findings. To drive this philosophy, your Company has created a centralized EHS business auditing schedule and a central EHS governance audit schedule, while our operations continue to conduct probing self-audits.

Findings are tracked to closure, and patterns are used to identify the need for expertise, program enhancement and support for additional execution.

### Data Analytics in EHS

Your Company tracks hundreds of EHS data points at sites in real time. The system is granular enough to identify maintenance delays for an individual valve at a chemical plant, for instance, while also comprehensive enough to aggregate data across GE businesses and regions. In the last two years, GE developed real-time data-visualization tools that have allowed us to use our EHS data to enhance our focus on our high-risk operations. In addition, several deep-dive and predictive analyses of high-impact event types were conducted that has led to significant changes in our management system priorities.



EHS session for Contractors

## HUMAN RESOURCES

# Aligning Actions With Business Strategy

The Human Resources function of your Company aligns its actions with business strategy to enable the organization in achieving its priorities.

### HR Partnership Model

During the year under review, the HR team continued with the HR partnership model to effectively address the different needs of its leaders, managers and employees. This model consists of HR Business Partner (HRBP), HR Manager (HRM) and Centers of Excellence (COE). While HRBPs support and participate in the development and execution of business strategies in partnership with leaders, HRMs work closely with the employees and managers who provide leadership and guidance on individual HR needs and generate employee insights that influence organizational strategies. COEs on the other hand advice, execute and simplify common HR processes.

### Performance Development

Throughout the year ended March 31, 2018, the HR team emphasized the usage of Performance Development (PD) tool which is a shift from

a ratings-driven evaluative approach to a developmental approach for enabling each employee to meet her/his true potential in their chosen profession. PD enables employees to give or ask personalized insights in real-time enabling a culture of trust and openness in the organization. 'Touchpoints' provide an opportunity for Managers and Employees to start a dialogue that is aimed at maximizing the impact of the employee on the organization's objectives.

### Learning & Development

Company is committed to invest in its people and develop their talent. The employees are offered leadership development and career accelerator programs administered by the Crotonville, GE's leadership development center which has presence around the world including India. Crotonville is at the forefront of contemporary thinking in leadership, strategy and innovation. Employees can participate in class room, e-learning and blended courses throughout the year based on their developmental goals. Through the annual 'People Review' exercise, your Company identifies and develops leaders and tracks the effectiveness of the overall organization. The significant time the leadership team invests in this exercise is an indication of the value we attach to this process.



### Rewards and Recognition

During the year under review, your Company introduced an all new employee recognition program, 'Impact Award'. Impact award is integrated with Performance Development, which makes it more meaningful and allows employees to recognize their peers for achievements and contributions even beyond their scope. At GE, we understand each person has his or her own preferences for recognition, some prefer Company-wide recognition and love the spotlight while some want quiet acknowledgement. Your Company encourages people leaders to take the time to really get to know their team and colleagues – to know their preferences, which can make the efforts to reward and recognize even more impactful.

We strongly believe that, simple moments of praise give us and others an instant mood boost and a reminder of how we make a difference.

### Enhanced Employee Experience During Internal Mobility

Internal mobility and growth opportunities are key to Company's employee value proposition, and meritocracy, transparency and

fairness in our approach, enables the Company to achieve it. On the basis of the feedback from employees your Company has made several forward-looking changes to make the internal hiring process even more transparent and robust. These changes will enable employees to leverage career opportunities that GE offers for growth.

### Engaging the workforce

Your Company realizes the importance of an engaged workforce and the HR team is committed in driving key engagement activities to ensure the same. The Company had various exciting employee engagement programs implemented during the year under review.

### Prevention of Sexual Harassment (POSH)

In terms of Prevention of 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 line with the provisions of the said Act. No complaint on Sexual Harassment was reported under the said Act during the financial year under review.



Festive Celebrations



Training Sessions



Gaurav Negi Receiving Best CFO Award



Transformers Team Receiving Award

## QUALITY AND CONTINUOUS IMPROVEMENT



Manufacturing Facility at Hosur

During the year under review, the Deployment of Quality and Continuous Improvement initiatives have continued to progress well, with significant contribution to business results. Your Company is committed to continuous improvement leveraging the digital tools, towards industrial excellence. Following are a few of the achievements/key actions realized through whole hearted participation of your Company's employees at all levels.

1. Twenty-five structured process improvement projects contributing to significant operational performance improvement were successfully executed. Four improvement projects were selected for GE Group's Grid Solutions India Region Best Practice Recognition through a structured two stage selection process.
2. Deployment of L1/L2 initiative a proactive approach to assess and improve the level of mistake proofing in the processes, has continued to progress well in the manufacturing units contributing to Process Quality Improvement.
3. Enhancing CI competencies at all levels, a key success factor for Continuous Improvement was continued with relevant trainings, workshops and coaching. Lean Six Sigma, basic problem-solving tools, L1/L2 trainings/workshops and focused operational improvement workshops were conducted across the units to enhance the Quality and Continuous Improvement competencies of employees at all levels.
4. The Brilliant factory initiatives have progressed well in Pallavaram and Padappai sites. Both the plants have achieved significant level of maturity on lean and digital initiatives contributing to operational improvement. Implementation of moving model lines, test station automation, Digital tools like Material optimization suite(MOS), E - Andon, Digital reactivity board and GE Operating Standard (GEOS) have contributed to Significant reduction of Wall to Wall lead time, Inventory turns and On time Delivery improvement.
5. The turnkey business unit received award from Kerala State Electricity Board (KSEB) in recognition of on time completion of 110 kV GIS Substation at Kollam site and received best contractor award in operation category for timely completion and quality from Tata Power Delhi Distribution Limited (TPDDL) for Bawana 1 Phase II project.





6. Tata Power awarded a 'Satisfactory Working Certificate' to GE for successful implementation of Distribution Management System (DMS) by Software Solutions (SWS) unit. The 'rare to obtain' certificate outlines the complete scope of work and highlights the value that GE has provided to Tata Power's project.
7. Extra high voltage transformer manufacturing factory located at Vadodara won an award under the category "Cost Optimization" in a national competition organized by Manufacturing Today, a leading industry magazine in India.
8. Pallavaram unit won Grid Automation Product Line Quality Excellence award for two improvement projects focusing on Improvement of On-Time Delivery rate of the repair and return of products to customers and Elimination of product maloperation at HVDC POWERGRID Kurukshetra.
9. Short circuit test of 120 MVA 400 KV class station transformer was successfully completed and certified by BINA Lab, India
10. World Quality Day was celebrated across all the units. Employee engagement programs to promote awareness and commitment to Quality were organized with active participation of employees.

## CORPORATE SOCIAL RESPONSIBILITY

Your Company's CSR efforts with local communities during the year were focused on strengthening the projects undertaken by the Company in previous years. Our projects on village development, access to electricity through clean energy, access to basic healthcare, renovation of anganwadis and schools received continued support. At the same time, new projects were introduced to cover additional population and fresh impact such as in the areas of sanitation through bio-toilets, access to clean drinking water, and skill-development with emphasis on women empowerment and encouraging use of renewable energy.

### Villages Development

Since 2015, your Company is continuing with a programme of comprehensive and need-based support to communities in Vadodara, the location of your Company's large transformer factory.

The CSR project at Vadodara reaches out to five key villages of Kotambi, Alamgarh, Machlipura, Singhapura and Jambudiya. The programme focuses on livelihood, women empowerment, renovations of anganwadis and schools, and health. The Company has also initiated a programme on skill development for 270 people, out of which 200 are expected to be women.

More than 600 people have benefitted from the regular health camps, which includes coverage of chronic, eye, pediatric, skin

diseases, women's health and orthopedic consultations. The health camps have provided easy access to basic health services and saved healthcare cost for the villagers.

With a special emphasis on women's empowerment, a focused effort was made to improve the socio-economic quality of life of women through financial literacy, linkage with banks and self-help groups. More than 400 women have benefitted from these programmes, and 18 self-help groups are actively working towards self-reliance and empowerment. Women, trained in enterprise, have taken up ornament making, resulting in increased incomes.

Through 8 agricultural training programmes, 173 farmers have benefitted and adopted new farm practices for improved productivity

### Energy and Environment

#### Access to electricity through clean energy

The Company had initiated its project of electrifying 100 rural households, of village Rehi Kala and the neighboring villages at Naini, Uttar Pradesh through solar power. The project provides for 25 solar street lights. The project achieved its goals during the current year through a 12 KW micro-grid installation.



Radiant warmer for newborns - Children Hospital, Allahabad.



CSR team at Cantonment Board school, Chennai.



Bhavpura school renovation.

Improved access to electricity and light, to villagers has resulted in increased productive hours, safety especially for women, children and the elderly, and convenience at homes. The use of kerosene as a source of fuel for lighting has considerably reduced. Besides homes, 10 shops, one village clinic and a school are also the beneficiaries of this project.

### **Skill Development in Renewable Energy**

As part of its Skill Development initiative your Company trained 90 candidates at Vadodara, including 30 women, under the category of Green Jobs in partnership with National Skill Development Fund and National Skill Development Corporation. The course will train the candidates to support operation and maintenance of solar installations.

### **Schools and children**

#### **Vadodara, Gujarat**

As part of the village development programme at Vadodara your Company has continued its support to provide better facilities in Anganwadi centres and schools in the target villages near its factory. During the year, your Company renovated the structures of primary school in Machalirpura and Anganwadi centre in Bhavpura. So far, this initiative has benefitted more than 200 children.

#### **Naini, Uttar Pradesh**

During the year, the projects which were started last year in schools reached completion and achieved its goals of providing water handpumps, water purifiers, booster pump, improved infrastructure, bio-toilets and a complete sanitation complex where the water is drawn through solar power. The Company has also provided bio-toilets in a school benefitting more than 200 children, which has not only created access to sanitation, but its zero-waste solution also helps in preventing spreading of diseases due to water pollution.

#### **Pallavaram, Chennai, Tamil Nadu**

The Company supports the primary and high schools which are operational under the Cantonment Board. These schools are situated next to the Pallavaram factory. In the past, the Company had provided for clean drinking water and, renovated sanitation structures, a science laboratory and a smart class. Each of the support has had immense benefit, including notable increase in enrollment. The sanitation structures have been of great help, especially for the girl children. The support to the schools are part of Project Nirmana, which also encompasses awareness and sensitization on health, cleanliness, sanitation, child abuse, gender sensitivity and sexual harassment through behavior change inputs. The Company continued supporting the programme during this year.

#### **Padappai, Kancheepuram, Tamil Nadu**

The Company has been supporting a school complex at Padappai, resulting in improved and new classrooms, sanitation facilities,

and desks for children. The support to the school benefits 174 children. During the year, the Company provided for fresh plates and tumblers to 650 students for their mid-day meals at Madambakkam Government School.

#### **Hosur, Tamil Nadu**

Your Company has supported the government primary school at Somanathapuram with a complete new building to replace the old building which was in poor state and not a safe structure. The support has benefitted more than 45 students in the school with a better infrastructure and facilities

### **Health**

#### **Chennai, Padappai and Hosur**

In its three Tamil Nadu sites of Pallavaram (Chennai), Padappai and Hosur, the Company has provided for cataract surgeries for elderly people.

More than 3,000 elderly people from vulnerable sections of society in Chennai, Padappai and Hosur are part of the programme to benefit from free and safe cataract surgeries conducted by recognized eye hospitals.

In addition, in Chennai and Padappai, the Company sponsored mobile medical unit which provides for nearly 1,500 patients a month with free treatments and consultation.

At Padappai and Hosur, the Company has started the initiative during the year to provide clean drinking water to local communities. It also supported the local Primary Health Care centre (PHC) with essential medical instruments, equipment and facilities. This has resulted in substantial increase in patient attendance due to improved availability of services within the PHC. The support from GE is not only enabling PHC to cater to increased number of patients but also ensures availability of essential medical and laboratory services.

### **Livelihood and Skills Development, Vadodara**

The Company has initiated a programme for developing skills leading to employment of the locals in the areas of retail, sewing machine operator and solar PV installer at Vadodara. A total of 270 candidates, majority of whom are expected to be women, will benefit from the project.

This complements Company's initiatives as part of the village development programme at Vadodara, which has helped 173 farmers and 400 ladies through financial literacy programme, agriculture training and 18 self-help groups.

### **Support for people with disabilities**

The Company continues its support to the Saint Louis Institute for the Deaf and Blind, Chennai, Tamil Nadu. This year the Company provided for air-conditioning in the smart classrooms, Braille embosser, LCD projector at computer laboratory and safer, improved electrical panel.

The Company has previously supported the institute with a computer laboratory, a smart education center, musical instruments, tables and chairs. The Company's continued support has benefitted more than 600 children with visual and hearing challenges.

At Naini, your Company has contributed to the betterment of people with disabilities since 2015 at the local accelerated learning camps and homes for people with disabilities.

The details on CSR activities of the Company is annexed as "Annexure A" to the Directors' Report.

## 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;
- that 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 at March 31, 2018 and of the profit/loss of your Company for the year ended on that date;
- that 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;
- that the annual accounts have been prepared on a going concern basis;
- that 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
- that proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

## DIRECTORS

During the year under review, Board of Directors of the Company has appointed Mr. Sunil Wadhwa as additional director and Managing Director of the Company with effect from April 4, 2017 for a period of five years. Shareholders of the Company approved the appointment

at the Annual General Meeting of the Company held on July 25, 2017.

During the year under review, Mr. Rathindra Nath Basu resigned as a director of the Company with effect from April 4, 2017.

It is proposed to re-appoint Mr. Gaurav M. Negi, Whole-time Director and Chief Financial Officer at the forthcoming Annual General Meeting (AGM) for a further term of five years with effect from July 26, 2018, following the conclusion of his present tenure on July 25, 2018. It is also proposed to re-appoint Mr. Nagesh Tilwani as Whole-time Director & Head – HVS Business at the forthcoming AGM for a further term of five years with effect from December 21, 2018, following the conclusion of his present tenure on December 20, 2018. In terms of section 152 of the Companies Act, 2013 and Articles 104 and 105 of Articles of Association of the Company, Mr. Gaurav M. Negi, Director of the Company retires by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment.

In terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which shall come into force with effect from April 1, 2019 "no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect. Dr. Kirit Shantilal Parikh, aged 82 years, was appointed as an Independent Director of the Company with effect from March 28, 2015 for a period of 5 years up to March 27, 2020. Considering his fitness, the experience which he brings on the Board, his overall contribution and performance, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended for continuance of his term up to March 27, 2020. Thus in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 approval of shareholders by way of special resolution is proposed.

Necessary resolutions in respect of appointment of the directors mentioned above have been included in the notice convening the ensuing annual general meeting. Your directors commend their appointment/ re-appointment. The particulars in respect of these directors as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are also available in the 'Board of Directors' section in the report on Corporate Governance in the Annual Report.

In view of loss during the financial year ended March 31, 2017 (in terms of Section 198 of Companies Act, 2013), in terms of Section III of Part II of schedule V of the Companies Act, 2013, payment of bonus of ₹ 10,07,545/- to Mr. Ravi Kumar Krishnamurthy who was Whole-time Director & Head- AIS business of the Company, to which he was entitled in terms of his employment and rules of the Company is proposed to be paid by the holding Company of the Company i.e., M/s

Grid Equipments Private Limited. This is in addition to the Bonus paid to him earlier as reported in last year Annual Report.

### Declaration by Independent Directors

All the independent directors of your Company have made 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>. During the year under review, 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, Whole-time Director & CFO, Company Secretary and other management personnel.

### AUDIT COMMITTEE

During the year the Audit Committee of your Company comprised of Mr. Rakesh Nath as the Chairman and Mr. Bhanu Bhushan, Ms. Neera Saggi and Mr. Stephane Cai as other members. Dr. Kirit S. Parikh was also inducted on the committee on May 23, 2018. Details in respect of the Audit Committee are provided in Corporate Governance Report forming part of the Directors' Report.

### WHISTLE BLOWER POLICY/ VIGIL MECHANISM

Your Company has an "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. 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

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, 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 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

Details as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "Annexure C".

A statement showing the names of employees drawing remuneration in excess of the limits as set out in section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "Annexure D".

## EXTRACT OF ANNUAL RETURN

The extract of the Annual Return is detailed in form MGT-9 annexed as "Annexure E".

## NUMBER OF MEETINGS OF THE BOARD

During the year under review, four meetings of the Board of Directors were held, details of which are provided in Corporate Governance Report forming part of the Directors' Report.

## 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 may be accessed under the Corporate Governance section of the website <http://www.ge.com/in/ge-td-india-limited>.

All related party transactions during the year under review were on arm's length basis and in the ordinary course of business. There were no material related party transactions made by the Company which could be considered material in accordance with Related Party Transactions Policy of the Company.

## SALE OF BUSINESS

During the year under review, the Company sold its Global Financial Shared Services business to M/s GE India Industrial Private Limited together with the assets and manpower comprised therein on a slump sale basis on an "as is where is" basis at a consideration of Rs. 65 million. The said business was non-core business activity for the Company providing accounting services of transactional nature to various General Electric Group companies both in India and outside India. The transaction was undertaken on arm's length basis, based on the independent valuation report, negotiations between the parties, business plans/ commercial reasons and nature of the transaction.

## SUBSIDIARY COMPANIES

During the year under review, your Company did not have any subsidiary or associate Company as defined under 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 subsection 3(m) of section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided in "Annexure F", which forms part of this report.

## RISK MANAGEMENT

The Board of Directors of your Company has laid down a Risk Management Policy for the Company. It identifies elements of risks inherent to the business pertaining to tender and contract execution, operational and financial, environment, health and safety, reputation and image, currency fluctuation, compliance, etc. it also contains a control matrix in respect of sources and consequences of above risks and control measures to help manage them. Every unit and function is 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 Finance 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, Reports on Management Discussion and Analysis and on Corporate Governance have been included in this Report as separate sections. A certificate from M/s B S R & Associates LLP, 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 REPORT

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Business Responsibility Report describing the initiatives taken from an environmental, social and governance perspective, in the prescribed format has been included in this Report as separate section.

## PROMOTER SHAREHOLDING

GE Energy Europe B.V. on May 4, 2017, sold its balance shareholding (5 shares) in the Company to another existing promoter, GE Grid Alliance B.V. On account of this transaction, GE Energy Europe B.V. ceased to hold any shares and accordingly ceased to be a promoter of the Company. The promoters of the Company, Grid Equipments Private Limited and GE Grid Alliance B.V. (formerly ALSTOM Grid Holding B.V., Netherlands) hold 175,492,524 Equity Shares and 16,542,377 Equity Shares constituting 68.54% and 6.46% respectively of the paid-up capital of the Company.

## STATUTORY AUDITORS

In terms of approval of shareholders at the 60th Annual General Meeting of the Company, M/s. B S R & Associates LLP, Chartered Accountants, are the statutory auditors of the Company who hold office till the conclusion of 65th AGM.

## COST AUDITORS

M/s. Shome & Banerjee, Cost Accountants and M/s. Jugal K Puri & Associates, Cost Accountants, were appointed as cost auditors of your Company for the financial year ended March 31, 2018 with M/s.

Shome & Banerjee, Cost Accountants being the Lead Cost Auditor.

The Cost Audit Report for financial year ended March 31, 2017, of the Company was filed on August 22, 2017, well within the specified time under applicable Companies (Cost Audit Report) Rules, 2011.

In terms of the Companies (Cost Records and Audit) Rules, 2014, your Company has appointed M/s. Shome & Banerjee, Cost Accountants and M/s. Jugal K Puri & Associates, Cost Accountants, as cost auditors of the Company for the financial year ending March 31, 2019 to audit the cost records of the Company related to the applicable products manufactured at its manufacturing facilities. M/s. Shome & Banerjee, Cost Accountants shall be the Lead Cost Auditor. Their 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, 2018.

The Secretarial Audit Report from M/s VKC & Associates (Company Secretaries) for the financial year ended March 31, 2018 is annexed as "Annexure G".

## ACKNOWLEDGMENTS

The Board of Directors of the Company express their gratitude and would also like to thank various Government/ Regulatory authorities, shareholders, customers, vendors, bankers and all other business associates for their continued support extended to the Company during the financial year ended March 31, 2018 and look forward for the same in the years to come.

The Board of Directors sincerely acknowledge and appreciate the significant contributions made by all the employees of the Company for their sincere commitment and efforts.

For and on behalf of the Board

**Sunil Wadhwa**  
Managing Director  
DIN: 00259638

**Gaurav M. Negi**  
Whole-time Director &  
Chief Financial Officer  
DIN: 02835748

Place : New Delhi  
Date : May 23, 2018

# “ANNEXURE A” TO THE DIRECTORS’ REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1	A brief outline of the Company’s CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR Policy and projects or programs.	The Company has framed a CSR Policy in compliance with section 135 of the Companies Act, 2013 and the weblink for the same is <a href="https://www.ge.com/in/sites/www.ge.com.in/files/Corporate%20Social%20Responsibility%20Policy_0.pdf">https://www.ge.com/in/sites/www.ge.com.in/files/Corporate%20Social%20Responsibility%20Policy_0.pdf</a> .
2	Composition of the CSR Committee	Dr. Kirit S. Parikh, Chairman of CSR Committee and Independent Director Mr. Sunil Wadhwa Mr. Gaurav M. Negi
3	Average net Profit of the Company for last three financial years	₹ 918 million
4	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	₹ 18.4 million
5	Details of CSR spent during the financial year (a) Total amount to be spent for the financial year (b) Amount unspent, if any (c) Manner in which the amount was spent during the financial year	₹ 18.4 million Nil The manner in which the amount was spent is detailed in the Annexure A1
6	Reasons for not spending the prescribed amount	Not applicable as the Company spent an amount of ₹20.1 million during the financial year, which was above the required spend.
7	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.	<p>The Company has adopted its CSR policy that complies with the objectives and requirements set in section 135 of the Companies Act, 2013 and the Rules notified thereunder. The Company intends to be a significant and consistent contributor to CSR initiatives in India by devising and implementing social improvement projects wherein it could employ its resources in favour of disadvantaged communities and for addressing socially critical issues as permitted under the Companies Act, 2013. The Company through its CSR initiatives will remain committed to improve the lives of individuals and communities in the country.</p> <p>As a responsible corporate citizen, the Company had approved/undertaken various projects such as village development, water, hygiene, sanitation including bio-toilets, access to electricity through renewable energy, strengthening schools infrastructure, empowerment of girls in school through sensitisation and awareness, health services and improved facilities in hospitals.</p> <p>The implementation and monitoring of projects, is in compliance with CSR objectives and policy of the Company. The CSR Committee has reviewed and ensured that all the identified projects are in line with the Companies Act, 2013. Proper monitoring and review mechanism is in place and is led by the Chairman of the CSR Committee, who is an Independent Director.</p>

Place : May 23, 2018  
Date : New Delhi

**Sunil Wadhwa**  
Managing Director  
DIN : 00259638

**Dr. Kirit S. Parikh**  
Chairman, CSR Committee  
DIN : 00684234



## ANNEXURE A1

S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs		Cumulative expenditure upto the reporting period*	Amount spent: Direct or through the implementing agency
					Direct expenditure on the projects or programs	Overheads		
					(₹ millions)			
1	Villages development	(x) - Rural development, promoting livelihoods, education, health, hygiene, water and sanitation in villages	Local Area: Vadodara	3.0	3.0	-	14.7	Direct: 3.0
2	Improving schools infrastructure and facilities for children with disabilities	(ii) - Promoting education, health & hygiene in schools and homes for the differently abled	Local area: Pallavaram (Chennai)	2.6	1.3	-	10.9	Direct: 1.3
3	Preventive and curative healthcare for the needy and elderly through cataract surgeries and mobile medical unit	(i) - Promoting preventive health care	Local area: Chennai, Padappai, Hosur	1.3	0.5	-	16.5	Implementing agency, HelpAge India: 0.5
4	Improving schools infrastructure, facilities for children with disabilities and support to children hospital	(i), (ii) - Promoting education, health & hygiene in schools and preventive health care	Local area: Naini	2.2	2.6	0.1	12.4	Direct: 2.6
5	Community development through renewable energy	(iv) - Ensuring environmental sustainability	Local area: Naini	1.3	0.5	-	2.0	Direct: 0.5
6	Provisioning of safe drinking water	(i) - Promoting preventive health care	Local area: Hosur, Padappai	6.5	4.9	-	4.9	Direct: 4.9
7	Improving facilities and infrastructure for children in schools and ITI	(ii) - Promoting education	Local area: Hosur	1.6	1.2	-	9.7	Direct: 1.2
8	Improving facilities and infrastructure for children in schools	(ii) - Promoting education	Local area: Padappai	0.8	0.2	-	5.1	Direct: 0.2
9	Improving facilities in Primary Health Care Centre	(ii) - Promoting preventing health care	Local area: Padappai	0.8	0.3	-	0.3	Direct: 0.3
10	Skill building and vocational training	(ii) - Livelihood enhancement projects	Local Area: Vadodara	5.1	5.1	-	5.1	Implementing agency: National Skill Development Fund and National Skill Development Corporation: 5.1
11	Review and Impact assessment of programmes	Monitoring & evaluation	All CSR sites and programmes	1.0	0.5	-	0.5	Direct: 0.5
<b>TOTAL</b>				<b>26.1</b>	<b>20.0</b>	<b>0.1</b>	<b>82.1</b>	

\* Includes amount spent on above CSR projects / activities since 2014-15.

### Details about implementation agencies in our projects:

#### HelpAge India

HelpAge India is a leading charity in India working with and for disadvantaged elderly for nearly 4 decades.

#### National Skill Development Fund (NSDF) and National Skill Development Corporation (NSDC)

NSDF was set up by Government of India as a Trust to act as the repository of funds for NSDC from Government Sources, bilateral/multilateral and other agencies/donors. NSDC is a Public Private Partnership, under the Ministry of Skill Development & Entrepreneurship. It aims to promote skill development by catalyzing creation of large, quality, for-profit vocational institutions. NSDC is the implementation arm of the Ministry of Skill Development and Entrepreneurship.

# “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 GET&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 criterion 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 Listing Agreement with Stock Exchange(s), 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 of Independent Directors and the Board and carry out evaluation of 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 the 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 the Company's policy and applicable law/regulations.

## MEETINGS

The Committee will meet 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.

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 who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years 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 GE T&D India Limited.

### III. Evaluation

The Committee shall carry out need based evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals/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 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.

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 April 1, as the case may be, subject to compliance of applicable law/regulations, HR policy of the Company.
4. Where any insurance is 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, the premium paid on such insurance 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 fulfillment 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.

**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 including all functional heads and such other officer as may be prescribed under the applicable statutory provisions/regulations.
KMP	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” TO THE DIRECTORS’ REPORT

## DETAILS AS REQUIRED UNDER SECTION 197(12) OF COMPANIES ACT, 2013 (“ACT”) READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. Ratio of remuneration of each director to median remuneration of employees, percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year ended March 31, 2018:

S. No.	Name of Director and KMP	Remuneration of Director and KMP for the financial year ended March 31, 2018 (in ₹) *	Ratio of remuneration of each director to median remuneration of employees	% increase in remuneration for the financial year ended March 31, 2018 provided for the purpose of section 197(12) of the Act
1	Mr. Stephane Cai Chairman	Not Applicable	Not Applicable	Not Applicable
2	Mr. Sunil Wadhwa <sup>1</sup> Managing Director	25,219,242	29.48	Not Applicable <sup>b</sup>
3	Mr. Gaurav Manohar Negi Whole-time Director & CFO	17,655,901	20.64	Not Applicable <sup>b</sup>
4	Mr. Nagesh Tilwani Whole-time Director & Head AIS business	11,842,285	13.84	Not Applicable <sup>b</sup>
5	Mr. Manoj Prasad Singh Company Secretary	5,504,872	Not Applicable	11.87%
6	Mr. Bhanu Bhushan Independent Director	13,50,000 <sup>a</sup>	1.58	159.6% <sup>c</sup>
7	Dr. Kirit S. Parikh Independent Director	12,60,000 <sup>a</sup>	1.47	384.6% <sup>c</sup>
8	Mr. Rakesh Nath Independent Director	14,70,000 <sup>a</sup>	1.72	200% <sup>c</sup>
9	Ms. Neera Saggi Independent Director	12,60,000 <sup>a</sup>	1.47	472.7% <sup>c</sup>
10	Mr. Rathindra Nath Basu <sup>2</sup>	Not Applicable	Not Applicable	Not Applicable

### Notes:

\* Remuneration includes Gratuity, leave encashment at the end of the year, contribution to provident fund and superannuation.

1 Appointed as Managing Director w.e.f. April 4, 2017

2 Ceased to be director w.e.f. April 4, 2017

a. Includes sitting fee and commission

b. Not applicable as the director was either not a director in financial year ended March 31, 2017 or was there for part of the year.

c. High percentage increase in the remuneration of Independent Directors as it includes commission also which was not paid for the year 2016-17 due to losses.

2. In the financial year, under review all employees median remuneration was ₹ 855,363 and there was an increase of 10% in the median remuneration of employees.
3. There were 2821 permanent employees on the rolls of Company as on March 31, 2018.
4. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was 11%.
5. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration policy of the Company.

# “ANNEXURE D” TO THE DIRECTORS’ REPORT

## STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

### A. Particulars of top ten employees employed for the financial year under report in terms of remuneration drawn

Sl. No.	Name	Designation	Remuneration (in ₹)	Qualification	Experience (in Years)	Date of commencement of employment	Age (in years)	Previous employment and designation
1	Sunil Kumar Wadhwa	Managing Director	25,219,242	B.Com, CA, CS	32	April 4, 2017	58	CEO & Managing Director - IL&FS Energy Development Co. Ltd.
2	Gaurav M. Negi	Whole-time director & Chief Financial Officer	17,655,901	B.Com, CA	20	June 1, 2016	43	CFO, Wipro GE Healthcare Ltd.
3	Manikkapurath Sivaprasad	Executive-Business Operations	13,461,385	B.Tech. -Electrical & Electronics	28	November 6, 1998	49	Steel Authority of India Ltd., Assistant Manager
4	Subrata Chatterjee	Executive – Business Operations	12,661,132	B.E. (Electronics & Power)	24	August 31, 2004	49	CESC Limited- Sr. Engineer
5	Sandeep Zanzaria	Sales Executive	12,351,226	B.E. - Electrical, PGDM	28	August 9, 2017	51	Schneider Electric India Private Limited- Vice President
6	Nagesh Tilwani	Whole-time Director & Head – AIS Business	11,842,285	B.E.- Electrical & Electronics	23	September 14, 1996	45	Controls & Switchgear Company Ltd., Design Engineer
7	Ramalingam Karthikeyan	Senior Process Improvement Manager	11,676,579	B.E.- Electrical & Electronics, PGDBA	35	October 25, 1996	57	International Components India Ltd., Manager-Operations
8	Shailesh Mishra	Sr. Business Management Manager	9,673,343	Advanced Diploma in Management, Bachelor of Engineering	24	June 24, 2008	46	GE-Digital Energy Lead - India for DE
9	Rajan Saxena	India Service Leader	9,540,854	B.Tech- Mechanical	39	June 1, 2008	59	Skoda Power Pvt. Ltd. – GM Business Development
10	Unnatha Raja	Senior Business Operations Staff Manager	9,423,001	B.E. Mechanical Engg	25	August 3, 2005	46	Procurement Manager, HCL Infosystems Limited

### B Particulars of employees employed for the financial year under report and in receipt of remuneration for that year which, in the aggregate, was not less than Rupees One Crore and two lakhs ( Rs. 10,200,000/-) per annum

None other than mentioned in A above.

### C. Particulars of employees employed for part of the financial year under report with an average salary of not less than Rupees eight lacs and fifty thousand per month

Sl. No.	Name	Designation	Remuneration (in ₹)	Qualification	Experience (in Years)	Date of commencement of employment	Age (in years)	Previous employment and designation
1.	Abhilash Mishra	Senior Plant Management Staff Manager	4,948,679	B.Tech	23	April 3, 1995	47	Lecturer, Bhilai Institute of Technology
2.	Arvind Kumar Pachauri	Human Resources Executive	5,643,048	LL.B., MSW	31	July 2, 2007	59	Vice President HR-ABB Ltd
3.	Rajeev Jain	Senior Project Leadership Manager	3,000,456	M. Tech Aeronotical Engineering	32	November 15, 1999	53	Asstt General Manager-Enfotech Entreprises IT services Pvt Ltd
4.	Rajesh Bhargava	Senior Staff Project Manager	3,039,177	M.Sc Applied Physics	20	December 21, 1998	52	-
5.	Rajmohan Venkat Raman	Executive - Business Operations	4,425,715	BE Mechanical Engineering, PGDIM	25	July 19, 1999	47	Marquip India Pvt Ltd/Senior Engineer
6.	Ranganathan Vishwanathan	Executive - Business Operations	9,438,771	B.E.-Prod	32	September 18, 2012	55	Business Head-Bharat Bijli Ltd
7.	Ritesh Bharat	Senior Sales Staff Manager	1,890,565	BE Electrical	20	December 21, 2009	45	Schneider Electric-EMS Engineer
8.	Sandeep Zanzaria	Sales Executive	12,351,226	BE Electrical, PGDM	28	August 9, 2017	51	Schneider Electric India Private Limited- Vice President
9.	Sudesh Nehru	Senior Staff Services Consultant Manager	4,466,423	BE Hons	32	July 11, 2004	58	Asstt Director - CEGELEC
10.	Sujoy Ray	Executive Sales	13,989,429	BE Hons	38	May 9, 1979	61	Kesoram Industries and Cotton Mills Limited, Engineer Maintenance
11.	Sunil Kumar Wadhwa	Managing Director	25,219,242	B.Com, CA,CS	32	April 4, 2017	58	CEO & Managing Director - IL&FS Energy Development Co. Ltd.

#### Notes:

- 1) Remuneration includes salary, bonus, commission, Company's contributions to Provident Fund / Gratuity Fund / Superannuation Fund and the value of perquisites on the basis of Income Tax Rules, wherever applicable but excluding severance allowance, Gratuity and Superannuation paid at the time of sepeation.
- 2) The above appointments are contractual.
- 3) None of the above employee is related to any of the Directors of the Company.
- 4) None of the employees by himself or along with his spouse and dependent children holds 2% or more of the equity shares of the Company.
- 5) During the year under report, none of the employees was in receipt of remuneration in excess of the Managing Director of the Company.



# “ANNEXURE E” TO THE DIRECTORS’ REPORT

## FORM NO. MGT – 9 EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L31102DL1957PLC193993
ii)	Registration Date	March 13, 1957
iii)	Name of the Company	GE T&D India Limited (formerly ALSTOM T&D India Limited)
iv)	Category / Sub-Category of the Company	Company Limited by Shares/Indian Non-Government Company
v)	Address of the Registered office and contact details	A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020 Tel : 91 11 41610660
vi)	Whether listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	C B Management Services (P) Ltd. P-22, Bondel Road, Kolkata – 700 019 Tel : 91 33 40116700 (100 Lines) Fax: 91 33 40116739

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Name and Description of main products/ services	NIC Code of the main product / service	% to total turnover of the Company
Switchgear all types, Control Panels, Power Transformers Electrical Substation projects and Services	271	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Grid Equipments Private Limited 9th Floor, DLF Building No.10, Tower C, DLF Cyber City, Phase II, Gurgaon- 122002	U31200HR2010PTC041758	Immediate Holding	68.54	2(46)
2	GE Grid Alliance B.V. (Formerly ALSTOM Grid Holding B.V.), Bergschot, 69/2, Breda, Netherlands- 4817 PA	Not Applicable	Intermediate Holding	6.46	2(46)
3	GE Albany Global Holdings B.V, Bergschot 69/2, Breda, The Netherlands - 4817 PA	Not Applicable	Holding	-	2(46)
4	GE Energy International Cooperatief U.A. Bergschot 69/2, Breda, The Netherlands - 4817 PA	Not Applicable	Holding	-	2(46)
5	General Electric Company 41 Farnsworth Street, Boston, United States of America - 02210	Not Applicable	Ultimate Holding	-	2(46)

**IV. SHARE HOLDING PATTERN (equity share capital breakup as percentage of total equity)****i) Category-wise Share Holding**

Category of Shareholders	No. of shares held at the beginning of the year (April 1, 2017)				No. of shares held at the end of the year (March 31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a. Individual/ HUF	-	-	-	-	-	-	-	-	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	175,492,524	-	175,492,524	68.54	175,492,524	-	175,492,524	68.54	-
e. Banks/FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(1):-</b>	<b>175,492,524</b>	<b>-</b>	<b>175,492,524</b>	<b>68.54</b>	<b>175,492,524</b>	<b>-</b>	<b>175,492,524</b>	<b>68.54</b>	<b>-</b>
<b>(2) Foreign</b>									
a. NRIs-Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	16,542,377	-	16,542,377	6.46	16,542,377	-	16,542,377	6.46	0.00
d. Banks/FI	-	-	-	-	-	-	-	-	-
e. Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total A(2):-</b>	<b>16,542,377</b>	<b>-</b>	<b>16,542,377</b>	<b>6.46</b>	<b>16,542,377</b>	<b>-</b>	<b>16,542,377</b>	<b>6.46</b>	<b>0.00</b>
<b>Total shareholding of promoter (A)= (A)(1)+(A)(2)</b>	<b>192,034,901</b>	<b>-</b>	<b>192,034,901</b>	<b>75.00</b>	<b>192,034,901</b>	<b>-</b>	<b>192,034,901</b>	<b>75.00</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual funds	24685854	3500	24689354	9.64	32055914	0	32055914	12.52	2.88
b. Banks/FI	33296	7465	40761	0.02	38091	2785	40876	0.02	0.00
c. Central Govt	466,737	-	466,737	0.18	0	0	0	0	-0.18
d. State Govt(s)	-	605	605	-	-	605	605	-	-
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Companies	10420400	0	10420400	4.07	6386187	0	6386187	2.49	-1.58
g. FII/FPIs	5563990	4450	5568440	2.17	4525082	0	4525082	1.77	-0.41
h. UTI	-	-	-	-	-	-	-	-	-
i. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
j. Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (1)</b>	<b>41170277</b>	<b>16020</b>	<b>41186297</b>	<b>16.09</b>	<b>43005274</b>	<b>3390</b>	<b>43008664</b>	<b>16.80</b>	<b>0.71</b>
<b>2. Non-institutions</b>									
<b>a. Bodies Corporate</b>									
i. Indian	1511399	85725	1597124	0.62	758882	52545	811427	0.32	-0.30
ii. Overseas									

Category of Shareholders	No. of shares held at the beginning of the year (April 1, 2017)				No. of shares held at the end of the year (March 31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>b. Individuals</b>									
i. Individual shareholders holding nominal share capital upto ₹.1 lakh	13537560	3853738	17391298	6.79	12590020	2666639	15256659	5.96	-0.83
ii. Individual shareholders holding nominal share capital in excess of ₹.1 lakh	1752111	0	1752111	0.68	1793135	0	1793135	0.70	0.02
<b>c. Others (specify)</b>									
i) NRI	698078	91920	789998	0.31	571952	62460	634412	0.25	-0.06
ii) Foreign National	0	405	405	0.00	0	0	0	0.00	0.00
iii) Trust	1075402	0	1075402	0.42	1165573	0	1165573	0.45	0.03
iv) Clearing Member	218999	0	218999	0.09	212316	0	212316	0.08	-0.01
v) IEPF	0	0	0	0.00	1129448	0	1129448	0.44	0.44
<b>Sub total (B)(2)</b>	<b>18793549</b>	<b>4031788</b>	<b>22825337</b>	<b>8.91</b>	<b>18221326</b>	<b>2781644</b>	<b>21002970</b>	<b>8.20</b>	<b>-0.71</b>
<b>Total Public Shareholding (B)= (B)(1) + (B)(2)</b>	<b>59963826</b>	<b>4047808</b>	<b>64011634</b>	<b>25.00</b>	<b>61226600</b>	<b>2785034</b>	<b>64011634</b>	<b>25.00</b>	<b>0.00</b>
<b>TOTAL (A)+(B)</b>	<b>251998727</b>	<b>4047808</b>	<b>256046535</b>	<b>100.00</b>	<b>253261501</b>	<b>2785034</b>	<b>256046535</b>	<b>100.00</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>251998727</b>	<b>4047808</b>	<b>256046535</b>	<b>100.00</b>	<b>253261501</b>	<b>2785034</b>	<b>256046535</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

S. No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2017)			Shareholding at the end of the year (March 31, 2018)			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	Grid Equipments Private Limited	1,75,492,524	68.54	Nil	175492524	68.54	0.00	0.00
2.	GE Grid Alliance B.V. (formerly ALSTOM Grid Holding B.V., Netherlands)	16,542,372	6.46	Nil	16542377	6.46	0.00	0.00
3.	GE Energy Europe B.V., Netherlands	5	0.00	Nil	0	0.00	0.00	0.00
<b>Total</b>		<b>192,034,901</b>	<b>75.00</b>	<b>Nil</b>	<b>192,034,901</b>	<b>75.00</b>	<b>0.00</b>	<b>0.00</b>

**(iii) Change in Promoters' Shareholding**

S. No.	Name	No. of shares at the beginning (April 1, 2017)	% of total shares of the Company	Date of increase/decrease in shareholding	Increase/ (Decrease) in shareholding	% change	Reason	Cumulative shareholding during the year	
								No. of shares	% of total shares of the Company
1.	Grid Equipments Private Limited	1,75,492,524	68.54					1,75,492,524	68.54
		At the end of the year		March 31, 2018	No Change			1,75,492,524	68.54
2.	GE Grid Alliance B.V. (formerly ALSTOM Grid Holding B.V., Netherlands)	16,542,372	6.46	May 4, 2017	5	0.00	Transfer	16,542,377	6.46
		At the end of the year		March 31, 2018				16,542,377	6.46
3.	GE Energy Europe B.V.	5	0.00	May 4, 2017	(5)	(0.00)	Transfer	-	-
		At the end of the year		March 31, 2018				-	-

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRS)**

S. No.	Name - For each of the Top 10 Shareholders	No. of shares at the beginning (April 1, 2017)	% of total shares of the Company	Date of increase/ (decrease) in shareholding	Increase / (Decrease) in shareholding (As per weekly benpos)	% change	Reason	Cumulative Shareholding during the year	
								No. of shares	% of total shares of the Company
1.	Reliance Capital Trustee Company Limited Through Its Various Schemes	17860664	6.98	April 1, 2017				17860664	6.98
				April 7, 2017	50000	0.02	Transfer	17910664	7.00
				April 14, 2017	17000	0.01	Transfer	17927664	7.00
				May 12, 2017	123000	0.05	Transfer	18050664	7.05
				June 2, 2017	(1310281)	(0.51)	Transfer	16740383	6.54
				June 9, 2017	1352381	0.53	Transfer	18092764	7.07
				June 30, 2017	20000	0.01	Transfer	18112764	7.07
				July 28, 2017	104209	0.04	Transfer	18216973	7.11
				August 4, 2017	(171232)	(0.07)	Transfer	18045741	7.05
				August 11, 2017	16760	0.01	Transfer	18062501	7.05
				August 18, 2017	30522	0.01	Transfer	18093023	7.07
				August 25, 2017	81511	0.03	Transfer	18174534	7.10
				September 1, 2017	416238	0.16	Transfer	18590772	7.26
				September 8, 2017	181396	0.07	Transfer	18772168	7.33
				September 15, 2017	38000	0.01	Transfer	18810168	7.35
				September 22, 2017	(4941)	(0.00)	Transfer	18805227	7.34
				September 29, 2017	480959	0.19	Transfer	19286186	7.53
				October 13, 2017	100000	0.04	Transfer	19386186	7.57
				October 20, 2017	200000	0.08	Transfer	19586186	7.65
				October 27, 2017	752277	0.29	Transfer	20338463	7.94
		October 31, 2017	395043	0.15	Transfer	20733506	8.10		
		November 3, 2017	59041	0.02	Transfer	20792547	8.12		
		November 10, 2017	359999	0.14	Transfer	21152546	8.26		
		November 17, 2017	172641	0.07	Transfer	21325187	8.33		
		November 24, 2017	154380	0.06	Transfer	21479567	8.39		
		December 1, 2017	62822	0.02	Transfer	21542389	8.41		
		December 8, 2017	87980	0.03	Transfer	21630369	8.45		
		December 15, 2017	15100	0.01	Transfer	21645469	8.45		
		December 22, 2017	57469	0.02	Transfer	21702938	8.48		
		December 29, 2017	34431	0.01	Transfer	21737369	8.49		

S. No.	Name - For each of the Top 10 Shareholders	No. of shares at the beginning (April 1, 2017)	% of total shares of the Company	Date of increase/ (decrease) in shareholding	Increase / (Decrease) in shareholding (As per weekly benpos)	% change	Reason	Cumulative Shareholding during the year	
								No. of shares	% of total shares of the Company
				January 5, 2018	135000	0.05	Transfer	21872369	8.54
				January 19, 2018	200000	0.08	Transfer	22072369	8.62
				January 26, 2018	78137	0.03	Transfer	22150506	8.65
				February 2, 2018	63191	0.02	Transfer	22213697	8.68
				February 16, 2018	76184	0.03	Transfer	22289881	8.71
				February 23, 2018	124189	0.05	Transfer	22414070	8.75
				March 2, 2018	40864	0.02	Transfer	22454934	8.77
				March 9, 2018	56678	0.02	Transfer	22511612	8.79
				March 16, 2018	15000	0.01	Transfer	22526612	8.80
				March 23, 2018	91136	0.04	Transfer	22617748	8.83
				March 30, 2018	127000	0.05	Transfer	22744748	8.88
				March 31, 2018				22744748	8.88
				2	SBI Mutual Fund Through Its Various Schemes	5318267	2.08	April 1, 2017	
				April 14, 2017	750000	0.29	Transfer	6068267	2.37
				April 21, 2017	50000	0.02	Transfer	6118267	2.39
				May 19, 2017	185819	0.07	Transfer	6304086	2.46
				May 26, 2017	88995	0.03	Transfer	6393081	2.5
				June 2, 2017	25186	0.01	Transfer	6418267	2.51
				June 23, 2017	9135	0	Transfer	6427402	2.51
				June 30, 2017	147447	0.06	Transfer	6574849	2.57
				July 7, 2017	98818	0.04	Transfer	6673667	2.61
				December 22, 2017	410533	0.16	Transfer	7084200	2.77
				January 19, 2018	(200000)	(0.08)	Transfer	6884200	2.69
				January 26, 2018	(533)	0	Transfer	6883667	2.69
				March 2, 2018	(78309)	(0.03)	Transfer	6805358	2.66
				March 9, 2018	(85942)	(0.03)	Transfer	6719416	2.62
				March 31, 2018				6719416	2.62
3	HDFCSL Through its various schemes	4185877	1.63	April 1, 2017				4185877	1.63
				April 7, 2017	(36889)	(0.01)	Transfer	4148988	1.62
				April 14, 2017	(434678)	(0.17)	Transfer	3714310	1.45
				April 21, 2017	(5317)	(0.00)	Transfer	3708993	1.45
				April 28, 2017	(6900)	(0.00)	Transfer	3702093	1.45
				May 5, 2017	(2783)	(0.00)	Transfer	3699310	1.44
				May 12, 2017	(161436)	(0.06)	Transfer	3537874	1.38
				May 19, 2017	(3564)	(0.00)	Transfer	3534310	1.38
				May 26, 2017	(20000)	(0.01)	Transfer	3514310	1.37
				June 2, 2017	(10000)	(0.00)	Transfer	3504310	1.37
				June 9, 2017	(100)	(0.00)	Transfer	3504210	1.37
				June 30, 2017	2115	0.00	Transfer	3506325	1.37
				July 21, 2017	1548	0.00	Transfer	3507873	1.37
				July 28, 2017	(414900)	(0.16)	Transfer	3092973	1.21
				August 4, 2017	45	0.00	Transfer	3093018	1.21
				August 11, 2017	2912	0.00	Transfer	3095930	1.21
				September 1, 2017	(168)	(0.00)	Transfer	3095762	1.21
				September 8, 2017	(99675)	(0.04)	Transfer	2996087	1.17
				September 22, 2017	(28333)	(0.01)	Transfer	2967754	1.16
				September 29, 2017	(7906)	(0.00)	Transfer	2959848	1.16
				October 6, 2017	(15609)	(0.01)	Transfer	2944239	1.15
				October 13, 2017	(1326)	(0.00)	Transfer	2942913	1.15
				October 20, 2017	(8300)	(0.00)	Transfer	2934613	1.15
				October 27, 2017	(74500)	(0.03)	Transfer	2860113	1.12

S. No.	Name - For each of the Top 10 Shareholders	No. of shares at the beginning (April 1, 2017)	% of total shares of the Company	Date of increase/ (decrease) in shareholding	Increase / (Decrease) in shareholding (As per weekly benpos)	% change	Reason	Cumulative Shareholding during the year	
								No. of shares	% of total shares of the Company
				October 31, 2017	(201527)	(0.08)	Transfer	2658586	1.04
				November 3, 2017	(82267)	(0.03)	Transfer	2576319	1.01
				November 10, 2017	(325949)	(0.13)	Transfer	2250370	0.88
				November 17, 2017	(43344)	(0.02)	Transfer	2207026	0.86
				November 24, 2017	(602110)	(0.24)	Transfer	1604916	0.63
				December 1, 2017	(73135)	(0.03)	Transfer	1531781	0.60
				December 8, 2017	(819710)	(0.32)	Transfer	712071	0.28
				December 15, 2017	(155308)	(0.06)	Transfer	556763	0.22
				January 26, 2018	(6030)	(0.00)	Transfer	550733	0.22
				March 31, 2018				550733	0.22
4	The New India Assurance Company Limited	3839079	1.50	April 1, 2017				3839079	1.50
				March 31, 2018				3839079	1.50
5	General Insurance Corporation Of India	2101000	0.82	April 1, 2017				2101000	0.82
				December 1, 2017	(35000)	(0.01)	Transfer	2066000	0.81
				December 8, 2017	(15000)	(0.01)	Transfer	2051000	0.80
				January 12, 2018	(27345)	(0.01)	Transfer	2023655	0.79
				January 19, 2018	(22655)	(0.01)	Transfer	2001000	0.78
				March 2, 2018	(100000)	(0.04)	Transfer	1901000	0.74
				March 31, 2018				1901000	0.74
6	Goldman Sachs India Limited <sup>1</sup>	1606122	0.63	April 1, 2017				1606122	0.63
				September 22, 2017	(475763)	(0.19)	Transfer	1130359	0.44
				October 13, 2017	(99967)	(0.04)	Transfer	1030392	0.40
				October 20, 2017	(1030392)	(0.40)	Transfer	0	0.00
				March 31, 2018				0	0.00
7	Rohini Nilekani	1500346	0.59	April 1, 2017				1500346	0.59
				March 31, 2018				1500346	0.59
8	The Master Trust Bank Of Japan, Ltd. As Trustee Of Nissay India Equity Selection Mother Fund	1068797	0.42	April 1, 2017				1068797	0.42
				April 7, 2017	(16917)	(0.01)	Transfer	1051880	0.41
				April 21, 2017	(5357)	(0.00)	Transfer	1046523	0.41
				April 28, 2017	(15115)	(0.01)	Transfer	1031408	0.40
				May 12, 2017	(103651)	(0.04)	Transfer	927757	0.36
				May 19, 2017	(35597)	(0.01)	Transfer	892160	0.35
				June 9, 2017	(12000)	(0.00)	Transfer	880160	0.34
				July 7, 2017	8242	0.00	Transfer	888402	0.35
				July 18, 2017	53000	0.02	Transfer	941402	0.37
				July 28, 2017	20830	0.01	Transfer	962232	0.38
				December 1, 2017	(14208)	(0.01)	Transfer	948024	0.37
				December 8, 2017	(1543)	(0.00)	Transfer	946481	0.37
				December 15, 2017	(5018)	(0.00)	Transfer	941463	0.37
				December 22, 2017	(17661)	(0.01)	Transfer	923802	0.36
				December 29, 2017	(4221)	(0.00)	Transfer	919581	0.36
				January 12, 2018	(16193)	(0.01)	Transfer	903388	0.35
				February 2, 2018	66297	0.03	Transfer	969685	0.38
				February 9, 2018	44590	0.02	Transfer	1014275	0.40
				February 16, 2018	18633	0.01	Transfer	1032908	0.40
				February 23, 2018	43608	0.02	Transfer	1076516	0.42

S. No.	Name - For each of the Top 10 Shareholders	No. of shares at the beginning (April 1, 2017)	% of total shares of the Company	Date of increase/ (decrease) in shareholding	Increase / (Decrease) in shareholding (As per weekly benpos)	% change	Reason	Cumulative Shareholding during the year	
								No. of shares	% of total shares of the Company
				March 2, 2018	11773	0.00	Transfer	1088289	0.43
				March 9, 2018	49926	0.02	Transfer	1138215	0.44
				March 16, 2018	11674	0.00	Transfer	1149889	0.45
				March 23, 2018	9719	0.00	Transfer	1159608	0.45
				March 31, 2018				1159608	0.45
9	Vanguard Emerging Markets Stock Index Fund, Aseries Of Vanguard International Equity IndeX Fund	830931	0.32	April 1, 2017				830931	0.32
				August 25, 2017	1503	0.00	Transfer	832434	0.33
				September 1, 2017	10327	0.00	Transfer	842761	0.33
				December 22, 2017	(2015)	(0.00)	Transfer	840746	0.33
				January 26, 2018	7285	0.00	Transfer	848031	0.33
				February 2, 2018	6510	0.00	Transfer	854541	0.33
		At the end of the year		March 31, 2018				854541	0.33
10	Vanguard Total International Stock Index Fund	675539	0.26	April 1, 2017				675539	0.26
				May 19, 2017	24586	0.01	Transfer	700125	0.27
				May 26, 2017	18164	0.01	Transfer	718289	0.28
				November 24, 2017	22832	0.01	Transfer	741121	0.29
				December 1, 2017	6989	0.00	Transfer	748110	0.29
				March 31, 2018				748110	0.29
11	UTI-MNC Fund <sup>2</sup>	396000	0.15	April 1, 2017				396000	0.15
				November 24, 2017	500000	0.20	Transfer	896000	0.35
				December 1, 2017	151138	0.06	Transfer	1047138	0.41
				December 8, 2017	885659	0.35	Transfer	1932797	0.75
				January 26, 2018	(3960)	(0.00)	Transfer	1928837	0.75
				February 2, 2018	(23700)	(0.01)	Transfer	1905137	0.74
				March 2, 2018	78021	0.03	Transfer	1983158	0.77
				March 9, 2018	54291	0.02	Transfer	2037449	0.80
				March 23, 2018	61973	0.02	Transfer	2099422	0.82
				March 30, 2018	21611	0.01	Transfer	2121033	0.83
				March 31, 2018				2121033	0.83
12	Ishares Core Emerging Markets Mauritius Co <sup>2</sup>	589738	0.23	April 1, 2017				589738	0.23
				April 7, 2017	12376	0.00	Transfer	602114	0.24
				April 14, 2017	634	0.00	Transfer	602748	0.24
				April 21, 2017	10960	0.00	Transfer	613708	0.24
				April 28, 2017	15140	0.01	Transfer	628848	0.25
				May 5, 2017	6420	0.00	Transfer	635268	0.25
				May 12, 2017	21825	0.01	Transfer	657093	0.26
				May 19, 2017	18673	0.01	Transfer	675766	0.26
				June 2, 2017	42546	0.02	Transfer	718312	0.28
				June 9, 2017	12629	0.00	Transfer	730941	0.29
				June 16, 2017	13148	0.01	Transfer	744089	0.29
				June 30, 2017	3445	0.00	Transfer	747534	0.29
				July 7, 2017	2756	0.00	Transfer	750290	0.29
				July 14, 2017	689	0.00	Transfer	750979	0.29
				July 18, 2017	2067	0.00	Transfer	753046	0.29
				July 21, 2017	2067	0.00	Transfer	755113	0.29
				July 28, 2017	6124	0.00	Transfer	761237	0.30
				August 4, 2017	12479	0.00	Transfer	773716	0.30
				August 11, 2017	6890	0.00	Transfer	780606	0.30
				September 1, 2017	3445	0.00	Transfer	784051	0.31

S. No.	Name - For each of the Top 10 Shareholders	No. of shares at the beginning (April 1, 2017)	% of total shares of the Company	Date of increase/ (decrease) in shareholding	Increase / (Decrease) in shareholding (As per weekly benpos)	% change	Reason	Cumulative Shareholding during the year	
								No. of shares	% of total shares of the Company
				September 8, 2017	2067	0.00	Transfer	786118	0.31
				September 15, 2017	8957	0.00	Transfer	795075	0.31
				September 22, 2017	4823	0.00	Transfer	799898	0.31
				October 6, 2017	1378	0.00	Transfer	801276	0.31
				October 13, 2017	19981	0.01	Transfer	821257	0.32
				October 20, 2017	11713	0.00	Transfer	832970	0.33
				November 3, 2017	2756	0.00	Transfer	835726	0.33
				November 24, 2017	3445	0.00	Transfer	839171	0.33
				December 1, 2017	3445	0.00	Transfer	842616	0.33
				December 8, 2017	(7751)	(0.00)	Transfer	834865	0.33
				December 15, 2017	4098	0.00	Transfer	838963	0.33
				December 22, 2017	1366	0.00	Transfer	840329	0.33
				December 29, 2017	3360	0.00	Transfer	843689	0.33
				January 12, 2018	24864	0.01	Transfer	868553	0.34
				January 19, 2018	16324	0.01	Transfer	884877	0.35
				January 26, 2018	8540	0.00	Transfer	893417	0.35
				February 2, 2018	10752	0.00	Transfer	904169	0.35
				February 23, 2018	24864	0.01	Transfer	929033	0.36
				March 2, 2018	3360	0.00	Transfer	932393	0.36
				March 9, 2018	1344	0.00	Transfer	933737	0.36
				March 16, 2018	19488	0.01	Transfer	953225	0.37
				March 23, 2018	2016	0.00	Transfer	955241	0.37
				March 30, 2018	4032	0.00	Transfer	959273	0.37
				March 31, 2018				959273	0.37
13	Aditya Birla Sun Life Trustee Pvt. Ltd. A/C. Through Its Various Schemes <sup>2</sup>	568232	0.22	April 1, 2017				568232	0.22
				April 7, 2017	(37400)	(0.01)	Transfer	530832	0.21
				April 14, 2017	(142000)	(0.06)	Transfer	388832	0.15
				December 22, 2017	(40415)	(0.02)	Transfer	348417	0.14
				March 31, 2018				348417	0.14

- 1 Ceased to be in the list of top ten shareholders as on March 31, 2018. The same is reflected above since the shareholder was one of the top ten shareholders as on April 1, 2017.
- 2 Not in the list of top ten shareholders as on April 1, 2017. The same is reflected above since the shareholder was one of the top ten shareholders as on March 31, 2018.

#### (v) Shareholding of Directors and Key Managerial Personnel:

None of the Directors and Key Managerial Personnel of the Company were holding shares in the Company as at the beginning of the year, during the year and at the end of the year.



**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	(₹ Million)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	5180.0	-	5180.0
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	197.6	-	197.6
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>5,377.6</b>	<b>-</b>	<b>5,377.6</b>
Change in Indebtedness during the financial year	-	10,390	-	10,390
• Addition	-	14,570	-	14,570
• Reduction	-	-	-	-
<b>Net Change</b>	<b>-</b>	<b>24,960</b>	<b>-</b>	<b>24,960</b>
Indebtedness at the end of the financial year	-	1,000.0	-	1,000.0
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	3.70	-	3.70
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>1,003.7</b>	<b>-</b>	<b>1,003.7</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A Remuneration to Managing Director (MD), Whole-Time Directors (WTD) and/or Manager:**

S. No.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		Mr. Sunil Wadhwa <sup>1</sup>	Mr. Gaurav Manohar Negi	Mr. Nagesh Tilwani	
1.	Gross salary	24,154,487	16,653,848	11,054,382	51,862,718
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	64,560	26,400	232,956	323,916
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option				
3.	Sweat Equity				
4.	Commission (as % of profits, others)				
5.	Others, (Retiral Benefits)	1,000,195	975,653	554,947	2,530,795
6.	Total(A)	<b>25,219,242</b>	<b>17,655,901</b>	<b>11,842,285</b>	<b>54,717,429</b>
	Ceiling as per the Act (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)				351.3 Million

<sup>1</sup>Appointed as Managing Director w.e.f. 04.04.2017

**B. Remuneration to Other Directors:**

						(In ₹)
S. No.	Particulars of Remuneration	Name of the Directors				Total Amount
1	<b>Independent Directors</b>	<b>Mr. Rakesh Nath</b>	<b>Mr. Bhanu Bhushan</b>	<b>Dr. Kirit S. Parikh</b>	<b>Ms. Neera Saggi</b>	
	Fee for attending Board/ committee meetings	980,000	900,000	840,000	840,000	3,560,000
	Commission	490,000	450,000	420,000	420,000	1,780,000
	Others	-	-	-	-	-
	<b>Total (1)</b>	<b>1,470,000</b>	<b>1,350,000</b>	<b>1,260,000</b>	<b>1,260,000</b>	<b>5,340,000</b>
2	<b>Other Non-Executive Directors</b>	<b>Mr. Stephane Cai</b>				
	Fee for attending Board/ committee meetings	-				-
	Commission	-				-
	Others	-				-
	<b>Total (2)</b>	<b>-</b>				<b>NIL</b>
	<b>Total (B) = (1+2)</b>					<b>5,340,000</b>
	<b>Total Managerial Remuneration (A+B)</b>					60,057,429
	Overall ceiling as per the Act (being 11% of the net profits of the Company calculated as per section 198 of the Companies Act, 2013)					386.4 Million

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:**

			(In ₹)
S. No.	Particulars of Remuneration	Name of Key Managerial Personnel Mr. Manoj Prasad Singh Company Secretary	
1	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		4,989,107
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961		107,160
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-
2	Stock Option		
3	Sweat Equity		
4	Commission (as % of profit, others)		
5	Others (Retiral Benefits)		408,605
	<b>Total</b>		<b>5,504,872</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

There have been no penalties/punishments/compounding of offences under Companies Act, 2013.

# “ANNEXURE F” 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

- Controlling Power Factor Control at Unity.
- Electricity Consumption reduction by installing timer and optimizing process timings
- Replacement of LED lights in place of Metal Halide & CFLs
- Reduction in consumption of compressed air
- Reduction in diesel Consumption by optimizing Thermo vacuum Oven and optimizing utilization of Vapour Phased Drying (VPD) Processing of Transformer.

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

- Utilization of treated water from Sewage Treatment Plant (STP) in gardening and fire hydrant system
- Transparent Roof sheets used for natural light (winding and other new shops)
- Rain Water harvesting implemented

##### (iii) The capital investment on energy conservation equipment

Investment on LED fixtures of ₹ 0.5 million per annum

#### 2. Naini Unit

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

- Water Supply taken from UP Jal Nigam and hence water extraction from Ground through electric pumps reduced. We stopped Tube Wells (of 18.5 K Watt) and now run small booster pump (3.5 Kwatt) connected in Jal Nigam water Supply line. Resulted in saving of 25000 kWh / annum or 3.5 K USD per annum.

- Reduced electricity consumption by use of LED lighting in offices as well as shop workshops locations where 24 hours illumination were required.
- Integration of offices to reduce Air Conditioner Power /office illumination power. 12 units 1.5 ton Air Conditioners reduced.
- Power Reduction in Oil Filter Machines by improvement in Filtration quality and thus reduced number of Filter cycles and improved Quality of Filtered oil.
- Leak Test of Vacuum Phase Drying units performed to get best efficiency at par with design and thus reduction in cycle time as well as reduction in Power Consumption.
- Single Flow of production resulting in lesser movement of cranes.

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

- Motion Sensors installed at places to avoid undue illumination.
- Lime coating on office roof to reduce AC load and dropping temp. of 1.5°C.

##### (iii) The capital investment on energy conservation equipment

Nil

#### 3. Pallavaram Unit

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

- Conventional florescent tubes replaced by LED lamps resulting in power savings.
- 60 Conventional tube lights replaced by LED lamps resulting in savings of 12000 units.

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

- Additional 10 solar powered street lights commissioned in factory replacing the conventional tube lights.

**(iii) The capital investment on energy conservation equipments**

- Capital investment of approximately Rs. 0.75 million for installation of solar lamps in street lights and LED lamps for Shop floor and Office areas. (as mentioned above)

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

- Conversion of the heating system from electricity to LPG in component washing machine leading to savings of 20 MWh power and 20T CO<sub>2</sub> emissions per annum.
- Introduction of two-tier oven processing for EMUs leading savings of more than 140 MWh power and 100T CO<sub>2</sub> emissions per annum.
- Introduction of 3 nos of "Hydro-energisers", an equipment which eradicates scaling in the pipelines, eliminated frequent breakdowns and blocks in the water lines leading to savings of 1 MWh power per annum.
- Optimized use of ovens and autoclaves to reduce the energy consumption.

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

- Solar natural light being used by using transparent roof sheets in the morning and afternoon time in the shop-floors.

**(iii) The capital investment on energy conservation equipments**

Rs. 1.1 million

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

- HVAC control improvisation and LED lighting installation and utilization of natural lighting.
- Overall cost towards energy reduced by 7% which includes EB cost by 5% and Diesel cost by 13%.
- Systematic inspection carried out at all rest rooms and water delivery points and all the leakages arrested to reduce the water consumption by 21% which in turn reduces the energy consumption.

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

- Transparent Roof sheets fixed for natural light in GIS production bay and LV5 production bay.

**(iii) The capital investment on energy conservation equipment**

- Investment made for Natural lighting – Rs. 0.6 million.

**B TECHNOLOGY ABSORPTION****(i) Efforts made towards technology absorption & development**

765 kV, 400 kV Lead exit system improved with reduced insulation weight and cost reduction resulting in lesser use of natural resources.

**Brilliant Factory Initiative: Lean****1) Continuous impact focused action workouts conducted.**

- Identified and eliminated wastes from the Value Stream. Achieved Lead Time reduction in the Wing to Wing Value Stream till date because of these efforts.

**2) Structured KAIZEN program deployed**

- Enables better Safety, Quality & Delivery time.
- Idea generation and implementation has grown 10X month on month v/s previous years.
- Results realized in total people involvement and promotion of a problem-solving culture.

**Brilliant Factory Initiative: Digital****1) Installed Temperature, Humidity control sensors on critical equipment.**

- Enables continuous monitoring of environmental parameters which perform as leading indicators in the Transformer manufacturing process.

**2) Introduced digital operating standards tool for monitoring the key performance indicators: Safety, Quality, Delivery, Inventory at Cell, Plant and Business Level.**

- Enabled seamless information flow across plants and improved execution on the manufacturing floor level.

**(ii) Benefits derived like product improvement, cost reduction, product development or import substitution etc.**

- Single phase reactor design improvised with the help of winding end shunt and achieved reduction of material and cost.

- Localization for 765kV GIS and NPI cost reduction.
- FK Drives value engineering for AIS application.

**(iii) 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

**(iv) The expenditure incurred on Research and Development**

i) Capital	: NIL
ii) Recurring	: Rs. 13.94 million
iii) Total	: Rs. 13.94 million
iv) Total R&D expenditure as % on turnover	: 0.03%

**C FOREIGN EXCHANGE EARNINGS**

- Foreign Exchange earned (in terms of actual inflow) : Rs. 5,289.4 million
- Foreign Exchange outgo (in terms of actual outflow) : Rs. 6,947.5 million

For and on behalf of the Board

Place : New Delhi  
Date : May 23, 2018

**Sunil Wadhwa**  
Managing Director  
DIN: 00259638

**Gaurav M. Negi**  
Whole-time Director & Chief Financial Officer  
DIN: 02835748

**Schedule with reference to B (iii)**

<b>S. No.</b>	<b>Technology</b>	<b>Year of Import</b>	<b>Status of absorption</b>
1.	HVDC Manufacturing	2015-16	Fully absorbed
2.	World's largest Wide Area Monitoring system under implementation- system provides complete observability of Indian Power system in real-time & On-line Analytics for dynamic behavior assessment	2016-17	Fully absorbed
3.	Intelligent Line Monitoring System (ILMS) Dynamic Line Rating Application	2017-18	Under absorption
4.	Full Digital Substation Project with Process Bus Technology	2017-18	Fully absorbed
5.	400kV Digital Bay with Digital Instrument Transformer	2017-18	Under absorption
6.	Travelling Wave Fault Locator; Transmission Line Fault Location detection.	2017-18	Fully absorbed
7.	Greenfield Digital Substation Solution on Process Bus, IEC61850 Ed2.0, based on Merging Unit Concept	2017-18	Fully absorbed
8.	Pilot Smart Grid Project with State Utility HPSEB	2017-18	Fully absorbed
9.	3 phase reactors with external tie rod arrangement for optimized losses	2017-18	Under absorption
10.	Distribution Management System	2017-18	Fully absorbed
11.	800KV GIS with & without PIR in Industrialized at Padappai	2017-18	Under absorption

# “ANNEXURE G” TO THE DIRECTORS’ REPORT

## FORM NO. MR-3: SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[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  
(Formerly known as Alstom T & D India Limited)  
CIN: L31102DL1957PLC193993  
Registered Office Address: - A-18, First Floor,  
Okhla Industrial Area, Phase II,  
New Delhi - 110020

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 (Formerly known as Alstom T&D India Limited) (hereinafter called 'the Company'). 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.

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 conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2018 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, 2018 according to the provisions of: -

- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>(i) The Companies Act, 2013 (the Act) and the rules made thereunder;</li> <li>(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;</li> <li>(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;</li> <li>(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;</li> <li>(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-</li> </ul> | <ul style="list-style-type: none"> <li>(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;</li> <li>(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;</li> <li>(c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;</li> <li>(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable</li> <li>(e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not Applicable</li> <li>(f) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008; - Not Applicable</li> <li>(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;</li> <li>(h) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; - Not Applicable</li> <li>(i) The Securities and Exchange Board of India (Buy back of securities) Regulations, 1998; - Not Applicable</li> </ul> |
|  | <ul style="list-style-type: none"> <li>(vi) The Company has identified following laws applicable specifically to the Company:               <ol style="list-style-type: none"> <li>1. The Industrial (Development and Regulation) Act, 1951;</li> <li>2. The Factories Act, 1948 &amp; Central Rules or concerned State Rules, made thereunder;</li> <li>3. The Environment (Protection) Act, 1986;</li> <li>4. The Water (Prevention and Control of Pollution) Act, 1974 &amp; Central Rules/concerned state rules;</li> </ol> </li> </ul>   |

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, National Stock Exchange of India & Calcutta Stock Exchange 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 is given to all directors to schedule the Board 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 are 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 events/actions in pursuance of the above referred laws, rules, regulations, standards & guidelines:

1. The Company has sold / transferred / disposed off Global Financial Shared Services business ('GFSS') to M/s GE India Industrial Private Limited together with the assets and manpower comprised therein on a slump sale basis, on an "as is where is" basis at a purchase consideration of Rs. 6.5 crore being an arms' length price for the transaction, in terms of Business Transfer Agreement executed between the parties. Further from SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 perspective, the proposed transfer has not been considered as a transfer of material assets having a material impact on the Company.
2. In view of loss during the financial year ended March 31, 2017 (in terms of Section 198 of Companies Act, 2013), (a) in terms of Part II of Schedule V of Companies Act, 2013 approval of Shareholders by way of special resolution was obtained in annual general meeting dated July 25, 2017 for the payment of managerial remuneration (excluding the perquisites not included for the computation of the ceiling on remuneration as per Part II of Schedule V of Companies Act, 2013 viz. leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity) of Rs. 17.0 million, Rs. 1.8 million and Rs. 10.3 million to Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, and (b) amounts of Rs. 14.5 million, Rs. 16.1 million and Rs. 9.6 million recoverable from Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, as excess remuneration have been refunded by them during the year 2017-18. In terms of Section III of Part II of schedule V of the Companies Act, 2013, the immediate holding Company of the Company i.e., M/s Grid Equipments Private Limited has made payment during the financial year 2017-18 of Rs. 23.5 million, Rs. 16.8 million and Rs. 11.0 million to Mr. Rathindra Nath Basu, Mr. S M Momaya and Mr. Ravi Kumar Krishnamurthy, respectively for the above amounts refunded, along with bonus payable by the Company.

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

**CS Mohit K Dixit**  
Partner

Date : May 23, 2018  
Place: New Delhi

ACS No. 49021  
C P No. 17827

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



## ANNEXURE A

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.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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 verification was done 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

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

**CS Mohit K Dixit**  
Partner  
ACS No. 49021  
C P No. 17827

Date: May 23, 2018  
Place: New Delhi

# MANAGEMENT DISCUSSION AND ANALYSIS



Image : Vadodara Manufacturing Unit

## MARKET OVERVIEW

The year 2017-18 witnessed moderate growth in the Transmission and Distribution market, which is now gradually moving towards a recovery, primarily driven by Government of India's (GOI) growing investments in renewable power generation and investments aimed towards upgradation of country's ageing transmission systems. However, the power sector continues to struggle with stranded power generation capacity, poor industrial demand and high AT&C losses in DISCOMs. All such challenges can be met but require investment and adoption of latest technologies across the value chain of power sector.

### Power Grid's Shifting Focus on State Grid Projects

Power Grid, the central transmission utility has been consistently investing its capital expenditure over the last decade in building the EHV-UHV Transmission grid in the country. During the year Power Grid's capex declined significantly due to lack of new super-critical generations and the corresponding decline in demand for EHV evacuation grid. Power Grid is cognizant of the fact that Government of India (GOI's) strong resolve to provide electricity to all will need strengthening of state grids and last mile connectivity. States are also increasing investments in their electricity grids and upgrading old transmission systems as they seek to supply round-the-clock electricity to households and industries. Hence, Power Grid is now also developing State grids in collaboration with states.

### Emerging Role of States in Enabling 'Power for All'

As part of a Centre-State joint initiative on 24x7 'Power for All', State governments have committed to ensuring round-the-clock supply to all households from April 2019. Government of India's (GOI)

initiatives such as Integrated Power Development Scheme (IPDS) and Power System Development Fund (PSDF), are encouraging the state utilities across the country to invest in augmenting their distribution and transmission network capacities.

Grid infrastructure in states with high degree of renewable generation is expected to scale up rapidly to keep up with the evacuation demands of Solar and Wind power into the Green Energy Corridor. Telangana, Andhra Pradesh, Karnataka, Tamil Nadu, Kerala, Maharashtra, Uttar Pradesh are some of the key states leading the T&D investments in this area.

### Continued Focus on Renewables

As per the Central Electricity Authority's, National Electricity Plan (2017-22), the anticipated shift from conventional to non-conventional renewable energy may result into a slowdown of thermal power projects in the future. This, however, shall be compensated by the ramp-up in solar driven power generation. This is likely to benefit your Company, as the renewable capacity will require integration with national transmission grid while maintaining its stability and robustness. This would further create a demand for Renewable Energy Monitoring and Control Centers (REMCs) along with stability and compensation solutions in various regions of the country.

### Growing Energy Needs of Neighboring Countries

Our neighboring countries are growing and so is their need of power. India's Energy security policy is leading to shaping up of the SAARC grid with regional linkages now getting implemented with Bangladesh, Sri-Lanka, Nepal and Bhutan. Increasing investments in SAARC grids is seeing opportunities for HVDC, turnkey products and solutions.



Grid Automation Unit - Pallavaram

## Improving Policy and Investment Climate

The Industrial sector is now gradually moving towards recovery, as it witnesses consolidation and resolution of Non-Performing Assets (NPAs) through the Insolvency And Bankruptcy Code, 2016. We expect that bold moves like these are likely to help the industry in reviving the demand and pulling fresh investments in the years to come.

The overall investment climate in the country is also moving in a positive direction, investments across infrastructure and power sector are taking the economy of India to new altitudes. The transmission sector remains to be at the heart of all these new investment activities.

Your Company is closely watching these developments and consistently adopting new strategies to adapt to the changing market conditions.

## OPPORTUNITIES

With an ambition to be a five trillion-dollar economy within next 10 years, Indian government is keen to accelerate the growth of economy at a rate of 8-9% moving forward. This will result into rise in demand

of power and hence T&D sector will continue to remain a key lever to achieve this accelerated GDP growth. As on March 2018, India's per capita electricity consumption stays at a very low level of 1110 kWh. Though, on April 28, 2018, India announced 100% electrification of its villages, but close to 31 million homes still await electrification. Ministry of Power is keen to achieve 24x7 electricity access for the people of country and this will lead to big investments in the Power and T&D sector.

Government of India's ambitious capacity ramp up in the solar sector is attracting investments from private developers, NTPC Limited and Solar Energy Corporation of India (SECI). Several states that are rich in renewable resources have launched ambitious projects in solar energy generation and solar evacuation transmission network. Efficient and reliable transmission of this renewable power from supplying states, like Telangana, Karnataka, Andhra Pradesh, Rajasthan, Tamil Nadu to demand centers across the country, will require new technology and grid stability systems. Expansion of this additional power generation capacity will create new opportunities in the form of additional T&D infrastructure in the central as well as in the state grids. Such initiatives are expected to be largely driven by Inter region strengthen scheme.



Stronger Together: Channel Partners Meet

As part of South Asian Region energy challenge, Government of India is also supporting the development of inter-regional grid with neighboring countries like Bangladesh, Sri Lanka, Nepal, Bhutan and Maldives to develop a strong SAARC grid network. Your Company is already present in these markets and is ready to participate in the future growth of these grids.

All the market trends and government initiatives as described here, present an array of growth opportunities for your Company and your Company is well positioned to capture the relevant opportunities timely.

## THREATS

The current liquidity situation in the sector coupled with non-resolution of stranded assets of 70 GW are a cause of concern and impacting the pace of investments in supercritical generation. This in turn is impacting investments in extra high voltage (EHV) T&D grids. The low entry barriers for poor technology players in state utility markets will allow short-term players to engage in aggressive and unviable pricing as was previously seen in generation space. The slow revival of industrial demand is stalling opportunities in the market.

State Electricity Board, DISCOMs though relieved by implementation of UDAY schemes, are still struggling to bring in operational efficiencies and are holding back on investments to upgrade the old technology.

Chinese and Korean players continue to be aggressive in the SAARC Grid with aggressive pricing in India, Bangladesh and Sri Lanka. The governments both at central and state levels need to push and support the infrastructure investment and growth. While your Company firmly believes that growth is imminent, yet the pace of turnaround is comparatively slow. Your Company is aware of the adverse circumstances and is prepared to deal with the challenges, as it has done in the last many years.

## BUSINESS PROJECTIONS

The overall business environment is expected to moderately improve in the financial year 2018-19. As the country goes for National Elections in 2019, the rate at which orders are being awarded may get impacted for a certain duration. However, the Company continues to have healthy order book of over Rs. 72 Billion as of end of March 2018 and therefore is fairly equipped to sustain these market pressures.



## SUPPORT FUNCTIONS

### Human Resources

The permanent employee strength of the Company as on March 31, 2018 was 2821.

**Industrial Relations :** During the year, labor relations at all the Units remained cordial. This has helped your Company to promote a culture of trust and high performance within the employees.

**Diversity :** Gender diversity has always been important for your Company. Your Company understands the gender sensitivities and hence providing safe and secured working environment for women always remains a top priority. Company always aims to enrich its gender diversity while hiring for open positions. The management promotes a diverse work culture, wherein fair and transparent employment practices are adopted for gender diverse candidates. Your Company has a strong women network in the organization that acts as a platform for exchanging views and supporting women in their career growth. Your Company also has career focused fast-track programs for women in technical roles of engineering and R&D.

**Succession planning :** Management with the support of Human Resources team keeps a sharp focus on identification of successors for all leadership positions as well as for positions that require crucial skill sets.

Your Company is focused on increasing the overall organizational efficiency and driving accountability. The objective is faster communications and expedited delivery to customers.

### Finance

The Finance function continued to lead, drive and enable number of business critical initiatives which led to a better performance of your Company. Strong focus on risk management, cost optimisation and cash generation through intense operational rigour and financial discipline led to an improved working capital management. The Cash focus around receivable and retention collection, generated cash from operating activities of Rs.10,540 million, which helped in reducing the borrowing significantly and the Company ended the year with a positive cash balance of Rs.5,321 million. The Credit Rating Agency ICRA has reaffirmed the long term (AA) and short-term (A1+) ratings indicating a high degree of safety regarding timely servicing of financial obligations. The outlook on long term rating has been retained as "Stable".

Your Company having undergone the changes in the accounting and regulatory requirements with the adoption of Ind-AS , Internal Financial Control (IFC), Internal Controls over Financial Reporting (ICFR), Income Computation and Disclosure Standards (ICDS) etc. Welcomed the decision of the Government to implement Goods and Services Tax (GST) in the current financial year. The adoption and transition w.e.f. July 1, 2017, was carried out with enhancement to

the underlying operational processes and IT systems, which facilitate meeting the requirements of the GST Laws resulting in accurate and timely compliances.

Given the efforts to manage and successfully drive the above changes, the Finance function was recognized for their performance and contribution in the financial year.

### Investor Relations

Your Company firmly believes and is committed to keep complete transparency with all its stakeholders. Engaging and maintaining effective communication with all its stakeholders is the key priority. Your Company holds earnings conference calls on quarterly basis with its Investors and Analysts. During these quarterly calls, your Company ensures to keep the stakeholders informed on the Transmission and Distribution (T&D) market developments. The Company also uses this opportunity to share its operational and financial performance. Further, during the conference call all the attendees are given an opportunity to ask questions directly from the top management team that is steering the call.

Your Company is also committed to keep its investors fully informed on major developments by disseminating information through press releases and stock exchange communications. All presentations made and financial results shared with investors and analysis are unfailingly uploaded on its website [www.ge.com/in/ge-td-india-limited](http://www.ge.com/in/ge-td-india-limited).

## RISK AND INTERNAL CONTROLS

A strong Internal Control framework has been an important part of operations and corporate governance.

The Internal Control process of the Company has been robust and provides reasonable assurance on - reliability of financial information, compliances with laws and regulations in force 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 key 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 the Company's internal reviews identified some weaknesses in carrying out certain testing procedures in respect of certain products. The management has taken corrective steps to strengthen the procedures and is communicating with the relevant stakeholders.

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 their design and operating effectiveness was assessed by the management. It was concluded that as at March 31, 2018, 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 controls system over financial reporting and such controls were operating effectively as at March 31, 2018.

## OUTLOOK

The long-term outlook for transmission and distribution sector remains positive as the bulk power generated in the country needs grid infrastructure for reliable, efficient and stable power supply to the end consumer. The government's bold moves in resolution of NPAs, recovering ailing DISCOMs and change in policy framework towards ease of doing business is a positive move towards ramping up the investments in the infrastructure space. Your Company is overall optimistic that various reforms initiated by Government of India will lead to revival of the economy. Primarily due to increase in capital expenditure in utilities, power generation, industry and infrastructure that follow these reforms. Your Company is fully prepared to address the resulting growth opportunities.

The strong thrust on renewable power generation, evacuation and integration of clean energy has opened new market opportunities within the power sector. Strengthening of sub-transmission network under the Integrated Power Development Scheme (IPDS) and deployment of Power System Development Fund (PSDF) creates new markets for transmission and distribution products.

The Company's management team remains holistically focused on new opportunities and is committed to deliver increased value for its stakeholders.

## 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

**Sunil Wadhwa**

Managing Director

DIN: 00259638

**Gaurav M. Negi**

Whole-time Director &

Chief Financial Officer

DIN: 02835748

Place : New Delhi

Date : May 23, 2018

# BUSINESS RESPONSIBILITY REPORT



Image : Hosur Manufacturing Unit



**SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

1.	Corporate Identity Number (CIN) of the Company	L31102DL1957PLC193993
2.	Name of the Company	GE T&D India Limited
3.	Registered address	A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110020
4.	Website	www.ge.com/in/ge-td-india-limited
5.	E-mail ID	Company.secretary@ge.com
6.	Financial Year Reported	Financial Year ended March 31, 2018
7.	Sector(s) that the Company is engaged in	Capital Goods – Electrical equipments
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	Switchgear all types, Control Panels, Power Transformers Electrical Substation projects and Services. NIC Code of the main product/ service – 271
9.	Total number of locations where business activity is undertaken by the Company	
	a) Number of International Locations	Nil
	b) Number of National Locations	6 manufacturing sites, 13 sales offices including 1 corporate office and 1 registered office
10.	Markets served by the Company – Local/State/ National/International	<ul style="list-style-type: none"> <li>• National and State Transmission &amp; Distribution utilities</li> <li>• Domestic Industrial Customers</li> <li>• Domestic power generation developers solar and thermal</li> <li>• Export of products</li> </ul>

**SECTION B: FINANCIAL DETAILS OF THE COMPANY**

1.	Paid up Capital (₹)	512.1 Million
2.	Total Turnover (₹)	43,858.2 Million
3.	Total profit after taxes (₹)	2,088 Million
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	20.1 Million
5.	List of activities in which expenditure in 4 above has been incurred	<ul style="list-style-type: none"> <li>I. Villages Development</li> <li>II. Access to electricity through clean energy</li> <li>III. Education and children</li> <li>IV. Support for persons with disabilities</li> <li>V. Sanitation</li> <li>VI. Skill development</li> </ul>

**SECTION C: OTHER DETAILS****1. Does the Company have any Subsidiary Company/ Companies**

No

**2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s)**

Not Applicable

**3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**

Yes. As a practice, the extent of supplier involvement in Company's supply chain responsibility is that suppliers are required to sign the Company's Integrity Guide for Suppliers, Contractors and Consultants, which is a guiding document on following applicable local laws, and best practices in employment, ethical business, environment, health and safety.

**SECTION D: BR INFORMATION****1. Details of Director/Directors responsible for BR****a) Details of the Director/Director responsible for implementation of the BR policy/policies**

1. DIN : 00259638
2. Name : Mr. Sunil Wadhwa
3. Designation : Managing Director

**b) Details of BR head**

No.	Particulars	Details
1	DIN (if applicable)	Not Applicable
2	Name	Mr. P V Narayanan
3	Designation	CSR Officer
4	Telephone Number	0120-4731247
5	E-mail ID	narayanan.pv@ge.com

**2. Principle-wise (as per NVGs) BR Policy/policies****a) Details of compliance (Reply in Y/N)**

No.	Questions	Business Ethics	Product Responsibility	Wellbeing of Employees	Stakeholder Engagement & CSR	Human Rights	Environment	Public Policy	CSR	Customer Relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	<p>GE, and its affiliates, have adopted comprehensive ethical standards, that have been adopted by GE's Board and are fully supported by GE's management. The Spirit &amp; The Letter" policy reflecting ethical practice and the Company has adopted:</p> <ul style="list-style-type: none"> <li>• OECD guidelines for Multinational Enterprises</li> <li>• Universal Declaration of Human Rights</li> <li>• International Labour Organization's (ILO's) Declaration on Fundamental Principles and Rights at Work</li> <li>• Voluntary Principles on Security and Human Rights</li> <li>• UN Global Compact and its 10 principles</li> </ul> <p>For a more detailed description of GE's Integrity policies please refer - <a href="http://www.gesustainability.com">www.gesustainability.com</a>.</p>								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	<p>GE T&amp;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.</p>								

No.	Questions	Business Ethics	Product Responsibility	Wellbeing of Employees	Stakeholder Engagement & CSR	Human Rights	Environment	Public Policy	CSR	Customer Relations
		P1	P2	P3	P4	P5	P6	P7	P8	P9
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes								
6	Indicate the link for the policy to be viewed online?	<a href="http://www.gesustainability.com/">http://www.gesustainability.com/</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes.								
8	Does the Company have in-house structure to implement the policy/ policies	Yes.								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes.								
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The policies are evaluated internally. Policies relating to health, safety and environment for factories have been audited by an external agency, MWh Global.								

**b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options) - Not Applicable**

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles									
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

### 3. Governance related to Business Responsibility Report

- a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.**

Annually

- b) **Does the Company publish a Business Responsibility Report or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

Business Responsibility Report forms part of the Directors' Report and is available on Company's website <https://www.ge.com/in/ge-td-india-limited>.

### SECTION E: PRINCIPLE-WISE PERFORMANCE



Business should conduct and govern themselves with Ethics, Transparency and Accountability



Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle



Businesses should promote the well-being of all employees.



Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised



Businesses should respect and promote human rights



Businesses should respect, protect and make efforts to restore the environment



Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner



Businesses should support inclusive growth and equitable development



Businesses should engage with and provide value to their customers and consumers in a responsible manner.

**Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability**

**1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?**

No. "The GE Spirit & The Letter" policy on ethics, bribery and corruption covers the Company and all its vendors, contractors, NGOs and others (anyone who works for or represents GE).

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

Your Company is committed to best Corporate Practices based on the principle of transparency, accountability, fairness and integrity to create long term sustainable value for its stakeholders. Your Company has in place Vigil Mechanism (Ombuds and Open Reporting Procedure) to provide an avenue to all stakeholders to report concerns, whether actual or potential, about integrity violations or any violation of law. In addition, your Company has an internal Code of Conduct namely 'The Spirit & The Letter' ('S&L') which is followed by anyone who works with or represents GE. All concerns received are thoroughly and objectively investigated and resolved with appropriate corrective actions.

During the year under review 69 stakeholder concerns were raised under the GE Open Reporting system, which were duly reviewed and disposed of.

**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle**

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

- a) Extra High Voltage (EHV) Current Transformer
- b) Extra High Voltage Circuit Breakers

**2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

- a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?
  - EHV Current Transformer: Natural resource savings would include reduced consumption of oil, wood, steel, aluminum and copper. Process efficiency

includes less energy (electricity) being used in the production process.

- EHV Circuit Breakers: SF6 gas reduction and weight reduction in steel structures
- b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Nil

**3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

- a) The Company has a well-defined supplier selection and purchasing process covering 100% of the supplier base.

The process is aligning suppliers for Integrity & Compliance with the local rules and regulations and also with GE quality standards.

The supplier onboarding process is stringent and is governed by dedicated compliance team through quality, process and safety audits (internal and external audits).

The Company also has processes with all direct materials suppliers called 'SRG audits' (Sourcing Reputation Guidelines). This is deployed to all direct materials suppliers to ensure stability in supply chain and also to protect GE's Reputation.

The supplier contracts are secured with the Company's purchasing Terms and Conditions and EHS guidelines including labor laws and human rights.

**4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Yes, the Company has always valued the development of Small and Medium scale suppliers.

The Company invests in growing supplier capabilities through periodic trainings, lean initiatives and collaborative & long-term supply agreements with them.

**5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

2 to 3% of Wooden packing is reused for further packing.

**Principle 3: Businesses should promote the well-being of all employees.**

1. **Please indicate the Total number of employees** – 2821
2. **Please indicate the total number of employees hired on temporary/ contractual/ casual basis** – 1773
3. **Please indicate the Number of permanent women employees** - 155
4. **Please indicate the Number of permanent employees with disabilities** - 5
5. **Do you have an employee association that is recognized by management** – Yes
6. **What percentage of your permanent employees is members of this recognized employee association** – Approximately 33%.
7. **Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year**

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour/ forced Labour/ involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. **What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?**
  - a) Permanent Employees 95%
  - b) Permanent Women Employees 100%
  - c) Casual/Temporary/Contractual Employees 94%

**Principle 4: Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised**

1. **Has the Company mapped its internal and external stakeholders? Yes/No**

The Company draws upon the insights of its own experts and from those around the globe to assess its sustainability priorities and relate them to its business strategy. Your Company works regularly with customers, regulators, non-governmental organizations, academics, government bodies and other partners to identify emerging issues and develop collaborative solutions.

The Company also leverages the knowledge of its employees at all levels of the organization who are often closest to our customers, partners and communities as part of their work responsibilities and/or volunteer initiatives.

2. **Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders.**

GE is a signatory to UN Global Compact and follows its 10 principles. The first 6 principles have a strong thrust on social dimensions covering labour, women’s empowerment and gender equality, children, indigenous peoples, people with disabilities, and business impacts on poverty. In addition to an equal opportunity organisation, GE’s CSR activities specifically target vulnerable and marginalized groups, including children, women, elderly and people with disabilities.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

The Company’s CSR activities at all locations are highly inclusive. It touched the lives of more than 200 children and adolescents through initiatives for people with disabilities in Naini and more than 600 children at Chennai. In Chennai and neighbouring areas, the Company’s programme on cataract surgeries aims to restore sight to more than 3,000 people. Similarly, the Company’s mobile medical van which operates in Chennai and neighbouring areas provides more than 1,400 treatments a month. At Vadodara, the Company has provided for financial inclusion of women through financial literacy programme, farmer training and forming self-help groups. The Company’s ‘Access to electricity programme’ at Naini has reached more than 100 households, most of whom belong to highly vulnerable sections of society.

**Principle 5: Businesses should respect and promote human rights****1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

The policy covers the Company, group, its suppliers, consultants, contractors and other key stakeholders.

**2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

Nil

**Principle 6: Businesses should respect, protect and make efforts to restore the environment****1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.**

Applies to other business partners as well. The Company expects the suppliers to comply with laws and regulations protecting the environment, continuously improve their resource efficiency, and not adversely affect the local community.

**2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

As a key stakeholder in the Energy sector, GE focuses on providing its customers with cleaner and more productive solutions to meet rising energy demand. At the same time, it is working in our own operations and value chains to increase resource efficiency in production.

Ecomagination is GE's growth strategy to enhance resource productivity and reduce environmental impact on a global scale through commercial solutions for our customers and in our own operations. As part of this strategy, we are: investing in cleaner technology and business innovation; developing solutions to enable economic growth while avoiding emissions and reducing water consumption; committing to reduce the environmental impact in our own operations; and developing strategic partnerships to solve some of the toughest environmental challenges at scale to create a cleaner, faster, smarter tomorrow.

<http://www.gesustainability.com/building-things-that-matter/energy-and-climate/>

**3. Does the Company identify and assess potential environmental risks? Y/N**

Yes

**4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

Your Company does not have any Clean Development Mechanism projects.

**5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

The Company's products have a strong thrust on energy efficiency and clean technology. For details please refer to Annexure F to the Directors' Report.

GE's thrust on sustainability in business is reflected at [www.gesustainability.com](http://www.gesustainability.com)

**6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes.

**7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

Nil

**Principle 7: Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner****1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

No

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)**

No

## Principle 8: Businesses should support inclusive growth and equitable development

### 1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes. The Company undertakes various projects through its CSR initiatives. For details please refer to Annexure A to the Directors' Report.

### 2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

The CSR projects of the Company are implemented directly through in-house team as well as through internally validated external NGO partners/implementing agencies.

### 3. Have you done any impact assessment of your initiative?

The programmes are developed and implemented with measurable outcomes. Baseline surveys are conducted for programmes of longer duration.

The Company has been doing regular field monitoring as well as reports in order to measure progress against targeted indicators.

During the year, the Company has undertaken formal impact assessment of all its CSR activities through a reputed, neutral third party. The results of the same have been reviewed and would be utilised for future decision making.

### 4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

For details please refer to Annexure A to the Directors' Report.

### 5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The CSR activities and projects are conceived with close cooperation of the communities and beneficiaries. During the

development of programmes, village leaders and beneficiaries are involved in the programme design. This ensures that the projects have high acceptance and sustainability.

## Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

### 1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

Customer complaints are managed through a tool, ACT. 4% of customer complaints are overdue as on end of financial year 2017. It includes both verbal and written complaints.

### 2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)

No

### 3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No

### 4. Did your Company carry out any consumer survey/consumer satisfaction trends?

The Company carries out Annual Relational Survey to measure customer satisfaction level. Last survey was done in March 2018.

For and on behalf of the Board

**Sunil Wadhwa**  
Managing Director  
DIN: 00259638

**Gaurav M. Negi**  
Whole-time Director &  
Chief Financial Officer  
DIN: 02835748

Place: Delhi  
Date : May 23, 2018



# REPORT ON CORPORATE GOVERNANCE



Image : Padappai Manufacturing Unit

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 rapidly changing business and technological environment, your Company regularly reviews its strategic direction; operational efficiency and effectiveness; reliable reporting and compliances so as to meet various stakeholders' expectations and long-term sustainability.

The Company's philosophy on Corporate Governance revolves around principles of ethical governance and is aimed at conducting business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders. This objective is achieved by adopting corporate practices based on principles of transparency, accountability, fairness and integrity to create long term sustainable value for all its stakeholders.

## BOARD OF DIRECTORS

For GE T&D India corporate governance begins at the top of its Governance structure, its Board of Directors, which comprises of eminent experts who are committed to the key underlying principles and values that constitute the best standards of corporate governance.

### A. Composition of the Board

The strength of the Board of Directors is eight. Of the total eight Directors, five directors are non-executive, including four independent directors and of which one of the independent directors is a woman director.

### B. Brief particulars of the Directors



**Mr. Stephane Cai** - Chairman (Non-executive)

Mr. Stephane Cai, aged 55 years, is Vice President Grid Regions, GE Power. He joined GE's Grid Solutions as the Vice President of Grid Products and Global Supply Chain Management, when it was formed in 2015.

He was with Alstom for 27 years. He began as a Turbine Commissioning Engineer and over a period of 14 years, he also worked as Technical Project Manager for Turbine-Generator Set, Product Manager for large Steam Turbines and Head of Steam

Turbine Product Development. In 2000, he was appointed Head of Business Development & Marketing at ABB Alstom Power Headquarters, then Vice President Business Development at Alstom Power Hydro Business two years later.

He returned to operational roles as Managing Director, Alstom Power Hydro India in 2003, then CEO of Alstom Power Turbomachines USA in 2007. He was Chief Operating Officer of the Alstom Power's Nuclear Business from 2010 and 2012. In 2012, he joined Alstom Grid as Vice President Near & Middle East based in Dubai. In 2014, he was appointed as Senior Vice President Grid Products based in Paris

He is a graduate of the Ecole Centrale Paris, France, with a degree in Mechanical Engineering and a PhD in Fluid Mechanics. He also holds an Executive MBA from HEC Paris, France.

Mr. Stephane Cai is member of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.



**Mr. Sunil Wadhwa** - Managing Director (w.e.f. April 4, 2017)

Mr. Sunil Wadhwa, aged 58 years, has over 32 years of rich experience in the areas of business operations, project management, finance and corporate governance.

Prior to joining GE T&D India Limited as Managing Director from April 4, 2017, he served as CEO & Managing Director of IL&FS Energy Development Co. Ltd. for 5 years starting April 2012. Before IL&FS, he served for 25 years in the Tata groups in oil & gas, chemicals & fertilizers and power business.

He was the Managing Director of Tata Power Delhi Distribution Company Limited (A Tata Power and Government of Delhi Joint Venture, formerly known as North Delhi Power Ltd.) during 2007 to 2012 and its Chief Financial Officer & Executive Director during 2002 to 2007.

During his tenure of 10 years in Tata Power Delhi Distribution Limited, the Company received many recognitions including the best utility of Asia, 'Thomas Edison' award for use of technology in power business and 'Hall of Fame' recognition for Balanced scorecard implementation from Dr. Robert Kaplan. Under Sunil's leadership the Company reduced AT&C losses from 58% to around 10%, a turnaround story of a state owned sick discom through PPP model.

Prior to Tata Power, he was CFO at Tata Chemicals Ltd. during 2001 to 2002 and Head of Finance at Tata Hitech Drilling Services India Limited for 15 years from 1986 - which was set-up as a Tata & Schlumberger JV in the oil field services sector. In his finance role he was involved in joint ventures, collaborations, financial restructuring, IPOs and fund-raising exercises.

He on an individual level was adjudged as the most inspirational CEO in the power sector across Asia by Asia Power (Singapore) for the year 2008 and has also been honored with Udyog Ratan award from the Institute of Economic Studies, New Delhi. He also received jury award from the Tata Group for exemplary CSR initiatives linked to the Tata Discom's business in Delhi. He was mentor to the Tata Business Excellence teams during 2004 to 2012 for assessment of various Tata companies.

He has been member and chairman of various committees in CII and FICCI.

He is a rank holder Chartered Accountant and a Company Secretary by qualification. He is an alumnus of 'The Mothers International School', Aurobindo Ashram and a commerce graduate from 'Shri Ram College of Commerce', New Delhi.

He is a member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Assets Committee of of the Company.

He is also on Board of Wipro GE Healthcare Private Limited.



**Mr. Gaurav M Negi** – Whole-time director & Chief Financial Officer

Mr. Gaurav M Negi, aged 43 years, Chartered Accountant and Six Sigma Black Belt, has rich global and diverse experience in Finance, Corporate Governance and Business Operations. He has over 19 years of experience working with General Electric on various global and local assignments and also been part of their Leadership programs in Finance and Executive Management. He has also worked extensively in Joint Venture of General Electric as the CFO in various sectors of Power, Healthcare and Media and also has diverse exposure to industry segments of technology based manufacturing, financial services and solutions based services. His financial expertise includes strategy, governance, corporate finance, risk management, investor relations, planning and other domains of finance.

He is a member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Asset Committee of the Company.

He is also on the Board of Grid Equipments Private Limited.



**Mr. Nagesh Tilwani** – Whole-time director & Head - AIS business

Mr. Nagesh Tilwani, aged 45 years, is Bachelor of Engineering (Electrical). He has 23 years of experience in the areas of operations, business development, service marketing, sales support, client relationship management, techno-commercial functions, project coordination and after sales service support operations in the core engineering sector. He has been working

with the Company since 1996 and currently leads the Air Insulated Switchgear HVS business of the Company.



**Ms. Neera Saggi** - Director (Non-executive - Independent)

Ms. Neera Saggi, aged 62 years, has 35 years of 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.

Ms. Saggi has strong networks in multiple sectors and with different stakeholders including government, private, NGO, multilateral agencies, Consulates, Chambers of Business and Commerce. She was President of the Bombay Chamber of Commerce and Industry (BCCI) for the year 2013-14. She was the first woman to be elected in 177 years' history of this oldest Chamber in the country and was its Vice President for the year 2012-13.

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; Bachelor of Arts (Hons.), Gauhati University; One-month program on "Effective Governance", conducted by IIM Ahmedabad, in association with The Kennedy School of Governance.

Ms. Saggi is a member of the Audit Committee of the Company. She has also been inducted on the Nomination and Remuneration Committee and the Assets Committee of the Company on May 23, 2018.

Ms. Saggi currently serves with Boards of several well-known companies such as GE Power India Limited, Swaraj Engines Limited, Tata Projects Limited, TRF Limited, Maithon Power Limited, Tata Realty and Infrastructure Limited and Mahindra Heavy Engines Limited.

She is chairperson of CARE India Solutions for Sustainable Development, a Section 25 Company under the Companies Act, 1956.

She is also on the Board of Governors and Society of IIM- Amritsar (set up by the Ministry of Human Resource Development with the support of Government of Punjab).

She is also member of Audit committee of GE Power India Limited, Swaraj Engines Limited, TRF Limited, Tata Projects Limited, Maithon Power Limited, Tata Realty and Infrastructure Limited and is the Chairman of Audit Committee of Mahindra Heavy Engines Limited.



**Mr. Bhanu Bhushan** – Director (Non-executive - Independent)

Mr. Bhanu Bhushan, aged 73 years, holds a first-class Honors Degree in Electrical Engineering from Banaras Hindu University.

Mr. Bhushan joined the Central Electricity Regulatory Commission as a Member in February 2004 and retired from the Commission in February 2009. He has worked for Indian Power Sector since graduating in 1966, in Renusagar Power Company Limited, Central Water and Power Commission, Indian Consortium for Power Projects, Bharat Heavy Electricals Limited, Desein (New Delhi) Private Limited, National Thermal Power Corporation Limited and Power Grid Corporation of India Limited. He is also on the Board of various other companies.

He is member of the Audit Committee and Nomination & Remuneration Committee of the Company.

He is also on the Board of Saurya Urja Company of Rajasthan Ltd. and Nana Layja Power Company Ltd.

He is also member of Audit Committee of Saurya Urja Company of Rajasthan Ltd. and Nana Layja Power Company Ltd.



**Dr. Kirit S. Parikh** - Director (Non-executive - Independent)

Professor Kirit Parikh, aged 82 years, 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 Indra 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 chairman of the Corporate Social Responsibility Committee of the Company. He has also been inducted on the Audit Committee and Nomination and Remuneration Committee of the Company on May 23, 2018.

At present, he is on the board of Power Exchange India Limited, Climate Group Association of India, Integrated Research and Action for Development (IRADe) and Parikh Devcon Private Ltd.

He is also a member of Audit Committee of Power Exchange India Limited.



**Mr. Rakesh Nath** - Director (Non-executive - Independent)

Mr. Rakesh Nath, aged 68 years, has about 40 years of varied experience in Power Sector planning, Operation & Maintenance of Thermal and Hydro Power Stations and Transmission

System, Regulation of water supply from multi-purpose hydro projects including operation & maintenance of irrigation canal system, Power System Operation and Power Trading. He was technical member of Appellate Tribunal for Electricity (APTEL) from 2010 to May 2015. Prior to this, he was the Chairperson, Central Electricity Authority (CEA) and Ex-Officio Secretary to the Government of India.

As Chairman CEA, he worked extensively for accelerated capacity addition during the 11th Five Year Plan and initiated advance action for the 12th Plan. He was closely associated with development of Ultra Mega Power Projects. He has been instrumental in preparation of a proposal for low carbon growth strategy for power sector till 2022 and CO<sub>2</sub> base line data for power sector. He has also been ex-officio Member of CERC and Part Time Director of Nuclear Power Corporation.

Mr. Rakesh Nath has been the Member Secretary of Northern Regional Electricity Board (NREB) and Western Regional Electricity Board (WREB), the two largest regional grids of the country. He was Convener of the Working Group set up by the Government of India to prepare guidelines for inter-regional power transaction which paved way for structuring inter-regional power transfers across the country.

Mr. Rakesh Nath has attended courses in power system operation and control in UK in 1984 and in Sweden in 1993. He participated as member in proceedings of Expert Committee on Sedimentation of International Committee on Large Dams in Brazil in 2002. As Chairperson CEA, he was deputed to

Norway to study power markets, to Switzerland for study on manufacturing of large boiler and Turbine generators with Super Critical technology and to USA to promote investments in Indian power sector. He has also been President of Central Board of Irrigation & Power from Feb. 2006 to Feb. 2010. He is also on the Board of various other companies.

He is chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and a member of Assets Committee of the Company.

At present, he is on the board of JSW Energy Ltd, Himachal Baspa Power Company Ltd and Raj Westpower Limited. He is also a designated partner in RNSM Energy Advisors LLP.

He is also member of Audit committee of JSW Energy Limited and Himachal Baspa Power Company Limited.

### C. Attendance of Directors at Board Meetings, Last Annual General Meeting and their Directorships and Committee Positions

Details of attendance of the Directors at Board Meetings, last Annual General Meeting and their directorships and committee positions 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 July 25, 2017	Number of outside Directorships of public and private companies (As on March 31, 2018)	Number of Outside Board-level Committees* where chairperson or member (As on March 31, 2018)	
			Held during tenure	Attended			Member	Chairman
1	Mr. Stephane Cai (Chairman)	Non-Executive	4	4	Yes	-	-	-
2	Mr. Sunil Wadhwa (Managing Director) <sup>1</sup>	Executive	4	4	Yes	1	-	-
3	Mr. Gaurav M. Negi (Whole-time Director & CFO)	Executive	4	3	Yes	1	-	-
4	Mr. Nagesh Tilwani (Whole-time Director & Head AIS business)	Executive	4	4	Yes	-	-	-
5	Mr. Bhanu Bhushan	Non-Executive Independent	4	4	Yes	2	2	-
6	Dr. Kirit S. Parikh	Non-Executive Independent	4	4	Yes	3	1	-
7	Mr. Rakesh Nath	Non-Executive Independent	4	4	Yes	3	2	-
8	Ms. Neera Saggi	Non-Executive Independent	4	4	Yes	8	7	1
9	Mr. Rathindra Nath Basu <sup>2</sup>	Non-executive	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

1 Appointed as Managing Director w.e.f. April 4, 2017

2 Ceased to be director w.e.f. April 4, 2017

\*Audit Committee and the Stakeholders Relationship Committee

As mandated by Regulation 25(1) of Listing Regulations, none of the independent directors is serving as an independent director in more than seven listed entities and none of the whole-time directors is serving as an independent director in more than three listed entities. 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.

#### D. Number of Board Meetings

During the financial year ended March 31, 2018, the Company held 4 Board meetings on – May 24, 2017, July 25, 2017, November 02, 2017, February 07, 2018.

#### E. 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 Executives' 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 - <http://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, Mr. Sunil Wadhwa has made a declaration that members of the Board and Senior Management Executives have affirmed compliance with the Companies "Code of Conduct and Ethics for Directors and Senior Executives" for the financial year ended March 31, 2018.

Your Company understands that Company's reputation and integrity can only be built by continuously reinforcing the value of ethical behavior and following procedures.

The development of the integrity culture is a key priority for the Company. Leadership team plays key role in reinforcing the importance of doing business with integrity as well as in raising awareness about the same amongst the employees. To foster the culture of integrity, there is a tremendous focus 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 contribution, charitable contribution and sponsorships, conflicts of interest and Open reporting.

Your Company has "The Spirit and The Letter" policies which is available at <http://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, in person training sessions were conducted by the compliance team on various topics such as improper payments, fair employment practices, supplier relations and conflicts of interest. 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)".

Through this procedure all stakeholders, including employees and directors can report concerns about any actual or potential violation of law and 'The Spirit & The Letter Policies'. They are encouraged to raise integrity concerns and feel confident that they do so without any fear of retaliation. If a concern raiser faces any retaliation after reporting a concern or due to supporting an investigation, he/she can inform the Chairman of the Audit Committee. The access to the Audit Committee is not restricted.

Ombuds & Open Reporting Procedure is available under corporate governance section on the website and the weblink for the same is <http://www.ge.com/in/ge-td-india-limited>.

### POLICY ON MATERIALITY OF EVENTS OR INFORMATION

In compliance of 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 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 to 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 <http://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, 2018 are as follows:

### A. Non-Executive Directors

Sl. No.	Name of the Director	Position	Sitting Fee	Commission	(Amount in ₹)
					Total
1	Mr. Stephane Cai	Chairman-Non-Executive	N.A.	N.A.	N.A.
2	Mr. Bhanu Bhushan	Independent Director	900,000	450,000	1,350,000
3	Mr. Rakesh Nath	Independent Director	980,000	490,000	1,470,000
4	Dr. Kirit S. Parikh	Independent Director	840,000	420,000	1,260,000
5	Ms. Neera Saggi	Independent Director	840,000	420,000	1,260,000

#### Notes:

- In addition to the sitting fees, for attending the Board and/ or Committee meetings, in terms of the approval of Shareholders by way of Special Resolution at its meeting held on July 26, 2016, such of the non-executive Directors resident in India are entitled to remuneration by way of commission of such amount, proportion and manner, as may be determined by the Board; not exceeding in the aggregate 1% (one percent) of the net profits of the Company in a financial year computed in the manner laid down in Section 197 of the Companies Act, 2013 (erstwhile Section 198 of the Companies Act, 1956). The Board at its meeting held on May 24, 2017, has set the limit of commission to Independent Directors upto half of the sitting fee paid to the Independent Director in the relevant year within the limits of Section 197 of the Companies Act, 2013.
- 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.
- No sitting fees was paid to the non-executive Directors employed within Promoter Group for attending Board or Committee Meetings.
- Board of directors, effective May 24, 2017 increased the sitting fee payable to independent directors. The fee for attending the board meeting, Audit Committee meeting and Corporate Social Responsibility meeting is increased to ₹ 1,00,000/- per meeting and ₹ 20,000/- per meeting for all other meetings.

### B. Executive Directors

Sl. No.	Name of the Director	Designation	Salary	Allowances	Bonus	Retiral Benefits	Others	Perquisites	(Amount in ₹)
									Total
1	Mr. Sunil Wadhwa <sup>1</sup>	Managing Director	5,950,000	11,187,995	---	1,000,195	7,016,492	7,016,492	25,219,242
2	Mr. Gaurav M. Negi	Whole-time Director & CFO	5,804,004	8,926,694	1,923,150	975,653	-	26,400	17,655,901
3	Mr. Nagesh Tilwani	Whole-time Director & Head - AIS business	2,409,000	42,60,064	2,803,150	554,947	15,82,168	232,956	11,842,285

<sup>1</sup> Appointed as Managing Director w.e.f. April 4, 2017

#### Notes:

- Notice period and severance fees: Two months' notice or two months' salary in lieu of notice may be given by the Company; and two months' notice may be given by the Executive Directors (or such shorter notice as may be agreed) subject to terms of their employment.
- 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 is within the limits laid down under Companies Act, 2013.
- 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

None of the Directors 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, Mr. Sunil Wadhwa and the Whole-time Director & Chief Financial Officer, Mr. Gaurav M. Negi have given annual certification 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 present composition of the Committee is as under:

Sl. No.	Name of the Director	Category
1	Mr. Rakesh Nath	Independent Director – Chairman
2	Mr. Bhanu Bhushan	Independent Director-Member
3	Ms. Neera Saggi	Independent Director-Member
4	Mr. Stephane Cai	Member
5	Dr. Kirit S. Parikh <sup>1</sup>	Independent Director-Member

<sup>1</sup> Member of Committee w.e.f. May 23, 2018

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

Managing Director and Chief Financial Officer are permanent invitees to all Audit Committee meetings. The Finance Controller, Internal Auditors and the representatives of Statutory Auditors and Cost Auditors are invitees to the relevant meetings of the Audit Committee.

The terms of reference of Audit Committee during the year under review were in accordance with Regulation 18 read with Part C of Schedule II of Listing Regulations.

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, 2018, the Company held four Audit Committee meetings on – May 24, 2017, July 25, 2017, November 2, 2017, and February 7, 2018. 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 their tenure	Number of Meetings attended
1	Mr. Rakesh Nath	4	4
2	Mr. Bhanu Bhushan	4	4
3	Ms. Neera Saggi	4	4
4	Mr. Stephane Cai	4	4

Mr. Rakesh Nath, Chairman of Audit Committee attended the last Annual General Meeting of the Company which was held on July 25, 2017.

### 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 present composition of the Committee is as under:

Sl. No.	Name of the Director	Category
1	Mr. Rakesh Nath	Independent Director -Chairman of the Committee
2	Mr. Sunil Wadhwa <sup>1</sup>	Member
3	Mr. Gaurav M. Negi	Member

<sup>1</sup> Member of the Committee since April 4, 2017

During the financial year ended March 31, 2018, the Company held three Stakeholders Relationship Committee meetings on May 24, 2017, July 18, 2017 and March 12, 2018. The attendance of the Stakeholders Relationship 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	3	3
2	Mr. Sunil Wadhwa <sup>1</sup>	3	3
3	Mr. Gaurav M. Negi	3	3

<sup>1</sup> Member of the Committee since April 4, 2017



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.

In terms of Regulation 6 of Listing Regulations, Mr. Manoj Prasad Singh, 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, 2018, the Company received 9 complaints from shareholders. These were replied suitably to the shareholders.

There were nil shares pending for transfer as at March 31, 2018.

### 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 has constituted Nomination and Remuneration Committee. The present composition of the Nomination and Remuneration Committee is as under:

Sl. No.	Name of the Director	Category
1	Mr. Rakesh Nath	Independent Director- Chairman of the Committee
2	Mr. Bhanu Bhushan	Independent Director- Member
3	Mr. Stephane Cai	Director- Member
4	Dr. Kirit S. Parikh <sup>1</sup>	Independent Director- Member
5	Ms. Neera Saggi <sup>1</sup>	Independent Director- Member

<sup>1</sup> Member of the Committee w.e.f. May 23, 2018

Your Company also has a Nomination and Remuneration Policy.

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, 2018, the Company held three Nomination and Remuneration Committee meetings on – May 24, 2017, July 25, 2017, February 07, 2018. 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	3	3
2	Mr. Bhanu Bhushan	3	3
3	Mr. Stephane Cai	3	3

### 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 present composition of the committee is as under: -

Sl. No.	Name of the Director	Category
1	Dr. Kirit S. Parikh	Independent Director - Chairman of the Committee
2	Mr. Sunil Wadhwa <sup>1</sup>	Member
3	Mr. Gaurav M. Negi	Member

<sup>1</sup>Member of the Committee since April 4, 2017

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 monitor CSR activities.

During the financial year ended March 31, 2018, the Company held four Corporate Social Responsibility meetings on - May 24, 2017, July 25, 2017, November 02, 2017, February 07, 2018.

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	4	4
2	Mr. Sunil Wadhwa <sup>1</sup>	4	4
3	Mr. Gaurav M. Negi	4	3

<sup>1</sup>Member of the Committee since April 4, 2017

## E. Independent Directors meeting

In terms of Regulation 25(3) of Listing Regulations, two meetings of independent directors were held on May 9, 2017 and March 23, 2018, without the attendance of non-independent directors and members of management. All the independent directors were present in these meetings. The independent directors in these meetings reviewed/ assessed:

- performance of non-independent directors and the Board as a whole;
- performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- 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.

The independent directors in above meetings 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.

## GENERAL BODY MEETINGS

The details of General Body Meetings held during the last three years are given below:

Sl. No.	Date	Time	Venue
<b>Annual General Meetings</b>			
1	July 23, 2015	9:30 a.m.	Air Force Auditorium, Subroto Park, New Delhi-110 010
2	July 26, 2016	9:30 a.m.	Air Force Auditorium, Subroto Park, New Delhi-110 010
3	July 25, 2017	9:30 a.m.	Air Force Auditorium, Subroto Park, New Delhi-110 010

### 1. Special resolutions passed in General Meetings or through postal Ballot during last three years

#### Annual General Meetings(AGM)

##### July 23, 2015

- Appointment of Mr. Ravi Kumar Krishnamurthy, Head AIS Business as Alternate Director to Mr. Pierre Laporte upto March 27, 2015 and terms of his appointment.
- Appointment of Mr. Ravi Kumar Krishnamurthy, Head AIS Business as Alternate Director to Mr. Michel Augonnet w.e.f. March 28, 2015 and terms of his appointment

##### July 26, 2016

- Change in name of the Company from 'ALSTOM T&D India Limited' to "GE T&D India Limited".
- Payment of commission to Non-Executive Directors resident in India.
- Appointment of Mr. Ravi Kumar Krishnamurthy, Head AIS Business as Alternate Director to Mr. Michel Augonnet and terms of his appointment

##### July 25, 2017

- Appointment of Mr. Ravi Kumar Krishnamurthy, Head AIS Business as Alternate Director to Mr. Michel Augonnet upto July 25, 2016 and terms of his appointment including remuneration

- Appointment of Mr. Ravi Kumar Krishnamurthy as Whole-time Director & Head AIS Business and payment of remuneration to him for the period July 26, 2016 to December 20, 2016.
- Appointment of Mr. Gaurav Manohar Negi as Whole-time Director & Chief Financial Officer and payment of remuneration to him
- Appointment of Mr. Nagesh Tilwani as Whole-time Director & Head AIS Business and payment of remuneration to him
- Payment of remuneration to Mr. Rathindra Nath Basu
- Payment of remuneration to Mr. Subhashchandra Manilal Momaya

### Extra-ordinary General Meetings

No Extra-Ordinary General Meetings were held during last three financial years

## 2. Resolutions by Postal Ballot

No resolution was required to be passed through postal ballot during the year under report.

## DISCLOSURES

The Company is in compliance with all the applicable mandatory requirements of Listing Regulations and/or any other regulations and guidelines of SEBI. The Company has adopted non-mandatory requirements wherever necessary. Also, the Company's financial statements are free from any qualifications by the Auditors.

Further, the Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 <http://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, there were no such related party transactions made by the Company which could be considered as material in accordance with Related Party Transactions Policy of the Company.

## 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 Insiders.

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.

## 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 as well as audited financial results 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 (English) in all editions and Jansatta (Hindi) in Delhi. The financial results are also displayed on the website <http://www.ge.com/in/ge-td-india-limited>.

### News Release, Analyst Presentation, etc.:

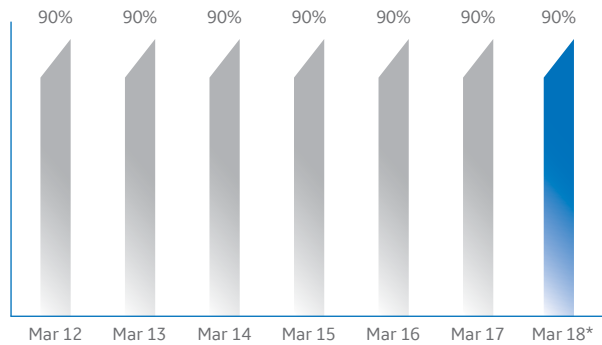
The official news releases, detailed presentations made to institutional investors, financial analysts, etc. are displayed on the website <http://www.ge.com/in/ge-td-india-limited>.

### Website:

The website <http://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

During the last seven years, the dividend to shareholders is as under:



\*As recommended by the Board for declaration at the Annual General Meeting of the Company.

## 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, 2018, an amount of ₹ 3,984,476.00 was transferred to IEPF in respect of Dividend for the Financial Year ended on December 31, 2009. Further, in respect of Dividend for the Financial Year ended on December 31, 2010, the outstanding amount lying in the Unclaimed Dividend Account of the Company as on June 9, 2018, will be transferred to the 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 created by the IEPF Authority if dividend is unclaimed for seven consecutive years or more:

Financial Year ended	Amount outstanding as on 31.03.2018 (in ₹)	Due date for transfer
31.12.2010	3,395,268.00	09.06.2018
31.03.2012	3,394,400.40	01.09.2019
31.03.2013	3,519,417.60	15.08.2020
31.03.2014	3,584,154.60	28.08.2021
31.03.2015	3,569,598.00	28.08.2022
31.03.2016	3,743,739.00	31.08.2023
31.03.2017	3,833,431.20	30.08.2024

The details of shares that will be transferred to IEPF as per the requirements of the rules are provided on our website at <http://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, 11,29,448 equity shares, in respect of which the dividend for the financial year ended December 31, 2009 and for periods thereafter remained unclaimed were transferred to IEPF on November 30, 2017. 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 December 31, 2010 and for periods thereafter remain unclaimed to IEPF would be in the month of June 2018 and accordingly the Company had issued a newspaper advertisement in this respect and have also sent individual letters to the concerned shareholders requesting them to claim the unclaimed dividend for the financial year ended December 31, 2010 and for the periods thereafter, failing which the corresponding shares will be transferred to IEPF.

## GENERAL SHAREHOLDER INFORMATION

### A Annual General Meeting (AGM)

Date	: Wednesday, the 25th day of July, 2018
Time	: 9:30 A.M.
Venue	: Air Force Auditorium, Subroto Park, New Delhi-110 010

### B Financial Year

: April 1 to following March 31 period

#### Financial Calendar

: Announcement of financial results for April 1, 2018 to March 31, 2019

- Quarter ending June 30, 2018 : Upto August 14, 2018
- Quarter ending September 30, 2018 : Upto November 14, 2018
- Quarter ending December 31, 2018 : Upto February 14, 2019
- Financial year ending on March 31, 2019 and for the fourth quarter ending on that date : Upto May 30, 2019

### C Dates of Book Closure

: From Thursday, July 19, 2018 to Wednesday, July 25, 2018 (both days inclusive)

### D Dividend Payment Date

: Dividend of ₹ 1.80/- per share on Equity Shares of ₹ 2/- each has been recommended by the Board. Dividend, if approved at the AGM, will be paid within 30 days of the AGM

### E 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.  
The Calcutta Stock Exchange Limited  
7, Lyons Range, Kolkata-700 001.

### F Listing Fee

: Annual Listing Fee for the year 2017- 18 and 2018-19, as applicable has been paid to the three Stock exchanges

### G 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
The Calcutta Stock Exchange Limited	: 17035 for physical and 10017035 for demat scrips
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'17	358.25	327.20	30184.22	29241.48
May'17	384.00	330.00	31255.28	29804.12
June'17	362.00	328.00	31522.87	30680.66
July'17	425.00	318.00	32672.66	31017.11
August'17	419.00	346.85	32686.48	31128.02
September'17	432.60	377.90	32524.11	31081.83
October'17	403.80	375.00	33340.17	31440.48
November'17	460.00	373.35	33865.95	32683.59
December'17	445.20	394.65	34137.97	32565.16
January'18	472.50	400.05	36443.98	33703.37
February'18	442.45	360.55	36,256.83	33,482.81
March'18	419.65	367.20	34,278.63	32,483.84

Source www.bseindia.com

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

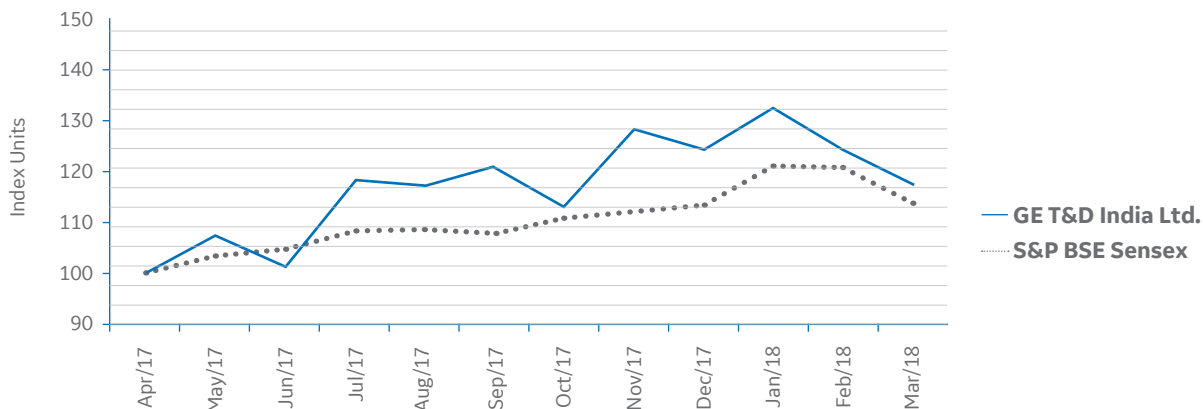
Month	Share price of the Company		Nifty 50	
	High (₹)	Low (₹)	High	Low
April'17	360.00	327.00	9,367.15	9,075.15
May'17	384.20	332.30	9,649.60	9,269.90
June'17	361.70	328.00	9,709.30	9,448.75
July'17	433.80	317.00	10,114.85	9,543.55
August'17	421.40	354.00	10,137.85	9,685.55
September'17	433.00	377.10	10,178.95	9,687.55
October'17	404.90	373.50	10,384.50	9,831.05
November'17	460.00	370.70	10,490.45	10,094.00
December'17	449.10	394.00	10,552.40	10,033.35
January'18	474.40	403.05	11,171.55	10,404.65
February'18	444.00	360.00	11,117.35	10,276.30
March'18	419.95	366.80	10,525.50	9,951.90

Source www.nseindia.com

- (c) Since no trade of the Equity Shares has been executed on the trading platform of the Calcutta Stock Exchange Limited during the financial year ended March 31, 2018, no stock market data is available for the same.

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

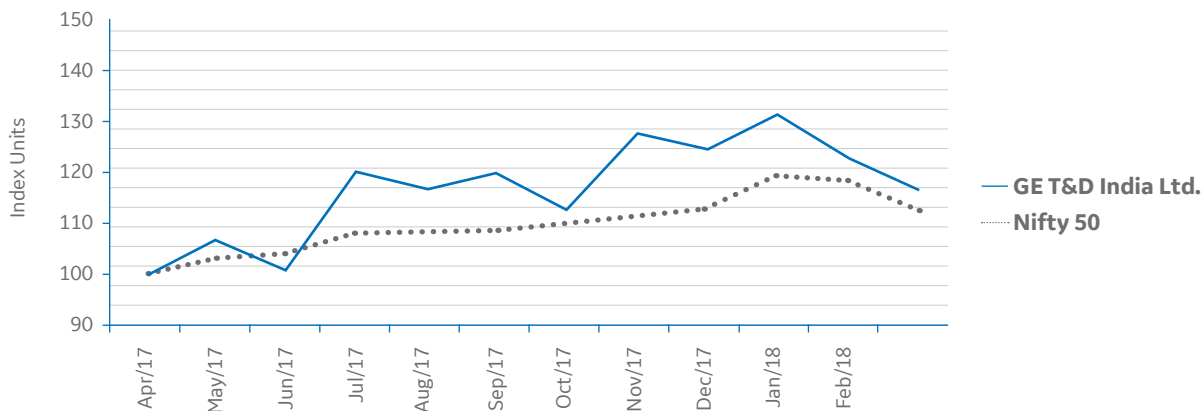
**Monthly High Indexed Comparison - GE T&D India Limited Share Price With S&P BSE Sensex**



GE T&D India Limited Share Price as in April 2017 ₹ 358.25 = 100 units  
S&P BSE Sensex as in April 2017 30184.22 = 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 2017 ₹ 360.00 = 100 units  
Nifty 50 as in April 2017 9,367.15 = 100 units.

**K Shareholding pattern as on March 31, 2018**

S. No.	Category	Number of Equity Shares held	Percentage (%)
1	Promoter - Grid Equipments Private Limited	175,492,524	68.54
	GE Grid Alliance B.V. (formerly Alstom Grid Holdings B.V., Netherlands)	16,542,377	6.46
	<b>Total Promoter's Holding</b>	<b>192,034,901</b>	<b>75.00</b>
2	Insurance Companies	6386187	2.49
3	Financial Institutions and Banks	40876	0.02
4	UTI and other Mutual Funds	32055914	12.52
5	Foreign Portfolio Investors	4525082	1.77
6	Corporate Bodies	811427	0.32
7	Non-resident Indians, Overseas Corporate Bodies and Foreign Nationals	634412	0.25
8	Directors and their Relatives	-	-
9	General Public	17049794	6.66
10	Others - Clearing Member	212316	0.08
	Trust	1165573	0.45
	State Government	605	0.00
	IEPF	1129448	0.44
	<b>Total</b>	<b>256,046,535</b>	<b>100.00</b>

**L Distribution of Holdings as on March 31, 2018**

Category	Number of Shareholders	Percentage (%)	Number of Shares	Percentage (%)
1-500	35111	86.30	3887202	1.52
501-1000	2476	6.09	1934286	0.75
1001-2000	1471	3.62	2202007	0.86
2001-3000	573	1.41	1463774	0.57
3001-4000	294	0.72	1067289	0.42
4001-5000	189	0.46	884834	0.35
5001-10000	339	0.83	2483785	0.97
10001-50000	175	0.43	3271005	1.28
50001-100000	18	0.04	1311075	0.51
100001-and above	38	0.10	237541278	92.77
<b>TOTAL</b>	<b>40684</b>	<b>100</b>	<b>256,046,535</b>	<b>100.00</b>

**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

A Committee of Directors - Stakeholders Relationship Committee, is constituted to approve, inter-alia the transfer and transmission of shares, issue of duplicate share certificates and allied matters. In addition to the above, to expedite the share transfer process, Mr. Manoj Prasad Singh, Company Secretary and the Registrars and Share Transfer Agents, CB Management Services (P) Limited have been severally authorised to approve share transfers and transmission requests upto a limit of 10,000 Shares. Such transfer and transmission requests are attended within the timelines prescribed under SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

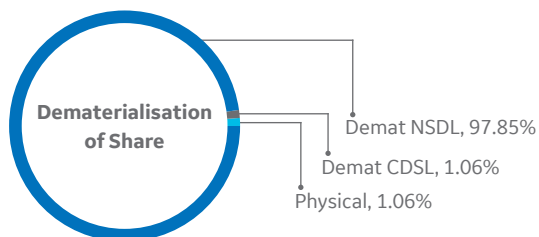
The Company has appointed CB Management Services (P) Limited as its Registrars and Share Transfer Agents. All share transfers and related operations are conducted by CB Management Services (P) Limited, which is registered with the SEBI.

The Company's Registrars, CB Management Services (P) Limited have adequate infrastructure to serve the shareholders and process the share transfers. In compliance with the Listing Agreement/ Listing Regulations, every six months the share processing system is audited by a practicing Company Secretary and a Certificate to that effect is issued.

Investor correspondence should be addressed to the Registrars and Share Transfer Agents or the Company, as per contact details as given at the end of the Report.

## 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 Registrars CB Management Services (P) Limited. As at March 31, 2018, a total of 253261501 equity shares of the Company, constituting 98.91% of the paid-up share capital, stand dematerialized.



## 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 Commodity Price Risk/ Foreign Exchange Risk and Hedging 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.

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. The use of forward contracts is governed by the Company's policies on the use of such financial derivatives consistent with the Company's risk management strategy.

## S Plant Locations

The Company has works/ manufacturing locations listed hereunder:

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

**Naini** : Naini Works, Mirzapur Road, Naini, Allahabad-211 008, Uttar Pradesh.

**Noida** : A7, Sector 65, Noida-201 301, 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.

## T 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  
Tel. No. : 91 11 41610660  
Fax No. : 91 11 41610659  
<http://www.ge.com/in/ge-td-india-limited>

Contact Person:  
Mr. Manoj Prasad Singh  
Company Secretary  
Tel. No.: 91 120 4790000  
Fax No.: 91 120 4790286/ 88  
E-mail: [Company.secretary@ge.com](mailto:Company.secretary@ge.com)

For and on behalf of the Board

Place : New Delhi  
Date : May 23, 2018

**Sunil Wadhwa**  
Managing Director  
DIN: 00259638

**Gaurav M. Negi**  
Whole-time Director & Chief Financial Officer  
DIN: 02835748

# CEO/ CFO CERTIFICATE

The Board of Directors,

GE T&D India Limited

We, Sunil Wadhwa, Managing Director and Gaurav M. Negi, 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, 2018 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, 2018 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, 2018;
  - ii. Significant changes in accounting policies during the financial year ended on March 31, 2018, 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, 2018 with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : New Delhi  
Date : May 23, 2018

**Sunil Wadhwa**  
Managing Director  
DIN: 00259638

**Gaurav M. Negi**  
Whole-time Director & Chief Financial Officer  
DIN: 02835748

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## DECLARATION BY THE MANAGING DIRECTOR

### (UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015)

I, Sunil Wadhwa, Managing Director 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 Executives".

Place: New Delhi  
Date: May 23, 2018

**Sunil Wadhwa**  
Managing Director  
DIN: 00259638

# AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of GE T&D India Limited

We have examined the compliance of conditions of Corporate Governance by GE T&D India Limited ('the Company'), for the year ended March 31, 2018, as per Regulations 17-27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Report or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Review of Historical Financial Information, and Other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

## Restrictions on Use

This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

## For B S R & Associates LLP

Chartered Accountants  
Firm registration number: 116231W/W-100024

## Manish Gupta

Partner  
Membership number: 095037

Place : New Delhi  
Date : May 23, 2018

# Independent Auditor's Report

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

### Report on the Audit of the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of GE T&D India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

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 Ind AS financial statements 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.

### Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We are also responsible to 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 entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018, its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. 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.
  - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 B".
  - g) 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, 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 Ind AS financial statements- Refer Note 39 to the Ind AS 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 43 to the Ind AS 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.
    - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended March 31, 2018. However, amounts as appearing in the audited Ind AS financial statements for the period ended March 31, 2017 have been disclosed- Refer Note 45 to the Ind AS financial statements.

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 116231W/W-100024

**Manish Gupta**

Partner

Membership No.: 095037

Place: New Delhi

Date: May 23, 2018

# Annexure A referred in the Independent Auditor's Report to the Members of GE T&D India Limited on the Ind AS financial statements for the year ended March 31, 2018

- (i) (a) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets (property, plant and equipment and intangible asset).
- (b) According to the information and explanations given to us, the fixed assets are physically verified by the management in accordance with a phased programme designed to cover all items of fixed assets over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its fixed assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year. As informed to us, no material discrepancies were observed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- (ii) According to the information and explanations given to us, the inventories (excluding stocks with third parties and goods-in-transit) have been physically verified during the year by the management. In respect of inventories lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable. Further, as informed, the discrepancies noticed on verification between the physical inventory and the book records were not material.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable.
- (iv) According to the information and explanations given to us, the Company has not given any loans, or made any investments, or provided any guarantee, or security as specified under Section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3(iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act.
- (vi) We have broadly reviewed the books of account maintained by the Company, pursuant to the rules made by the Central Government, the maintenance of cost records has been prescribed under sub section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Goods and Service Tax, Value Added Tax, Cess and any other material statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities during the year.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Goods and Service Tax, Value Added tax, Cess and other material statutory dues, to the extent applicable, were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, and on the basis of the records of the Company examined by us, there are no dues of Income-tax, Sales-tax, Service tax, Duty of Customs, Duty of Excise and Value Added Tax which have not been deposited with the appropriate authorities on account of any dispute, except as mentioned 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	16.9	0.5	1990-91, 1996-97, 1998-99, 2003-04, 2008-09, 2015-16, 2016-17	Appellate Authority- up to Commissioner level
		37.6	4.0	2009-10 to 2016-17	Central Excise and Service Tax Appellate Tribunal
		0.2	0.2	2008-09	Madras High court
Custom Act, 1962	Custom duty	439.9	-	2014-15	Madras High court
		2.8	-	2008-09	Custom Excise and Service Tax Appellate Tribunal
		0.1	-	2014-15	Appellate Authority- Up to Commissioner Level
The Finance Act, 1994	Service tax	2.0	0.4	2009-10, 2016-17	High Court
		6.7	0.6	2015-16, 2016-17	Up to Commissioner Level
		533.8	254.3	2008-09, 2010-11 to 2013-14, 2015-16, 2016-17 to 2017-18	Central Excise and Service Tax Appellate Tribunal
Central Sales Tax Act and Local Sales Tax Acts (including works contract tax)	Sales tax	5,066.0	1,144.7	1988 -89 to 1990-91, 1992-93, 1993-94, 1998-99, 2000-01 to 2017-18	Appellate Authority- upto Commissioner level
		264.0	225.7	1983-84, 1986-87 to 1988 -1989, 1991-92, 2008-09 to 2012-13	Sales Tax Appellate Tribunal



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
Income Tax Act 1961	Income Tax	26.8	26.6	2006-07	Income Tax Appellate Tribunal
		75.5	34.2	2007-08	
		100.8	-	2008-09	
		868.6	71.6	2009-10	Commissioner of Income Tax (Appeals)
		573.8	61.6	2010-11	
		454.6	35.0	2011-12	
		277.3	32.5	2012-13	
		407.6	38.0	2013-14	

\* Amount as per demand orders including interest and penalty, wherever indicated in the order

- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any banks. Further, the Company does not have any loans or borrowings from any financial institution or government and the Company does not have any debentures issued / outstanding at any time during the year.
- (ix) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and any term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the managerial remuneration for the period under audit has been paid or provided by the Company in accordance with the provisions of Section 197 read with Schedule V to the Act.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to information and explanations given to us and on the basis of our examination of the records of the Company, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details have been disclosed in the Ind AS financial statements, as required by the applicable accounting standard.
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 116231W/W-100024

**Manish Gupta**

Partner

Membership No.: 095037

Place: New Delhi

Date: May 23, 2018

# Annexure B

## referred in the Independent Auditor's Report to the Members of GE T&D India Limited on the Ind AS financial statements for the year ended March 31, 2018

### Report on the Internal Financial Controls 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, 2018 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 with reference to financial statements 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 ('ICAI'). 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 Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 system 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 system 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 statements 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 with reference to financial statements

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, the Company has, in all material respects, an adequate internal financial controls system over financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2018, based on the internal

control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 116231W/W-100024

**Manish Gupta**

Partner

Membership No.: 095037

Place: New Delhi

Date: May 23, 2018

# Balance Sheet

as at March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

	Notes	As at March 31, 2018	As at March 31, 2017
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	5,834.2	6,556.6
Capital work-in-progress	3	182.0	248.2
Intangible asset	3	21.6	-
Financial assets			
i. Investments	4	0.1	0.1
ii. Loans	5	38.8	40.6
Deferred tax assets (net)	6	1,089.1	1,803.8
Non current tax assets (net)	7	1,130.5	896.5
Other non-current assets	8	1,667.2	1,403.2
<b>Total non-current assets</b>		<b>9,963.5</b>	<b>10,949.0</b>
<b>Current assets</b>			
Inventories	9	10,262.1	11,197.9
Financial assets			
i. Trade receivables	10	17,992.5	22,713.2
ii. Cash and cash equivalents	11	2,322.4	688.2
iii. Bank balances other than cash and cash equivalents	12	2,998.1	28.9
iv. Loans	5	50.6	79.3
v. Unbilled receivables and others	13	2,260.9	1,626.8
Other current assets	14	1,748.7	3,767.0
Assets classified as held for sale	15	89.4	89.4
<b>Total current assets</b>		<b>37,724.7</b>	<b>40,190.7</b>
<b>Total assets</b>		<b>47,688.2</b>	<b>51,139.7</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	16	512.1	512.1
Other equity	17 (a)	11,384.0	9,815.8
<b>Total equity</b>		<b>11,896.1</b>	<b>10,327.9</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Provisions	18	1,278.2	1,110.3
<b>Total non-current liabilities</b>		<b>1,278.2</b>	<b>1,110.3</b>
<b>Current liabilities</b>			
Financial liabilities			
i. Borrowings	19	1,000.0	5,180.0
ii. Trade payables	20		
Total outstanding dues of micro enterprises and small enterprises		936.4	301.3
Total outstanding dues of creditors other than micro enterprises and small enterprises		16,155.1	16,324.6
iii. Other financial liabilities	21	230.4	906.9
Other current liabilities	22	12,280.4	12,202.6
Provisions	18	3,548.9	3,406.8
Current tax liabilities (net)	7	362.7	1,379.3
<b>Total current liabilities</b>		<b>34,513.9</b>	<b>39,701.5</b>
<b>Total equity and liabilities</b>		<b>35,792.1</b>	<b>40,811.8</b>
		<b>47,688.2</b>	<b>51,139.7</b>

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 **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

**Manish Gupta**

Partner

Membership no: 095037

For and on behalf of **the Board of Directors of GE T&D India Limited****Sunil Wadhwa**

Managing Director

DIN no : 00259638

**Gaurav Manohar Negi**

Whole-time Director &amp; CFO

DIN no : 02835748

**Manoj Prasad Singh**

Company Secretary

Membership no : F4231

Place: New Delhi  
Date: May 23, 2018Place: New Delhi  
Date: May 23, 2018

# Statement of Profit and Loss

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

	Notes	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b>Income</b>			
Revenue from operations	23	43,858.2	42,596.0
Other income	24	2,400.9	1,407.0
<b>Total income</b>		<b>46,259.1</b>	<b>44,003.0</b>
<b>Expenses</b>			
Cost of raw material, components consumed and project related costs	25	29,793.3	29,594.8
Changes in inventories of finished goods and work-in-progress	26	293.8	(1,257.5)
Excise duty	23	541.1	2,074.7
Employee benefits expense	27	3,877.7	4,033.2
Finance costs	28	882.8	1,653.5
Depreciation and amortization	29	898.6	882.0
Other expenses	30	6,783.7	7,755.0
<b>Total expenses</b>		<b>43,071.0</b>	<b>44,735.7</b>
<b>Profit/(Loss) before tax</b>		<b>3,188.1</b>	<b>(732.7)</b>
Tax expense (Refer note 6)	31		
- Current tax		(966.4)	(332.6)
- Tax related to earlier years		-	(383.0)
- Deferred tax (credit)/ charge (net)		(134.1)	581.7
<b>Total tax expense</b>		<b>(1,100.5)</b>	<b>(133.9)</b>
<b>Profit/(Loss) for the year (A)</b>		<b>2,087.6</b>	<b>(866.6)</b>
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefits obligations		46.3	(61.8)
Income tax relating to above		(16.1)	21.4
<b>Other comprehensive income for the year, net of tax (B)</b>		<b>30.2</b>	<b>(40.4)</b>
<b>Total comprehensive income for the year (A+B)</b>		<b>2,117.8</b>	<b>(907.0)</b>
Basic and diluted earnings/(loss) per equity share [Nominal value per share ₹ 2 (previous year ₹ 2)]		8.2	(3.4)

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 **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

**Manish Gupta**

Partner

Membership no: 095037

For and on behalf of **the Board of Directors of GE T&D India Limited****Sunil Wadhwa**

Managing Director

DIN no : 00259638

**Gaurav Manohar Negi**

Whole-time Director &amp; CFO

DIN no : 02835748

**Manoj Prasad Singh**

Company Secretary

Membership no : F4231

Place: New Delhi

Date: May 23, 2018

Place: New Delhi

Date: May 23, 2018

# Cash Flow Statement

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

	Year ended March 31, 2018	Year ended March 31, 2017
<b>Cash flows from operating activities</b>		
Profit/ (loss) before tax	3,188.1	(732.7)
<b>Adjustments for:</b>		
Depreciation and amortization	898.6	882.0
Bad debts written off	894.4	785.6
Finance cost	882.8	896.2
Provision for doubtful debts	325.2	571.8
Foreign exchange fluctuation (net)	127.2	235.0
Mark to market of hedging instruments	(238.3)	(11.6)
Gain on slump sale of business (refer note 24)	(60.7)	-
Loss/ (profit) on sale of property, plant and equipment	6.0	(2.0)
Discounting at amortised cost	(24.0)	(92.1)
Interest income	(93.6)	(5.7)
(Reversal) / provision for contract losses (net)	(125.0)	79.7
Provision no longer required written back	(390.4)	(1.1)
Fair valuation of revenue (net of unwinding)	(609.8)	(47.5)
	<b>4,780.5</b>	<b>2,557.6</b>
<b>Working capital adjustments:</b>		
Decrease /(increase) in trade receivables	4,162.4	(3,348.7)
Decrease/ (increase) in other assets	1,707.4	(551.1)
Decrease/(increase) in inventories	935.8	(1,477.8)
(Increase)/ decrease in financial assets	(541.3)	934.2
Increase in trade payables	278.1	711.8
(Decrease)/ increase in other current liabilities and provisions	594.8	3,283.0
<b>Cash generated from operations</b>	<b>11,917.7</b>	<b>2,109.0</b>
Direct taxes paid (net of refund)	(1,377.3)	(225.0)
<b>Net cash flow from (used in) operating activities (A)</b>	<b>10,540.4</b>	<b>1,884.0</b>
<b>Cash flow from investing activities</b>		
Investment in term deposits	(2,970.2)	-
Acquisition of property, plant and equipment, capital work in progress and intangible asset	(179.5)	(482.0)
Sale of property, plant and equipment	70.3	15.8
Interest received	34.1	5.7
<b>Net cash (used in) investing activities (B)</b>	<b>(3,045.3)</b>	<b>(460.5)</b>
<b>Cash flow from financing activities</b>		
Proceeds / (Payment) from short term loans (net)	(4,180.0)	105.5
Interest paid	(1,112.9)	(857.1)
Dividend and tax paid thereon	(554.7)	(554.7)
<b>Net cash (used in) flow from financing activities (C)</b>	<b>(5,847.6)</b>	<b>(1,306.3)</b>
Net (decrease) in cash and cash equivalents (A+B+C)	1,647.5	117.2
Cash and cash equivalents at April 1, 2017	688.2	582.0
Impact of foreign exchange on cash and cash equivalents	(13.3)	(11.0)
<b>Cash and cash equivalents at March 31, 2018</b>	<b>2,322.4</b>	<b>688.2</b>

The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard-7 on Statement of Cash Flows as notified under section 133 of the Companies Act, 2013.

## Amendment to Ind AS 7

Effective April 01, 2017, the company adopted amendment to Ind AS 7, which require the entities to provide disclosures that enables users of the financial statements to evaluate changes in the liabilities arising from the financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirements. The adoption of the amendment did not have any material impact on the financial statements.

As per our report of even date attached

For **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

**Manish Gupta**

Partner

Membership no: 095037

For and on behalf of **the Board of Directors of GE T&D India Limited**

**Sunil Wadhwa**

Managing Director

DIN no : 00259638

**Manoj Prasad Singh**

Company Secretary

Membership no : F4231

**Gaurav Manohar Negi**

Whole-time Director & CFO

DIN no : 02835748

Place: New Delhi

Date: 23 May 2018

Place: New Delhi

Date: 23 May 2018

# Statement of Changes in Equity

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## A. Equity share capital

	Amount
<b>As at April 01, 2016</b>	512.1
Changes in equity share capital	-
<b>As at March 31, 2017</b>	512.1
Changes in equity share capital	-
<b>As at March 31, 2018</b>	512.1

## B. Other equity

	Reserves and surplus					Total
	Securities premium	General reserve	Capital reserve	Surplus in statement of profit and loss	Other comprehensive income	
Balance at April 01, 2016	2,717.6	828.6	10.5	7,717.0	(2.2)	11,271.5
Loss for the year	-	-	-	(866.6)	-	(866.6)
Other comprehensive income/(loss) (net of tax)	-	-	-	-	(40.4)	(40.4)
	<b>2717.6</b>	<b>828.6</b>	<b>10.5</b>	<b>6850.4</b>	<b>(42.6)</b>	<b>10,364.5</b>
<b>Transactions with owners in their capacity as owners:</b>						
Dividends paid	-	-	-	(460.9)	-	(460.9)
Dividend distribution tax	-	-	-	(93.8)	-	(93.8)
Employee stock option expense	-	-	6.0	-	-	6.0
<b>Balance at March 31, 2017</b>	<b>2,717.6</b>	<b>828.6</b>	<b>16.5</b>	<b>6,295.7</b>	<b>(42.6)</b>	<b>9,815.8</b>
Profit for the year	-	-	-	2,087.6	-	2,087.6
Other comprehensive income (net of tax)	-	-	-	-	30.2	30.2
	<b>2,717.6</b>	<b>828.6</b>	<b>16.5</b>	<b>8,383.3</b>	<b>(12.4)</b>	<b>11,933.6</b>
<b>Transactions with owners in their capacity as owners:</b>						
Dividends paid	-	-	-	(460.9)	-	(460.9)
Dividend distribution tax	-	-	-	(93.8)	-	(93.8)
Employee stock option expense	-	-	5.1	-	-	5.1
<b>Balance at March 31, 2018</b>	<b>2,717.6</b>	<b>828.6</b>	<b>21.6</b>	<b>7,828.6</b>	<b>(12.4)</b>	<b>11,384.0</b>

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 **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

**Manish Gupta**

Partner

Membership no: 095037

For and on behalf of **the Board of Directors of GE T&D India Limited****Sunil Wadhwa**

Managing Director

DIN no : 00259638

**Gaurav Manohar Negi**

Whole-time Director &amp; CFO

DIN no : 02835748

**Manoj Prasad Singh**

Company Secretary

Membership no : F4231

Place: New Delhi

Date: 23 May 2018

Place: New Delhi

Date: 23 May 2018

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 1. Corporate and General Information

GE T&D India Limited (formerly ALSTOM 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 is in the business of building the 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 to create super highways 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 per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

Effective April 01, 2016, the Company had adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, First-time adoption of Indian Accounting Standards, with April 01, 2015 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

These Financial Statements are approved by the Company's Board of Directors on 23 May 2018.

#### 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.

#### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2018 is included in the following notes:

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. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

- 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 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 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.



# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

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 and note 43

Provision for contract losses is created for the difference between total estimated revenue and total estimated costs that may arise during the performance on a project based on technical evaluation 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- note 18

The Company generally offers three to four years warranties for its transformers 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 and technical evaluation.

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). Recognition of revenue – note 23 and note 24

A portion of revenue is retained by the customer (retention money) at the time of making the payment, which is released by the customer at the end of the Project. Therefore, the arrangement effectively constitutes a financing transaction as the customer makes the payment on deferred settlement terms. Contractual maturity represents the expected date of collection of retention money. Accordingly, the Company discounts the related retention money over the contractual maturity period to reduced revenue, which is recognised as finance income over the contractual maturity period.

viii). 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. Therefore, the arrangement effectively constitutes a financing arrangement as the Company purchases inventories on deferred settlement terms. 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 reduced cost of raw material, components consumed and project bought outs, which is recognised as finance cost over the contractual maturity period.

ix). Provision for litigation- note 18 and note 39

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.

## 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.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

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.

## 2.2 Significant accounting policies

### 2.2.1 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 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.

### 2.2.2 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.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or 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.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

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.

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
Buildings	30	30
Plant and equipment	3 / 6 / 10	3 / 6 / 15
Furniture and fittings	4 / 10	10
Office equipment	4	5
Motor vehicles	4	8

Freehold land is not depreciated. Leasehold assets are amortised over the period of the lease or the estimated useful life, whichever is lesser.

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.

## 2.2.3 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. 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.

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.

## 2.2.4 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. An impairment loss in respect of goodwill is not reversed subsequently.

## 2.2.5 Cash and cash equivalents

In the cash flow statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 2.2.6 Inventories

Inventories comprising raw materials and components, work-in-progress and finished goods are valued at the 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 the weighted average cost method.
- Work-in-progress and finished goods - based on weighted average cost of production, including

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

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.

## 2.2.7 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to statement of profit or loss on a straight-line basis over the period of the lease, unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

## 2.2.8 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 / (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

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

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.

#### 2.2.9 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.

#### 2.2.10 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.

#### 2.2.11 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

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 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.

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,

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

- 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.

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

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

- 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 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

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.

## 2.2.12 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



# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

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.

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.

## 2.2.13 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.

### 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 substantially 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

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 2.2.14 Revenue

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes / goods and service tax and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

### i) Revenue from sale of products

Revenue from sale of products is recognised in accordance with the terms of contract which corresponds to transfer of significant risk and rewards of ownership and are net of sales tax/ goods and service tax and trade discounts.

### ii) Revenue from sale of services

Revenue from sale of services (other than long term contracts) is recognised in the accounting 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.

### iii) Revenue from construction contracts

Contract prices are either fixed or subject to price escalation clauses. Revenues are recognised on a percentage completion method measured by segmented portions of the contract, i.e. "Contract Milestones". The relevant cost is recognised in the financial statements in the year of recognition of revenues. Recognition of profit is adjusted to ensure that it does not exceed the estimated overall contract margin.

Contract revenue earned in excess of billing is included under "Unbilled receivables and others" and billing in excess of contract revenue is included under "Other Current Liabilities" in the Balance Sheet.

If it is expected that a contract will make a loss, the estimated loss is provided for in the books of account immediately. Such losses are based on technical assessments and on management's analysis of the risks and exposures on a case to case basis.

Amounts due in respect of price escalation claims and / or variation in contract work are recognised as revenue 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.

Liquidated damages/penalties, warranties and contingencies are provided for, based on management's assessment of the estimated liability, as per contractual terms and / or acceptance.

### iv) 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.

## 2.2.15 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.

## 2.2.16 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.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 2.2.17 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.

### Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on technical evaluation, historical warranty 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.

## 2.2.18 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 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.

## 2.3 Recent accounting pronouncements

- i) Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On 28 March 2018, the Ministry of Corporate Affairs ('the MCA') notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from April 01, 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

- ii) Ind AS 115, Revenue from Contract with Customers: In March 2018, the MCA notified Ind AS 115, Revenue from Contracts with Customers, which will replace most existing revenue recognition guidance in Ind AS. The core principle of the new revenue standard is that an entity should recognize revenue for the transfer of goods or services equal to the amount that it expects to be entitled to receive for those goods or services. The standard requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from revenue arrangements, including significant judgments and changes in judgments. The standard will be effective for the Company beginning April 01, 2018, and allow for both retrospective and prospective adoption. The Company is in the process of performing an assessment of the impact of the Standard and develop a transition methodology, and is in the process of making necessary changes to policies, processes, and internal controls as well as system enhancements to generate the information necessary for the new disclosures. The implementation plan is on schedule and the Company will apply the modified retrospective adoption as its transition approach. The Company based on the diagnostic analysis expects an impact on revenue recognition of certain revenue arrangements, due to identification of separate performance obligations, non-discounting of retention money and capitalization of certain fulfilment and contract acquisition costs which the Company is in the process of analysing and concluding.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 3. Property, plant and equipment, capital work-in-progress and intangible asset

Assets	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment	Furniture and fittings	Motor vehicles	Office equipment	Total	Capital work-in-progress	Intangible asset- Software
<b>Year ended March 31, 2017</b>											
<b>Gross carrying amount</b>											
Opening gross carrying amount	429.5	0.1	3,043.1	1.3	3,980.2	59.8	3.4	180.8	7,698.2	-	-
Additions	-	-	30.0	-	556.9	1.2	-	36.1	624.2	-	-
Disposals / adjustments	-	-	(2.3)	-	(24.2)	-	-	-	(26.5)	-	-
<b>Closing gross carrying amount</b>	<b>429.5</b>	<b>0.1</b>	<b>3,070.8</b>	<b>1.3</b>	<b>4,512.9</b>	<b>61.0</b>	<b>3.4</b>	<b>216.9</b>	<b>8,295.9</b>	-	-
<b>Accumulated depreciation</b>											
Opening accumulated depreciation	-	-	132.7	0.1	662.7	17.4	1.2	43.2	857.3	-	-
Depreciation charge during the year	-	-	139.0	0.1	675.9	14.3	1.1	51.6	882.0	-	-
Disposals / adjustments	-	-	-	-	-	-	-	-	-	-	-
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>-</b>	<b>271.7</b>	<b>0.2</b>	<b>1,338.6</b>	<b>31.7</b>	<b>2.3</b>	<b>94.8</b>	<b>1,739.3</b>	-	-
<b>Net carrying amount</b>	<b>429.5</b>	<b>0.1</b>	<b>2,799.1</b>	<b>1.1</b>	<b>3,174.3</b>	<b>29.3</b>	<b>1.1</b>	<b>122.1</b>	<b>6,556.6</b>	<b>248.2</b>	-
<b>Year ended March 31, 2018</b>											
<b>Gross carrying amount</b>											
Opening gross carrying amount	429.5	0.1	3,070.8	1.3	4,512.9	61.0	3.4	216.9	8,295.9	-	-
Additions	-	-	5.5	-	163.4	-	-	19.1	188.0	-	25.4
Disposals / adjustments	-	-	(1.3)	-	(106.9)	(0.1)	(3.4)	(1.0)	(112.7)	-	-
Reclassifications	-	-	20.0	-	(31.4)	2.0	-	9.4	-	-	-
<b>Closing gross carrying amount</b>	<b>429.5</b>	<b>0.1</b>	<b>3,095.0</b>	<b>1.3</b>	<b>4,538.0</b>	<b>62.9</b>	<b>-</b>	<b>244.4</b>	<b>8,371.2</b>	<b>25.4</b>	-
<b>Accumulated depreciation</b>											
Opening accumulated depreciation	-	-	271.7	0.2	1,338.6	31.7	2.3	94.8	1,739.3	-	-
Depreciation/amortization charge during the year	-	-	138.0	-	694.2	9.8	0.8	52.0	894.8	-	3.8
Disposals / adjustments	-	-	(1.0)	-	(92.5)	(0.5)	(3.1)	-	(97.1)	-	-
Reclassifications	-	-	1.3	-	1.4	-	-	(2.7)	-	-	-
<b>Closing accumulated depreciation</b>	<b>-</b>	<b>-</b>	<b>410.0</b>	<b>0.2</b>	<b>1,941.7</b>	<b>41.0</b>	<b>-</b>	<b>144.1</b>	<b>2,537.0</b>	<b>3.8</b>	-
<b>Net carrying amount</b>	<b>429.5</b>	<b>0.1</b>	<b>2,685.0</b>	<b>1.1</b>	<b>2,596.3</b>	<b>21.9</b>	<b>-</b>	<b>100.3</b>	<b>5,834.2</b>	<b>182.0</b>	<b>21.6</b>

### Notes:

1. Renewal of lease agreement (for which the Company has an option) in respect of 4.84 acre of land at Chennai (which expired on 13 September 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 Trial Court, and the Company has preferred an appeal against the said Judgment, which is pending, before the High court Chennai.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 4. Non-current investments

	As at March 31, 2018	As at March 31, 2017
<b>Investment in equity instruments (fully paid-up)</b>		
<b>Unquoted</b>		
1,000 (March 31, 2017: 1,000) equity shares of ₹ 10/- each fully paid up in The English Electric Company Employees' Co.-operative Stores Limited*	-	-
4,555 (March 31, 2017: 4,555) equity shares of ₹.10/- each fully paid up in Woodlands *Multispeciality Hospital Limited*	0.1	0.1
<b>Aggregate amount of unquoted investments</b>	<b>0.1</b>	<b>0.1</b>

\*The total amount of investments in absolute value is ₹33,500 (March 31, 2017 ₹33,500), but for reporting purpose rounded up to ₹0.1 million.

## 5. Loans

	As at March 31, 2018		As at March 31, 2017	
	Non-current	Current	Non-current	Current
<b>Unsecured considered good, unless otherwise stated</b>				
Security deposits	38.8	50.6	40.6	79.3
	<b>38.8</b>	<b>50.6</b>	<b>40.6</b>	<b>79.3</b>

## 6. Deferred tax assets (net)

	As at March 31, 2018	As at March 31, 2017
<b>Deferred tax assets arising on timing differences on account of:</b>		
Disallowances under Section 43B of the Income Tax Act, 1961 (net of allowance taken on payment under protest)	-	111.4
Provision for C forms, contract loss etc.	653.7	823.3
Provision for loss allowance	713.8	594.2
Other fair valuation adjustments (net of unwinding)	400.0	642.1
Others	-	57.1
	<b>1,767.5</b>	<b>2,228.1</b>
<b>Deferred tax liabilities on account of:</b>		
Difference between WDV of property, plant and equipment and other intangible asset as per books and under Income Tax Act, 1961	289.7	424.3
Allowances taken on payment under protest (net of disallowances under Section 43B of the Income Tax Act, 1961)	371.4	-
Others	17.3	-
	<b>678.4</b>	<b>424.3</b>
	<b>1,089.1</b>	<b>1,803.8</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 6. Deferred tax assets (net) (contd..)

### Movement in deferred tax assets / (liabilities)

	Disallowances under Section 43B of the Income tax Act, 1961 (net of allowance taken on payment under protest)	Provision for C forms, contract loss etc.	Provision for loss allowance	Other fair valuation adjustments (net of unwinding)	Others	Difference between WDV of property, plant and equipment and other intangible asset as per books and under Income Tax Act, 1961	Total
At April 01, 2016	250.2	286.3	396.5	653.9	27.3	(410.7)	1,203.5
(Charged)/credited:							
- to profit or loss	(138.8)	537.0	197.7	(33.2)	29.8	(13.6)	578.9
- Other comprehensive income	-	-	-	21.4	-	-	21.4
<b>At March 31, 2017</b>	<b>111.4</b>	<b>823.3</b>	<b>594.2</b>	<b>642.1</b>	<b>57.1</b>	<b>(424.3)</b>	<b>1,803.8</b>
(Charged)/credited:							
- to profit or loss	88.0	(87.3)	119.6	(224.2)	(81.2)	51.0	(134.1)
- Other comprehensive income	-	-	-	(16.1)	-	-	(16.1)
- Other adjustments*	(570.8)	(82.3)	-	(1.9)	7.0	83.5	(564.5)
<b>At March 31, 2018</b>	<b>(371.4)</b>	<b>653.7</b>	<b>713.8</b>	<b>399.9</b>	<b>(17.1)</b>	<b>(289.8)</b>	<b>1,089.1</b>

\* In the current year, the Company carried out a re-evaluation of its tax positions and related account balances for earlier years. As a result, the provision for tax liabilities has been reduced by ₹564.6 million with a corresponding reduction to related deferred tax assets.

## 7. Non current tax assets (net) / Current tax liabilities (net)

	As at March 31, 2018	As at March 31, 2017
Non current tax assets (net of provision ₹5,845.3 million (previous year ₹4,297.0 million))	1,130.5	896.5
Current tax liabilities (net of advance tax ₹3,227.8 million (previous year ₹4,373.5 million))	362.7	1,379.3
Also refer to note 6 above.		

## 8. Other non-current assets

	As at March 31, 2018	As at March 31, 2017
Capital advances	7.2	11.1
Deposits under protest with government authorities	1,660.0	1,392.1
	<b>1,667.2</b>	<b>1,403.2</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 9. Inventories

(At lower of cost and net realisable value)

	As at March 31, 2018	As at March 31, 2017
Raw material and components [including ₹127.6 million (₹129.1 million for March 31, 2017) lying with third parties [Goods in transit ₹236.7 million (March 31, 2017: ₹336.7 million)]	1,550.7	2,192.7
Work-in-progress (including projects work-in-progress)	7,927.9	8,399.1
Finished goods	783.5	606.1
	<b>10,262.1</b>	<b>11,197.9</b>

The Company is carrying a provision on inventories amounting to ₹624.5 million as at March 31, 2018 (₹320.3 million as at March 31, 2017) 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 March 31, 2018	As at March 31, 2017
<b>Trade receivables</b>		
Unsecured, considered good	17,992.5	22,713.2
Doubtful	1,593.0	1,267.8
	<b>19,585.5</b>	<b>23,981.0</b>
Less: Loss allowance on doubtful receivables	(1,593.0)	(1,267.8)
<b>Net trade receivables</b>	<b>17,992.5</b>	<b>22,713.2</b>

At March 31, 2018, trade receivables includes retention receivables of ₹ 10,950 million (March 31, 2017: ₹10,591 million) relating to projects work-in-progress.

The Company's exposure to credit and currency risks and loss allowance related to trade receivable are disclosed in note 34(A).

## 11. Cash and cash equivalents

	As at March 31, 2018	As at March 31, 2017
Balances with banks		
- in current accounts	2,322.4	688.2
	<b>2,322.4</b>	<b>688.2</b>

## 12. Bank balance other than cash and cash equivalents

	As at March 31, 2018	As at March 31, 2017
Earmarked balance with bank (Unclaimed dividend bank account)	25.0	26.0
Term deposits having maturity over three months but less than twelve months	2,973.1	2.9
	<b>2,998.1</b>	<b>28.9</b>

## 13. Unbilled receivables and others

	As at March 31, 2018	As at March 31, 2017
Unbilled debtors	2,062.4	1,513.0
Interest accrued on fixed deposits	10.8	-
Others	187.7	113.8
	<b>2,260.9</b>	<b>1,626.8</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 14. Other current assets

	As at March 31, 2018	As at March 31, 2017
Balances with government authorities	937.4	2,478.5
Advances recoverable	380.1	708.8
Advances to contractors and vendors	276.2	435.6
Advances to employees	8.6	14.7
Prepayments	74.5	84.6
Earnest money deposits	69.2	42.0
Advance rent	2.7	2.8
	<b>1,748.7</b>	<b>3,767.0</b>

## 15. Assets classified as held for sale (lower of cost and fair value)

	As at March 31, 2018	As at March 31, 2017
Land and building	89.4	89.4
	<b>89.4</b>	<b>89.4</b>

The Management has decided to discontinue the use of land based in Bangalore and building based in New Delhi amounting to ₹ 89.4 million. Such assets have been disclosed separately under "Assets classified as held for Sale". Efforts to sell these assets have been initiated and the sale is expected to happen in near future.

## 16. Equity share capital

### Authorised equity share capital

	Number of shares	Amount
As at April 01, 2016	627,500,000	1,255.0
Movement during the year	-	-
<b>As at April 01, 2017</b>	<b>627,500,000</b>	<b>1,255.0</b>
Movement during the year	-	-
<b>As at March 31, 2018</b>	<b>627,500,000</b>	<b>1,255.0</b>

### (i) Movements in equity share capital

	Number of shares	Equity share capital (par value)
<b>Issued capital</b>		
<b>As at April 01, 2016</b>	<b>256,049,135</b>	<b>512.1</b>
Add: Movement during the year	-	-
<b>As at April 01, 2017</b>	<b>256,049,135</b>	<b>512.1</b>
Add: Movement during the year	-	-
<b>As at March 31, 2018</b>	<b>256,049,135</b>	<b>512.1</b>
<b>Subscribed and paid-up share capital</b>		
<b>As at April 01, 2016</b>	<b>256,046,535</b>	<b>512.1</b>
Add: Movement during the year	-	-
<b>As at March 31, 2017</b>	<b>256,046,535</b>	<b>512.1</b>
Add: Movement during the year	-	-
<b>As at March 31, 2018</b>	<b>256,046,535</b>	<b>512.1</b>



# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 16. Equity share capital (contd.):

### (i) Movements in equity share capital (contd.):

#### Terms and rights attached to equity shares

The Company has a single class of equity shares having a par value of ₹2/- per share. 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 held by immediate holding company, ultimate holding company and their subsidiaries

	As at March 31, 2018	As at March 31, 2017
<b>Equity shares:</b>		
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	16,542,372
GE Energy Europe B. V., Netherlands (subsidiary of Ultimate Holding company)*	-	5
	<b>192,034,901</b>	<b>192,034,901</b>

### (iii) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2018		As at March 31, 2017	
	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%	16,542,372	6.5%
Reliance Capital Trust Company Limited A/c through its various schemes	22,744,748	8.9%	17,860,664	7.0%

\* Pursuant to an 'Open Offer' in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations") completed in February 2016, the shareholding of the Acquirer/Promoter Group increased from 75% to 75.02%. In terms of regulation 7(4) of SEBI SAST Regulations read with rule 19A of Securities Contracts (Regulations) Rules, 1957, the Company/ Promoters had one year time from completion of open offer to comply with minimum public shareholding threshold. GE Energy Europe B.V. had completed sale of 42,565 out of 42,570 equity shares in the Company on 02 November 2016, pursuant to the approval by Securities and Exchange Board of India for on-market sell down, in accordance with the provisions of the SEBI Circular No. CIR/CFD/CMD/14/2015 dated 30 November 2015, to comply with the minimum public shareholding threshold. Further on 04 May 2017, GE Energy Europe BV sold its balance 5 equity shares held in the Company to another existing promoter, GE Grid Alliance B.V.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 17 (a). Other equity

	As at March 31, 2018		As at March 31, 2017	
<b>a. Securities premium account</b>				
As at the beginning and at the end of the year		2,717.6		2,717.6
<b>b. General reserve</b>				
As at the beginning and at the end of the year		828.6		828.6
<b>c. Capital reserve</b>				
Opening balance	16.5		10.5	
Employee's stock option expense	5.1		6.0	
<b>Closing balance</b>		<b>21.6</b>		<b>16.5</b>
<b>d. Surplus in Statement of profit and loss</b>				
Opening balance	6,295.7		7,717.0	
Add: Profit/ (loss) in statement of profit and loss	2,087.6		(866.6)	
Less: Dividend paid (refer note 17(b)(ii))	(460.9)		(460.9)	
Less: Dividend distribution tax (refer note 17(b)(ii))	(93.8)		(93.8)	
<b>Closing balance</b>		<b>7,828.6</b>		<b>6,295.7</b>
<b>e. Items of other comprehensive income - remeasurements of the net defined benefit liability (net of taxes)</b>				
Opening balance	(42.6)		(2.2)	
Other comprehensive income/(loss)	30.2		(40.4)	
<b>Closing balance</b>		<b>(12.4)</b>		<b>(42.6)</b>
		<b>11,384.0</b>		<b>9,815.8</b>

### Nature of reserves

#### Securities premium reserve

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.

#### Capital reserve

Capital reserve represents a reserve created for employee stock option scheme and will be utilized as per provisions of the Companies Act, 2013.

## 17 (b). Capital management

### (i) Risk management

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they 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 net of cash and cash equivalents) divided by "Total equity" (as shown in the Balance Sheet).

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 17 (b). Capital management (contd..)

The gearing ratios were as follows:

	As at March 31, 2018	As at March 31, 2017
Net debt	Nil	4,689.4
Total equity	11,896.1	10,327.9
<b>Net debt to equity ratio</b>	<b>-</b>	<b>0.45</b>

### (ii) Dividends

	Year ended March 31, 2018	Year ended March 31, 2017
<b>(i) Equity shares</b>		
Final dividend for the year ended March 31, 2017 of ₹ 1.80 (March 31, 2016 – ₹ 1.80) per fully paid share	460.9	460.9

### (ii) Dividends not recognised at the end of the reporting period

After the reporting date, on 23 May 2018, the Board of Directors of the Company has recommended a final dividend of ₹1.80 per equity share ("proposed dividend") amounting to ₹460.9 million (excluding dividend distribution tax) for the financial year ended March 31, 2018, subject to approval of the shareholders at the ensuing Annual General Meeting. This dividend (plus the related dividend distribution tax) will be recorded in the period in which the shareholders approve it.

## 18. Provisions

	As at March 31, 2018		As at March 31, 2017	
	Non-current	Current	Non-current	Current
Provision for employee benefits (refer Note 35)				
Compensated absences	344.0	79.7	180.5	40.7
Long term incentive plans	-	40.6	20.6	128.5
Gratuity	176.2	-	192.2	-
Other provisions:				
Warranty	758.0	1,160.0	717.0	776.8
Contract losses (refer note 43)	-	262.7	-	330.1
Tax litigations	-	2,005.9	-	2,130.7
	<b>1,278.2</b>	<b>3,548.9</b>	<b>1,110.3</b>	<b>3,406.8</b>

### (i) Information about other provisions and significant estimates

**Warranty-** Warranty costs are estimated on the basis of contractual agreement, technical evaluation, past experience and global experiences. The timing of outflows is expected to be as per warranty periods as specified in various contracts.

**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.

**Tax litigation -** Provision for tax 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.). The timing of outflows is determinable only on receipt of judgment / decisions pending with various forums / authorities.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## (ii) Movements in provisions

Movements in each class of provision during the financial year, are set out below:

	Warranty*	Contract losses*	Tax litigations
<b>As at April 01, 2016</b>	<b>1,497.9</b>	<b>203.0</b>	<b>529.5</b>
Charged/(credited) to profit and loss			
additional provisions recognised	269.5	463.2	2,277.2
unused amounts reversed	(273.0)	(383.4)	(659.2)
Unwinding of discounting	59.3	47.3	-
Amounts used during the year	(59.9)	-	(16.8)
<b>As at March 31, 2017</b>	<b>1,493.8</b>	<b>330.1</b>	<b>2,130.7</b>
As at April 01, 2017	1,493.8	330.1	2,130.7
Charged/(credited) to profit and loss			
-additional provisions recognised (net of discounting)	404.1	234.1	117.3
-unused amounts reversed	(290.0)	(359.1)	(310.0)
Unwinding of discounting	38.4	26.9	-
Transfer In / (Out)	311.6	30.7	67.9
Amounts used during the year	(39.9)	-	-
<b>As at March 31, 2018</b>	<b>1,918.0</b>	<b>262.7</b>	<b>2,005.9</b>

\* estimated basis used to bifurcate between reversals and utilisation.

## 19. Borrowings

	As at March 31, 2018	As at March 31, 2017
<b>Unsecured</b>		
Loans from banks *	1,003.70	1,205.7
Loans from related parties *	-	4,171.9
<b>Total current borrowings</b>	<b>1,003.7</b>	<b>5,377.6</b>
Less: interest accrued but not due (included in note 21)	3.7	197.6
	<b>1,000.0</b>	<b>5,180.0</b>

\*includes interest accrued net of tax deducted at source

### A. Terms and repayment schedule

Terms and conditions of outstanding borrowings are as follows:

	Year of maturity	As at March 31, 2018	As at March 31, 2017
Unsecured bank loan	On demand	1,000.0	1,200.0
Loan from related party	On demand	-	3,980.0
		<b>1,000.0</b>	<b>5,180.0</b>
Nominal interest rate		<b>4.31%</b>	<b>4.6%-8.2%</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

Reconciliation of movements of liabilities to cash flows arising from financing activities

	As at March 31, 2018	As at March 31, 2017
<b>Balance as at the beginning of the year</b>	<b>5,180.0</b>	<b>5,074.5</b>
<b>Changes from financing cash flows</b>		
Proceeds from/ repayments of current borrowings (net)	(4,180.0)	105.5
<b>Balance as at the end of the year</b>	<b>1,000.0</b>	<b>5,180.0</b>

## 20. Trade payables

	As at March 31, 2018	As at March 31, 2017
Trade payables *		
Total outstanding dues of micro enterprises and small enterprises (refer note 44)	936.4	301.3
others	16,155.1	16,324.6
	<b>17,091.5</b>	<b>16,625.9</b>

\* Includes retention payables amounting to ₹ 1,097.0 million for March 2018 (₹ 1,153.7 million for March 31, 2017).

## 21. Other financial liabilities

	As at March 31, 2018	As at March 31, 2017
Interest accrued but not due	3.7	197.6
Unclaimed dividends	25.0	26.0
Employee benefits payable	197.7	407.5
Capital creditors	4.0	40.2
Others	-	235.6
	<b>230.4</b>	<b>906.9</b>

## 22. Other current liabilities

	As at March 31, 2018	As at March 31, 2017
Deferred income	7,384.8	5,281.6
Advances from customers	4,630.6	6,620.7
Statutory dues payable	265.0	300.3
	<b>12,280.4</b>	<b>12,202.6</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 23. Revenue from operations

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Sale of products (including excise duty)*	17,263.7	18,279.8
Revenue from execution of contracts for projects and services	25,399.6	22,952.2
Sale of services	1,137.4	1,279.7
Other operating income	57.5	84.3
	<b>43,858.2</b>	<b>42,596.0</b>

### Note:

\* In accordance with Ind AS 18 on "Revenue" and Schedule III to the Companies Act, 2013, Sales for the previous year ended March 31, 2017 were reported gross of Excise Duty and net of Value Added Tax (VAT)/ Sales Tax. Excise Duty was reported as a separate expense line item. Consequent to the introduction of Goods and Services Tax (GST) with effect from July 2017, VAT/Sales Tax, Excise Duty etc. have been subsumed into GST and accordingly the same is not recognised as part of sales as per the requirements of Ind AS 18. This has resulted in lower reported sales in the current year in comparison to the sales reported under the pre-GST structure of indirect taxes. Accordingly, Financial statements for the year ended March 31, 2018 and in particular, Sales and ratios in percentage of sales, are not comparable with the figures of the previous year.

## 24. Other income

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Interest on deposits with banks	93.6	5.7
Interest income from financial assets at amortised cost*	1,720.7	1,393.3
Gain on slump sale of business**	60.7	-
Profit on sale of property, plant and equipment	-	2.0
Unwinding of discount on security deposits	1.7	4.9
Provisions / liabilities no longer required written back	390.4	-
Net foreign exchange gain #	112.6	-
Miscellaneous income	21.2	1.1
	<b>2,400.9</b>	<b>1,407.0</b>

\* Includes income from unwinding of amortisation for retention receivables

\*\* During the year, the Company has transferred its "Global Finance Shared Business" to GE India Industrial Private Limited, a GE group company, together with the assets and manpower comprised therein on a 'slump sale' basis at a consideration of ₹65 million, resulting in a gain on such sale of ₹60.7 million. The said business was non-core business activity for the Company providing accounting services of transactional nature to various General Electric group companies both in India and outside India.

# Includes gain on mark to market of derivative financial instrument amounting to ₹232.1 million.

## 25. Cost of raw material and components consumed and project related costs

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Raw materials and components consumed	7,004.1	8,796.1
Projects related costs*	22,789.2	20,798.7
	<b>29,793.3</b>	<b>29,594.8</b>

\* Includes ₹304.2 million (March 31, 2017 ₹27 million) (net of reversals) on account of provision for slow moving items / obsolescence made during the year.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 26. Changes in inventories of finished goods and work-in-progress

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b>Work-in-progress</b>		
Opening stock	8,399.1	7,154.5
Less: Closing stock	7,927.9	8,399.1
<b>Decrease/(increase) in work-in-progress</b>	471.2	(1,244.6)
<b>Finished goods</b>		
Opening stock	606.1	593.2
Less: Closing stock	783.5	606.1
<b>Increase in finished goods</b>	(177.4)	(12.9)
<b>Total changes in inventories of work-in-progress and finished goods</b>	<b>293.8</b>	<b>(1,257.5)</b>

## 27. Employee benefits expense

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Salaries, wages and bonus	3,333.5	3,363.4
Contribution to provident fund and other funds	281.0	336.6
Employee stock options expense	5.2	6.1
Staff welfare	258.0	327.1
	<b>3,877.7</b>	<b>4,033.2</b>

## 28. Finance costs

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Interest expense on financial liabilities and provisions measured at amortised cost	99.6	122.1
Interest on duties and taxes	-	608.2
Interest cost	771.0	896.2
Interest on net defined benefit liability	12.2	27.0
	<b>882.8</b>	<b>1,653.5</b>

## 29. Depreciation expense

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Depreciation of property, plant and equipment	894.8	882.0
Amortization of other intangible asset	3.8	-
	<b>898.6</b>	<b>882.0</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 30. Other expenses

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Consumption of stores and spare parts	61.0	96.7
Power and fuel	335.3	367.9
Rent	102.2	124.7
Rates and taxes	261.5	1,059.2
Repairs and maintenance	575.2	477.1
Insurance	151.0	132.0
Technology license fee	476.4	508.8
Freight and octroi	1,169.6	1,188.8
Travelling	439.5	594.4
Postage and telephone	42.5	90.8
Auditors remuneration (Refer note 30 (a))	17.6	15.7
Bank charges	175.7	170.1
Provision for doubtful debts (net)	325.2	571.8
Bad debts written off (net)	894.4	785.6
Trade mark fees and research and development services	535.9	409.6
Data management charges	613.3	139.8
Corporate social responsibility expenses (Refer note 30 (b))	20.1	37.3
Loss on sale of property, plant and equipment	6.0	-
Warranties	114.8	-
Net foreign exchange losses *	-	590.7
Miscellaneous	466.5	394.0
	<b>6,783.7</b>	<b>7,755.0</b>

\* Includes loss on mark to market of derivative financial instrument amounting to ₹ Nil (March 31, 2017 ₹ 189.6 million)

## 30(a). Details of payments to auditors

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
<b>Payment to auditors</b>		
<b>As auditor:</b>		
Audit	7.0	7.0
Tax audit	2.1	2.1
Quarterly reviews	4.2	4.2
<b>In other capacity</b>		
Certification fees / Others	2.5	1.0
Re-imbursment of expenses	1.8	1.4
	<b>17.6</b>	<b>15.7</b>

## 30(b) Corporate social responsibility expenditure

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Amount required to be spent by the Company during the year	18.3	31.3
Amount spent during the year on		
i) Construction / acquisition of assets	-	-
ii) On purposes other than (i) above	20.1	37.3
	<b>20.1</b>	<b>37.3</b>



# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 31. 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 March 31, 2018	For the Year ended March 31, 2017
Current tax on profits for the year	(966.4)	(332.6)
Adjustments for current tax of earlier periods	0.0	(383.0)
<b>Total current tax expense</b>	<b>(966.4)</b>	<b>(715.6)</b>
Deferred tax		
Increase / (decrease) in deferred tax assets	(185.1)	592.5
(Increase)/ decrease in deferred tax liabilities	51.0	(13.6)
Others		2.8
<b>Total deferred tax credit</b>	<b>(134.1)</b>	<b>581.7</b>
<b>Income tax expense</b>	<b>(1,100.5)</b>	<b>(133.9)</b>

### (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

	For the Year ended March 31, 2018	For the Year ended March 31, 2017
Profit / (loss) before income tax expense	3,188.1	(732.7)
Enacted tax rates in India	34.608%	34.608%
<b>Computed expected tax (expenses) / credit</b>	<b>(1,103.3)</b>	<b>253.6</b>
Tax effect of amounts which are not deductible/ taxable in calculating taxable income:		
Corporate social responsibility expense	7.0	12.9
Micro, small and medium enterprise interest	3.9	(8.4)
Adjustments for current tax of earlier periods (refer note 31(a) above)	-	(383.0)
Change in tax rate	(10.7)	-
Others	2.6	(9.0)
<b>Income tax expense</b>	<b>(1,100.5)</b>	<b>(133.9)</b>

Also refer to note 6.

**32.** The Company's significant leasing arrangements are primarily in respect of operating leases for premises (office, residential, warehouses etc.) and vehicles. The aggregate lease rentals charged to the Statement of Profit and Loss are ₹102.2 million (March 31, 2017 ₹124.7 million).

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 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 March 31, 2018.

#### (i) Fair value hierarchy

	As at March 31, 2018		As at March 31, 2017	
	FVPL	(Amortised cost)	FVPL	(Amortised cost)
<b>Financial assets*</b>				
Trade receivables		17,992.5		22,713.2
Cash and cash equivalents		2,322.4		688.2
Bank balances other than cash and cash equivalents		2,998.1		28.9
Loans (security deposit)		89.4		119.9
Unbilled receivables and others		2,260.9		1,626.8
Derivative financial assets	48.7	-		48.7
Investments		0.1		0.1
<b>Total financial assets</b>	<b>48.7</b>	<b>25,663.4</b>	<b>-</b>	<b>25,225.8</b>
<b>Financial liabilities</b>				
Borrowings#		1,000.0		5,180.0
Trade payables#		17,091.5		16,625.8
Derivative financial liability	-		235.6	
Other financial liabilities#		230.4		671.3
<b>Total financial liabilities</b>	<b>-</b>	<b>18,321.9</b>	<b>235.6</b>	<b>22,477.1</b>

	Level 1	Level 2	Level 3	Total
<b>Financial assets at fair value through profit and loss</b>				
Derivative financial assets (refer note 13) -				
<b>As at March 31, 2018</b>		48.7		48.7
<b>Financial assets at fair value through profit and loss</b>				
Derivative financial liability (refer note 21) -				
<b>As at March 31, 2017</b>		235.6		235.6

\* The Company has not disclosed the fair values for financial instruments such as trade receivables, cash and bank balances, loans, unbilled receivables and others 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 borrowings, trade payables and other financial liabilities, because their carrying amounts are a reasonable approximation of fair value.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 33: Financial instruments and fair value measurements (contd..)

### (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 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 Credit ratings	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 to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 34: Financial risk management (contd.)

### (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.

In general, it is presumed that credit risk has increased since initial recognition if the payments are more than 90 days past due. A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The Company's exposure to credit risk for trade receivables by related and other than related parties are as follows:

Particulars	As at March 31, 2018	As at March 31, 2017
Receivables from related party	980.5	658.1
Receivables from other than related party	18,605.0	23,322.9
	<b>19,585.5</b>	<b>23,981.0</b>

#### (ii) Provision for expected credit loss

##### a. Security deposit and other advances

With regards to security deposit and other advances amounting to ₹ 2,339.5 million (March 31, 2017 : ₹ 1,746.7 million) the management believes these to be high quality assets with negligible credit risk. The management believes the parties to which these deposits and other advances have been made have strong capacity to meet the obligations and where the risk of default is negligible or nil and accordingly no provision for expected credit loss has been provided on these financial assets.

##### 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. Under the simplified approach, the Company does not track changes in credit risk. 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 and delay rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At year end, the historical observed default and delay rates are updated and changes in the forward-looking estimates are 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.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 34: Financial risk management (contd..)

### Year ended March 31, 2018:

The reconciliation of ECL is as follows:

	As at March 31, 2018	As at March 31, 2017
Balance at the beginning of the year	1,267.8	696.0
Add: Addition ECL provision	373.4	678.3
Less: Utilisation / reversals	(48.2)	(106.5)
<b>Balance at the year end</b>	<b>1,593.0</b>	<b>1,267.8</b>

### (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 borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

#### (i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

	As at March 31, 2018	As at March 31, 2017
Floating rate		
- Expiring within one year (bank overdraft and other facilities)	<b>11,930.0</b>	10,730.0

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
<b>March 31, 2018</b>			
<b>Non-derivatives</b>			
Borrowings	1,000.0	-	1,000.0
Trade payables	15,839.9	1,251.6	17,091.5
Other financial liabilities	205.4	25.0	230.4
<b>Total non-derivative liabilities</b>	<b>17,045.3</b>	<b>1,276.6</b>	<b>18,321.9</b>
<b>Derivatives</b>			
Forward Contracts	-	-	-

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 34: Financial risk management (contd..)

Contractual maturities of financial liabilities	Less than 1 year	More than 1 year	Total
<b>March 31, 2017</b>			
<b>Non-derivatives</b>			
Borrowings	5,180.00	-	5,180.0
Trade payables	10,754.54	5,871.2	16,625.8
Other financial liabilities	645.30	26.0	671.3
<b>Total non-derivative liabilities</b>	<b>16,579.8</b>	<b>5,897.2</b>	<b>22,477.1</b>
<b>Derivatives</b>			
Forward contracts	141.4	94.2	235.6

### (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.

The Company uses derivative to manage market risks. All such transactions are carried out within the guideline as prescribed in the Company's risk management policy.

#### (i) Foreign currency risk

The Company's policy is to hedge all 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 are as follows:

	As at March 31, 2018			As at March 31, 2017		
	USD	EURO	Other Currencies	USD	EURO	Other Currencies
<b>Financial liabilities</b>						
Trade Payables	1,532.4	1,871.6	428.3	1,375.6	2,102.7	1,011.3
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>1,532.4</b>	<b>1,871.6</b>	<b>428.3</b>	<b>1,375.6</b>	<b>2,102.7</b>	<b>1,011.3</b>
<b>Financial assets</b>						
Trade receivables	1,056.2	302.0	159.9	683.5	294.8	265.2
<b>Net exposure to foreign currency risk (assets)</b>	<b>1,056.2</b>	<b>302.0</b>	<b>159.9</b>	<b>683.5</b>	<b>294.8</b>	<b>265.2</b>

#### (ii) Unhedged in foreign currency Exposure

	Currency	As at March 31, 2018		As at March 31, 2017	
		Amount in Foreign Currency Million	₹ Million	Amount in Foreign Currency Million	₹ Million
(a). Trade Payable	CHF	1.8	122.5	0.6	39.6
	EUR	20.8	1,653.8	0.2	17.1
	GBP	2.3	203.8	0.1	6.9
	JPY	7.4	4.5	1.1	0.7
	SEK	0.9	7.4	0.3	2.3
	USD	20.2	1,307.7	3.1	199.5
	QAR	1.1	11.9	1.8	32.9
	CNY	-	-	0.1	0.9

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 34: Financial risk management (contd..)

### (ii) Unhedged in foreign currency Exposure (contd..)

	Currency	As at March 31, 2018		As at March 31, 2017	
		Amount in Foreign		Amount in Foreign	
		Currency Million	₹ Million	Currency Million	₹ Million
	CAD	0.0	1.8	-	-
	THB	1.7	3.5	-	-
	VND	244.6	0.7	-	-
(b). Trade Receivables	EUR	3.1	237.1	0.1	6.2
	GBP	1.3	119.6	1.5	121.7
	BDT	35.8	29.9	74.5	60.0
	QAR	-	-	1.1	18.7
	USD	7.3	468.2	10.3	665.0
	SAR	-	-	0.1	2.2
	CNY	-	-	0.1	1.0

### (iii) Derivative Instruments

	As at March 31, 2018	As at March 31, 2017
(a) Forward Contract for export debtors outstanding	663.3	300.3
(b) Forward Contract for import creditors outstanding	515.2	1,476.7
(c) Forward cover for expected future sales / purchases	3,174.8	3,951.6

### (iv) Significant forward contracts outstanding as at March 31, 2018

Foreign Currency	Amount in Foreign Currency	Amount in ₹ Million
<b>Imports</b>		
Euro (EUR)	49.1	4,041.7
	(30.3)	(2102.7)
US Dollar (USD)	10.2	701.7
	(21.2)	(1375.6)
Pound Sterling (GBP)	0.5	60.5
	(10.0)	(815.1)
Swiss Franc (CHF)	2.1	150.5
	(2.3)	(146.9)
<b>Exports</b>		
Euro (EUR)	7.2	680.9
	(6.0)	(417.6)
US Dollar (USD)	18.7	1231.8
	(11.5)	(742.7)
Pound Sterling (GBP)	0.2	15.0
	(1.0)	(78.9)

Note : Figures in brackets are for the previous years

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 34: Financial risk management (contd.)

### Sensitivity Analysis

The sensitivity of Profit and Loss to change rate arises mainly from foreign currency denominated financial instrument. The impact on profit/loss before tax is as below

	As at March 31, 2018	As at March 31, 2017
USD sensitivity		
INR/USD increase by 1%	8.4	(4.7)
INR/USD Decrease by 1%	(8.4)	4.7
EURO Sensitivity		
INR/EUR Increase by 1%	14.3	0.1
INR/EUR Decrease by 1%	(14.3)	(0.1)
Other Currency		
INR/ Other Currency Increase by 1%	1.7	(1.2)
INR/ Other Currency Decrease by 1%	(1.7)	1.2

## 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). The amount of the provision of ₹ 79.7 million (March 31, 2017 – ₹ 40.7 million) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next twelve months. The following amounts reflect leave that is not expected to be taken or paid within the next twelve months.

	As at March 31, 2018	As at March 31, 2017
Compensated absences	344.0	180.5

### (B) Long term incentive plans

Out of the two erstwhile incentive plans namely 'Deferred Incentive Plan' and 'Critical Skill Retainer Scheme' for different categories of managerial employees to retain and attract experienced talent, the liability of Deferred Incentive Plan has been discharged in the year 2017-18. The final amounts payable to employees, under Critical Skill Retainer Scheme is expected to be paid by the year 2018-19 and liability against this scheme has been treated as short term incentive plan in the current year.

### (C) Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) 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 uses 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 to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 35. Provision for employee benefits (contd..)

### 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
April 01, 2016	625.2	497.7	127.5
Current service cost	56.2	-	56.2
Interest expense/(income)	50.0	(39.8)	10.2
<b>Total amount recognised in profit or loss</b>	<b>106.2</b>	<b>(39.8)</b>	<b>66.4</b>
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(6.1)	6.1
(Gain)/loss from change in demographic assumptions	(0.2)	-	(0.2)
(Gain)/loss from change in financial assumptions	56.9	-	56.9
Experience (gains)/losses	(1.0)	-	(1.0)
<b>Total amount recognised in other comprehensive income</b>	<b>55.7</b>	<b>(6.1)</b>	<b>61.8</b>
Employer contributions		63.5	(63.5)
Benefit payments	(69.8)	(69.8)	-
<b>March 31, 2017</b>	<b>717.3</b>	<b>525.1</b>	<b>192.2</b>
April 01, 2017	717.3	525.1	192.2
Current service cost	59.9	-	59.9
Past service cost	3.3		3.3
Interest expense/(income)	50.6	(38.4)	12.2
<b>Total amount recognised in profit or loss</b>	<b>113.8</b>	<b>(38.4)</b>	<b>75.4</b>
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(3.5)	3.5
(Gain)/loss from change in demographic assumptions	(7.9)	-	(7.9)
(Gain)/loss from change in financial assumptions	(39.9)	-	(39.9)
Experience (gains)/losses	(2.0)	-	(2.0)
<b>Total amount recognised in other comprehensive income</b>	<b>(49.8)</b>	<b>(3.5)</b>	<b>(46.3)</b>
Employer contributions	-	30.8	(30.8)
Liabilities assumed / (settled)*	(14.3)	-	(14.3)
Benefit payments	(96.6)	(96.6)	-
<b>March 31, 2018</b>	<b>670.4</b>	<b>494.2</b>	<b>176.2</b>

\*During the current year 2017-18, the Company has transferred its "Global Finance Shared Business" to GE India Industrial Private Limited, a GE group company, together with the assets and manpower comprised therein on a 'slump sale' basis.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 35. Provision for employee benefits (contd..)

### ii). Amount recognised in balance sheet

	As at March 31, 2018	As at March 31, 2017
Present value of funded obligations	670.4	717.3
Fair value of plan assets	494.2	525.1
<b>Net funded obligation</b>	<b>176.2</b>	<b>192.2</b>
<b>Net defined benefit liability / (asset) recognised in balance sheet</b>	<b>176.2</b>	<b>192.2</b>

### iii). Expense recognised in profit or loss

	As at March 31, 2018	As at March 31, 2017
Current service cost	59.9	56.2
Past service cost	3.3	-
Interest cost	12.2	10.2
	<b>75.4</b>	<b>66.4</b>

### iv). Remeasurements recognised in other comprehensive income

	As at March 31, 2018	As at March 31, 2017
Actuarial (gain) loss on defined benefit obligation	(49.8)	55.7
Return on plan assets excluding interest income	3.5	6.1
	<b>(46.3)</b>	<b>61.8</b>

### v). The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	As at March 31, 2018		As at 31 March, 2017	
	Unquoted	in %	Unquoted	in %
<b>Investment funds</b>				
Investment with Insurer under cash accumulation scheme	494.2	100%	525.1	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 March 31, 2018	As at March 31, 2017
Expected rate of return on plan assets	8.1%	7.3%
Salary growth rate	8.5% in year 1 and then 8%	10% in year 1 and then 8%
Attrition rate		
PB + LPB of all ages	6.30%	3.10%
SPB & Above of all ages	6.10%	2.00%
Others of all ages	3.10%	0.40%

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 35. Provision for employee benefits (contd..)

Future mortality rate is based on published rates under the Indian Assured Lives Mortality (2006-08) 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 ₹50.0 million (March 31, 2017: ₹50 million)

### 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 March 31, 2018	As at March 31, 2017
Expected benefits for the year 1	52.2	48.7
Expected benefits for the year 2	92.8	57.1
Expected benefits for the year 3	78.9	75.3
Expected benefits for the year 4	94.5	62.0
Expected benefits for the year 5	79.8	84.0
Expected benefits for the year 6	57.8	65.3
Expected benefits for the year 7	71.3	48.4
Expected benefits for the year 8	61.1	67.4
Expected benefits for the year 9	56.8	57.2
Expected benefits for the year 10 and above	866.8	1,223.9

The weighted average duration to the payment of these cash flow is 7.62 years (March 31, 2017 : 9.64 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 (50 basis points in respect of March 31, 2017)

	Year ended March 31, 2018		Year ended March 31, 2017	
	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
Impact of increase in 100 bps on DBO (in percentage) (50 bps for March 31, 2017)	-7.1%	8.1%	-4.6%	4.7%
Impact of increase in 100 bps on DBO (in ₹million) (50 bps for March 31, 2017)	(47.8)	54.3	(33.2)	33.7
Impact of decrease in 100 bps on DBO ( in percentage) (50 bps for March 31, 2017)	8.2%	-7.2%	5.0%	-4.4%
Impact of decrease in 100 bps on DBO (in ₹ million) (50 bps for March 31, 2017)	54.8	(48.2)	36.0	(31.8)

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 to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 35. Provision for employee benefits (contd..)

### (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 ₹25.5 million (March 31, 2017 - ₹22.7 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.

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
<b>April 01, 2016</b>	<b>1,655.6</b>	<b>1,663.9</b>	<b>(8.3)</b>
Current service cost	78.4	78.4	-
Interest expense/(income)	202.5	202.7	(0.2)
<b>Total amount recognised in profit or loss</b>	<b>280.9</b>	<b>281.1</b>	<b>(0.2)</b>
Remeasurements			
Transfer In / (Out)	49.6	49.6	-
Actuarial (gain)/loss on obligations	233.8	239.6	(5.8)
<b>Total amount recognised in other comprehensive income</b>	<b>283.4</b>	<b>289.2</b>	<b>(5.8)</b>
Employees contributions	184.9	184.9	-
Benefit payments	(545.4)	(545.4)	-
<b>March 31, 2017</b>	<b>1,859.4</b>	<b>1,873.7</b>	<b>(14.3)</b>
<b>April 01, 2017</b>	<b>1,859.4</b>	<b>1,873.7</b>	<b>(14.3)</b>
Current service cost	83.6	83.6	-
Interest expense/(income)	142.9	144.0	(1.1)
<b>Total amount recognised in profit or loss</b>	<b>226.5</b>	<b>227.6</b>	<b>(1.1)</b>
Remeasurements			
Transfer In / (Out)	15.7	15.7	-
Actuarial (gain)/loss on obligations	1.5	31.2	(29.7)
(Gain)/loss from change in financial assumptions	-	-	-
Experience (gains)/losses	-	-	-
<b>Total amount recognised in other comprehensive income</b>	<b>17.2</b>	<b>46.9</b>	<b>(29.7)</b>
Employees contributions	173.5	173.5	-
Benefit payments	(218.9)	(218.9)	-
<b>March 31, 2018</b>	<b>2,057.7</b>	<b>2,102.8</b>	<b>(45.1)</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 35. Provision for employee benefits (contd..)

### b). Actuarial assumptions

	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
Discount rate	8.1%	7.3%
Expected rate of return on plan assets	9.15%	9.17%
Attrition Rate		
PB + LPB of all ages	6.3%	3.1%
SPB & Above of all ages	6.1%	2.0%
Others of all ages	3.1%	0.4%
Yield on assets based on the market value	7.8%- 9.15%	8.70%- 9.20%
Outstanding term of the liabilities	15.12 years	15.12 years
Interest rate guarantee	8.65%	8.7%
Mortality Table	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
Normal retirement age	60 years	60 years

### 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 :

<b>Maturity profile</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
Expected benefits for the year 1	99.7	55.6
Expected benefits for the year 2	108.6	61.5
Expected benefits for the year 3	118.4	68.0
Expected benefits for the year 4	129.1	75.3
Expected benefits for the year 5	140.7	83.4
Expected benefits for the year 6 and above	917.8	573.4

- c). Total contribution charged to the Statement of Profit and Loss for the aforesaid schemes amounts to ₹ 122.1 million (March 31, 2017 - ₹.114.0 million).

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 35. Provision for employee benefits (contd..)

### 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.

	Year ended March 31, 2018		Year ended March 31, 2017	
	Discount Rate	Interest rate guarantee	Discount Rate	Interest rate guarantee
Impact of increase in 50 bps on DBO (in percentage)	-0.1%	1.4%	-0.3%	1.3%
Impact of increase in 50 bps on DBO (in ₹ million)	(1.4)	29.75	(6.1)	24.7
Impact of decrease in 50 bps on DBO ( in percentage)	0.1%	-1.4%	1.3%	-0.3%
Impact of decrease in 50 bps on DBO (in ₹ million)	1.70	(27.8)	24.8	(6.0)

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

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 ₹.73.4 million (March 31, 2017 ₹ 79.7 million)
- (ii) Employer's Contribution to ESI ₹ 1.6 million (March 31, 2017 ₹ 1.2 million)

## 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 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	Year ended March 31, 2018	Year ended March 31, 2017
Sale of products	17,263.7	18,279.8
Revenue from execution of contracts for projects and services	25,399.6	22,952.2
Sale of services	1,137.4	1,279.7
Other operating income	57.5	84.3
<b>Revenue from operations</b>	<b>43,858.2</b>	<b>42,596.0</b>

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 36: Segment information (contd..)

### (ii) Revenue from external Customers

	Year ended March 31, 2018	Year ended March 31, 2017
India	39,240.4	36,918.2
Other countries*	4,617.8	5,677.8
	<b>43,858.2</b>	<b>42,596.0</b>

\*Exports to any single country are not material to be disclosed

Note: One customer accounts for approx 24% ( March 31, 2017 30%) of Company's total revenue from operations.

Non-current assets**	Year ended March 31, 2018	Year ended March 31, 2017
India	8,835.5	9,104.5
Other countries	-	-

\*\* Non-current assets exclude financial instruments and deferred tax assets.

## 37. Share based Payments

The employees of the Company are entitled to the shares of General Electric Company, United States (ultimate holding company) under an equity-settled share-based compensation plan. The share based payments expense disclosed under employee benefits is not material, hence, the required disclosures have not been provided.

## 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 Energy International Cooperatief U.A., Netherlands	Intermediate Holding Company
GE Albany Global Holdings BV, Netherlands	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. Sunil Wadhwa (Managing Director w.e.f. April 4, 2017)
Mr. Gaurav Manohar Negi (Whole time Director and Chief Finance Officer w.e.f. July 26, 2016)
Mr. Nagesh Tilwani (Whole time Director w.e.f. December 21, 2016)
Mr. Rathindra Nath Basu (Managing Director up to February 28, 2017)
Mr. S.M.Momaya (Whole time Director and Chief Financial Officer upto May 31, 2016)
Mr. Ravi Kumar Krishnamurthy (Whole time Directors and Head AIS business upto December 20, 2016)
Mr. Bhanu Bhushan (Independent Director)
Mr. Kirit S Parikh (Independent Director)
Mr. Rakesh Nath (Independent Director)
Ms. Neera Sagi (Independent Director w.e.f. July 26, 2016)

#### (iii) Fellow subsidiaries with whom transactions have taken place:

Grid Solutions Argentina S.A.	Argentina	GE Grid Solutions, S.A. de C.V.	Mexico
ALSTOM Grid Australia Pty Ltd	Australia	GE Grid Solutions Maroc	Morocco
Grid Solutions SAS	Bahrein	GE Power Sp.z.o.o.	Poland
Grid Solutions Belgium sprl	Belgium	Grid Solutions Portugal, Lda.	Portugal
Grid Solutions Transmissao de Energia Ltda	Brazil	Grid Solutions SAS	Qatar
Reason Tecnologia S.A.	Brazil	ALSTOM Saudi Arabia Transport and Power Ltd	Saudi Arabia

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 38: Related party transactions (contd..)

GE Multilin	Canada	COGELEX	Saudi Arabia
Grid Solutions Canada ULC	Canada	ALSTOM Grid Saudi Arabia Ltd	Saudi Arabia
ALSTOM (Wuhan) Engineering & Technology Co., Ltd	China	General Electric International Inc.	Saudi Arabia
GE High Voltage Switchgear (Suzhou) (Formerly ALSTOM Suzhou High Voltage Switchgear Co., Ltd )	China	GE Grid Solutions Pte. Ltd	Singapore
GE Grid (Shanghai) Co., Ltd	China	GE Digital Korea Co. Ltd.	South Korea
GE Grid Technology Centre Co Ltd	China	GE Grid Solutions S.A.	Spain
ALSTOM Shanghai Instrument Transformers Co., Ltd	China	GE Power Management S.L.	Spain
GE Energy Colombia S.A.	Colombia	Alstom Renewable Hydro Spain, S.L.U	Spain
Grid Solutions SAS	Denmark	ALSTOM Renovables Espana S.L	Spain
Grid Solutions for Electrical Networks S.A.E.	Egypt	GE Power, S.A.U	Spain
Grid Solutions Oy	Finland	GE Grid (Switzerland) GmbH	Switzerland
ALSTOM IS&T SAS	France	General Electric (Switzerland) GmbH	Switzerland
ALSTOM Power Conversion SAS	France	General Electric Technology GmbH	Switzerland
GE Support France	France	Grid Solutions (Thailand) Ltd	Thailand
Grid Solutions SAS	France	Grid Solutions Enerji Endustrisi A.S.	Turkey
GE Grid GmbH	Germany	Grid Solutions SAS	UAE
GE Grid Messwandler GmbH	Germany	Grid Solutions Middle East FZE (formerly ALSTOM Grid Middle East FZE)	UAE
General Electric Deutschland Holding GmbH	Germany	GE Middle East FZE	UAE
ALSTOM Bharat Forge Power Private Ltd	India	General Electric International Operations Company	UAE
GE BE Private Ltd	India	GE Grid Solutions (UK) Ltd	United Kingdom
GE Global Sourcing India Private Ltd	India	UK Grid Solutions Ltd ( General Electric Energy UK Ltd )	United Kingdom
GE India Industrial Private Ltd	India	General Electric International, Inc. - Branch - UK	United Kingdom
GE Intelligent Platforms Private Ltd	India	Grid Solutions (U.S.) LLC (formerly ALSTOM Grid LLC )	USA
GE Power Conversion India Pvt. Ltd.	India	GE Packaged Power, Inc.	USA
GE Power India Ltd	India	GE Working Capital Solutions, LLC	USA
Indo Tech Transformers Ltd	India	General Electric International Inc.	USA
PT Grid Solutions Indonesia	Indonesia	Grid Solutions Vietnam Company Ltd	Vietnam
PT Unelec Indonesia	Indonesia		
PT. GE Operations Indonesia	Indonesia		
GRID Solutions S.p.A.	Italy		
General Electric International Operations Company	Jordan		
GE Grid Solutions Japan K.K. (Formerly ALSTOM Grid Japan K.K.)	Japan		
Grid Solutions SAS	Kuwait		
GE Power Services (Malaysia) Sdn. Bhd	Malaysia		
GE Power Solutions (Malaysia) Sdn. Bhd	Malaysia		

### (iv) Employee benefit trusts where control exists:

Alstom T&D India Limited (Pallavaram PF, Trust)

Alstom T&D India Limited (Staff PF Trust, Kolkata)

Alstom T&D India Limited (Regional PF Trust, Kolkata)

Alstom T&D India Limited (Senior Staff PF Trust, Kolkata)



# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 38: Related party transactions (contd..)

Related party transactions and balances:

Description	For the year ended March 31, 2018						For the year ended March 31, 2017							
	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
<b>Transactions</b>														
<b>Revenue from operations</b>														
General Electric Energy UK Ltd, United Kingdom				807.0							1,373.1			
Grid Solutions SAS, France				338.0							683.4			
GE Power Conversion India Pvt. Ltd, India				301.5							-			
GE Grid Solutions Pte Ltd, Singapore				273.1							300.8			
GE Power India Ltd, India				238.0							146.9			
Grid Solutions Portugal, Lda., Portugal				231.1							11.2			
GE Grid Solutions, S.A. de C.V., Mexico				226.6							78.1			
Grid Solutions (U.S.) LLC (formerly ALSTOM Grid LLC), USA				206.4							146.0			
COGELEX, Saudi Arabia				200.9							144.3			
GE High Voltage Switchgear (Suzhou) (Formerly ALSTOM Suzhou High Voltage Switchgear Co., Ltd), China				200.5							193.1			
ALSTOM Bharat Forge Power Private Ltd				193.6							-			
PT Grid Solutions Indonesia				159.4							46.3			
Others				807.4							608.4			
<b>Purchase of raw material, components consumed and project related costs</b>														
General Electric Energy UK Ltd, United Kingdom				704.0							349.7			
Grid Solutions SAS, France				428.9							183.0			
GE India Industrial Private Ltd, India				346.0							13.7			
GE Grid (Switzerland) GmbH, Switzerland				154.5							113.9			
GE Grid Solutions (UK) Ltd, United Kingdom				103.7							8.7			
GE Power Management S.L.				90.4							8.0			
GE Multilin, Canada				74.0							89.5			
Reason Tecnologia S.A., Brazil				69.2							91.0			
GE High Voltage Switchgear (Suzhou) (Formerly ALSTOM Suzhou High Voltage Switchgear Co., Ltd), China				57.3							77.5			
Others				229.8							341.8			
<b>Purchase of property, plant and equipment</b>														
GE Grid (Switzerland) GmbH, Switzerland				3.6							5.6			
Grid Solutions SAS, France				1.1							0.2			
General Electric Energy UK Ltd, United Kingdom				-							64.9			
Alstom Grid Technology Center Co., Ltd, China				-							8.0			

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 38: Related party transactions (contd..)

Related party transactions and balances:

Description	For the year ended March 31, 2018						For the year ended March 31, 2017							
	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
<b>Technology licence fee and others</b>														
General Electric Technology GmbH, Switzerland				476.4							508.8			
General Electric Energy UK Ltd, United Kingdom				120.9							136.9			
Grid Solutions SAS, France				19.9							21.3			
Grid Solutions (U.S.) LLC (formerly ALSTOM Grid LLC), USA				18.8							16.1			
<b>Trade mark fees</b>														
General Electric Company, USA	396.5							255.2						
<b>Interest</b>														
GE Power India Limited, India														
Grid Equipments Private Limited, India		102.2		43.8					134.9		142.9			
<b>Dividend remitted</b>														
Grid Equipments Private Limited, India			315.9						315.9					
GE Grid Alliance BV, Netherlands						29.8				29.8				
GE Energy Europe BV, Netherlands #											0.1			
<b>Borrowings availed</b>														
GE Power India Limited, India														
Grid Equipments Private Limited, India		440.0							330.0		1,000.0			
<b>Borrowings repaid</b>														
GE Power India Limited, India				2,200.0							800.0			
<b>Key management personnel Remuneration</b>														
Sunil Wadhwa														
Gaurav Manohar Negi												25.2		
Nagesh Tiwani												17.7		
Rathindra Nath Basu												11.8		
S.M.Momaya												-		
Ravi Kumar Krishnamurthy												-		
<b>Key management personnel compensation *</b>														
Short-term employee benefits												52.2		
Post-employment benefits												2.5		
Long-term employee benefits												-		
Employee share based payment												-		
Sitting fees to Independent / non-executive directors													3.6	
Commission to Independent / non-executive directors													1.8	

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 38: Related party transactions (contd..)

Related party transactions and balances:

Description	For the year ended March 31, 2018						For the year ended March 31, 2017							
	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
<b>Transactions</b>														
<b>Contribution to employee related trusts</b>														
Alstom T&D India Limited (Pallavaram PF Trust)							83.6							78.4
<b>Closing balances</b>														
<b>Trade receivables</b>														
GE Power India Limited, India				138.8										
General Electric Energy UK Ltd, United Kingdom				132.4					219.0					
GE Power Conversion India Pvt. Ltd, India				125.1										
GE Grid Solutions, S.A. de C.V., Mexico				100.8					26.7					
GE Grid Solutions Pre. Ltd, Singapore				61.5					46.5					
Grid Solutions SAS, France				56.2					34.8					
Grid Solutions (U.S.) LLC (formerly ALSTOM Grid LLC), USA				54.8					36.9					
GE High Voltage Switchgear (Suzhou) (Formerly ALSTOM Suzhou High Voltage Switchgear Co., Ltd)				33.0							48.6			
PT Grid Solutions Indonesia				27.1							31.4			
COGELEX, Saudi Arabia				27.0							16.2			
ALSTOM Grid Australia Pty Ltd				24.4							21.8			
Grid Solutions for Electrical Networks S.A.E., Egypt				9.5							16.1			
GE India Industrial Private Ltd				7.0							18.9			
Others				183.0							141.3			
<b>Advance from customer</b>														
ALSTOM Bharat Forge Power Private Ltd, India				291.3										
<b>Trade payables</b>														
General Electric Company, USA	846.1								441.7					
General Electric Technology GmbH, Switzerland				709.0							599.8			
Grid Solutions SAS, France				582.8							241.7			
GE India Industrial Private Ltd, India				242.9										
General Electric Energy UK Ltd, United Kingdom				218.2							509.8			
GE Grid (Switzerland) GmbH, Switzerland				49.6							84.9			
GE Grid Solutions (UK) Ltd, United Kingdom				45.0										
Reason Tecnologia S.A., Brazil				28.6							49.7			
Others				235.7							266.9			

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 38: Related party transactions (contd.)

Related party transactions and balances:

Description	For the year ended March 31, 2018					For the year ended March 31, 2017								
	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
<b>Transactions</b>														
Other current assets #														
Recoverable from key management personnel														
Rathindra Nath Basu												14.5		
S.M.Momaya												16.1		
Ravi Kumar Krishnamurthy												9.6		
<b>Borrowings</b>														
GE Power India Limited, India											2,200.0			
Grid Equipments Private Limited, India								1,780.0						
<b>Other financial liabilities</b>														
GE Power India Limited, India											102.9			
Grid Equipments Private Limited, India								89.0						

### Note

# The total amount of dividend remittance in absolute value is ₹76,626 for FY 2016-17, but for reporting purpose rounded up to 0.1 million.

# # In view of loss during the financial year ended March 31, 2017 (in terms of Section 198 of Companies Act, 2013), (a) in terms of Part II of Schedule V of Companies Act, 2013 approval of Shareholders by way of special resolution was obtained in annual general meeting dated 26 July 2017 for the payment of managerial remuneration (excluding the perquisites not included for the computation of the ceiling on remuneration as per Part II of Schedule V of Companies Act, 2013 viz. leave encashment at the end of tenure, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 and gratuity) of ₹17.0 million, ₹1.8 million and ₹10.3 million to Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, and (b) amounts of ₹14.5 million, ₹16.1 million and ₹9.6 million recoverable from Mr. Rathindra Nath Basu, Mr. S. M. Momaya and Mr. Ravi Kumar Krishnamurthy, respectively, as excess remuneration have been refunded by them during the year 2017-18.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 39. Contingent liabilities

	As at March 31, 2018	As at March 31, 2017
<b>(a) Contingent liabilities</b>		
(i) Demands relating to		
Sales tax matters	1,343.8	476.7
Excise duty and service tax matters	48.3	48.3
(ii) Claims against the Company not acknowledged as debts pertaining to legal cases	230.2	193.3

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 have challenged these litigation 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.
- During the year, the Company's internal reviews identified some weaknesses in carrying out certain testing procedures in respect of certain products. The management has taken corrective steps to strengthen these procedures and is communicating with the relevant stakeholders. No claims have been made on the Company so far. At this point of time, it is not possible to assess/estimate the extent and impact, if any, of the same.

## 40. Capital and other commitments

	As at March 31, 2018	As at March 31, 2017
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for in these accounts (net of advances)	16.6	65.4
(ii) Export commitments against Export Promotion Capital Goods (EPCG) / advance licenses for import of capital goods / raw materials, at concessional rates of duty against which an undertaking to fulfil quantified exports / deemed exports within stipulated time period	-	106.9
	<b>16.6</b>	<b>172.3</b>

## 41. Earnings/(loss) per share

The calculations of profit/(loss) attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings/(loss) per share calculation are as follows:

### (a) Basic/diluted earnings per share

	As at March 31, 2018	As at March 31, 2017
Earnings/(loss) attributable to the equity holders of the Company	2,087.6	(866.6)
Weighted average number of equity shares	256,049,135	256,049,135
Total basic/ diluted earnings/(loss) per share attributable to the equity holders of the Company	8.2	(3.4)

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 42. Construction contracts

	As at March 31, 2018	As at March 31, 2017
<b>A) Amounts in relation to contracts in-progress as at end of year</b>		
i) Amount of contract revenue recognised in the year	25,399.6	22,952.2
ii) Method used to determine the contract revenue recognised in the year*		
iii) Method used to determine the stage of completion of contract in progress #		
<b>B) Contracts-in-progress at the end of reporting year:</b>		
i) Aggregate amount of costs incurred and recognised profit (less recognised losses) to date	166,015.0	154,118.4
ii) Amount of advance received	2,670.5	4,944.0
iii) Amount of retention	6,940.4	9,216.6
<b>C) Recoverable/payable at the end of reporting period:</b>		
i) Gross amount due from customers for contract work as an assets	1,847.2	3,517.1
ii) Gross amount due to customers for contract work as a liability	5,433.8	5,237.2
<b>D) Contingent liabilities and contingent assets in accordance with Ind AS-37, Provision, contingent liabilities and contingent assets</b>		

# The Company has determined the stage of completion of contracts on the basis of contract milestones which reflects the physical proportion of contract being completed.

\* percentage of completion method

**43.** The Company has a process whereby periodically all long term contracts (including derivative 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 (including derivative contracts) has been made in the books of account.

## 44. Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED”)

	As at March 31, 2018	As at March 31, 2017
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	936.4	301.3
Interest thereon	11.4	1.3
(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	11.4	1.3
(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.

# Notes to the Financial Statements

for the year ended March 31, 2018

(All figures in ₹ Millions, except share data and unless otherwise stated)

## 45. Specified Bank Notes

The disclosures regarding details of specified bank notes held and transacted during 08 November 2016 to 30 December 2016 has not been made since the requirement does not pertain to financial year ended March 31, 2018. Corresponding amounts as appearing in the audited financial statements for the period ended March 31, 2017 have been disclosed below:

	Specified Bank Notes*	Other denomination Notes	Total
Closing cash in hand as on 08 November 2016	-	-	-
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
<b>Closing cash in hand as on 30 December 2016</b>	<b>-</b>	<b>-</b>	<b>-</b>

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8 November 2016.

For **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

**Manish Gupta**

Partner

Membership no: 095037

Place: New Delhi

Date: 23 May 2018

For and on behalf of **the Board of Directors of GE T&D India Limited**

**Sunil Wadhwa**

Managing Director

DIN no : 00259638

**Manoj Prasad Singh**

Company Secretary

Membership no : F4231

Place: New Delhi

Date: 23 May 2018

**Gaurav Manohar Negi**

Whole-time Director & CFO

DIN no : 02835748

# GLOSSARY

AC	Alternating Current	PowerGrid	Powergrid Corporation of India Limited
AGM	Annual General Meeting	PPA	Power Purchase Agreement
AIS	Air Insulated Switchgear	R&D	Research and Development
AT&C	Aggregate Technical & Commercial	R&M	Renovation and Modernisation
BSPTCL	Bihar State Power and Transmission Company Limited	RTU	Remote Terminal Unit
CCS	Conventional Control Systems	SAARC	South Asian Association for Regional Cooperation
CDSL	Central Depository Services (India) Limited	SCADA	Supervisory Control and Data Acquisition
CSR	Corporate Social Responsibility	SEBI	Securities and Exchange Boards of India
CSPTCL	Chattisgarh State Power & Transmission Co. Ltd.	SECI	Solar Energy Corporation of India
DC	Direct Current	HMEL	HPCL Mittal Energy
DCS	Digital Control Systems	HV	High Voltage
EHS	Environment, Health and Safety	HVDC	High Voltage Direct Current
EHV	Extra High Voltage	ICT	Inter Connected Transformer
EMS	Energy Management Systems	IEPF	Investor Education and Protection Fund
FACTS	Flexible Alternating Current Transmission Systems	IPDS	Integrated Power Distribution Scheme
GDP	Gross Domestic Product	KV	Kilo Volt
GE	General Electric	LCC	Line Commutated Converter
GIS	Gas Insulated Switchgear	LED	Light Emitting Diode
GIS	Geospatial Information systems	MINR	Million Indian Rupees
GST	Goods and Service Tax	MSEMSETCL	Maharashtra State Electricity Transmission Corporation Limited
MVA	Mega Volt Amp	MV	Mega Volt
MW	Mega Watt	TBS	Twin Balance Sheet
NPA	Non Performing Assets	T&D	Transmission and Distribution
NSDL	National Depository Services Limited	TBCB	Tariff Based Competitive Bidding
NTPC	National Thermal Power Corporation Limited	UHVDC	Ultra High Voltage Direct Current
PAT	Profit After Tax	UPPTCL	Uttar Pradesh Power Transmission Corporation Ltd.
PD	Performance Development	VSC	Voltage Source Converter
POSH	Prevention of Sexual Harassment	WAMS	Wide Area Monitoring System



# OUR GEOGRAPHICAL SPREAD IN INDIA



Map not to scale - for illustrative purposes only.

**REGISTERED OFFICE**

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Phase II, New Delhi - 110 020.  
Tel. No. 91 11 41610660

Connecting people to  
reliable, affordable and  
sustainable electricity



**GE T&D India Limited**

(formerly ALSTOM T&D India Limited)

**Annual Report 2017-18**