


Annexure I

Compliance Report on Corporate Governance

Name of listed entity : GE T&D India Limited (formerly ALSTOM T&D India Limited)

Quarter ending : March 31, 2018

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN [§] and DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee) [§]	Date of appointment in the current term/cessation	Tenure*	No. of directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity**	No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Stephane Cai	DIN: 07607252	Chairman – Non-Executive	07/09/2016	-	1	1	-
Mr.	Sunil Wadhwa	DIN: 00259638	Executive	04/04/2017	-	1	1	-
Mr.	Gaurav M. Negi	DIN: 02835748	Executive	26/07/2016	-	1	1	-
Mr.	Nagesh Tilwani	DIN:07684746	Executive	21/12/2016	-	1	-	-
Mr.	Bhanu Bhushan	DIN: 03602134	Non-Executive - Independent	23/07/2014	45 months	1	3	-
Mr.	Kirit S. Parikh	DIN: 00684234	Non-Executive - Independent	28/03/2015	37 months	1	1	-
Mr.	Rakesh Nath	DIN: 00045986	Non-Executive - Independent	01/06/2015	34 months	2	4	2
Ms.	Neera Saggi	DIN: 00501029	Non-Executive - Independent	26/07/2016	20 months	4	8	-
<p>§ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period</p> <p>**includes both listed and unlisted entities</p>								
II. Composition of Committees								
Name of Committee			Name of Committee members		Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) [§]			
Audit Committee			1. Mr. Rakesh Nath		Chairperson – Non – Executive - Independent			
			2. Mr. Bhanu Bhushan		Non-Executive – Independent			
			3. Ms. Neera Saggi		Non-Executive – Independent			
			4. Mr. Stephane Cai		Non-Executive			
Nomination and Remuneration Committee			1. Mr. Rakesh Nath		Chairperson - Non-Executive - Independent			
			2. Mr. Bhanu Bhushan		Non-Executive – Independent			
			3. Mr. Stephane Cai		Non-Executive			
Risk Management Committee			N.A.		N.A.			
Stakeholders Relationship Committee			1. Mr. Rakesh Nath		Chairperson - Non-Executive - Independent			
			2. Mr. Sunil Wadhwa		Executive			
			3. Mr. Gaurav M. Negi		Executive			
<p>§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen</p>								
III. Meeting of Board of Directors								
Date(s) of meeting (if any) in the previous quarter			Date(s) of meeting (if any) in the relevant quarter			Maximum gap between any two consecutive meetings (in number of days)		
November 2, 2017			February 7, 2018			96 days		

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<u>Audit Committee</u>			
February 7, 2018	Yes	November 2, 2017	96 days
<u>Nomination and Remuneration Committee</u>			
February 7, 2018	Yes	November 2, 2017	N.A.
<u>Stakeholders Relationship Committee</u>			
March 12, 2018	Yes	-	N.A.
* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
Subject		Compliance Status (Yes/ No/ NA)^{refer note below}	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee		Yes	
Note			
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2. If status is "No" details of non-compliance may be given here.			
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
a) Audit Committee			
b) Nomination and Remuneration Committee			
c) Stakeholders Relationship Committee			
3. The committee members have been made aware of their powers, role, responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015			
5. This report will be placed before the Board of Directors at the ensuing Board Meeting and the report in respect of the previous quarter was placed before the Board of Directors at the Board meeting held on February 7, 2018.			
Any comments/ observations/ advice of Board of Directors may be mentioned here: None			
<p>For GE T&D India Limited (formerly ALSTOM T&D India Limited)</p>  <p>Manoj Prasad Singh Company Secretary</p>			

Compliance Report on Corporate Governance

Name of the Company : GE T&D India Limited (formerly ALSTOM T&D India Limited)
 Financial year ended on : March 31, 2018

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	NA	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
E-mail address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of compliance reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum information</i>	17(7)	Yes
<i>Compliance certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1), (2), (3), (4)	NA
<i>Vigil mechanism</i>	22	Yes
<i>Policy for related party transaction</i>	23(1), (5), (6), (7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA

<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2), (3), (4), (5) & (6)	NA
<i>Maximum directorship & tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here:
Criteria of making payments to non-executive directors forms part of Annual Report.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – Not Applicable

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

**Manoj Prasad Singh
Company Secretary**