

Corporate Governance

GE Power India Ltd

Scrip Code :532309

Quarter Ending : September 2018

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number 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	Andrew H DeLaone	Executive Director,MD	20 Jun 2017	-	15	1	1	0
Mr	Arun Kannan Thiagarajan	Non-Executive - Independent Director,Shareholder Director	25 Jul 2014	-	50	6	6	4
Mr	Sanjeev Agarwal	Executive Director	30 May 2017	-	16	1	1	0
Mr	Uddesh Kumar Kohli	Non-Executive - Independent Director,Shareholder Director	25 Jul 2014	-	50	1	6	2
Mr	Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Chairperson	30 May 2017	-	16	1	1	0
Ms	Neera Saggi	Non-Executive - Independent Director,Shareholder Director	14 Jun 2016	-	27	5	9	0

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Composition Of Committee

Audit Committee	
Name of Committee members	Category
Arun Kannan Thiagarajan	Non-Executive - Independent Director,Member
Neera Saggi	Non-Executive - Independent Director,Member
Uddesh Kumar Kohli	Non-Executive - Independent Director,Chairperson
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member

Corporate Social Responsibility Committee	
Name of Committee members	Category
Andrew H DeLeone	Executive Director,Chairperson
Uddesh Kumar Kohli	Non-Executive - Independent Director,Member
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member

Nomination and remuneration committee	
Name of Committee members	Category
Arun Kannan Thiagarajan	Non-Executive - Independent Director,Chairperson
Neera Saggi	Non-Executive - Independent Director,Member
Uddesh Kumar Kohli	Non-Executive - Independent Director,Member
Vishal Keerti Wanchoo	Non-Executive - Non Independent Director,Member

Note : Ms. Neera Saggi was inducted as a member of Nomination and Remuneration Committee w.e.f. 02 August 2018

Stakeholders Relationship Committee	
Name of Committee members	Category
Andrew H DeLeone	Executive Director,Member
Sanjeev Agarwal	Executive Director,Member
Uddesh Kumar Kohli	Non-Executive - Independent Director,Chairperson

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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 meeting (in number of days)
22 May 2018	-	0
27 Jun 2018	-	35
-	02 Aug 2018	35

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Meeting Of Committees

Name of Committee	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)
Audit Committee	02 Aug 2018	Yes,4	22 May 2018	71
Stakeholders Relationship Committee	02 Aug 2018	Yes,3	-	183

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Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	No	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

ANNEXURE - 1

MATERIAL RELATED PARTY TRANSACTIONS

GE Power India Limited ("the Company") had given new loans in the form of Inter Corporate Deposits (ICDs) to GE Power Systems India Private Limited ("GEPSIPL") (formerly known as Alstom Bharat Forge Power Private Limited) (both related parties) amounting to Rs.375 crores (excluding interest) and also executed other transactions amounting to Rs. 3.6 crores during the quarter ended 30 September 2018 (Q2) in addition to the related party transactions executed in quarter ended 30 June 2018 (Q1) pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company. Please note that the sum represents new loans given, and not outstanding balance.

The transactions with GEPSIPL (including ICDs) had exceeded the limit of 10% of consolidated turnover of the Company in Q1 of FY 2018-19, which was reported in Corporate Governance Report filed with the Stock Exchanges for the said quarter. Accordingly, this matter shall be placed before the members of the Company for approval in due course.

For **GE Power India Limited**


Pradeepta Puhani
Company Secretary and Compliance Officer

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Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes

Signatory Details

Name of signatory	Pradeepta Kumar Puhan
Designation of person	Company Secretary and Compliance Office

Annexure 3

Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
Presence of chairperson of audit committee at the annual general meeting	18(1)(d)	Yes	-
Presence of chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	Mr. Arun Kannan Thiagarajan, Independent Director and Chairman of the Nomination & Remuneration Committee expressed his inability to attend the 26th Annual General Meeting due to medical reasons. However, Mr. Thiagarajan authorized Mr. Vishal Keerti Wanchoo, Chairman & Non- Executive Director to represent and answer members' queries at the 26th Annual General Meeting, if any, on his behalf.
Whether corporate governance report disclosed in annual report	34(3) read with para C of Schedule V	Yes	-

Signatory Details

Name of signatory	Pradeepta Kumar Puhan
Designation of person	Company Secretary and Compliance Office