



GE T&D India Limited

(CIN: L31102DL1957PLC193993)

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

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

Notice of Annual General Meeting

NOTICE is hereby given that the sixty-third Annual General Meeting (AGM) of the members of GE T&D India Limited will be held at Air Force Auditorium, Subroto Park, New Delhi – 110 010 on Wednesday, the 24th day of July, 2019 at 9:30 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019, together with reports of the Board of Directors and Auditors thereon.
2. To declare a dividend for the financial year ended March 31, 2019.
3. Appointment of Mr. Vishal K Wanchoo in place of Mr. Stephane Cai, retiring by rotation

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

“RESOLVED THAT Mr. Vishal K Wanchoo (holding DIN 02776467) be appointed as Director of the Company, to fill the vacancy caused by the retirement of Mr. Stephane Cai (who, though eligible for reappointment, has expressed his unwillingness to be reappointed), in respect of which vacancy, the Company has received a notice in writing pursuant to section 160(1) of the Companies Act, 2013, from a member of the Company proposing appointment of Mr. Vishal K Wanchoo as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation.”

SPECIAL BUSINESS

4. **Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2020**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Shome & Banerjee, Cost Accountants (firm

registration number: 000001), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid the remuneration of Rs. 5,35,000 (Rupees five lac thirty five thousand only) plus applicable taxes and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take necessary steps to give effect to the Resolution”.

5. **Re-appointment of Dr. Kirit Shantilal Parikh (DIN 00684234) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Regulation 16(1)(b), 17(1A) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”), Dr. Kirit Shantilal Parikh (holding DIN 00684234), whose present term of office as an Independent Director expires on March 27, 2020, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from March 28, 2020 to March 27, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the resolution.”

6. **Re-appointment of Mr. Rakesh Nath (DIN 00045986) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Regulation 16(1)(b), 17(1A) and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), Mr. Rakesh Nath (holding DIN 00045986), whose present term of office as an Independent Director expires on May 31, 2020, who has given his consent for the re-appointment and has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment, and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, for a second term of five consecutive years with effect from June 1, 2020 to May 31, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to the resolution."

7. Approval in respect of GE, United States, international Share Purchase plan offered to the employees of the Company.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with applicable Rules of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, relevant regulations, circulars and notifications, if any, issued by the Securities and Exchange Board of India (to the extent

applicable) and subject to such other approvals, permissions and sanctions as may be necessary, approval and consent of the shareholders of the Company be and is hereby accorded to the Board to: (i) the GE Share Purchase Plan being offered by General Electric Company, USA ("GE") pursuant to the GE Shares Employee Handbook, India to the Company's employees; and (ii) make provision of money to such eligible employees who opt to purchase fully paid up GE shares in accordance with 'the GE Share Purchase Plan' in terms of Section 67(3)(b) of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, being offered to employees of its subsidiary companies, provided that: (i) the purchased shares are held by trustees for the benefit of the employees; (ii) the valuation (as may be required) of the shares to be purchased should be as per the applicable provisions of the Act and Companies (Share Capital and Debentures) Rules, 2014; and (iii) the value of shares to be purchased in the aggregate together with the money provided by the Company shall not exceed 5% (five percent) of the aggregate of paid up capital and free reserves of the Company.

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

- (i) agree to such modifications or amendments in the "GE Share Purchase Plan" as considered reasonable by the Board.
- (ii) take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution."

By order of the Board

Place : New Delhi
Date : May 22, 2019

Manoj Prasad Singh
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary Business as set out in Item No. 3 and Special Business set out in Item Nos. 4 to 7 of the accompanying Notice is annexed hereto.
3. The particulars in respect of Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting 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. The director has furnished the requisite consent/ declaration for their appointment/ re-appointment.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, July 18, 2019 to Wednesday, July 24, 2019 (both days inclusive) for the purpose of payment of dividend for the financial year ended March 31, 2019 and the AGM.
5. Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2019, upon declaration at the AGM, will be payable to those eligible Members whose names stand in the Register of Members/ Register of Beneficial holders of shares as the case may be for shares held in physical and electronic (demat) form, respectively on July 17, 2019.
6. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the meeting.
7. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. The Company provides the facility for direct credit of the dividend to the Members' Bank Account. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also mandate Companies to credit the dividend to the Members electronically. Members are therefore urged to avail of this facility to ensure safe and speedy credit of their dividend into their bank account through the Banks' "Automated Clearing House" mode. Members who hold

shares in demat mode should inform their Depository Participant, whereas Members holding shares in physical form should inform the Company at its Registered Office or to the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. having its office at P-22, Bondel Road, Kolkata 700 019 of the core banking account details allotted to them by their bankers. In cases where the core banking account details are not made available, the Company will issue the demand drafts mentioning the existing bank details available with the Company.

9. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
10. Members holding more than one share certificate in the same name or joint names in same order but under different Ledger Folios, are requested to apply for consolidation of such Folios and send the relevant share certificates to the Registrars and Share Transfer Agents to enable them to consolidate all such holdings into one single Account.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
12. In case the mailing address mentioned on this Annual Report is without PIN-code, Members are requested to kindly notify their PIN-codes immediately.
13. Members are requested to note that , dividends not encashed for a consecutive period of 7 years from the date of transfer to unpaid dividend account of the company are liable to be transferred to IEPF. The Company has transferred the unpaid or unclaimed dividends declared for financial years upto December 31, 2010, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 25, 2018 (date of last Annual General Meeting) on the website <http://www.ge.com/in/ge-td-india-limited> and also on the website of the Ministry of Corporate Affairs.

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 1,13,729 Equity Shares in respect of which the dividend for the financial ended December 31, 2010 and for the periods thereafter remained unpaid or unclaimed were transferred to IEPF Account on July 7, 2018, after following the

prescribed procedure. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file one consolidated claim in a financial year as per the IEPF Rules.

Further, all the shareholders who have not claimed / encashed their dividends in the last seven consecutive years from financial year ended March 31, 2012 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

14. This notice is being issued having regard to provisions of Section 108 of the Companies Act, 2013, and the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. Members holding shares in the physical form can avail of the nomination facility by filing Form No. SH.13 (in duplicate) with the Company or its Registrars and Share Transfer Agents M/s. C B Management Services (P) Ltd. Where the nomination is made in respect of the securities held by more than one person jointly, all the joint holders together nominate in Form No. SH.13 any person as nominee. Blank Forms will be supplied on request.
16. Shareholders are requested to provide their E-mail address, telephone numbers and quote their Folio numbers / DP ID & Client ID in all correspondences to facilitate prompt response.
17. The Annual Report for the financial year 2018-19, Notice of 63rd AGM and instructions for remote e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email IDs are registered with the Company/ depository participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of these documents are being sent in the permitted mode.
18. For members who have not registered their address, physical copies of the Annual Report are being sent in the permitted mode. Members are requested to register/ update their e-mail IDs with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form respectively.
19. Members are requested to bring their duly filled in attendance slips sent herewith while attending the AGM.
20. The relevant documents will also be displayed on the Company's website, <http://www.ge.com/in/ge-td-india-limited> and copies of the said documents will also be available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting.
21. The route map showing directions to reach the venue of the sixty third AGM is annexed.

22. Voting through electronics means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper or e-voting facility shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper or e-voting, as will be provided by the Company.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on July 21, 2019 (9:00 am) and ends on July 23, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 17, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. **The process and manner for remote e-voting are as under:**

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open

the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is mentioned below:

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vkpcps@gmail.com with a copy marked to evoting@nsdl.co.in
10. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
12. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 17, 2019.
14. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 17, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Mr. Sujit Sen Gupta, M/s. C B Management Services Pvt. Ltd., Tel. No. (033) 4011-6728, e-mail: rtac@cbmsl.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800-222-990.
15. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
16. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
17. Mr. Vineet K Chaudhary of M/s VKC & Associates, Practising Company Secretary having membership no. F 5327 and failing him Mr. Mohit K Dixit, Practicing Company Secretary (Membership No. A49021) have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
18. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through e-voting facility or poll, as will be provided by the Company, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
19. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website <http://www.ge.com/in/ge-td-india-limited> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 3

In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Stephane Cai is due to retire by rotation at the ensuing Annual General Meeting (AGM) of the Company. However, Mr. Stephane Cai vide letter dated May 22, 2019, has conveyed that due to his pre-occupation in global role, he do not wish to be reappointed and is unwilling for reappointment as a Director of the Company at the said AGM.

A notice under Section 160 of the Companies Act, 2013 has been received from a shareholder proposing the candidature of Mr. Vishal K Wanchoo (holding DIN 02776467) as Director of the Company at the

ensuing Annual General Meeting. The Nomination and Remuneration Committee and Board of Directors of the Company at its meeting held on May 22, 2019, have recommended appointment of Mr. Vishal K Wanchoo in place of Mr. Stephane Cai.

Brief Profile of Mr. Vishal K Wanchoo:

Mr. Vishal K Wanchoo, aged 59 years is a GE Officer and the President and CEO for GE India and South Asia – responsible for all of GE's operations in the Region.

Prior to this, he was the Commercial Growth Leader for GE's Global Growth Organization and responsible for developing Growth and Marketing Strategies and execution plans for all GE businesses in the growth regions.

He has been with GE for over 19 years and held several senior leadership positions in GE including running GE's global Healthcare IT business (HCIT) in the United States. He has been a GE Officer since 2005 and started his career with GE in November 1997, as the Vice President and General Manager of the Imaging and Information Systems organization.

Before joining GE Healthcare, he was Vice President of Electronic Imaging at Agfa Medical, where he spent 10 years in various senior roles with the company.

He grew up in India and after completing an undergraduate degree in electrical engineering from IIT Delhi moved to the US to do an MS in computer engineering at the University of Southern California.

He is non-executive Chairman on Board of GE Power India Limited and also a director of GE Triveni Limited.

He is member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Chairman of Risk Management Committee of GE Power India Limited.

He does not hold any Equity Shares in the Company. He is not related to any of the directors and/or Key Managerial Personnel of the company.

The Company has received from Mr. Vishal K Wanchoo (i) consent in writing to act as director in Form DIR-2 in terms of Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 3 of the Notice for appointment of Mr. Vishal K Wanchoo as Director.

The Board commends approval of the resolution set out in Item No. 3 of the accompanying Notice as an Ordinary Resolution.

Except Mr. Vishal K Wanchoo himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

This explanatory statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item no. 4

The Board of Directors of the Company at its meeting held on May 22, 2019, on recommendation of the Audit Committee, has appointed M/s. Shome & Banerjee, Cost Accountants as Cost Auditors of the Company for the financial year ending March 31, 2020 for the manufacturing facilities of the Company at Noida, Pallavaram, Hosur, Naini, Vadodara and Padappai, at an aggregate fee of Rs. 5,35,000/- (Rupees five lac thirty five thousand only) plus applicable taxes and out of pocket expenses, subject to ratification of fee/remuneration by the shareholders at the Annual General Meeting.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2020.

The Board commends adoption of the resolution set out in item no. 4 of the accompanying Notice as an ordinary resolution.

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 4 of the notice.

Item No. 5

Dr. Kirit Shantilal Parikh (DIN: 00684234), aged 84 years was appointed as Independent Director by the Members of the Company at fifty-ninth Annual General Meeting held on July 23, 2015 for five consecutive years from March 28, 2015 up to March 27, 2020. As Dr. Parikh is more than 75 years of age, therefor in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, members of the Company at sixty-second Annual General Meeting held on July 25, 2018, also accorded approval by way of special resolution in respect of continuation of Directorship of Dr. Kirit S. Parikh as Independent Director up to conclusion of his tenure of 5 years on the Board of Directors of the Company which is March 27, 2020.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company. Further as per Section 149(10) of the Companies Act, 2013, no independent director shall hold office for more than two consecutive terms.

Further, in terms of Regulation 17(1A) of (Listing Obligations and Disclosure Requirements) Regulations, 2015 Regulations '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 with justification in the explanatory statement'.

Dr. Parikh has contributed immensely in governance of the Company and had provided strategic inputs in decision making of the Board. His expertise, immense experience and knowledge in his domain will be highly useful to the Company and Board in particular.

Considering the experience which he brings on the Board, his overall contribution, performance, fitness and based on his performance evaluation, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on May 22, 2019, have recommended the re-appointment of Dr. Parikh, aged 84 years, as Independent Director for a second term of five consecutive years from March 28, 2020 up to March 27, 2025 in terms of (Listing Obligations and Disclosure Requirements) Regulations, 2015 Regulations, as amended. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013

Brief profile of Dr. Kirit Shantilal Parikh:

Dr. Kirit Parikh, 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 Indira 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 non governmental assessment of India's development and policy options.

He is chairman of Corporate Social Responsibility committee and member of the Audit Committee and Nomination & Remuneration Committee of the Company.

He is also on the Board of Power Exchange India Limited and Climate Change Association India.

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

The Company has received from Dr. Kirit S. Parikh (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies

(Appointment and Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Dr. Kirit S. Parikh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the management.

He does not hold any equity shares in the Company. He is not related to any of the directors and/or Key Managerial Personnel of the company.

With respect to details of Board/ Committee meetings attended by him during the year, please refer to Corporate Governance Report for the year ended March 31, 2019.

Copy of the draft letter for re-appointment of Dr. Kirit S. Parikh as an Independent Director in respect of terms and conditions of re-appointment, duly initialled by the Company Secretary for the purpose of identification, is available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting.

The Board commends approval of the resolution set out in Item No. 5 of the accompanying Notice as Special Resolution.

Except Dr. Kirit S. Parikh himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 5 of the Notice.

This explanatory statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 6

Mr. Rakesh Nath (DIN: 00045986), aged 69 years was appointed as Independent Director of the Company by the Members at its fifty ninth Annual General Meeting held on July 23, 2015 for five consecutive years from June 1, 2015 up to May 31, 2020.

As per Section 149(10) of the Companies Act, 2013 an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company. Further as per Section 149(10) of the Act, no independent director shall hold office for more than two consecutive terms.

Further, in terms of Regulation 17(1A) of (Listing Obligations and Disclosure Requirements) Regulations, 2015 '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 with justification in the explanatory statement'.

Mr. Rakesh Nath has contributed immensely in governance of the Company and had provided strategic inputs in decision making of the Board. His expertise, immense experience and knowledge in his domain will be highly useful to the Company and Board in particular.

Considering the experience which he brings on the Board, his overall contribution, performance, fitness and based on his performance evaluation, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on May 22, 2019, have recommended the re-appointment of Mr. Rakesh Nath as Independent Director for a second term of five consecutive years from June 1, 2020 up to May 31, 2025 in terms of (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. During his tenure of appointment, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Mr. Rakesh Nath will be completing 75 years of age on 21st May 2025, just before end of his proposed second term of five years, considering facts mentioned above, approval of members of the Company by way of special resolution is also sought in respect of continuation of Directorship of Mr. Rakesh Nath as Independent Director up to conclusion of his second term of five years on the Board of Directors of the Company which is May 31, 2025 in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief profile of Mr. Rakesh Nath:

Mr. Rakesh Nath 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 CO₂ 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 February 2006 to February 2010. He is also on the Board of various other companies.

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

At present, he is on the board of JSW Energy Ltd, JSW Hydro Energy Limited (formerly Himachal Baspa Power Company Ltd) and JSW Energy (Barmer) Limited (formerly 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 JSW Hydro Energy Limited (formerly Himachal Baspa Power Company Ltd).

The Company has received from Mr. Rakesh Nath (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Rakesh Nath fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the management.

He does not hold any equity share in the Company. He is not related to any of the directors and/or Key Managerial Personnel of the company.

With respect to details of Board/ Committee meetings attended by him during the year, please refer to Corporate Governance Report for the year ended March 31, 2019.

Copy of the draft letter for re-appointment of Mr. Rakesh Nath as an Independent Director in respect of terms and conditions of re-appointment, duly initialed by the Company Secretary for the purpose of identification, is available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting.

The Board commends approval of the resolution set out in Item No. 6 of the accompanying Notice as Special Resolution.

Except Mr. Rakesh Nath himself, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 6 of the Notice.

This explanatory statement together with the accompanying notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of ICSI.

Item No. 7

The Company intends to offer Share Purchase Plan (hereinafter referred to as 'GE Share Purchase plan') of its ultimate holding Company i.e. General Electric Company to the employees of the Company. GE Share Purchase Plan is an international program offered to employees part of GE Group. Eligible employees have the option to purchase shares (up to 25% of the basic salary) of General Electric Company, USA (GE Shares) by electing a monthly amount to be taken out of their pay. GE Shares participants will also receive a 15% company match on their elected contributions. There is no holding or lock-in period on the shares received and they may be sold or transferred at any time. The employee has the option to, stop, or change its contribution online at any time. If no changes are made, the election will carry over month to month. The contribution will be deducted from the employee's pay after tax has been calculated. The income related to the company contribution will be reported and taxed through payroll (if applicable).

In terms of Section 67(3) (b) of Companies Act, 2013 ("Act"), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the Company can make provision of money in accordance with any scheme approved by company through special resolution for the purchase of fully paid-up shares in the Company or its holding company, if the purchase of, or the subscription for, the shares held by trustees are for the benefit of the employees or such shares are held by the employees of the company.

Disclosures as required under Rule 16 of the Companies (Share Capital & Debentures) Rules 2014 are as follows:

- (a) the class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares;

The GE Share Purchase Plan including the 15% contribution by the Company will be available to all the permanent employees of the Company, including key managerial personnel, namely Managing Director, Whole-time Directors, Chief Financial Officer and Company Secretary (hereinafter referred to as 'eligible employees') and the Company's contribution of 15% will be in addition to their overall remuneration. Provided however that, the total remuneration to the Managing Director and Whole-time Directors including the contribution by the Company to such person/persons under GE Share Purchase Plan shall not exceed the prescribed limits under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and applicable Rules, individually or jointly, as applicable.

- (b) the particulars of the trustee or employees in whose favour such shares are to be registered;

A share account will be set up and maintained for eligible employees by Computershare Plan Managers, an independent company, separate from GE, which specialises in share plan administration. EES Trustees Limited (a subsidiary of Computershare Plan Managers) will be the nominee of these accounts and the registered owners of such shares. The eligible employees will be the beneficial owners. In the interest of the beneficial owners, GE may change the Trustee, as and when considered appropriate by it.

- (c) the particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any;

- (i) Particulars, name and address of trustee

EES Trustees Limited
Bridgwater Road
Bristol
BS99 6AP
United Kingdom

- (ii) Occupation – A subsidiary of Computershare Plan Managers, an independent company, separate from GE, which specialises in share plan administration.

- (iii) Nationality - United Kingdom.

The trustees are neither promoters, directors nor key managerial personnel of the Company nor are they related to the promoters, directors or key managerial personnel in their personal capacity. Further, the trustee does not beneficially hold 10 % (ten percent) or more of the paid up share capital of the Company.

- (d) the interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof;

Except to the extent of participation by key managerial personnel in the GE Share Purchase Plan as applicable to all employees, promoters, directors and key managerial personnel of the Company are not interested in the scheme or trust and effect thereof.

Any key managerial personnel, director or promoter is not related to the Trust.

- (e) the detailed particulars of benefits which will accrue to the employees from the implementation of the scheme;

The purpose of GE Shares Purchase Plan is to provide 'eligible employees' with an opportunity to acquire a proprietary interest in the ultimate holding company i.e. General Electric, USA ("GE"). This will provide incentives to encourage eligible employees to contribute to the success of the Company and enhance GE's ability to attract and retain employees.

The GE Shares Purchase Plan authorizes the grant of purchase rights relating to GE common stock to eligible employees. The shares which will be issued pursuant to the said plan will be registered with the U.S. Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Securities Act"). Under the plan, 50,000,000 shares of GE common stock are reserved and available for issuance.

- (f) the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised;

The shares that eligible employees would acquire under GE Shares Purchase Plan are shares of common stock in GE, which will allow eligible employees to participate in:

NOTICE

Dividends: when GE announces its financial results, it may decide to give a portion of its profits back to shareholders in the form of dividends. Under GE Shares, any dividends that eligible employees receive will be reinvested in whole or fractional shares.

Voting: as a shareholder, eligible employees will be entitled to vote at GE's general meetings where each of eligible employee's shares will count as one vote.

Information Reporting: as a shareholder, eligible employees will have the right to receive certain information from the company such as the company's annual report to shareholders.

The Board recommends the passing of the resolution as set out at Item no. 7 of the accompanying Notice as a Special Resolution.

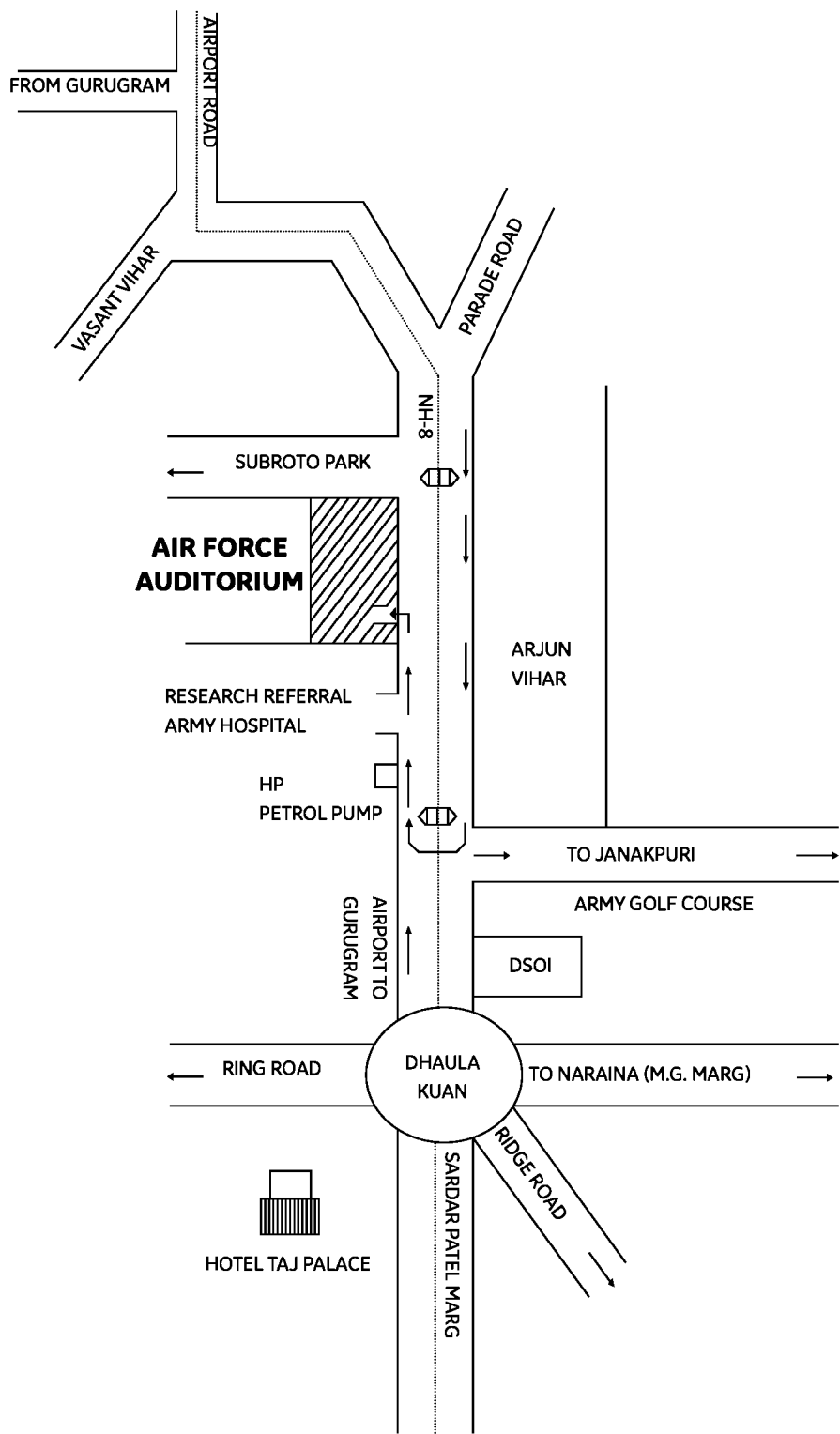
Except to the extent of participation by the Managing Director, Whole-time Director(s), Chief Financial Officer and Company Secretary in the GE Share Purchase Plan, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 7 of the Notice.

By order of the Board

Place : New Delhi
Date : May 22, 2019

Manoj Prasad Singh
Company Secretary

ROUTE MAP TO VENUE FOR AGM



**GE T&D India Limited**

Corporate Identification No. (CIN) - L31102DL1957PLC193993

Registered Office: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi 110 020

Tel. No. 91 11 41610660

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s)		e-mail Id	
Registered address		Member's Folio No/ DP ID-Client ID	

I/We, being the member(s) ofshares of GE T&D India Ltd., hereby appoint:

- 1) Name.....e-mail Id.....
Address.....
.....Signature..... or failing him/her
- 2) Name.....e-mail Id.....
Address.....
.....Signature..... or failing him/her
- 3) Name.....e-mail Id.....
Address.....
.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 63rd Annual General Meeting of the Company to be held on Wednesday, the 24th July, 2019 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi – 110 010 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote*	
		For	Against
Ordinary Business			
1.	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of dividend for the financial year ended on March 31, 2019.		
3.	Appointment of Mr. Vishal K Wanchoo (DIN 02776467) in place of Mr. Stephane Cai, who retires by rotation.		
Special Business			
4.	Ratification of the remuneration of Cost Auditors for the financial year ending March 31, 2020.		
5.	Re-appointment of Dr. Kirit Shantilal Parikh (DIN 00684234) as an Independent Director		
6.	Re-appointment of Mr. Rakesh Nath (DIN 00045986) as an Independent Director		
7.	Approval in respect of GE, United States, international Share Purchase plan offered to the employees of the Company		

* It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

As witness my/our hand(s), this day of 2019.

Signature of shareholder

Signature of Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.

Affix
Revenue
Stamp
here

**GE T&D India Limited**

Corporate Identification No. (CIN) - 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

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

Folio No./ DP ID – Clint ID*	Serial Number:
Name and Address of the Shareholder in Block Letters	
No. of Shares held	
Name of Proxy (if any) in Block Letters	

I/We hereby record my/our presence at the sixty third Annual General Meeting (AGM) of the Company on Wednesday, the 24th July, 2019 at 9:30 A.M. at 'Air Force Auditorium', Subroto Park, New Delhi 110 010.

Signature of the Shareholder/Proxy/Representative*

*Strike out whichever is not applicable

Notes:

1. Please hand over the Attendance Slip duly completed and signed at the REGISTRATION COUNTERS
2. Electronic copy of the Annual Report 2018-19 and Notice of the AGM along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report 2018-19 and Notice of the AGM along with Attendance Slip and Proxy Form is sent in the permitted mode to all the members whose email is not registered or have requested for a hard copy.

GE T&D India Limited

Corporate Identification No. (CIN) - 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

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
110805		

Notes:

1. Please read the instructions given in Notice of the 63rd AGM carefully before voting electronically.
2. The remote e-voting period commences on July 21, 2019 (9:00 a.m.) and ends on July 23, 2019 (5:00 p.m.)

ENABLING INDIA'S ENERGY TRANSITION



GE T&D India Limited
Annual Report 2018-19

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CORPORATE INFORMATION

Board of Directors

Stephane Cai - Chairman

Sunil Wadhwa - Managing Director

Gaurav M. Negi - Whole-time Director & Chief Financial Officer

Nagesh Tilwani - Whole-time Director & Head - HVS Business

Bhanu Bhushan

Dr. Kirit S. Parikh

Rakesh Nath

Neera Saggi

Committees of Directors

Audit Committee

Rakesh Nath, Chairman

Bhanu Bhushan

Dr. Kirit S. Parikh¹

Neera Saggi

Stephane Cai

¹Member w.e.f. May 23, 2018

Stakeholders Relationship Committee

Rakesh Nath, Chairman

Sunil Wadhwa

Gaurav M. Negi

Corporate Social Responsibility Committee

Dr. Kirit S Parikh, Chairman

Sunil Wadhwa

Gaurav M. Negi

Nomination and Remuneration Committee

Rakesh Nath, Chairman

Bhanu Bhushan

Stephane Cai

Dr. Kirit S. Parikh¹

Neera Saggi¹

¹Member w.e.f. May 23, 2018

Risk Management Committee

(Constituted w.e.f. October 15, 2018)

Neera Saggi, Chairperson

Rakesh Nath

Stephane Cai

Sunil Wadhwa

Gaurav M. Negi

Company Secretary

Manoj Prasad Singh

Auditors

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

Cost Auditors

M/s. Shome and Banerjee,
Cost Accountants

Secretarial Auditors

M/s. 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
Citibank N.A.
Credit Agricole CIB
Deutsche Bank
HSBC
HDFC Bank
ICICI Bank Limited
IDBI Bank Limited
MUFG Bank, Ltd.
Standard Chartered Bank
State Bank of India
YES Bank

Corporate Identity Number

L31102DL1957PLC193993

Registered Office

A 18, First Floor, FIEE Complex,
Okhla Industrial Area, Phase II,
New Delhi - 110020
Tel. No. 91 11 41610660

Website

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

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL



STEPHANE CAI
Chairman
Non-Executive Director

Mr. Stephane Cai, aged 56 years, is Vice President, Grid Automation. Earlier he was 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 to 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.



SUNIL WADHWA
Managing Director

Mr. Sunil Wadhwa has over 33 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 is a rank holder Chartered Accountant and a Company Secretary by qualification.

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.

Mr. Wadhwa is an alumnus of 'The Mothers International School', Aurobindo Ashram and a commerce graduate from 'Shri Ram College of Commerce', New Delhi.



GAURAV M. NEGI
Whole-time Director
& CFO

Mr. Gaurav M Negi has over 20 years of diverse exposure in the field of Finance, Corporate Governance and Business Operations. A Chartered Accountant and Six Sigma Black Belt, he has been working with General Electric since 1999 and has held assignments with progressive responsibilities both in India and Internationally. He has been part of the prestigious Leadership Programs of General Electric in Finance and Executive Management and done certificate course from the Harvard Business School. Prior to joining GE T&D India Limited, he has held CFO & Senior Finance positions in various GE Joint Ventures & Business segments gaining a rich exposure in various industry segments. His financial expertise includes strategy, governance, corporate finance, risk management, investor relations, planning and other domains of finance.

Mr. Negi is an alumnus of St Columba's School, New Delhi and a commerce graduate from The Hindu College, Delhi University and has done his articles from M/s. A.F. Ferguson & Co., New Delhi.



NAGESH TILWANI
Whole-time Director
& Head - HVS Business

Mr. Nagesh Tilwani is Bachelor of Engineering (Electrical). He has 24 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 High Voltage Switchgear (HVS) business division of the Company.



NEERA SAGGI
Independent Director

Ms. Neera Saggi has over 36 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. 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.



BHANU BHUSHAN
Independent Director

Mr. Bhanu Bhushan 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.



DR. KIRIT S. PARIKH
Independent Director

Professor Kirit Parikh 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 Indira 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.



RAKESH NATH
Independent Director

Mr. Rakesh Nath has about 41 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. 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. Mr. Rakesh Nath has attended courses in power system operation and control in UK in 1984 and in Sweden in 1993.



MANOJ PRASAD SINGH
Company Secretary

Mr. Manoj Prasad Singh has over 22 years of experience in Company Secretary function. He has rich exposure in handling Boards, Mergers and Acquisitions, Takeovers, IPO, Listing, Joint Ventures, FDI, Employee Stock Options and shareholder services. He has been Company Secretary of the Company since October, 2011. Prior to this, he has worked with Cairn India, Avantha Power and LNJ Bhilwara Group. His responsibilities include Corporate and Securities law compliances, Governance and Corporate Social Responsibility activities of the Company. He is a fellow member of the Institute of Company Secretaries of India (ICSI), Law Graduate from University of Delhi and executive MBA from FMS, University of Delhi.

IMAGINATION AT WORK

GE is a leading global high-tech industrial company. 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 283,000 people worldwide. Manufacturing operations are carried out at 162 manufacturing plants located in 34 states in the United States and Puerto Rico and at 297 manufacturing plants located in 41 other countries. 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.

GE



WE ARE UNLEASHING LIMITLESS ENERGY

GE Renewable Energy makes renewable power sources affordable, accessible and reliable for the benefit of people everywhere. Combining onshore and offshore wind, blades, hydro, storage, utility-scale solar, and grid solutions as well as hybrid renewables and digital services offerings, GE Renewable Energy has installed more than 400+ gigawatts of clean renewable energy and equipped more than 90 percent of utilities worldwide with its grid solutions. With nearly 40,000 employees present in more than 80 countries, GE Renewable Energy creates value for customers seeking to power the world with affordable, reliable and sustainable green electrons.

GE Renewable Energy



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.

Manufacturing Excellence 2018-19

Over **60+**

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

Over **40+**

Renovation and modernization bays
commissioned across all voltages

Around **1250+**

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

Around **18,500**

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



High Voltage 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 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.

EVENTS & AWARDS



Services Team Wins 'Engineering Service Provider of the year' 2018 award from Delhi International Airport Limited— 2nd time in a row.



Board of Directors visit to Hosur factory, Tamil Nadu



Company's Managing Director Mr. Sunil Wadhwa with Mr. Arvind Singh - Principal Secretary, Energy, Govt. of Maharashtra and Mr. Praveer Sinha - MD and CEO, Tata Power at Distribution Utility Meet in Mumbai



Recognized by Sterlite Power for high quality and before time delivery of 400/220 kV GIS substation in Kashmir – part of NRSS29 project



Marketing Leader – Mr. Mukesh Wadhwa addressing India's Transmission fraternity on Commercial and Technological Innovations in Power Transmission sector



Managing Director Mr. Sunil Wadhwa addressing industry leaders on challenges and solutions for effective evacuation and integration of renewable energy



GETDIL'S CFO, Gaurav Negi & the finance team won the 11th India CFO Awards in the category "Excellence in Finance To Enable a Turnaround"



GETDIL leadership team at Amargarh 400/220 kV Substation. From Left - Mr. Gaurav Negi (CFO), Mr. Sandeep Zanzaria (Chief Commercial Officer), Mr. Sivaprasad Manikkapurath (Operations Leader), Mr. Sunil Wadhwa (MD and CEO) and Mr. Shailesh Mishra (Business Head Turnkey Projects)

Deepak Pandey, Grid Software Solutions Services Head addressing the delegates at India Smart Utility Week about the importance of speedily modernizing India's Grid



Company at Tamil Nadu Global Investor's Meet 2018 showcasing its strength and expertise in local manufacturing



Recognized by Mr. Sanjay Banga, CEO- Tata Power DDL for speedy execution of the Bhawana Substation in Delhi



Mr. Sunil Wadhwa addressing industry leaders in the India Smart Grid forum and sharing ideas to support India's energy transition

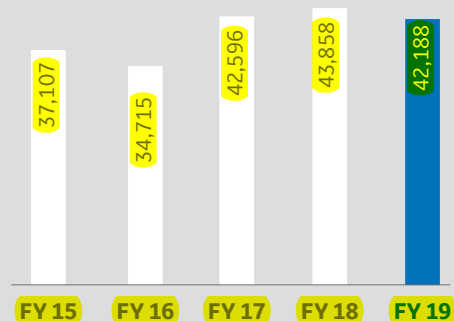


Communication Leader – Mr. Anshul Madaan with Honorable Minister of Energy Maharashtra Shree Chandrashekhar Bawankule at Distribuelec 2018

5 YEARS FINANCIAL HIGHLIGHTS

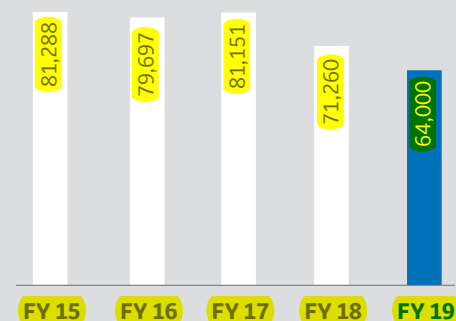
Net Sales (MINR)

42,188



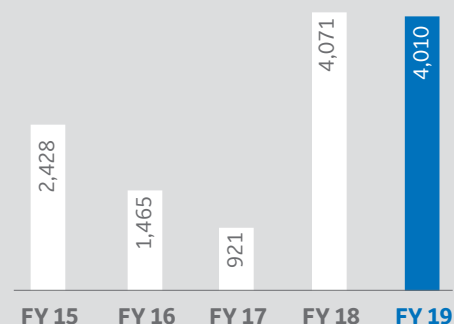
Order Backlog (MINR)

64,000



Operating Profit (MINR)

4,010



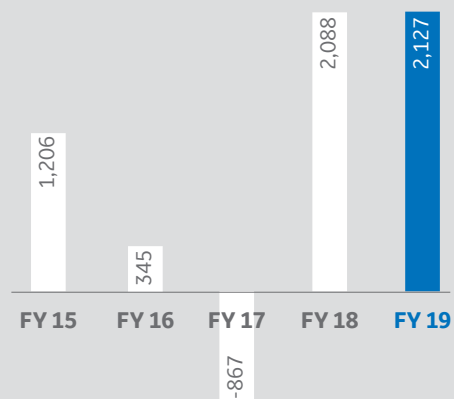
Operating Profit (%)

9.5%



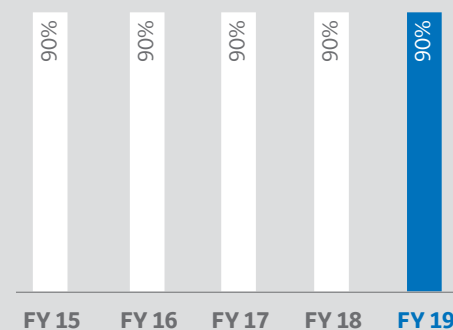
PAT (MINR)

2,127



Dividend (%)

90%



FY 16, FY 17, FY 18 & FY 19 numbers are based on the Indian Accounting Standards (Ind-AS)

DIRECTORS' REPORT



High Voltage Switchgear

DIRECTORS' REPORT

The Directors are pleased to present the sixty-third annual report together with the audited financial statements of the Company for the financial year ended March 31, 2019.

FINANCIAL RESULTS

Particulars	(₹ millions)	
	Year ended March 31, 2019	Year ended March 31, 2018
Sales and Services (Net)	42,188	43,858
Operating Profit before Finance Cost	4,010	4,071
(As percentage of gross sales)	9.5%	9.3%
Finance Cost	664	883
Profit Before Tax	3,346	3,188
Less: Tax Expense	1,219	1,100
Profit After Tax	2,127	2,088
Balance brought forward from previous year	8,646	6,296*
Profit available for appropriations	10,773	8,384
Appropriations		
Proposed Dividend	461	461
Corporate Dividend Tax	94	94
Balance carried forward	10,218	7,829

*after restatement of Mar'18 balance by 817 million upon adoption of Ind AS 115

Financial results for the year ended March 31, 2019 are in compliance with the Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013.

DIVIDEND

The Dividend Distribution Policy of the Company is 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, 2019.

PERFORMANCE REVIEW

Sustained Leadership in a Competitive Market

During the year 2018-19, India's overall GDP growth was seen accelerating at 7.2% compared to 6.5% in the previous year. The Goods and Services Tax (GST) has also been a positive factor in the stabilization of economy. According to World Bank, India will continue to be the world's fastest growing economy at the rate of over 7%.

This trend has also trickled down to the Indian power sector, which is undergoing a significant change that has redefined the industry outlook. Sustained economic growth continues to drive electricity demand in India. The Government of India's focus on attaining 'Power for all' has accelerated capacity addition in the country. At the same time, the competitive intensity is increasing at both the market and supply sides. Total installed capacity of power in India has increased to 356 Gigawatt (GW) as of March 2019, a rise of 3.52% compared to 344 GW as on March 2018.

In 2018-19 India's thermal power sector witnessed considerable turbulence. While the industry continues to face challenges on all fronts, including a drop in the price of renewable energy, shortage in coal supply and cash-strapped state distribution companies, there are a few observable silver-linings too. Government initiatives, such as SAUBHAGYA and Integrated Power Development Scheme (IPDS)

are helping in last mile connectivity and will lead to higher power consumption in the long-term. Additionally, more electrification of households will boost the demand aided by penetration of necessary and discretionary goods powered by electricity, rise of disposable income and increased access to credit.

As of March 31, 2019, the renewable energy sources accounted for 22% of the total installed power capacity (77 GW) and continue to show positive developments. Renewable energy technologies — primarily solar power drove a magnificent 67% off the 12 GW power generation capacity added in FY 2018-19. The huge capacity yielded from renewable energy sector made 2018 the greenest year in terms of new capacity added so far. However, the year also saw a slowdown in the number of new projects. This decline has been attributed to uncertainties around trade cases, module price fluctuations, and power purchase agreement (PPA) renegotiations after record low bids that contributed to a tender and auction slowdown in 2017. All of this resulted in a weaker project pipeline for 2018.

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



Commissioned 400/220 kV Gas Insulated Substation situated at an altitude of 2024 mts (6640 ft) in Amargarh, Kashmir

Partnering and Collaborating to Integrate Renewable Energy

The Government's mission to bring 175 GW of Renewable energy faced hurdles when a 25% of safeguard duty was imposed on Chinese and Malaysian Solar cells and module manufacturing. Though the move intended to boost local manufacturing of solar modules, most of the awarded projects were stalled as the commercial model during tariff bidding preferred the low-priced Chinese modules. Inclusion of new conventional power plants was also on a slow track. The 765/400K Extra High Voltage (EHV) markets in Tariff based Competitive Bidding (TBCB) remained low. No new HVDC transmission lines were identified in 2018-19. In TBCB market, the Company was able to win Ghatampur package from Adani Transmission Limited for supply of 765kV substation and reactors.

Despite all these the factors your Company continued its performance run for another year, by keeping the commercial intensity and focus on state utilities market. In the year 2018-19 your Company won a substation order from Power Grid for evacuating 2500 MW of wind power, a part of Green Energy Corridor. The project involves setting up a 765kV Air Insulated Substation (AIS) and a new 400kV/220kV Gas-Insulated Substation (GIS) at Bhuj. Upon completion, this project will enable various wind farm developers to transmit the power generated in the state to the Green Energy Power Transmission Corridor.

Continued success in Oil & Gas sector

In Oil & Gas sector, your Company continues to demonstrate strength by winning 220kV turnkey Gas Insulated Substation (GIS) project from BPCL Kochi refinery. Hindustan Petroleum Corporation Limited (HPCL) added another feather in the cap after HPCL Vizag 220kV GIS substation and Bhatinda HMEL 400/66 kV GIS substation. The company has also remained a front-runner in the GIS technology used in Oil & Gas sector for two consecutive years.

Digitizing the Grid

Your Company has played a key role in enabling energy transition across the country. The Company commissioned two very critical projects: one with Power Grid Corporation of India Limited (PGCIL) on Unified Real Time Dynamic State Measurement (URTDMS) and another with Power System Operation Corporation (POSOCO) on National Transmission Asset Management Centre (NTAMC). In 2018-19, Rajasthan Rajya Vidyut Prasaran Nigam Limited (RRVPL) awarded your Company a technology-driven grid modernization project. This project is a part of the utility's roadmap to implement grid initiatives and augment renewable energy in the state. Your Company's Advanced Energy Management System (AEMS) will serve as a foundation for RRVPL's roadmap and enable the utility to alter production levels based on demand. Your Company also delivered the First centrally integrated control and load forecasting System in Sri Lanka.

Grid Balancing

With more HVDC stations in the grid an imbalance of active and reactive power can evolve. This requires improvement in the voltage profile and

dynamic stability of the transmission system. To tackle the issue Static VAR Compensator (SVC) technology is introduced in the grid. In the year 2018-19, your Company won an order to supply, erect and commission 500 MVar SVC equipment at Kurukshetra substation of Champa-Kurukshetra HVDC link.

Increase in Transmission Capacity and Grid Strengthening at State and Center

With continuous increase in the power grid capacity, enhancement and strengthening of the transmission system becomes critical for the state and central utilities. With that in hindsight, your Company won important projects extension of 400/230 kV TUTICORIN II. The turnkey scope involved supply, erection, and commission of bays in both substations for Central Agency Power Grid Corporation. This is a prestigious triumph for your Company and maintains its market leadership.

A few other significant orders from State Transmission companies were:

- 420/220/132kV Sub-station order from Uttar Pradesh Power Transmission Corporation Limited (UPPTCL) in Sahupuri, Uttar Pradesh establishes your Company's supremacy at all voltage levels. It is an important win as it establishes your Company's leadership in TBCB orders.
- 400/220/66 kV Gas Insulated Substation (GIS) in Shapar, Gujarat by Gujarat Energy Transmission Corporation Limited (GETCO). Part of Renewable energy evacuation transmission system the substation will help in evacuation of wind power from the state of Gujarat.
- Retrofitting and Modernization of three different 220kV Substations In the State of Jharkhand by Damodar Valley Corporation (DVC).



First centrally integrated control and load forecasting System in Sri Lanka

Services: Enhanced Capabilities for Managing Ageing Grid Assets

The financial year under review was an excellent year for service business with order intake far exceeding the expectations and delivering profitability in execution. The competence developed over the years in renovation and modernization projects helped remain competitive in the market and overcome challenges that are often associated with such projects.

Following last year's trend, this year your Service team received great success and secured orders from Damodar Valley Corporation, West Bengal State Electricity Transmission Corporation, Powergrid, Himachal Pradesh State Electricity Board, apart from several others. For the second consecutive year, we won the 'Engineering Service Provider of the Year' award at GMR – IGI Airport Awards 2018, for the operation and maintenance services for main receiving substations and backup power at the Delhi International Airport. This and many more appreciation certificates received from our customers, speak volume about the ability of the Services team to achieve and sustain excellence in customer service.

During the year, Services business successfully completed breaker retrofit and bay extension work in 400 kV GIS for SJVN Limited. Such retrofit project on GIS is first of its kind executed by us and probably in the country. The project was carried out under very narrow shutdown

windows with very steep hourly penalty clauses, in case of any delay. These solutions helped the customer extend the life of their assets at competitive costs with minimum disturbance to their operations.

The transformer repair workshop successfully completed repairs of many transformer and reactors, including 400 kV class 250 MVA Generator transformers, 63 MVA Shunt Reactors of varied makes.

Under field service activity, our trained engineers carried out overhauling of various equipment including HVDC converter transformers and 220kV and 400 kV circuit breakers in India and Bangladesh.

The Technical Institute hosted trainees from various customers with Power Grid reposing their trust and sending a large number of trainees during the year. The Network consulting activity of Service business continued its success in Renewable sector by carrying out Grid integration validation studies for various customers. Till date, we have catered to more than 15000 MW of wind and solar farms.

The market is showing signs of activity with customers increasingly expressing interest in asset performance management solutions for their Grid assets. Service business' experience and expertise in servicing Grid assets, along with support from global service centre of excellence, is at the forefront of offering such solutions to our customers.



Services Team Wins 'Engineering Service Provider of the year' 2018 award from Delhi International Airport Limited— 2nd time in a row.

OPERATIONAL EXCELLENCE

Fulfilling the Promises Year after Year

Your Company's experience of more than 30 years in turnkey project execution continues to help in reaching new landmarks in operational excellence year after year. Our dedicated Project Management team ably supported by Engineering, Sourcing, Procurement, Finance, HR and other support functions are always focused on delivering commitments for our Customers and other stakeholders.

In 2018-19 your Company achieved two major milestones by successfully commissioning Pole 2 of Phase 1 and Pole 3 of Phase 2 of Champa 800kV Ultra High Voltage Direct Current (UHVDC) project. This project is now capable of transmitting 4,500 MW power, including 1,500 MW of Pole 1 commissioned in 2017, from Champa in Chhattisgarh to Kurukshetra in Haryana. This is a major milestone in the power evacuation infrastructure in the country and it is now carrying the highest bulk power transfer across the country, 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 63 AIS and GIS substations or extensions, enabling the addition of more than 16 GW power into the Grid. This includes the commissioning of eight solar sites

totaling 150 MW DC power. Your Company achieved these milestones in partnership with its esteemed customers, which included PGCIL, Tata Power Delhi Distribution Limited (TPDDL), Chhattisgarh State Transmission Company Limited (CSPTCL), National Thermal Power Corporation (NTPC) and others.

Your Company's transformer factory at Vadodara & Naini completed delivery and commission of 9800 MVA of ICTs and 6200 MVA of reactors. In doing so, your Company worked with customers, such as Nuclear Power Corporation of India Limited (NPCIL), Bhabha Atomic Research Centre (BARC), Sterlite Power, Chhattisgarh State Transmission Company Limited (CSPTCL), National Thermal Power Corporation (NTPC).

During the year Company's automation unit at Pallavaram commissioned more than 1200 Bays of new and retrofit substation systems of rating ranging from low voltages to voltages as high as 765 kV

All your Company's operations in India, including manufacturing, projects, services and automation, are certified for Integrated Management System. This reinforces the quality of the processes of the Company and their compliance



220kV AIS Substation for Saurya Urja at Bhadla

ENVIRONMENT, HEALTH AND SAFETY

Your Company is committed to ensure world class standards of Environment, Health and Safety for all its stakeholders. We won the 'Best Safety Practices' trophy from PGCIL - Northern Region for adopting and implementing innovative and best EHS Practices at our PGCIL Bhadla & Bikaner Project Site.

Your Company also won the Silver Cup for sharing best EHS Practice among 170 different industries at QCFI Vadodara annual Convention event. The theme for the convention was 'Lighting Minds for Innovation'.

Additionally, during FY 2018-19, your Company received Appreciation Letters for project locations from customers, such as PGCIL, Tata Power & TPDDL, HP Power Transmission Corporation Limited, Odisha Power Transmission Corporation Limited, and Bhabha Atomic Research Centre.

Your Company is also committed to having a world-class program for managing environmental, health and safety (EHS) risks. Your Company continuously aims to strengthen its EHS systems and performance

as an integral part of its operational strategy. EHS excellence is the Company's core and fundamental to what it is, besides being in line with what the customers, employees, and leaders expect.

EHS Monitoring

The Company tracks EHS Statistics, Training status, Incident data, audit score, sub-contractor EHS Performance, etc. in real time through online tools. EHS performance is regularly reviewed through an internal EHS operating review within India by senior leadership of GE's business and globally at corporate level.

Certifications

All business units of the Company are certified under the International Organization for Standardization, Environmental Management System (ISO 14001) and Occupational Health & Safety Assessment Series (OHSAS 18001).



Mr. Ajendra Agarwal receiving "Best Safety Practices" trophy from Smt. Seema Gupta of PGCIL for adopting and implementing innovative and best EHS Practices at PGCIL Bhadla & Bikaner Project Site

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.

Performance Development

Throughout the year ended March 31, 2019, the HR team of your Company 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. The organization is emphasizing on the aspect of accountability for every individual employee. This reflects in priority setting of all employees. The priorities are set in accordance to the overall goal of the business.

Learning & Development

Your 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 classroom, 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 the Company has attached to this process. Your Company also has set up a learning platform based on seven pillars including in-house technical learning, e-learning tool, stretch assignment, bubble assignment, coaching, mentoring and certification (specific job need).



Employee Sensitization on "POSH"



Diversity & Inclusion-Awareness towards LGBT and creating an inclusive workplace

Rewards and Recognition

During the year under review, your Company used 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. Your Company encourages its people's leaders to take out time to 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. We follow a fair assessment for hiring so that all employees get equal and fair assessment. Preference is always given to internal employees while hiring for any open position.

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 of Sexual Harassment was reported under the said Act during the financial year under review.



Initiative towards creating a recognition culture



Openness & Transparency, part of our culture



Board members interacting with the Women's Network at the Hosur Factory

QUALITY AND CONTINUOUS IMPROVEMENT

During the year under review, the Deployment of Quality and Continuous Improvement initiatives have continued to progress well, with significant contribution to business results. Following are a few of the achievements/key actions realized through wholehearted participation of your Company's employees at all levels:

1. Sixteen structured Lean Six Sigma Process improvement projects contributing to significant operational performance improvement were successfully executed.
2. Reoriented L1/L2 global initiative, to proactively assess and improve the level of mistake proofing in Prioritized Value streams (Manufacturing lines) was launched and progressing well, contributing to Process Quality Improvement
3. Enhancing Continuous Improvement competencies at all levels, a key success factor for Continuous Improvement was continued with relevant trainings, workouts and coaching. Lean Six Sigma, 8D problem-solving process, L1/L2, Lean, trainings and focused operational improvement workouts were conducted across the organisation to enhance the Quality and Continuous Improvement competencies of employees at all levels.
4. Deployment of Lean initiatives have progressed well across all manufacturing sites resulting in significant level of maturity on lean and digital initiatives contributing to operational improvement. Implementation of moving model lines, 3P Vision Workouts, Kaizen Promotion Office (KPO), Digital tools like Material optimization suite (MOS), E – Andon, Digital reactivity board, GE Operating Standard (GEOS), E Ideas and employee engagement initiatives have contributed to Significant reduction of Wall to Wall lead time.
5. Pallavaram plant launched Electromechanical Relays Manufacturing Excellence Center, a rejuvenated set up integrated with lean and digital tools to meet the customer requirements.
6. The Turnkey business unit received award from Tata Power - Delhi Distribution Limited during their business associate meet 2018-19 in the category of "Best Operations for Exemplary Performance & Significant Contribution in 2017-18" for 66 kV GIS Substation Rohini site.
7. The Team from Vadodara plant representing your Company in the 29th Annual Gujarat State level Convention on Quality Concepts VCCQC-2018, won a GOLD award under the theme "Igniting minds for Innovation – Role of Quality" among 88 participated teams from various organizations all over India.
8. Padappai plant implemented Online SF6 gas leak monitoring system in breaker testing and gas handling processes. This SCADA controlled online gas leak monitoring system will provide immediate alert through SMS to stakeholders for immediate corrective actions.
9. Transformer manufacturing factory located at Naini developed in-house stress ring manufacturing facility contributing to significant improvements in product quality and customer satisfaction.
10. Power Transformer Naini plant Successfully transferred and implemented manufacturing technology of Gapped type shunt reactor from ATT (Turkey) to PTI (India).
11. Short circuit test of 265 MVA, 420/20kV GT, 1Ph class station transformer was successfully completed and certified by BINA Lab, India
12. 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.



765kV GIS HVDC site, Kurukshetra

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, clean drinking water renovation of anganwadis and schools received continued support. At the same time, new projects were introduced to cover youth skill-development programmes and entrepreneurship development programme with emphasis on women empowerment.

Villages Development

Vadodara, Gujarat

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.

Pragati Ek Disha, the CSR project at Vadodara reaches out to five key villages of Kotambi Gram Panchayat, Alamgarh, Machhipura, Singhapura and Jambudia Pura. The programme focuses on livelihood, women empowerment, renovations of anganwadis and schools, support through bank linkages and health.

The programme focuses on establishment of a health clinic in order to reduce out of pocket expenditure on primary health by 33% for 240 households from 4 villages. The goal is to ensure better accessibility for effective and efficient health care in the community, providing easy access to basic health services to improve health and wellbeing.

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. Self-help groups are actively working towards self-reliance and empowerment. Establishment of a rural haat for local communities on farm produce and related products is also one of the aims of the project.

The project also focuses on enhancing agriculture-based livelihoods through water resource management for 240 farming households.

Naini, Uttar Pradesh

During the year, your Company has continued its support for solar submersible pump to village Rehikala, and installation of water coolers cum purifiers in schools.

Village Development



Self-help Groups for women

Education



Smart Classes

Health



Mobile Health Unit

Hygiene & Sanitation



Toilets in Schools



Rural Electrification



Science Labs



Baby Warmer



Safe Drinking Water

Skill Development

Delhi, NCR

During the year under review, your Company has initiated programmes focussing on development of youth through vocational skill training in retail, hospitality and basic computer. As a part of project Samriddhi, your Company is helping rural women in Sultanpuri to become successful entrepreneurs by providing financial literacy and business development training.

Energy and Environment

Skill Development in Renewable Energy

Vadodara, Gujarat

As part of its Skill Development initiative your Company trained candidates at Vadodara, majority being women, under the category of Green Jobs in partnership with National Skill Development Fund and National Skill Development Corporation. Candidates were trained to support operation and maintenance of solar installations.

Schools and children

Vadodara, Gujarat

As part of the village development programme, Pragati Ek Disha, at Vadodara, storytelling programmes for children have been organised. The goal is to improve listening, reading and comprehension skills amongst children. The programme is also aimed at improvement of the children's verbal proficiency and creativity and at inculcating a habit of reading to instil good moral values.

Pallavaram, Chennai, Tamil Nadu

The Company supports the primary and high schools which are operational under the Cantonment Board. During the last financial year, the Company has initiated renovation work at Cantonment Primary School and has provided for materials and equipment for the science lab. These schools are situated near 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.

Health

Chennai, Padappai and Hosur

During the year under review, your Company had continued to sponsor mobile medical units at Padappai, which has provided for nearly 14,925 treatments, extending to all age groups with specific focus on elderly patients.

At Padappai and Hosur, the Company has continued the initiative during the year to provide clean drinking water to local communities. It also supported the local Government Hospital by installing 7kVA

solar panel. The Company has further continued to provide the Primary Health Care centre (PHC) with essential medical instruments, equipment and facilities.

Support for people with disabilities

Chennai, Tamil Nadu

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 centre, musical instruments, tables and chairs. The Company's continued support has benefitted more than 600 children with visual and hearing challenges.

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

DIRECTORS

During the year under review, your Company re-appointed Mr. Gaurav M. Negi as Whole-time director & CFO with effect from July 26, 2018 and Mr. Nagesh Tilwani as Whole-time Director & Head-HVS business with effect from December 21, 2018, for a period of five years each.

In terms of section 152 of the Companies Act, 2013 and Articles 104 and 105 of Articles of Association of the Company Mr. Stephane Cai, Director is due to retire by rotation at the ensuing AGM of the Company. As Mr. Stephane Cai has conveyed that due to his preoccupation in global role he does not wish to be reappointed as a director of the Company at the ensuing AGM, it is recommended to the shareholders to appoint in his place Mr. Vishal K Wanchoo, as a director, liable to retire by rotation.

Dr. Kirit S. Parikh, aged 84, and Mr. Rakesh Nath, aged 69, upon completion of their first term of appointment as Independent Directors as on March 27, 2020 and May 31, 2020, respectively, are eligible for re-appointment for another term of five consecutive years subject to approval of the Members by special resolution. In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 S. Parikh, who has already completed the age of 75 years, and Mr. Rakesh Nath, who will also be completing 75 years of age, just before the expiry of his proposed second term, considering the expertise and the value they bring to the Board and their fitness, the approval of the Members by special resolutions for re-appointing them as Independent Directors for a further term of five consecutive years is recommended. The Nomination and Remuneration Committee on the basis of performance evaluation, has also recommended their re-appointment. These Directors have given their consent for re-appointment and have confirmed that they

continue to be Independent Directors and that they do not suffer from any disqualifications for appointment.

Mr. Bhanu Bhushan, whose term expires on July 22, 2019, has not offered himself for re-appointment as an Independent Director of the Company, for the second term.

Necessary resolutions in respect of appointment/ re-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 notice convening the sixty-third Annual General Meeting.

Key Managerial Personnel

As on March 31, 2019 the following the Key Managerial Personnel of the Company in terms of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name	Designation
Mr. Sunil Wadhwa	Managing Director
Mr. Gaurav M. Negi	Whole-time Director & CFO
Mr. Nagesh Tilwani	Whole-time Director & Head – HVS Business
Mr. Manoj Prasad Singh	Company Secretary

Declaration by Independent Directors

All the independent directors of your Company have made a 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.

Factory Visit of Directors

During the year under review, the Board of Directors of the Company visited factory of the Company at Hosur. During the visit, the Board members familiarised themselves with the Instrument Transformers and Bushings manufacturing operations. A Board Meeting was also held at the Hosur Factory.



Board of Directors at the Hosur Factory

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;
- 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, 2019 and of the profit of your Company for the year ended on that date;
- 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;
- the annual accounts have been prepared on a going concern basis;
- 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
- proper system to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

AUDIT COMMITTEE

The Audit Committee of your Company comprises of Mr. Rakesh Nath as the Chairman and Dr. Kirit S. Parikh, Mr. Bhanu Bhushan, Ms. Neera Saggi and Mr. Stephane Cai as other members. Details in respect of the Audit Committee are provided in the Corporate Governance Report forming part of the Directors' Report.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

Your Company has a "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 ('NRC 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

Your Company has a policy framework for evaluation of the Board of 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".

ANNUAL RETURN

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

NUMBER OF MEETINGS OF THE BOARD

During the year under review, six 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 related party transactions made by the Company which could be considered material in accordance with Related Party Transactions Policy of the Company.

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, disclosures of transactions of the Company with Grid Equipments Private Limited, promoter Company, holding 68.54% shares in the Company:

Description	(₹ millions)	
	31 March 2019	31 March 2018
Interest	-	102.2
Dividend Remitted	315.9	315.9
Borrowings	-	440.0
Repayment of Borrowings	-	2,220.0

SUBSIDIARY COMPANIES

During the year under review, your Company did not have any subsidiary or associate Company in terms of 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 sub-section 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

During the year under review, the Board of Directors of your Company has constituted a Risk Management Committee in terms of Listing Regulations to overlook the Risk Mitigation and Management of the Company. Details of composition forms part of the Corporate Governance Report.

The Risk Management Committee and the Board of Directors of your Company reviewed the Risk Management Policy for the Company and adopted a new Enterprise Risk Management Policy. The Policy identifies elements of risks inherent to the business pertaining to operational, financial, environment, health and safety, reputation and image, currency fluctuation, compliance, cyber security, etc. 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 a separate section.

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

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained. The Cost Audit Report for financial year ended March 31, 2018, of the Company was filed on August 17, 2018, well within the specified time under applicable Companies (Cost Audit Report) Rules, 2011.

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, 2019 with M/s. Shome & Banerjee, Cost Accountants being the Lead Cost Auditor. However, in view of casual vacancy caused due to demise of Mr. Jugal K Puri, Partner M/s Jugal K Puri & Associates, M/s Shome & Banerjee, Cost Accountants (who was already the lead cost auditor and Cost Auditor for the manufacturing facilities at Pallavaram, Hosur, Naini, Vadodara and Padappai) was also appointed as Cost Auditors for manufacturing facility of the Company at Noida for the financial year ended March 31, 2019 in place of M/s Jugal K Puri & Associates.

In terms of the Companies (Cost Records and Audit) Rules, 2014, your Company has appointed M/s. Shome & Banerjee, Cost Accountants, as cost auditor of the Company for the financial year ending

March 31, 2020 to audit the cost records of the Company related to the applicable products manufactured at its manufacturing facilities. The 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, 2019.

The Secretarial Audit Report from M/s VKC & Associates, Company Secretaries for the financial year ended March 31, 2019 is annexed as "Annexure G".

ACKNOWLEDGMENTS

The Board of Directors of the Company expresses its heartfelt gratitude to the Government/ Regulatory authorities, shareholders, customers, vendors, bankers and all other business associates for their continued support. The Board of Directors sincerely acknowledges and appreciates the significant contributions made by all the employees of the Company and for their passion, sincere commitment and efforts in taking forward the Company with focus and energy.

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 : Noida
Date : May 22, 2019

“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.	<p>The Company strives to position itself as a prominent player in the global sustainable environmental transition and its CSR policy underlines this. The Company through CSR initiatives is committed to improve the lives of individuals and communities in the country. The Company's CSR initiative reflects this ethos. The Company has framed a CSR Policy in compliance with section 135 of the Companies Act, 2013 and the weblink for the same is:</p> <p>https://www.ge.com/in/sites/www.ge.com.in/files/Corporate%20Social%20Responsibility%20Policy_0.pdf</p>
2	Composition of the CSR Committee	<p>Dr. Kirit S. Parikh, Independent Director (Chairman of CSR Committee)</p> <p>Mr. Sunil Wadhwa, Managing Director (Member)</p> <p>Mr. Gaurav M. Negi, Whole-time Director & CFO (Member)</p>
3	Average net Profit of the Company for last three financial years	₹ 1441.4 million
4	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	₹ 28.9 million
5	Details of CSR spent during the financial year	
	(a) Total amount to be spent for the financial year	₹ 28.9 million
	(b) Amount unspent, if any	Nil
	(c) Manner in which the amount was spent during the financial year	The manner in which the amount was spent is detailed in the Annexure A1
6	Reasons for not spending the prescribed amount	The Company spent an amount of ₹ 29.1 million during the financial year, which was more than 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 CSR Committee has ensured that the CSR projects implemented are formulated with the CSR objectives, themes and focus areas as per the CSR policy of the Company. 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, skill development, water, hygiene, sanitation, 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. Led by the Chairman of the CSR Committee, the Company has also instituted the following monitoring mechanisms to ensure the projects are implemented effectively and reported to the CSR Committee of the Board at frequent intervals.</p> <ul style="list-style-type: none"> Frequent reporting to the CSR Committee. Frequent meetings with implementation agencies for review of project progress. Site visits to project locations undertaken by the Company's CSR volunteer employees.

Place : Noida
Date : May 22, 2019

Sunil Wadhwa
Managing Director
DIN : 00259638

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

ANNEXURE A1

(₹ millions)								
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		
1	Villages adoption - Holistic development of five villages of Kotambi Gram Panchayat through livelihoods, health and education initiatives	(x) - Rural development projects	Local Area: Vadodara	6.5	6.5	*0.1	6.6	Direct: Nil Implementing Agency, Deepak Foundation: 6.5
2	Improving schools infrastructure and facilities for children with disabilities	(ii) - Promoting education, including special education among children and differently abled	Local area: Pallavaram (Chennai)	0.9	0.9	-	11.8	Direct: 0.9
3	Infrastructure and developmental initiatives and contribution to educational institutions, disability centres or issues, health institutions or issues, and development of local communities	i) - Promoting preventive healthcare (ii) - Promoting education, including special education among children and differently abled.	Local area: Pallavaram (Chennai), Padappai (Chennai), Hosur (Tamil Nadu), Naini (UP)	8.3	8.3	-	8.3	Direct: Nil Implementing Agency, United Way of Delhi: 8.3
4	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	0.8	-	17.3	Implementing agency, HelpAge India: 0.8
5	Improving schools infrastructure, facilities for children with disabilities and support to children hospital	(ii) - Promoting education, including special education among children and differently abled	Local area: Naini	0.1	0.1	-	12.5	Direct: 0.1
6	Integrated Village Development Project to develop villages and uplift communities	(x) - Rural development projects	Local area: Naini	4.5	4.5	-	4.5	Direct: NIL Implementing Agency, S M Sehgal Foundation: 4.50
7	Women Empowerment Project – Promoting women entrepreneurs and encourage them to pursue their dreams and aspirations and Skill Training in Retail, Hospitality and Computer basics for youth towards employment	(ii) Promoting education and employment enhancing vocation skills and livelihood enhancement projects & (iii) – Promoting gender equality, empowering women	Local area: Noida	1.5	1.5	-	1.5	Direct: NIL Implementing Agency, United Way of Delhi: 1.5
8	Youth Skill Training Programme	(ii) Promoting education and employment enhancing vocation skills and livelihood enhancement projects	Local area: New Delhi	3.5	3.5	-	3.5	Direct: NIL Implementing Agency, United Way of Delhi: 3.5
9	Provisioning of safe drinking water	(i) - Promoting preventive health care and sanitation and making available safe drinking water	Local area: Hosur, Padappai	6.5	1.6	-	6.5	Direct: NIL Implementing Agency, Waterlife India: 1.6
10	Improving facilities in Primary Health Care Centre	(ii) - Promoting preventive health care	Local area: Padappai	0.9	0.6	-	0.9	Direct: 0.6
11	Improving facilities and infrastructure for children in schools and ITI	(ii) - Promoting education	Local area: Hosur	1.6	0.2	-	9.9	Direct: 0.2
12	Improving facilities and infrastructure for children in schools	(ii) - Promoting education	Local area: Vadodara	0.1	0.1	-	0.1	Direct: 0.1
13	Review and Impact assessment of programmes	Monitoring & evaluation	All CSR sites and programme	1.0	0.5	-	1.0	Direct: 0.5
TOTAL				36.7	29.1	0.1	84.4	

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

*Amount of ₹35,000/- rounded off.

“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 GE T&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 criteria 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), 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 and manner of effective evaluation of Independent Directors, Board, its committees and 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 shall meet at least once a year and 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 including at least one Independent Director.

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/ Independent Director who has attained the age of seventy or seventy-five years, respectively. Provided that the term of the person holding this position may be extended beyond the abovementioned age 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 AIL.

III. Evaluation

The Committee shall carry out need based evaluation of performance of every Director, KMP and Senior Management Personnel at regular intervals/ as per 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/ Listing Regulations 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 and Listing Regulations.
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 1st April as the case may be, subject to compliance of applicable law/regulations, HR policy of the Company.

4. In terms of Listing Regulations, the Company shall undertake a Directors and Officers Insurance for all its Independent Directors. The premium paid on Directors and Officers Insurance 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, 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 fulfilment 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. The approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

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/manager/chief executive officer viz. all Functional and Unit Heads including the Company Secretary and Chief Financial Officer.
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

- 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, 2019

S. No.	Name of Director and KMP	Remuneration of Director and KMP for the financial year ended March 31, 2019 (in ₹) *	Ratio of remuneration of each director to median remuneration of employees	% increase in remuneration for the financial year ended March 31, 2019 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 Managing Director	27,938,281	31.6	10.78% ^a
3	Mr. Gaurav Manohar Negi Whole-time Director & CFO	21,844,159	24.7	23.72% ^a
4	Mr. Nagesh Tilwani Whole-time Director	10,299,307	11.6	(13.02%) ^a
5	Mr. Manoj Prasad Singh Company Secretary	4,965,039	Not Applicable	(9.8%) ^a
6	Mr. Bhanu Bhushan Independent Director	2,700,000 ^b	3.0	100% ^c
7	Dr. Kirit S. Parikh Independent Director	2,960,000 ^b	3.3	134.9% ^c
8	Mr. Rakesh Nath Independent Director	2,840,000 ^b	3.2	93.1% ^c
9	Ms. Neera Saggi Independent Director	2,800,000 ^b	3.2	122.3% ^c

Notes:

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

^a Key Managerial Persons percentage change in remuneration for the financial year is not comparable and reflective of performance assessment in view of bonus payouts, other benefits, etc.

^b Includes sitting fee and commission

^c Increase is in view of change in commission policy.

- In the financial year, under review all employees median remuneration was ₹ 884,803 and there was an increase of 3.4% in the median remuneration of employees.
- There were 2587 permanent employees on the rolls of Company as on March 31, 2019.
- Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 was 4%.
- 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 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	27,938,281	B.Com, CA, CS	33	April 4, 2017	59	CEO & Managing Director - IL&FS Energy Development Co. Ltd.
2	Gaurav M. Negi	Whole-time director & Chief Financial Officer	21,844,159	B.Com, CA	20	June 1, 2016	44	CFO, Wipro GE Healthcare Ltd.
3	Sandeep Zanzaria	Sales Executive	11,190,074	B.E. - Electrical, PGDM	29	August 9, 2017	52	Schneider Electric India Pvt. Ltd – Vice President
4	Manikkapurath Sivaprasad	Executive- Business Operations	10,744,275	B.Tech. -Electrical & Electronics, MBA	29	November 6, 1998	50	Steel Authority of India Ltd., Assistant Manager
5	Rajmohan Venkat Raman	Executive - Business Operations	10,434,626	BE Mechanical Engineering, PGDIM	26	November 1, 2017	48	Marquip India Pvt Ltd/Senior Engineer
6	Abhilasha Dhaka	Head – HR	10,320,905	MBA – Human Resources	18	March 1, 2018	40	Yamaha Motors – Manager HR
7	Nagesh Tilwani	Whole-time Director	10,299,307	B.E.- Electrical & Electronics	24	September 14, 1996	46	Controls & Switchgear Company Ltd., Design Engineer
8	Subrata Chatterjee	Executive-Business Operations	10,173,194	B.E. (Electronics & Power)	25	August 31, 2004	50	CESC Limited – Sr. Engineer
9	Nitin Dham	Senior Finance Staff Manager	9,419,858	CA	22	July 24, 2017	45	GE Capital Services India-VP, Private Equity
10	Shailesh Mishra	Sr. Business Management Manager	8,621,102	Advanced Diploma in Management, B.E.	25	June 24, 2008	47	GE-Digital Energy Lead - India for DE

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 (₹ 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.	Amresh Kumar Sood	Sr. Finance staff manager	881,259	CA	35	July 29, 2013	59	Genesis Colors - CFO
2.	Arun Choudhary	Regional Management Director	928,390	BE, MBA	30	July 6, 2015	51	HCL Infotech Ltd – Associate Vice President
3.	Devendra Pal Sikka	Project Director	858,566	BE	39	April 1, 2017	61	NELCO- Manager Operations
4.	Prakash G	Regional Director	1,582,049	BE	27	June 9, 2008	48	Siemens Ltd – Chief Manager (Marketing)

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, leave encashment and Superannuation paid at the time of separation.
- 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, 2019

[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
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, FIEE Complex, 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 Building No. 7A, DLF Cyber City, Phase- III, Sector - 25A, Gurgaon, Haryana, India - 122002	U31200HR2010PTC041758	Immediate Holding	68.54	2(46)
2	GE Grid Alliance B.V. Bergschot 69/2, Breda, The Netherlands - 4817 PA	Not Applicable	Intermediate Holding	6.46	2(46)
3	ALSTOM BV Bergschot 69/2, Breda, The Netherlands - 4817 PA	Not Applicable	Intermediate Holding	-	2(46)
4	GE Albany Global Holdings B.V, Bergschot 69/2, Breda, The Netherlands - 4817 PA	Not Applicable	Intermediate 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, 2018)				No. of shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
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	-	-	-	-	-	-	-	-	-
Sub Total A(1):-	175,492,524	-	175,492,524	68.54	175,492,524	-	175,492,524	68.54	-
(2) Foreign									
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	-	-	-	-	-	-	-	-	-
Sub Total A(2):-	16,542,377	-	16,542,377	6.46	16,542,377	-	16,542,377	6.46	0.00
Total shareholding of promoter (A)= (A)(1)+ (A)(2)	192,034,901	-	192,034,901	75.00	192,034,901	-	192,034,901	75.00	0.00
B. Public Shareholding									
1. Institutions									
a. Mutual funds	32,055,914	0	32,055,914	12.52	30,756,258	0	30,756,258	12.01	-0.51
b. Banks/FI	38,091	2,785	40,876	0.02	26,315	2,785	29,100	0.01	-0.01
c. Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d. State Govt(s)	0	605	605	0.00	0	605	605	0.00	0.00
e. Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f. Insurance Companies	6,386,187	0	6,386,187	2.49	5,995,442	0	5,995,442	2.34	-0.15
g. FIs/FPIs	4,525,082	0	4,525,082	1.77	7,109,526	0	7,109,526	2.78	1.01
h. UTI	-	-	-	-	-	-	-	-	-
i. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
j. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	43,005,274	3,390	43,008,664	16.80	43,887,541	3,390	43,890,931	17.14	0.34
2. Non-institutions									
a. Bodies Corporate									
i. Indian	758,882	52,545	811,427	0.32	760,949	52,545	813,494	0.32	0.00
ii. Overseas									

Category of Shareholders	No. of shares held at the beginning of the year (April 1, 2018)				No. of shares held at the end of the year (March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
b. Individuals									
i. Individual shareholders holding nominal share capital upto ₹1 lakh	12,590,020	2,666,639	15,256,659	5.96	12,314,474	2,309,772	14,624,246	5.71	-0.25
ii. Individual shareholders holding nominal share capital in excess of ₹1 lakh	1,793,135	0	1,793,135	0.70	2,530,332	0	2,530,332	0.99	0.29
c. Others (specify)									
i) NRI	571,952	62,460	634,412	0.25	684,838	48,660	733,498	0.28	0.03
ii) Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
iii) Trust	1,165,573	0	1,165,573	0.45	12	0	12	0.00	-0.45
iv) Clearing Member	212,316	0	212,316	0.08	175,944	0	175,944	0.07	-0.01
v) IEPF	1,129,448	0	1,129,448	0.44	1,243,177	0	1,243,177	0.49	0.05
Sub total (B)(2)	18,221,326	2,781,644	21,002,970	8.20	17,709,726	2,410,977	20,120,703	7.86	-0.34
Total Public Shareholding (B)= (B)(1) + (B)(2)	61,226,600	2,785,034	64,011,634	25.00	61,597,267	2,414,367	64,011,634	25.00	0.00
TOTAL (A)+(B)	253,261,501	2,785,034	256,046,535	100.00	253,632,168	2,414,367	256,046,535	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	253,261,501	2,785,034	256,046,535	100.00	253,632,168	2,414,367	256,046,535	100.00	0.00

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2018)			Shareholding at the end of the year (March 31, 2019)			% 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	175,492,524	68.54	Nil	175,492,524	68.54	Nil	Nil
2.	GE Grid Alliance B.V.	16,542,377	6.46	Nil	16,542,377	6.46	Nil	Nil
Total		192,034,901	75.00	Nil	192,034,901	75.00	Nil	Nil

(iii) Change in Promoters' Shareholding

Not applicable as there was no change in the Promoter's Shareholding during the year.

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

S. No.	Name	No. of shares at the beginning (April 1, 2018)	% 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 (April 1, 2018 to March 31, 2019)	
								No. of shares	% of total shares of the Company
1.	Reliance Capital Trustee Company Limited A/C Through its Various Schemes	22744748	8.88	April 1, 2018				22744748	8.88
				April 6, 2018	150000	0.06	Transfer	22894748	8.94
				May 11, 2018	1145800	0.45	Transfer	24040548	9.39
				May 18, 2018	28372	0.01	Transfer	24068920	9.40
				June 1, 2018	(6360)	0.00	Transfer	24062560	9.40
				June 8, 2018	15164	0.01	Transfer	24077724	9.40
				June 15, 2018	9146	0.00	Transfer	24086870	9.41
				June 22, 2018	(40038)	(0.02)	Transfer	24046832	9.39
				June 29, 2018	(79258)	(0.03)	Transfer	23967574	9.36
				July 6, 2018	(110624)	(0.04)	Transfer	23856950	9.32
				July 13, 2018	25000	0.01	Transfer	23881950	9.33
				July 18, 2018	101155	0.04	Transfer	23983105	9.37
				July 20, 2018	(1104019)	(0.43)	Transfer	22879086	8.94
				July 27, 2018	1011926	0.40	Transfer	23891012	9.33
				August 3, 2018	(242907)	(0.09)	Transfer	23648105	9.24
				August 24, 2018	(44380)	(0.02)	Transfer	23603725	9.22
				August 31, 2018	100000	0.04	Transfer	23703725	9.26
				September 7, 2018	16663	0.01	Transfer	23720388	9.26
				September 14, 2018	31800	0.01	Transfer	23752188	9.28
				September 21, 2018	25000	0.01	Transfer	23777188	9.29
				September 28, 2018	92104	0.04	Transfer	23869292	9.32
				October 5, 2018	54807	0.02	Transfer	23924099	9.34
				October 12, 2018	27617	0.01	Transfer	23951716	9.35
				October 19, 2018	50000	0.02	Transfer	24001716	9.37
				November 30, 2018	180565	0.07	Transfer	24182281	9.44
				December 14, 2018	23294	0.01	Transfer	24205575	9.45
				December 21, 2018	67935	0.03	Transfer	24273510	9.48
				December 28, 2018	45190	0.02	Transfer	24318700	9.50
				December 31, 2018	6500	0.00	Transfer	24325200	9.50
				January 4, 2019	30688	0.01	Transfer	24355888	9.51
				January 11, 2019	59917	0.02	Transfer	24415805	9.54
				February 1, 2019	19159	0.01	Transfer	24434964	9.54
				February 8, 2019	24413	0.01	Transfer	24459377	9.55
				February 15, 2019	60600	0.02	Transfer	24519977	9.58
				February 22, 2019	33039	0.01	Transfer	24553016	9.59
				March 1, 2019	73234	0.03	Transfer	24626250	9.62
				March 8, 2019	4060	0.00	Transfer	24630310	9.62
				March 15, 2019	21453	0.01	Transfer	24651763	9.63
				March 22, 2019	160	0.00	Transfer	24651923	9.63
				March 29, 2019	2966	0.00	Transfer	24654889	9.63
				March 31, 2019				24654889	9.63

S. No.	Name	No. of shares at the beginning (April 1, 2018)	% 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 (April 1, 2018 to March 31, 2019)	
								No. of shares	% of total shares of the Company
2	SBI Mutual Fund Through Its Various Schemes	6719416	2.62	April 1, 2018				6719416	2.62
				April 6, 2018	(11000)	(0.00)	Transfer	6708416	2.62
				May 11, 2018	(1145749)	(0.45)	Transfer	5562667	2.17
				August 3, 2018	(228871)	(0.09)	Transfer	5333796	2.08
				August 10, 2018	(135752)	(0.05)	Transfer	5198044	2.03
				August 17, 2018	(85678)	(0.03)	Transfer	5112366	2.00
				August 31, 2018	(302882)	(0.12)	Transfer	5415248	2.11
				September 7, 2018	(198624)	(0.08)	Transfer	4610860	1.80
				October 5, 2018	1434	0.00	Transfer	4612294	1.80
				October 12, 2018	(200172)	(0.08)	Transfer	4412122	1.72
				October 19, 2018	(58402)	(0.02)	Transfer	4353720	1.70
				October 26, 2018	24	0.00	Transfer	4353744	1.70
				January 18, 2019	(21709)	(0.01)	Transfer	4332035	1.69
				January 25, 2019	(451565)	(0.18)	Transfer	3880470	1.52
				February 8, 2019	(121645)	(0.05)	Transfer	3758825	1.47
				March 15, 2019	(692019)	(0.27)	Transfer	3066806	1.20
				March 22, 2019	693000	0.27	Transfer	3759806	1.47
				March 31, 2019				3759806	1.47
3	The New India Assurance Company Limited	3839079	1.50	April 1, 2018				3839079	1.50
				January 18, 2019	(29872)	(0.01)	Transfer	3809207	1.49
				March 31, 2019				3809207	1.49
4	UTI-MNC Fund ²	2121033	0.83	April 1, 2018				2121033	0.83
				April 6, 2018	3989	0.00	Transfer	2125022	0.83
				April 13, 2018	20355	0.01	Transfer	2145377	0.84
				April 20, 2018	24160	0.01	Transfer	2169537	0.85
				April 27, 2018	25686	0.01	Transfer	2195223	0.86
				May 4, 2018	2956	0.00	Transfer	2198179	0.86
				May 11, 2018	29499	0.01	Transfer	2227678	0.87
				May 18, 2018	34643	0.01	Transfer	2262321	0.88
				August 10, 2018	(36000)	(0.01)	Transfer	2226321	0.87
				August 17, 2018	(6974)	(0.00)	Transfer	2219347	0.87
				August 31, 2018	(2098)	(0.00)	Transfer	2217249	0.87
				September 14, 2018	(19063)	(0.01)	Transfer	2198186	0.86
				January 11, 2019	(33161)	(0.01)	Transfer	2165025	0.85
				March 31, 2019				2165025	0.85
5	General Insurance Corporation Of India	1901000	0.74	April 1, 2018				1901000	0.74
				August 10, 2018	(26568)	(0.01)	Transfer	1874432	0.73
				August 17, 2018	(23432)	(0.01)	Transfer	1851000	0.72
				November 2, 2018	(11404)	(0.00)	Transfer	1839596	0.72
				November 9, 2018	(41364)	(0.02)	Transfer	1798232	0.70
				November 16, 2018	(63740)	(0.02)	Transfer	1734492	0.68
				November 23, 2018	(39062)	(0.02)	Transfer	1695430	0.66
				November 30, 2018	(138355)	(0.05)	Transfer	1557075	0.61
				December 7, 2018	(9564)	(0.00)	Transfer	1547511	0.60
				March 31, 2019				1547511	0.60

S. No.	Name	No. of shares at the beginning (April 1, 2018)	% 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 (April 1, 2018 to March 31, 2019)	
								No. of shares	% of total shares of the Company
6	Rohini Nilekani	1500346	0.59	April 1, 2018				1500346	0.59
				August 31, 2018	200000	0.08	Transfer	1700346	0.66
				September 7, 2018	200000	0.08	Transfer	1900346	0.74
				September 14, 2018	18052	0.01	Transfer	1918398	0.75
				October 12, 2018	200000	0.08	Transfer	2118398	0.83
				March 31, 2019				2118398	0.83
7	The Master Trust Bank Of Japan, Ltd. As Trustee Of Nissay India Equity Selection Mother Fund	1159608	0.45	April 1, 2018				1159608	0.45
				April 27, 2018	6320	0.00	Transfer	1165928	0.46
				May 4, 2018	4141	0.00	Transfer	1170069	0.46
				May 11, 2018	6348	0.00	Transfer	1176417	0.46
				May 18, 2018	10038	0.00	Transfer	1186455	0.46
				May 25, 2018	5767	0.00	Transfer	1192222	0.47
				June 15, 2018	14638	0.01	Transfer	1206860	0.47
				June 22, 2018	7901	0.00	Transfer	1214761	0.47
				June 29, 2018	96671	0.04	Transfer	1311432	0.51
				July 6, 2018	44592	0.02	Transfer	1356024	0.53
				July 13, 2018	16823	0.01	Transfer	1372847	0.54
				July 18, 2018	22493	0.01	Transfer	1395340	0.54
				July 20, 2018	10936	0.00	Transfer	1406276	0.55
				July 27, 2018	29441	0.01	Transfer	1435717	0.56
				August 3, 2018	177293	0.07	Transfer	1613010	0.63
				August 10, 2018	369876	0.14	Transfer	1982886	0.77
				August 17, 2018	110135	0.04	Transfer	2093021	0.82
				January 25, 2019	(7439)	(0.00)	Transfer	2085582	0.81
				February 1, 2019	(23753)	(0.01)	Transfer	2061829	0.81
				February 8, 2019	(20748)	(0.01)	Transfer	2041081	0.80
				February 15, 2019	(147156)	(0.06)	Transfer	1893925	0.74
				February 22, 2019	(35079)	(0.01)	Transfer	1858846	0.73
				March 1, 2019	(13624)	(0.01)	Transfer	1845222	0.72
				March 8, 2019	(16378)	(0.01)	Transfer	1828844	0.71
				March 15, 2019	(30764)	(0.01)	Transfer	1798098	0.70
				March 22, 2019	(27765)	(0.01)	Transfer	1770333	0.69
				March 29, 2019	(34688)	(0.01)	Transfer	1735645	0.68
				March 31, 2019				1735645	0.68
8	Ishares Core Emerging Markets Mauritius Co	959273	0.37	April 1, 2018				959273	0.37
				April 6, 2018	9408	0.00	Transfer	968681	0.38
				April 13, 2018	8064	0.00	Transfer	976745	0.38
				April 20, 2018	11424	0.00	Transfer	988169	0.39
				April 27, 2018	6720	0.00	Transfer	994889	0.39
				July 20, 2018	2688	0.00	Transfer	997577	0.39
				July 27, 2018	12895	0.01	Transfer	1010472	0.39
				August 3, 2018	31151	0.01	Transfer	1041623	0.41
				August 10, 2018	6705	0.00	Transfer	1048328	0.41
				August 31, 2018	7436	0.00	Transfer	1055764	0.41
				September 7, 2018	2704	0.00	Transfer	1058468	0.41
				September 28, 2018	3380	0.00	Transfer	1061848	0.41
				October 5, 2018	5408	0.00	Transfer	1067256	0.42
				November 9, 2018	3265	0.00	Transfer	1070521	0.42

S. No.	Name	No. of shares at the beginning (April 1, 2018)	% 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 (April 1, 2018 to March 31, 2019)	
								No. of shares	% of total shares of the Company
				November 16, 2018	18367	0.01	Transfer	1088888	0.43
				November 23, 2018	22308	0.01	Transfer	1111196	0.43
				November 30, 2018	11492	0.00	Transfer	1122688	0.44
				December 7, 2018	27169	0.01	Transfer	1149857	0.45
				December 14, 2018	3927	0.00	Transfer	1153784	0.45
				December 21, 2018	1352	0.00	Transfer	1155136	0.45
				January 11, 2019	16407	0.01	Transfer	1171543	0.46
				January 18, 2019	18173	0.01	Transfer	1189716	0.46
				January 25, 2019	26634	0.01	Transfer	1216350	0.48
				February 1, 2019	16080	0.01	Transfer	1232430	0.48
				February 8, 2019	(118706)	(0.05)	Transfer	1113724	0.43
				February 15, 2019	6525	0.00	Transfer	1120249	0.44
				February 22, 2019	(4693)	(0.00)	Transfer	1115556	0.44
				March 1, 2019	(8920)	(0.00)	Transfer	1106636	0.43
				March 8, 2019	(19226)	(0.01)	Transfer	1087410	0.42
				March 22, 2019	1140	0.00	Transfer	1088550	0.43
				March 29, 2019	1710	0.00	Transfer	1090260	0.43
				March 31, 2019				1090260	0.43
9	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	854541	0.33	April 1, 2018				854541	0.33
				March 31, 2019				854541	0.33
10	Vanguard Total International Stock Index Fund	748110	0.29	April 1, 2018				748110	0.29
				October 26, 2018	80000	0.03	Transfer	828110	0.32
				March 31, 2019				828110	0.32
11	HDFC Through its Various Schemes ¹	550733	0.22	April 1, 2018				550733	0.22
				March 31, 2019				550733	0.22

¹Ceased to be in the list of top ten shareholders as on March 31, 2019. The same is reflected above since the shareholder was one of the top ten shareholders as on April 1, 2018.

² Not in the list of top ten shareholders as on April 1, 2018. The same is reflected above since the shareholder was one of the top ten shareholders as on March 31, 2019.

(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 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				
i. Principal Amount	-	1000.0	-	1000.0
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	3.7	-	3.7
Total (i+ii+iii)	-	1003.7	-	1003.7
Change in Indebtedness during the financial year				
• Addition	-	24805.3	-	24805.3
• Reduction	-	25000.0	-	25000.0
Net Change	-	(194.7)	-	(194.7)
Indebtedness at the end of the financial year				
i. Principal Amount	-	805.3	-	805.3
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	4.1	-	4.1
Total (i+ii+iii)	-	809.4	-	809.4

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			(In ₹)
		Mr. Sunil Wadhwa	Mr. Gaurav Manoher Negi	Mr. Nagesh Tilwani	Total Amount
1.	Gross salary	26,673,645	20,793,831	9,511,398	57,224,110
	(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	256,036	16,278	232,956	260,034
	(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)	1,008,600	1,034,051	554,953	2,597,604
6.	Total(A)	27,938,281	21,844,159	10,299,307	60,081,747
	Ceiling as per the Act (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)				344.6 Million

B. Remuneration to Other Directors:

						(In ₹)
S. No.	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors	Mr. Rakesh Nath	Mr. Bhanu Bhushan	Dr. Kirit S. Parikh	Ms. Neera Saggi	
	Fee for attending Board/ committee meetings	1,340,000	1,200,000	1,460,000	1,300,000	5,300,000
	Commission	1,500,000	1,500,000	1,500,000	1,500,000	6,000,000
	Others	Nil	Nil	Nil	Nil	Nil
	Total (1)	2,840,000	2,700,000	2,960,000	2,800,000	11,300,000
2	Other Non-Executive Directors	Mr. Stephane Cai				
	Fee for attending Board/ committee meetings	Nil				Nil
	Commission	Nil				Nil
	Others	Nil				Nil
	Total (2)	Nil				Nil
	Total (B) = (1+2)					11,300,000
	Total Managerial Remuneration (A+B)					71,381,747
	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)					379 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		4,433,192
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961		114,744
	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)		417,104
	Total		4,965,039

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

- In 500KW Vapour Phased Drying Oven water cooled Vacuum pump replaced with Air cooled Vacuum pump saving electricity cost by ₹0.5 million per annum
- Replaced Water cooled pump with Air cooled Vacuum pump in 3 Water filtration plant saving electricity cost by ₹0.6 million per annum
- Replaced High Watts Metal Halide lamp with Low Watts LED lights in Test Lab, Core Shop, Admin block, Periphery area
- Excrete water of RO system utilized for toilet flushing saving 108 kilo litre of Raw water/Annum
- High Volume Low Speed Fan installed in Tanking Area as alternate for High Wattage Air Handling unit
- Motion sensor has been installed in toilet to save electricity
- Air leak reduction in Capacitor bank station by upgrading Pneumatic line PU pipe
- Tree plantation to increase facility green belt area.

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

- Treated water from Sewage Treatment Plant (STP) used for gardening and fire hydrant system saving raw water consumption by 25,000 litre per annum
- Solar system installation evaluation in progress.

(iii) The capital investment on energy conservation equipment

₹ 3.2 Million for LED Lights & Air-cooled Pump.

2. Naini Unit

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

- High wattage HPMV lamps replaced by low wattage LED lights in winding shop, UHV Lab,

Canteen and for street illumination which shall reduce power consumption approximately 1,30,000 kWh per annum and thus a saving of ₹1.2 million per annum.

- Motion Sensors installed at places to avoid undue illumination.
- Lime coating on the office roofs to reduce AC load.

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

- Drinking water RO units execrated water used in Gardening.

(iii) The capital investment on energy conservation equipment

Nil

3. Pallavaram Unit

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

- 400 number of Conventional fluorescent tubes replaced by LED lamps resulting in power savings 80,000 Units per year.

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

- 0.30 MW of roof top solar panels installed on Opex model in collaboration with TATA Solar power and awaiting Utility approval for consumption.

(iii) The capital investment on energy conservation equipments

- Capital investment of approximately ₹1.0 million used for the installation of LED lamps (as mentioned above)

4. Hosur Unit

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

- Replacement of Metal Halide and CFL lights with LED bulbs leading to annual savings of ₹0.5 million and 60 MWh

- Lightweight Aluminium Alloy blowers installed in Ovens leading to reduced power requirement with an annual savings of 24 MWh.
- Based on an audit on Air compressor pipelines, leaks found were arrested in the pneumatic network. Only one of the two compressors are being alternatively used now leading to substantial savings.
- Optimized use of ovens and autoclaves to reduce the energy consumption.
- Based on the walk-through audit, initiation on arresting of heat loss due to leaks in ovens doors initiated.

(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. More than 5% of the roof is with translucent sheets.
- Roof-Top Solar Energy Generation Project of 832 kWp initiated and will be completed in 2018-19.

(iii) The capital investment on energy conservation equipments

₹ 0.8 million

5. Padappai Unit

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

- Solar street light provided at 4 nodal corners.
- The energy conservative measures taken during 2016-17 is fetching consistent results for 2 years in a row and given saving of 5% per year aggregate. The diesel cost incurred during 2018 is 11% less when compared to 2017.
- Over 100 new saplings new sapling planted and aggregate of 10% increase in the plant green coverage.

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

- Solar street light provided at 4 nodal corners.

(iii) The capital investment on energy conservation equipment

- Investment made for Natural lighting – ₹ 0.17 million.

B TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption & development

- For Power Transformer range of 765 kV & 400 kV Lead exit assembly system implemented with in-house design resulting in improved quality, reduced insulation weight, simplified supply chain and cost optimization resulting in lesser use of natural resources.
- Successful delivery of the first 220kV digital Substation of India.
- Release of 30% space in EHV circuit breaker line at Padapai site by implementation of “Mix Model Single Line” for product type GL309/GL312 & GL314 by work stations simplification using 3P methodology.

Brilliant Factory Initiative: Lean

1) Continuous impact focused action workouts conducted.

- Value stream mapping carried out in CT & CVT sections and improvement actions identified. Continual efforts being made to reduce manufacturing as well as Wall to Wall lead times.
- Good reduction of lead times realised in both CT (Manufacturing LT from 84 days to 67 days, Wall to wall LT from 237 days to 172 days) & CVT (Manufacturing LT from 60 days to 37 days, Wall to wall LT from 228 days to 166 days).
- Implementation of Digital tools in like Material optimization suite (MOS), E – Andon, Digital reactivity board, GE Operating Standard (GEOS) has contributed in dynamic monitoring of supply chain KPIs.
- Lean Six Sigma Process improvement projects contributing to significant operational performance improvement were successfully executed
- High level of employee engagement initiatives like Team touch point review, E Eureka – employee suggestion scheme, Expert Talk, 5S Award scheme for manufacturing lines, Safety day celebrations, Quality week celebration etc.

2) Structured KAIZEN program deployed

- Suggestion scheme relaunched to generate ideas and realise incremental improvements.
- Continuous improvement culture with emphasis on problem solving capabilities enhanced.

Brilliant Factory Initiative: Digital**1) Introduced digital operating standards tool for monitoring the key performance indicators: Safety, Quality, Delivery, Inventory at Cell, Plant and Business Level.**

- Real time information flow is supporting to KPI improvements across the plant.
- Deployment of Lean initiatives continued, resulting in significant improvement of maturity on lean manufacturing and digital initiatives contributing to operational improvement.
- Implementation of one moving line, Dynamic Kitting, Test equipment's Automation

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

- Cost out actions leading to optimised 400 kV CT & CVT versions industrialised.

(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	: ₹ 173.8 million
iii) Total	: ₹ 173.8 million
iv) Total R&D expenditure as % on turnover	: 0.4%

C FOREIGN EXCHANGE EARNINGS

- Foreign Exchange earned (in terms of actual inflow) : ₹ 5,928.3 million
- Foreign Exchange outgo (in terms of actual outflow) : ₹ 9,191.8 million

For and on behalf of the Board

Place : Noida
Date : May 22, 2019

Sunil Wadhwa
Managing Director
DIN : 00259638

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

Schedule with reference to B (iii)

Technology	Year of Import	Status of absorption
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
Intelligent Line Monitoring System (ILMS) Dynamic Line Rating Application	2017-18	Fully absorbed
Full Digital Substation Project with Process Bus Technology Substation fully absorbed and energised	2017-18	Fully absorbed
400kV Digital Bay with Digital Instrument Transformer	2017-18	Under Absorption
Travelling Wave Fault Locator; Transmission Line Fault Location detection.	2017-18	Fully absorbed
Greenfield Digital Substation Solution on Process Bus, IEC61850 Ed2.0, based on Merging Unit Concept	2017-18	Fully absorbed
Pilot Smart Grid Project with State Utility HPSEB	2017-18	Fully absorbed
3 phase reactors with external tie rod arrangement for optimized losses	2017-18	Fully absorbed
Distribution Management System	2017-18	Fully absorbed
800KV GIS with & without PIR in Industrialized at Padappai	2017-18	Fully absorbed
Track Side Transformer upto 220kV	2018-19	Under Absorption

“ANNEXURE G” TO THE DIRECTORS’ REPORT

FORM NO. MR-3: SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[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, 2019 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, 2019 according to the provisions of: -

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008; - **Not Applicable**
- (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;
- (h) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
- (i) The Securities and Exchange Board of India (Buy back of securities) Regulations, 2018; - **Not Applicable**
- (vi) The Company has identified following laws applicable specifically to the Company:
 - 1. The Industrial (Development and Regulation) Act, 1951;
 - 2. The Factories Act, 1948 & Central Rules or concerned State Rules, made thereunder;
 - 3. The Environment (Protection) Act, 1986;
 - 4. The Water (Prevention and Control of Pollution) Act, 1974 & Central Rules/concerned state rules;

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.

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:

During the period under review the Company has voluntarily delisted its shares from Calcutta Stock Exchange w.e.f 21st February ,2019

For VKC & Associates
(Company Secretaries)

CS Mohit K Dixit

Partner

Date : May 22, 2019

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 22, 2019
Place: New Delhi

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

High Voltage Direct Current (HVDC) Solutions

MARKET OVERVIEW

Robust investments that are backing initiatives, such as 'One Country One Grid' are connecting more states to the central grid. There is also a significant focus on modernization of aging transmission infrastructure, strengthening of Jammu & Kashmir's grid, and cross border power transmission.

Further, with a growing demand for electricity, the Government of India along with state governments are now focusing on investing in renewable energy systems, such as solar, wind, and hybrid (wind solar) on large scales and linking the transmission systems associated with them.

While the financial year 2018-19, witnessed a slight slowdown in growth in the transmission market, it is now moving toward recovery. However, as the Government of India continues to focus on strengthening regional grids, 2019-2020 is going to be a year of change for the power transmission market.

Yet several challenges are facing the power generation sector. Primarily rooted in a combination of stressed power generation assets and assets that are likely to be categorized as non performing. These challenges pose a rather sluggish recovery. Nonetheless, the Reserve Bank of India is making continuous strides that are well being received by investors, companies, and operators.

Many State like Himachal Pradesh, Rajasthan, Gujarat and Maharashtra- have also come forward to enhance their digital grid capability.

Digitization of Grid

As we move towards a more sophisticated power grid network system, seamless maintenance, control, and management will be crucial. This will cause a rise in demand for advanced energy management systems, cybersecurity, and digitized asset management systems. The country's largest grid operator, Power Grid Corporation Ltd., is in the forefront of completely digitizing its substations, along with capabilities of remote monitoring and diagnostics.

Shift to Renewables from Conventional Power

While the Central Electricity Authority and Ministry of Power's plan to focus on new and renewable energy systems at the grid level has decelerated the conventional power generation market, the new coal linkages and expansion of old power generation plants and their upgrades have fostered new opportunities in the transmission sector.

On the other hand, solar generation projects that witnessed a slowdown in orders in 2017-18, saw a revival due to rise in state-level solar evacuation projects last year. 2018-19 also saw a renewed focus on renewable energy, especially offshore hydro, new wind energy and solar power projects. Anticipating a better year in 2019, the ordering of solar projects is likely to improve in contrast to 2018-19.

As Drass, Kargil and North Kashmir transmission and substation projects are now complete; the Power Grid system is ready to evacuate massive power from north to the central or farthest part of the country to meet the increasing power demand. Furthermore, the Government of India has planned a 23 GW solar power generation project with an associated transmission system in HVDC linking the Grid in Leh, Kargil.



GE T&D Leadership team at Gridtech 2019

Power for all, State Grid Refurbishment, modernization, and strengthening

The government of India's effort to strengthen state grids and individual states with ISTS and funded transmission projects is expected to rise in the year 2019-2020, leading to more projects at the state level. The states in are likely to be at the forefront of this surge as they continue to build on the southern grid and TRANSGRID initiative. Upcoming wind and solar projects in the south of the country – once live – will generate high volumes of power and large transformation capacity will have to be built into the southern grid. Green Energy Corridors (GEC) being developed for large Solar parks and 200GW Renewable power evacuation capacity expected in next 2-3 years.

Cross Border Power Trading, SAARC Grid and neighbouring Countries

With increasing demand from neighboring countries, inter-regional power flow will increase. Further, with funding from the Islamic Republic fund, ADB, KFW, and World Bank, Bangladesh holds an exciting opportunity to strengthen its regional grid system and plan several other transmission projects, including new and old Power Generation plants. These projects are expected to hit the ground running in the coming year.

Following the violent earthquake's aftermath, Nepal is gradually reforming and strengthening its power grid network. Funded by ADB and other foreign investments, the country has planned several transmission projects for the fiscal year. The Power Grid Corporation of India is playing a pivotal role in offering project management, network study, and other associated technical support to Nepal and promoting India and Nepal's cross border power trade and financial empowerment of the Ministry of Power.

With transmission link built with Bhutan, Nepal and Bangladesh (phase 1) an exciting opportunity lies to further strengthen such link along with possibilities to build HVDC links in forthcoming years.

Privatization of India's Transmission Network, Power Grid's Success

With an increase in TBCB projects, which are likely to be executed in the current fiscal year, and as per Ministry of Power's nomination a significant portion of the country's transmission projects will be awarded to Power Grid Corporation of India.

In the current fiscal year, private transmission players, such as Sterlite Grid Ventures, Adani, Torrent other private operators hold an exciting opportunity to participate in TBCB projects and explore ample opportunities in the private transmission space.

Power Sector reform, Joint Ventures and investments for a Robust Future and Exciting current Fiscal

Recently, Power Grid Corporation of India and NTPC – India's two largest power sector operators have formed a Joint venture to operate in distribution space –and set up National Electricity Distribution Company Limited (NCDC). This is likely to have a positive impact on discoms financial situation and will remain a work-in-progress in the current fiscal year with recovery in the next few years.

To further reform the power sector, Power Finance Corporation has taken initiatives to buy major stakes (52.6%) in REC Transmission Company Limited, both being at the forefront of TBCB project development. This is likely to give result in improvements in the operational rigor of both the companies, leading to smoother operation, coordination, and collaboration.

The investment environment in the country has seen a surge in the previous fiscal through regional funded state grid projects – especially KFW. Up to 2028, a mammoth investment of \$500 billion is being planned in the renewable energy sector.

OPPORTUNITIES

As we know, India has become an economic powerhouse when it comes to economic growth. With an ambition of becoming a \$5 trillion economy within the next ten years and with a stage set for economic growth, the demand for electricity is likely to grow at a steady rate of 6.5% CAGR to 1630 Billion Units till 2023. To cater to this demand, the Government plans to achieve 175 GW of renewable energy power generation by 2022. To evacuate such tremendous power, the transmission infrastructure must be future ready. This



GE Team at Distribuelec 2019

opens enormous possibilities in the transmission and distribution sector. Through several interregional strengthening schemes, private investments, partnerships, and equity investments, growth in the transmission industry is well on course. The transformation capacity is likely to grow with a robust CAGR of 8%, fueled by strong execution from central and private authorities. As more substation come live with time and as more power integrated to the grid, AT&C losses are likely to increase. To minimize losses, as we transmit power from one region to another, Bulk Power transfer or HVDC technology-based transmission has become a priority for the Government of India and the Ministry of Power. Massive Solar power evacuation from Leh Ladakh area to rest of India through HVDC transmission technology is already planned and likely to be executed in 5 years horizon.

The government's initiative of Power for all driven by the Saubhagya Scheme is well on track with more than 99% achievement on its target of rural electrification. All these indicate a bright prospect not only for India's power sector but also for your company to cater to the needs, address these exciting challenges and build India's Grid even stronger, efficient & Digitized.

THREATS

With a plethora of opportunities lie a few threats within the transmission and distribution space. As a result of the safeguard duty clause, we see a slowdown in the solar power sector for six to nine months starting the end of 2018 till the first quarter of 2019. All such delays are mostly at the project commissioning level and are likely to improve by the second half of the year. Supported by PSDF funds, Discoms are now financially empowered and the joint venture between NTPC and PGCIL is likely to improve their cash position and current debt situation. While we anticipate that this improvement will slow down, Debt and negative financial of Discoms are expected to recover in a few years.

India's GDP has been revised to 7.3% from 7.5% considering Lower than usual monsoon, continued agrarian distress and loss of momentum for Industrial Growth output. In the baseline scenario, the gross non-performing asset (NPA) ratio may decline from 10.8% in September 2018 to 10.3% in March 2019 and 10.2% in September 2019.

The non-availability of domestic gas and the high cost of imported supply has stranded gas-based power plants with a capacity of approximately 14000 MW.



GE T&D India's Channel Partners Meet 2018

South Asian Equipment manufacturers continue to drive-down price levels due to ease of market entry and continue to be aggressive in the market. The grid operators need to evaluate the impact of aggressive pricing vis-a-vis. equipment quality, safety, and reliability. These are likely to balance out sooner than later. Your company is aware of the adverse circumstances and is well prepared to turn challenges into fruitful opportunities and outcomes, as it has done over the years.

BUSINESS PROJECTIONS

The overall business environment is expected to improve in the financial year 2019 -2020, though there could be an impact due to National Elections and its model code of Conduct. However, the company continues to have a healthy order book of more than Rs. 64 Billion as of March 2019 and therefore, is equipped and well positioned to sustain market pressures.

SUPPORT FUNCTIONS

Human Resources

The permanent employee strength of the Company as on March 31, 2019, was 2587.

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 to your Company. Your Company understands the gender sensitivities and hence providing a safe and secure working environment for women always remains a priority. Your Company always aims to enrich its gender diversity while hiring for open positions. The management promotes a diverse work culture and adopts fair and transparent employment practices 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: The Management with support from the Human Resources team keeps a sharp focus on the 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 continues to drive initiatives to deliver better performance at the optimum cost for your Company. There is a strong focus on risk management and cost optimization through intense operational rigor and financial discipline. Your company has delivered the highest Profit after tax of 2,127 million in FY 2018-19 over the last decade. Difficult cash situation in the market led to the consumption of cash from operating activities of Rs. 3,549.4 million. However, there is a reduction in finance cost by 218 million year on year lead by better funds management and operational efficiencies towards reduction in financial exposure. As of March 31, 2019, the company has net borrowings of 203 million. The endeavor is to have a continuous focus

around receivable and retention collection to generate cash. The Credit Rating Agency ICRA has reaffirmed short-term (A1+) (Stable) and revised long term ratings to (AA-) (Stable). The outlook on short-term rating as well as on long term rating has been retained as 'Stable'.

Effective April 1, 2018, your Company has adopted Ind AS 115, 'Revenue from Contracts with Customers' using the cumulative effect approach, as per the transitional provision option available to the Company. The Company also reassessed the revenue recognition method in respect of measuring the percentage of completion for applicable products/ services projects from Contract Milestones achieved to actual costs incurred (from output to input method).

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

Ratio	Calculation	Unit	Mar-19	Mar-18	Change
(i) Debtors Turnover	Operating Revenue/Avg. Receivables	Times	2.21	2.15	3%
(ii) Inventory Turnover ¹	COGS/Avg. Inventory	Times	3.37	2.85	18%
(iii) Interest Coverage Ratio ²	EBIT/Interest	Times	6.04	4.61	31%
(iv) Current Ratio	Total Current Assets/Total Current Liabilities	Times	1.24	1.09	13%
(v) Debt Equity Ratio ³	Debt/Shareholder Equity	Times	0.06	0.08	-33%
(vi) Operating Profit Margin(%)	Operating Income/ Operating Revenue	%	9.5%	9.3%	+20 bps
(vii) Net Profit Margin(%)	PAT/ Operating Revenue	%	5.0%	4.8%	+20 bps

1 Reduction in Inventory Balance due to transition to Ind AS 115 Y-o-Y

2 Reduction in Interest Expenses Y-o-Y

3 Reduction in Debt & increase in Shareholder Equity Y-o-Y

Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof:

Net worth of the Company has increased to ₹14,280 million as on March 31, 2019 compared to ₹ 11,896 million as on March 31, 2018 primarily driven by profit generation during the year and transition effect of Ind AS 115.

Investor Relations

Investor Relations is the key to bridge information gaps whatsoever between the company and its stakeholders, and your Company firmly believes and is committed to keeping complete transparency with all its stakeholders. Your Company believes that Communication on a sustainable basis with all its stakeholders is integral to its growth. Further, Your Company holds quarterly earnings conference calls 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 prospects. The company also uses this forum to share its operational and financial performance. Since the company has a strong belief in two-way communication, all attendees are allowed to address their questions directly to the top management team that is steering the call.

Your Company is also committed to keeping its investors informed on all significant developments by disseminating information through press releases and stock exchange communications. All presentations, analysis, and financial results shared with investors are uploaded on its website www.ge.com/in/ge-td-india-limited

RISK AND INTERNAL CONTROLS

A robust Internal Control framework has been an essential part of operations and corporate governance.

The Internal Control process of your Company is robust and provides reasonable assurance on reliability of financial information, compliances with laws and regulations, 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 critical 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, 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 the management assessed their design and operating effectiveness. It was concluded that as of March 31, 2019, 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 on March 31, 2019.

OUTLOOK

The power sector has emerged as one of the high growth sectors in India. The year 2018-19 witnessed a significant change that has refined the industry outlook. A steady increase in demand for electricity and an upward trend in overall economic growth, as well as favorable government policy, has provided a noteworthy push to the Power grid. Private participation, focus on renewables, growing energy needs of neighboring countries, improved policy and investment climate.

The next 5-10 years seem promising for Transmission & Distribution. This is due to several factors, including,

- i. Absorption of 175GW Variable Renewable Energy Resources in the grid till 2022.
- ii. India's Commitment to COP21 to reduce carbon footprint by 40% till 2040.
- iii. A shift towards Electrical vehicles generating new and uneven demand for electricity.
- iv. Emergence of cross-border power trade and Inter-Regional grid.

- v. Hybrid market opportunities and projects consisting of wind, solar, and battery storage are evolving and your Company has developed capabilities and solutions in these areas.
- vi. Last but most importantly, the demand side growth, which is forecasted at ~6.5%, is generating a need for more power and in turn the transmission network required for the same.

The management of your Company is focused and committed to leverage the evolving scenario in the power sector.

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 : Noida

Date : May 22, 2019

BUSINESS RESPONSIBILITY REPORT

A photograph of a worker in a white hard hat and orange safety vest working on a metal structure at a power plant. The worker is positioned on a lower level, looking down at a task. Above them, another worker is visible on a higher scaffold. The background features large, dark, cylindrical insulators and a blue sky. The entire image is overlaid with a semi-transparent blue filter.

Asset Lifecycle Management Services

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, FIEE Complex, 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, 2019
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, 11 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"> National and State Transmission & Distribution utilities Domestic Industrial Customers Domestic power generation developers solar and thermal Export of products

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital (₹)	512.1 Million
2.	Total Turnover (₹)	42,188.2 Million
3.	Total profit after taxes (₹)	2,126.7 Million
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	The Company spent ₹ 29.1 million which is 2% of its Net Profit in terms of section 135 of the Companies Act, 2013 and 1.37% of the Profit After Tax.
5.	List of activities in which expenditure in 4 above has been incurred	<ul style="list-style-type: none"> I. Villages Development II. Access to electricity through clean energy III. Education and children IV. Support for persons with disabilities V. Skill development VI. Entrepreneurship Development

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: BUSINESS RESPONSIBILITY 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)	NA
2	Name	Mr. Manoj Prasad Singh
3	Designation	Company Secretary & CSR Officer
4	Telephone Number	0120-5021500
5	E-mail ID	manojprasad.singh@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 been 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. GE's The Spirit & The Letter policy cover and reflect GE's commitment to support the:</p> <ul style="list-style-type: none"> • OECD guidelines for Multinational Enterprises • Universal Declaration of Human Rights • International Labour Organization's (ILO's) Declaration on Fundamental Principles and Rights at Work • Voluntary Principles on Security and Human Rights • UN Global Compact and its 10 principles <p>For a more detailed description of GE's Integrity policies please refer - https://www.ge.com/sustainability/</p>								
4	Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	<p>GE T&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?	http://www.ge.com/sustainability/								
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.								

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 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-t-d-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 33 stakeholder concerns were raised under the GE Open Reporting system, 70% of which were satisfactorily resolved by the management. Till the date of this report, 94% of the cases have been resolved.

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.

- Extra High Voltage (EHV) Current Transformer
- Extra High Voltage Circuit Breakers
- Manufacturing of Conventional Relays

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

- 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, aluminium 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

- 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.

- 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.

We do have procedures in place for sustainable sourcing and we verify the conformance through qualification audits, Process audits and Supplier Responsibility Guidelines audits.

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.

The Company supports local and small vendors by continuous visits and audits at their premises. The Supplier performance is reviewed regularly, and improvement actions are decided with mutual consents. Whenever needed, we train the suppliers' employees to improve their competencies.

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.

Recycling of products and waste – 5 to 10 %

Packing materials used for incoming materials are being reused for re-packing of finished goods.

Waste generated from factories are recycled and used.

Hazardous wastes are sent to authorized recyclers approved by state government.

Also reuse around 40% of the materials from our products rejected / discarded.

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

- 1. Please indicate the Total number of employees** – 2587
- 2. Please indicate the total number of employees hired on temporary/ contractual/ casual basis** – 1735
- 3. Please indicate the Number of permanent women employees** - 119
- 4. Please indicate the Number of permanent employees with disabilities** - 6
- 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 | 100% |
| b) Permanent Women Employees | 100% |
| c) Casual/Temporary/Contractual Employees | 96% |

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. The Company continues to support schools at Naini and Pallavaram through initiatives with the support of implementing agencies. In Chennai and neighbouring areas, the Company's programme on the Company's mobile medical van which operates in Chennai and neighbouring areas has achieved approximately 14,000 treatments during the previous financial year. At Vadodara, the Company has provided for villages adoption which includes farmer training, forming self-help groups, mobile libraries and health camps. The Company's Safe drinking water programme' at Hosur and Padappai has reached more than 400 households, providing them the access to safe drinking water.

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.

We have installed solar lights at some of the factories and project sites.

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

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)**

Not applicable.

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 through internally validated external NGO partners/implementing agencies. Few initiatives are also undertaken through in-house team.

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.

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. 3% of customer complaints are overdue as on end of financial year March 31, 2019. 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, does not display product information on the product label, over and above what is mandated as per local laws

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 2019.

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 : Noida

Date : May 22, 2019

REPORT ON CORPORATE GOVERNANCE



Intelligent Digital Substations

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

The Company's philosophy on Corporate Governance revolves around the principles of ethical governance. It aims at conducting business in an efficient manner and meeting its obligations to shareholders and other stakeholders with a firm commitment to values. Our Corporate Governance framework ensures that we adopt corporate practices based on principles of transparency, accountability, fairness, and integrity to create a sustainable value for all our stakeholders.

BOARD OF DIRECTORS

For your Company, Corporate Governance begins at its highest governance authority, the Board of Directors. Further, the Board of Directors of the Company comprises eminent experts, who are committed to the organization's key principles and values, which constitute the best standards of corporate governance.

A. Composition of the Board

As of March 31, 2019, the Board comprised eight Directors, of which five are non-executive, including four independent directors and one independent woman director.

B. Skills of the Board

In accordance with the Listing Regulations, as amended, the Board of Directors of the Company has identified the following skills as required in the context of its business and sector for it to function effectively and those are sufficiently available with the board. All of this skills/ expertise are available with the Board of Directors.

Core skills/ expertise/ competencies identified by the Board of Directors are Leadership, Strategic Thinking, Industry Knowledge, Corporate Governance, Organizational Management, Financial Expertise, Legal, Corporate Affairs, Risk Management, Technology/IT

C. Brief particulars of the Directors

Mr. Stephane Cai, aged 56 years, is Vice President, Grid Automation. Earlier he was 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 to 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, Nomination and Remuneration Committee and Risk Management Committee of the Board of Directors of the Company..



Mr. Stephane Cai
Chairman
(Non-executive)



Mr. Sunil Wadhwa
Managing Director

Mr. Sunil Wadhwa, aged 59 years, has over 33 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 setup 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, Assets Committee and Risk Management Committee 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 44 years, has over 20 years of diverse exposure in the field of Finance, Corporate Governance and Business Operations. A Chartered Accountant and Six Sigma Black Belt, he has been working with General Electric since 1999 and has held assignments with progressive responsibilities both

in India and Internationally. He has been part of the prestigious Leadership Programs of General Electric in Finance and Executive Management and done certificate course from the Harvard Business School. Prior to joining GE T&D India Limited, he has held CFO & Senior Finance positions in various GE Joint Ventures & Business segments gaining a rich exposure in service segments of Financial Services and Media and technology-based manufacturing segments of Power, Healthcare and Transportation. His financial expertise includes strategy, governance, corporate finance, risk management, investor relations, planning and other domains of finance.

Mr. Negi is an alumnus of St Columba's School, New Delhi and a commerce graduate from The Hindu College, Delhi University and has done his articles from M/s A.F. Ferguson & Co., New Delhi.

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

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



Mr. Nagesh Tilwani
Whole-time director

Mr. Nagesh Tilwani, aged 46 years, is Bachelor of Engineering (Electrical). He has 24 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 High Voltage Switchgear (HVS) business of the Company.



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

Ms. Neera Saggi, aged 63 years, has over 36 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, Nomination and Remuneration Committee and the Assets Committee of the Company. She is the Chairperson of Risk Management Committee of the Company.

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, Mahindra Heavy Engines Limited, Tata Steel BSL Limited (formerly Bhushan Steel Limited) and Honeywell Automation India Limited.

She is Chairperson of CARE India Solutions for Sustainable Development, a Section 25 Company under the Companies Act, 1956. Further, she also holds 20% shares in CARE India Solutions for Sustainable Development

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). Further, she is a member of the National Management Committee of the Indian Cancer Society. She is also President of Bombay Chamber of Commerce.

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, Tata Steel BSL Limited (formerly Bhushan Steel Limited), Honeywell Automation India Limited and is the Chairperson of Audit Committee of Mahindra Heavy Engines Limited.



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

Mr. Bhanu Bhushan, aged 74 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.

His 5 year tenure as Independent Director is upto July 22,2019. He has decided not to be re-appointed for another term and accordingly will cease to be Director of the Company thereafter.



Dr. Kirit S. Parikh

Director
(Non-executive -
Independent)

Professor Kirit Parikh, aged 83 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 Indira 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 a member of the Audit Committee, Nomination and Remuneration Committee and the Chairman of the Corporate Social Responsibility Committee of the Company.

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 69 years, has about 41 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 CO₂ 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 February 2006 to February 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 and Risk Management Committee of the Company.

At present, he is on the board of JSW Energy Ltd, JSW Hydro Energy Limited (formerly Himachal Baspa Power Company Ltd) and JSW Energy (Barmer) Limited (formerly 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 JSW Hydro Energy Limited (formerly Himachal Baspa Power Company Ltd).

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

- a. 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, 2018	Number of outside Directorships of public and private companies (As on March 31, 2019)	Number of Outside Board-level Committees* where chairperson or member (As on March 31, 2019)	
			Held during tenure	Attended			Member	Chairman
1	Mr. Stephane Cai (Chairman)	Non-Executive	6	5	Yes	-	-	-
2	Mr. Sunil Wadhwa (Managing Director)	Executive	6	6	Yes	1	-	-
3	Mr. Gaurav M. Negi (Whole-time Director & CFO)	Executive	6	6	Yes	1	-	-
4	Mr. Nagesh Tilwani (Whole-time Director)	Executive	6	6	Yes	-	-	-
5	Mr. Bhanu Bhushan	Non-Executive Independent	6	6	Yes	-	-	-
6	Dr. Kirit S. Parikh	Non-Executive Independent	6	5	Yes	3	1	-
7	Mr. Rakesh Nath	Non-Executive Independent	6	6	Yes	3	2	-
8	Ms. Neera Saggi	Non-Executive Independent	6	6	Yes	9	8	1

*Audit Committee and the Stakeholders Relationship Committee

- b. Names of the listed entities where the Director of the Company is a director and the category of directorship:

Sl. No.	Name of Director	Name of Listed Entity	Category of Directorship in the listed entity
1	Mr. Stephane Cai (Chairman)	None	N.A.
2	Mr. Sunil Wadhwa (Managing Director)	None	N.A.
3	Mr. Gaurav M. Negi (Whole-time Director & CFO)	None	N.A.
4	Mr. Nagesh Tilwani (Whole-time Director & Head - HVS Business)	None	N.A.
5	Mr. Bhanu Bhushan	None	N.A.
6	Dr. Kirit S. Parikh	None	Independent Director
7	Mr. Rakesh Nath	JSW Energy Limited	Independent Director
8	Ms. Neera Saggi	GE Power India Limited	Independent Director
		Swaraj Engines Limited	Independent Director
		TRF Limited	Independent Director
		Honeywell Automation India Limited	Independent Director
		Tata Steel BSL Limited	Independent Director
		Maithon Power Limited (Debt Listed)	Independent Director

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. In accordance with SEBI (LODR) Regulations, 2015, as amended, in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management. 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.

Further, in terms of Listing Regulations, M/s VKC & Associates, Company Secretaries, have certified that none of the directors on the board of the Company as on March 31, 2019 have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

E. Number of Board Meetings

During the financial year ended March 31, 2018, the Company held 6 Board meetings on – May 23, 2018, July 25, 2018, October 15, 2018, November 13, 2018, February 11, 2019 and March 19, 2019.

F. 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 Board at its meeting held on May 22, 2019, rechristened the 'Code of Conduct and Ethics for Directors and Senior Executives' to 'Code of Conduct and Ethics for Directors and Senior Management' ('Code') and approved amendments to 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 Code for the financial year ended March 31, 2019.

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. The leadership team plays a vital role in reinforcing the importance of doing business with integrity as well as in raising awareness about the same among employees. To foster a culture of integrity, the Company is focusing 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 contributions, charitable contributions and sponsorships, conflicts of interest, and open reporting.

Your Company has "The Spirit and The Letter" policy 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 with 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 with 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, 2019 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	1,200,000	1,500,000	2,700,000
3	Mr. Rakesh Nath	Independent Director	1,340,000	1,500,000	2,840,000
4	Dr. Kirit S. Parikh	Independent Director	1,460,000	1,500,000	2,960,000
5	Ms. Neera Saggi	Independent Director	13,00,000	1,500,000	2,800,000

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. The Independent Director shall be paid, within the overall aggregate limit of 1% of Net Profits of the Company, excluding payment received by them by way of sitting fee, 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.
- The fee for attending the board meeting, Audit Committee meeting, Risk Management Committee meeting and Corporate Social Responsibility meeting is ₹ 1,00,000/- and ₹ 20,000/- per meeting for other Committee 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	Managing Director	6,000,000	11,280,000	9,172,400	1,008,600	221,245	256,036	27,938,281
2	Mr. Gaurav M. Negi	Whole-time Director & CFO	6,151,404	9,646,585	4,975,300	1,034,051	20,541	16,278	21,844,159
3	Mr. Nagesh Tilwani	Whole-time Director & Head - HVS Business	2,409,000	4,111,298	2,750,200	795,853	-	232,956	10,299,307

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 on financial reporting and internal controls 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 ¹	Independent Director-Member

¹ 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 are 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, 2019, the Company held five Audit Committee meetings on – May 23, 2018, July 25, 2018, November 13, 2018, February 11, 2019, and March 19, 2019. 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	5	5
2	Mr. Bhanu Bhushan	5	5
3	Dr. Kirit S Parikh	4	4
4	Ms. Neera Saggi	5	5
5	Mr. Stephane Cai	5	4

Mr. Rakesh Nath, Chairman of Audit Committee attended the last Annual General Meeting of the Company which was held on July 25, 2018.

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	Member
3	Mr. Gaurav M. Negi	Member

¹ Member of the Committee since April 4, 2017

During the financial year ended March 31, 2019, the Company held one Stakeholders Relationship Committee meeting on May 23, 2018 with the presence of all the members of the Stakeholders Relationship Committee.

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. The same were as follows:

- considering and resolving the grievances of security holders of the company
- looking into the mechanism of redressal of grievances
- considering and resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

As per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which came into effect on April 1, 2019, 'Stakeholders Relationship Committee' was entrusted with additional terms of reference, which include:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.

- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

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, 2019, the Company received 16 complaints from shareholders.

There were nil shares pending for transfer as at March 31, 2019.

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 have 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 ¹	Independent Director- Member
5	Ms. Neera Saggi ¹	Independent Director- Member

¹ 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, 2019, the Company held four Nomination and Remuneration Committee meetings on – May 23, 2018, November 13, 2018, February 11, 2019, and March 19, 2019. 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	4	4
2	Mr. Bhanu Bhushan	4	4
3	Mr. Stephane Cai	4	3
4	Dr. Kirit S. Parikh	3	2
5	Ms. Neera Saggi	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	Member
3	Mr. Gaurav M. Negi	Member

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 monitoring CSR activities.

During the financial year ended March 31, 2019, the Company held five Corporate Social Responsibility meetings on – May 23, 2018, July 25, 2018, November 13, 2018, February 11, 2019, and March 19, 2019.

Mr. Manoj Prasad Singh, Company Secretary has been appointed as the CSR Officer of the Company w.e.f. February 11, 2019.

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	5	5
2	Mr. Sunil Wadhwa	5	5
3	Mr. Gaurav M. Negi	5	5

E. Risk Management Committee

In terms of Regulation 21 of the Listing Regulations, the Board of Directors of the Company, at its meeting held on October 15, 2018, has constituted a Risk Management Committee. The roles and responsibilities of the Risk Management Committee are as prescribed under Regulation 21 of the Listing Regulations and includes monitoring and reviewing of risk management plan, in addition to any other terms as may be referred by the Board of Directors, from time to time. The present composition of the Risk Management Committee is as under:

Sl. No.	Name of the Director	Category
1	Ms. Neera Saggi	Independent Director-Chairperson of the Committee
2	Mr. Rakesh Nath	Independent Director
3	Mr. Stephane Cai	Director- Member
4	Mr. Sunil Wadhwa	Managing Director – Member
5	Mr. Gaurav M. Negi	Whole-time Director & CFO – Member

During the financial year ended March 31, 2019, the Company held one Risk Management Committee meeting on March 19, 2019. All the committee members were present in the meeting. The Board of Directors also adopted a new Enterprise Risk Management Policy on its meeting held on March 19, 2019 and appointed Mr. Sushil Kumar, Senior FP&A Staff Manager as the Risk Officer of the Company.

The duties and responsibilities of the Risk Management Committee include:

- Assisting the Board in fulfilling its risk management oversight responsibilities with regard to identification, evaluation and mitigation of operational, strategic and external environment risks.
- Ensuring that management has instituted adequate process to evaluate major risks faced by the company.
- Establishing the role and responsibilities of officers/team who shall be responsible for:
 - o Facilitating the execution of risk management practices in the enterprise
 - o Reviewing enterprise risks from time to time, initiating mitigation actions, identifying owners and reviewing progress
 - o Reporting risk events and incidents in a timely manner
- Monitoring and reviewing risk management practices of the Company.
- Reviewing and approving risk-related disclosures.
- Reviewing and monitoring cyber security.
- Recommend to the Board a Risk Management Policy for approval.
- Report risk profile of the Company to the Board.
- Any other terms as may be specified by the Board from time to time.

F. Independent Directors meeting

In terms of Regulation 25(3) of Listing Regulations, one meeting of independent directors was held on March 19, 2019, without the attendance of non-independent directors and members of management. All the independent directors were present in these meetings. The independent directors in this meetings reviewed/ assessed:

- i. performance of non-independent directors and the Board as a whole;
- ii. performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. 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 meeting 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
Annual General Meetings			
1	July 26, 2016	9:30 a.m.	Air Force Auditorium, Subroto Park, New Delhi-110 010
2	July 25, 2017	9:30 a.m.	Air Force Auditorium, Subroto Park, New Delhi-110 010
3	July 25, 2018	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 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 (DIN 03626516), 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

July 25, 2018

- Approval of directorship of Dr. Kirit Shantilal Parikh upto March 27, 2020 in terms of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

Extra-ordinary General Meetings

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

Postal Ballot

No resolutions were passed by postal ballot during immediately preceding three 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.

In accordance with Regulation 23(1A) of the Listing Regulations effective from 1st July, 2019 transactions involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed two percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

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 Designated Persons.

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.

The code is available on the website <http://www.ge.com/in/ge-td-india-limited>.

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.:

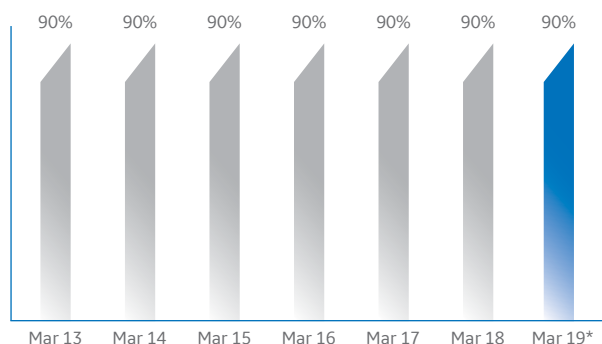
The official news releases, detailed presentations made to institutional investors, financial analysts, etc. are displayed on the website <http://www.ge.com/in/ge-td-india-limited>.

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 paid 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, 2019, an amount of ₹ 3,381,714 was transferred to IEPF in respect of Dividend for the Financial Year ended on December 31, 2010. Further in respect of Dividend for the Financial Year ended on March 31, 2012, the outstanding amount lying in Unclaimed Dividend account of the Company as on September 1, 2019, will be transferred to 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 31.03.2019 (in ₹)	Due date for transfer
31.03.2012	3,513,162.60	01.09.2019
31.03.2013	3,630,540.60	15.08.2020
31.03.2014	3,694,717.80	28.08.2021
31.03.2015	3,675,882.60	28.08.2022
31.03.2016	3,894,055.20	31.08.2023
31.03.2017	4,059,079.20	30.08.2024
31.03.2018	2,112,307.20	30.08.2025

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, 113,729 equity shares, in respect of which the dividend for the financial year ended December 31, 2010 and for periods thereafter remained unclaimed were transferred to IEPF on July 7, 2018. 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 March 31, 2012 and for periods thereafter remain unclaimed to IEPF would be in the month of September 2019 and accordingly the Company has 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 March 31, 2012 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 24th day of July, 2019
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, 2019 to March 31, 2020

• Quarter ending June 30, 2019	: Upto August 14, 2019
• Quarter ending September 30, 2019	: Upto November 14, 2019
• Quarter ending December 31, 2019	: Upto February 14, 2020
• Financial year ending on March 31, 2020 and for the fourth quarter ending on that date	: Upto May 30, 2020

C Dates of Book Closure

: From Thursday, July 18, 2019 to Wednesday, July 24, 2019 (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 equity shares of the Company have been voluntarily delisted from The Calcutta Stock Exchange w.e.f. February 21, 2019

F Listing Fee

: Annual Listing Fee for the year 2018-19 and 2019-20, as applicable has been paid to the two 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
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:

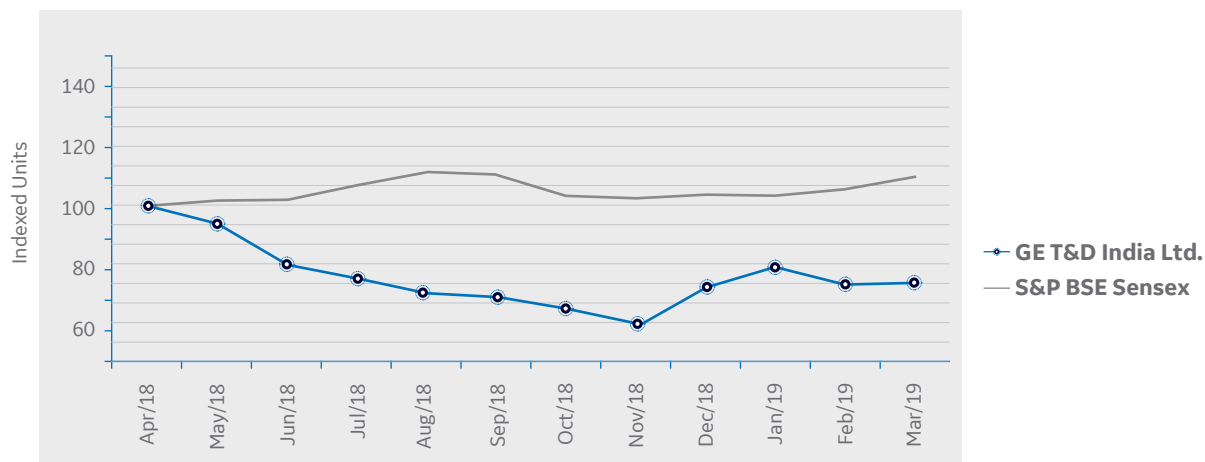
Month	Share price of the Company		S&P BSE SENSEX	
	High (₹)	Low (₹)	High	Low
April'18	413.40	366.30	35213.30	32972.56
May'18	393.00	306.00	35993.53	34302.89
June'18	333.00	272.10	35877.41	34784.68
July'18	320.00	268.10	37644.59	35106.57
August'18	294.00	266.10	38989.65	37128.99
September'18	289.00	234.00	38934.35	35985.63
October'18	274.00	228.00	36616.64	33291.58
November'18	252.00	222.15	36389.22	34303.38
December'18	303.00	219.00	36554.99	34426.29
January'19	331.35	273.40	36701.03	35375.51
February'19	306.00	271.00	37172.18	35287.16
March'19	308.00	261.00	38748.54	35926.94

(Source www.bseindia.com)

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

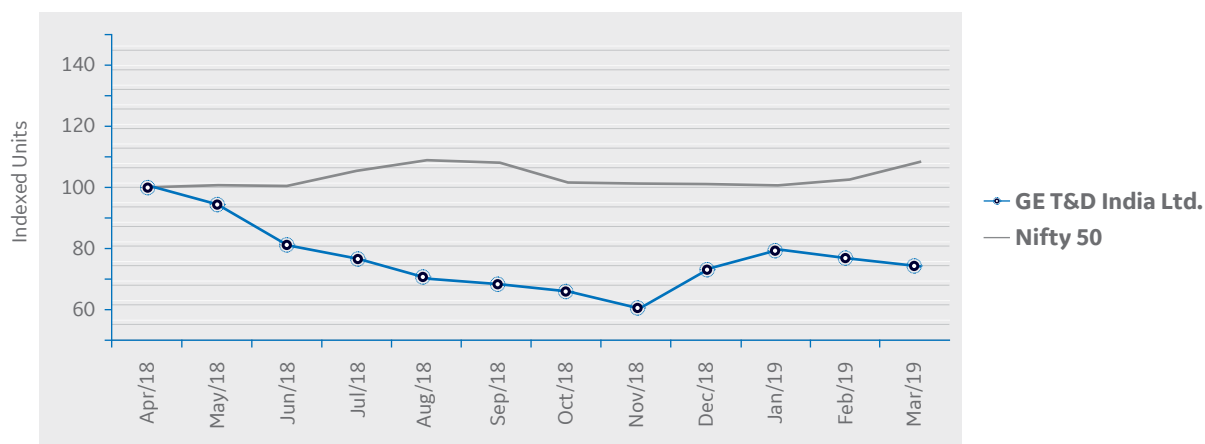
Month	Share price of the Company		Nifty 50	
	High (₹)	Low (₹)	High	Low
April'18	414.40	366.10	10759.00	10111.30
May'18	393.70	305.00	10929.20	10417.80
June'18	336.00	271.15	10893.25	10550.90
July'18	318.70	268.80	11366.00	10604.65
August'18	294.30	269.35	11760.20	11234.95
September'18	285.85	233.15	11751.80	10850.30
October'18	274.80	227.05	11035.65	10004.55
November'18	252.80	221.00	10922.45	10341.90
December'18	303.25	218.80	10985.15	10333.85
January'19	332.70	272.55	10987.45	10583.65
February'19	320.00	272.60	11118.10	10585.65
March'19	309.75	262.00	11630.35	10817.00

(Source www.nseindia.com)

J Stock Performance of GE T&D India Limited vs. S&P 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 2018 ₹ 413.40 = 100 units

S&P BSE Sensex as in April 2018 35213.30 = 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 2018 ₹ 414.40 = 100 units

Nifty 50 as in April 2018 10759.00 = 100 units.

K Shareholding pattern as on March 31, 2019

S. No.	Category	Number of Equity Shares held	Percentage (%)
1	Promoter - Grid Equipments Private Limited	175492524	68.54
	GE Grid Alliance B.V.	16542377	6.46
	Total Promoter's Holding	192034901	75.00
2	Insurance Companies	5995442	2.34
3	Financial Institutions and Banks	29100	0.01
4	UTI and other Mutual Funds	30756258	12.01
5	Foreign Portfolio Investors	7109526	2.78
6	Corporate Bodies	813494	0.32
7	Non-resident Indians, Overseas Corporate Bodies and Foreign Nationals	733498	0.28
8	Directors and their Relatives	-	-
9	General Public	17154578	6.70
10	Others - Clearing Member	175944	0.07
	Trust	12	0.00
	State Government	605	0.00
	IEPF	1243177	0.49
	Total	256046535	100.00

L Distribution of Holdings as on March 31, 2019

Category	Number of Shareholders	Percentage (%)	Number of Shares	Percentage (%)
1-500	34504	86.62	3791920	1.48
501-1000	2376	5.97	1860634	0.73
1001-2000	1411	3.54	2103048	0.82
2001-3000	543	1.36	1386270	0.54
3001-4000	279	0.70	1010054	0.39
4001-5000	168	0.42	786826	0.31
5001-10000	330	0.83	2425038	0.95
10001-50000	176	0.44	3143005	1.23
50001-100000	14	0.04	1031393	0.40
100001-and above	31	0.08	238508347	93.15
TOTAL	39832	100.00	256046535	100.00

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.

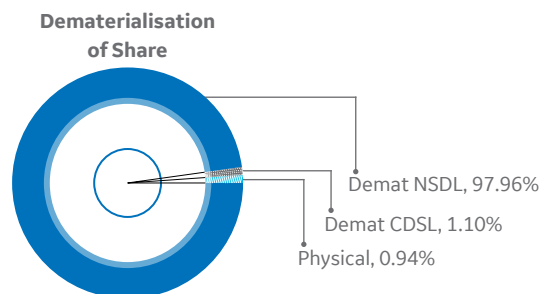
The Company has appointed CB Management Services (P) Limited as its Registrars and Share Transfer Agents. All share transfers and related operations are conducted by CB Management Services (P) Limited, which is registered with the SEBI.

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.

In accordance with SEBI Circular SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, the transfer of shares shall only be done in dematerialized form with effect from April 1, 2019.

During the year under review, your Company has complied with the requirements of SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 i.e., Strengthening Guidelines issued by the SEBI. Accordingly, the shareholders of the Company were sent three letters to update their KYC and bank details.



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, 2019, a total of 253632168 equity shares of the Company, constituting 99.06% 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 Foreign Exchange Risk and Hedging Activities

The company is exposed to foreign exchange risk on account of import & export transactions. 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. All such transactions are carried out within the guideline as prescribed in the Company's risk management policy.

S Commodity Price Risk

The company is exposed to commodity price risk on account of procurement of base metals (Copper & CRGO steel) to be used in manufacturing 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.

Details of commodities Exposure are as below:

- Total exposure of the listed entity to commodities in INR: 2,396.7 million
- Exposure of the listed entity to various commodities:

Commodity Name	Exposure in INR towards the particular commodity (₹millions)	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives			
			Domestic Market		International Market	
			OTC	Exchange	OTC	Exchange
Copper	1,228.8	2,225 MT	-	-	-	-
CRGO Steel	1,167.9	6,771 MT	-	-	-	-

- Commodity risks faced by the Company during the year and how they have been managed

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.

T 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.

U 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 5021500

Fax No.: 91 120 5021501

E-mail: Company.secretary@ge.com

V Credit Ratings

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad

Summary of rated instruments

Instrument	Amount (in million)	Rating Agency	Rating action
Fund based – Working Capital Facilities	11,930	ICRA	[ICRA]AA- (Stable); revised from [ICRA] AA(Stable)
Non-fund based – BG/LC	55,450	ICRA	[ICRA]AA-(Stable); revised from [ICRA] AA(Stable) / [ICRA]A1+; reaffirmed
Unallocated	2,620	ICRA	[ICRA]AA-(Stable); revised from [ICRA] AA(Stable) / [ICRA]A1+; reaffirmed
Total	70,000		

ICRA has revised the long-term rating from [ICRA]AA (pronounced ICRA double A) to [ICRA]AA- (pronounced ICRA double A minus) and reaffirmed the short-term rating of [ICRA]A1+ (pronounced ICRA A one plus) for Rs. 7,000.0-crore bank facilities of GE T&D India Limited (erstwhile Alstom T&D India Limited; GETDIL). The outlook on the long-term rating is Stable

W Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

	For the year ended 31 March 2019	For the year ended 31 March 2018
As auditor:		
Audit	7.0	7.0
Tax audit	2.1	2.1
Quarterly reviews	4.2	4.2
In other capacity:		
Certification fees / Others	1.0	2.5
Re-imbursement of expenses	1.9	1.8
Total	16.2	17.6

For and on behalf of the Board

Place : Noida
Date : May 22, 2019

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, 2019 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, 2019 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, 2019;
 - ii. Significant changes in accounting policies during the financial year ended on March 31, 2019, 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, 2019 with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place : Noida
Date : May 22, 2019

Sunil Wadhwa
Managing Director
DIN: 00259638

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

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: Noida
Date: May 22, 2019

Sunil Wadhwa
Managing Director
DIN: 00259638

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

1. This certificate is issued in accordance with our engagement letter dated 13 November 2018.
2. This certificate contains details of compliance of conditions of corporate governance by GE T&D India Limited ('the Company') for the year ended 31 March 2019 as stipulated in Regulations 17-27, clause (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') pursuant to the Listing Agreement of the Company with the stock exchange.

Management's Responsibility for compliance with the conditions of Listing Regulations

3. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditor's Responsibility

4. 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.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2019.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) I, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

10. The certificate is addressed to and provided to the Members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/W-100024

Manish Gupta

Partner

Membership number: 095037

UDIN : 19095037AAAAZ3878

Place : Noida

Date : May 22, 2019

FINANCIAL STATEMENTS



Independent Auditor's Report

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

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of GE T&D India Limited ("the Company"), which comprise the balance sheet as at 31 March 2019, the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

The key audit matter	How the matter was addressed in our audit
<p><i>Revenue recognition and related receivables</i></p> <p>A significant portion of Company's business comprises long-term projects, including construction-type and fixed price projects. Revenue from these contracts is recognized in accordance with the principles laid down in Ind AS 115, Revenue from Contracts with Customers, and as detailed in "significant accounting policies" in the financial statements.</p> <p>The first time application of Ind AS 115 with effect from 1 April 2018 was of relevance for our audit as it required the Company-wide assessment of contracts in relation to the new accounting criteria.</p> <p>In accordance with this guidance, the Company classifies its various contracts with customers, whether revenue should be recognized at "point in time" or "over the time" basis.</p> <p>There are various areas involving complexities, judgements and estimates involved in accounting for revenue recognized on "over the time" basis, including:</p>	<p><i>Our audit procedures included the following:</i></p> <ul style="list-style-type: none"> Obtaining an understanding of the processes adopted by management to carry out accounting for revenue from various projects and processes implemented in response to Ind AS 115 and review of the analysis carried out by management. Inquiries of management to understand the process put in place for accounting for such contracts from initiation through recording. Obtaining an understanding of the Company's methods, processes and control mechanisms for project management in the bid and execution phase of contracts. Testing of key controls (both design and operating effectiveness) over project accounting from initiation to recording and evaluation of subsequent impact on realisability of receivables. Selecting contracts by applying sampling methodology to various categories of contracts, considering size of contracts, quantum of changes in margins etc. For the selected contracts:

The key audit matter

- Evaluation of impact of application of new accounting standard, Ind AS 115 on Company's revenue recognition policy
- Management assessment of alternative use of the products being manufactured which in turn determines the timing of commencement of revenue recognition
- Estimation of total contract costs at inception and remaining costs to completion, which is a critical factor in measuring progress of a contract and amounts of revenue to be recognized
- Assessment of various risks emanating from operational delays, contract terms, changes in estimations, technical, legal, external environment etc. This requires the Company to estimate various costs to capture such risks, including liquidated damages and warranties.
- Accounting for variations and claims of / from customers, including timing of recognition.

Revenues, total estimated contract costs and resultant margin recognition may deviate significantly from original estimates based on new knowledge about cost overruns and changes in project scope over the terms of a contract.

In view of above, we determined this area to an area involving significant risk, an area of audit focus, and accordingly a key audit matter.

How the matter was addressed in our audit

- Reading and analysing management's assessment of distinct performance obligations
- Evaluating management's estimates and assumptions (estimated contract revenue/ costs, risk provisions, contract variation claims etc) through discussions and inquiries with management including reading related documents evidencing management assessment
- Review of contracts and significant terms and conditions, including termination rights, terms relating to penalties for delay and breach of contract as well as liquidated damages.
- Inquiring and challenging management (project managers) on various aspects of contracts such as performance/ progress, key estimates and assumptions adopted in the forecast of contract revenue and contract costs, including estimated costs to completion, reasons for deviations, the recognition of variation orders, the adequacy of contingency provisions, assessment of potential liquidated and ascertained damages and assessment on probabilities that contract risks will materialize.
- Obtaining and reading contract agreements and sub-contracts, correspondence with customers regarding contract variations and considering historical outcomes for similar contracts and industry norms;
- Obtaining a detailed breakdown of the total estimated costs to completion for all contracts in progress during the year, and comparing, on a sample basis, actual costs incurred at the reporting date and cost estimates with agreements with subcontractors and suppliers and other documentation referred to by management in its assessment of the estimated costs to completion.
- Challenging the assumptions and critical judgements made by management which impacted their estimations of the liquidated and ascertained damages assessments by reading contractual key terms and conditions and periodic progress reports.
- Performing a retrospective review for contracts completed during the current year by comparing the final outcome of the contracts with previous estimates made for those contracts to assess the reliability of the management's forecasting process.
- Obtaining a listing of all contracts with details of contract revenue and total estimated costs to assess the need for making provision for loss contracts.
- Obtaining and testing computations on a sample basis for unbilled revenues recognized by management, as a difference between revenues recognized and billings to customers in accordance with the contract.
- Testing cost of sales by applying sampling methodology, including related balances such as Work-in-progress, trade receivables etc.

The key audit matter*Recoverability of trade receivables*

Trade receivables, including retention money with customers, form a significant part of the financial statements.

Customer contracts typically involve time consuming and complex conditions around closure of contracts, including technical acceptances. Also, customers pay only on the basis of ongoing performance quality obligations. The above factors generally lead to longer and significant time for realization of receivables.

As a result of above, management assessment of realisability of trade receivables, involves critical evaluation of all factors impacting realisability, including impact of external environment such as capability of customers to pay. The Company's projects may take a significantly longer period of time to satisfy various technical and performance obligations and related customer complaints. The Company takes these considerations to assess realisability of its receivables.

Management makes an impairment allowance for trade receivables on the basis of assessment of realisability of specific customers and on the basis of expected credit loss model for the balance category of customers in accordance with Ind AS 109, Financial Instruments. For the purposes of impairment assessment, significant judgements and assumptions are made, including assessing credit risk, timing and amount of realization, etc.

In view of above, we determined this area to an area of audit focus, and accordingly a key audit matter.

How the matter was addressed in our audit

Effective 1 April 2018, the Company adopted Ind AS 115, "Revenue from contracts with customers" using the cumulative effect approach, as the transitional provision option available to the Company. The Company also assessed the revenue recognition method in respect of measuring percentage of completion for applicable products/ services projects. The key changes in accounting policies included non-discounting of retention money as it is considered to ensure Company's obligation rather than provision of finance to the customer and change in method of measuring percentage of completion, measured now by segmented portions of a contract, i.e. contract milestones achieved to actual costs incurred. As a result, the cumulative effect of ₹817.1 million (net of tax impact of ₹424.1 million) has been recognized as addition to retained earnings as at 1 April 2018.

As informed to us, it is impracticable to determine the adjustments/ impact of the above changes on the comparatives. Accordingly, the comparatives have not been retrospectively adjusted, i.e. it is presented, as per previously reported results in previous year.

Our audit procedures included the following:

- Obtaining an understanding of the processes implemented by management to estimate impairment provision against trade receivables
- Testing of key controls (both design and operating effectiveness) over management's estimate of impairment loss
- Obtaining and testing accuracy of ageing of trade receivables on a sample basis
- Review of the model adopted by management to estimate the expected credit loss and testing related computations. Inquiring and discussing with management the various judgements and estimates made in the model.
- Obtaining and discussing management assessment of impairment for specific customer balances and understanding reasons for the determination. Corroborating our understanding with externally available information and internally available information such as customer correspondences, management analysis notes etc

The key audit matter*Provision for taxes and litigations*

The Company carries a significant amount of provision towards various taxes and litigations, as a result of applicability of various laws and regulations relating to sales tax, goods and service tax, service tax, excise, customs etc (either past or present).

The above accruals require the management to make judgements and estimates. Determining the impact and likely outcome of any litigation matter requires judgement. The key requirements include sound judgement process, understanding of related laws and regulations, awareness of claims etc.

In particular, this affects the measurement and completeness of uncertain tax positions/ provision for litigations, and the related recoverability of deferred tax assets.

Due to above mentioned factors, we have determined this to be a key audit matter.

How the matter was addressed in our audit

Our audit procedures included the following:

- Obtaining an understanding of the processes implemented by management to estimate provision for various tax and other litigations
- Testing of key controls (both design and operating effectiveness) over management's estimate of provisions
- Selecting a sample of all accruals for the purposes of evaluation as mentioned below. Inquiring with management any other litigations/ tax laws not considered by management to arrive at their evaluation.
- Assessing adequacy and management consideration of various litigations/ regulations on the basis of knowledge obtained by us through audit procedures carried out in other areas.
- Involving subject matter experts to evaluate management estimates on the basis of the facts of the each case, internal evaluations, legal precedence, external legal opinions, if any.
- Analysing and challenging various assumptions used by management to determine accruals based on our knowledge and experiences of the application of local legislations by the relevant authorities and courts.
- Evaluate compliance with the relevant accounting guidance on valuation of above-mentioned provisions

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit 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) specified 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 of 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 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 and Board of Directors are 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.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 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".
- (B) With respect to the other matters to be included in the Auditors' 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 as at 31 March 2019 on its financial position in its financial statements - Refer Note 39 to the 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 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 in these financial statements since they do not pertain to the financial year ended 31 March 2019.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 116231W/W-100024

Manish Gupta

Partner

Membership No.: 095037

Place: Noida

Date : 22 May 2019

ANNEXURE A referred in the Independent Auditor's Report to the Members of GE T&D India Limited on the financial statements for the year ended 31 March 2019

- (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.
- (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, Cess, Goods and Service Tax 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, Cess, Goods and Service Tax and other material statutory dues, to the extent applicable, were in arrears as at 31 March 2019 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	16.3	0.6	1990-91, 1996-97, 1998-99, 2003-04, 2008-09, 2015-16, 2016-17 & 2018-19	Appellate Authority- upto Commissioner level
		64.5	4.1	2009-10 to 2016-17 & 2018-19	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	2.1	0.4	2009-10, 2016-17 & 2018-19	High Court
		62.7	0.9	2015-16, 2016-17 & 2018-19	Up to Commissioner Level
		277.7	167.3	2008-09, 2010-11 to 2013-14, 2015-16 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	6,923.7	1,301.2	1988 -89 to 1990-91, 1992-93, 1993-94, 1998-99, 2000-01 to 2017-18	Appellate Authority- upto Commissioner level
		211.8	205.6	1986-87, 2008-09 to 2012-13	Sales Tax Appellate Tribunal
Income Tax Act 1961	Income Tax	26.8	26.6	2006-07	Income Tax
		75.5	34.2	2007-08	Appellate Tribunal
		100.8	-	2008-09	
		868.6	71.6	2009-10	
		573.8	61.6	2010-11	
		454.6	35.0	2011-12	Commissioner of Income Tax (Appeals)
		277.3	32.5	2012-13	
		407.6	38.0	2013-14	
		218.1	15.0	2015-16	

* 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 has been paid or provided by the Company in accordance with the provisions of Section 197 read for the period under audit 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 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: Noida

Date : 22 May 2019

ANNEXURE B to the Independent Auditor's report on the financial statements of GE T&D India Limited for the year ended 31 March 2019.

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of GE T&D India Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls 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 (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Companies Act, 2013 (hereinafter referred to as "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

and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 were established and maintained and whether 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 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 such internal financial controls, 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 with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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 controls 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.

For **B S R & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 116231W/W-100024

Manish Gupta

Partner

Membership No.: 095037

Place: Noida

Date : 22 May 2019

Balance Sheet

as at 31 March 2019

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

	Notes	As at March 31, 2019	As at March 31, 2018
Assets			
Non-current assets			
Property, plant and equipment	3	5,106.9	5,834.2
Capital work-in-progress	3	50.6	182.0
Intangible assets	3	19.3	21.6
Financial assets			
i. Investments	4	0.1	0.1
ii. Loans	5	85.2	38.8
Deferred tax assets (net)	6	853.9	1,089.1
Non current tax assets (net)	7	1,088.6	1,130.5
Other non-current assets	8	2,326.1	1,667.2
Total non-current assets		9,530.7	9,963.5
Current assets			
Inventories	9	6,342.7	10,262.1
Financial assets			
i. Trade receivables	10	20,202.5	17,992.5
ii. Cash and cash equivalents	11	499.5	2,322.4
iii. Bank balances other than cash and cash equivalents	12	103.3	2,998.1
iv. Loans	5	31.5	50.6
v. Other financial assets	13	182.1	2,260.9
Other current assets	14	4,982.5	1,748.7
Assets classified as held for sale	15	89.4	89.4
Total current assets		32,433.5	37,724.7
Total assets		41,964.2	47,688.2
Equity and liabilities			
Equity			
Equity share capital	16	512.1	512.1
Other equity	17 (a)	13,767.8	11,384.0
Total equity		14,279.9	11,896.1
Liabilities			
Non-current liabilities			
Provisions	18	1,443.8	1,278.2
Total non-current liabilities		1,443.8	1,278.2
Current liabilities			
Financial liabilities			
i. Borrowings	19	805.3	1,000.0
ii. Trade payables	20		
Total outstanding dues of micro enterprises and small enterprises		700.7	936.4
Total outstanding dues of creditors other than micro enterprises and small enterprises		10,848.1	16,155.1
iii. Other financial liabilities	21	334.4	230.4
Other current liabilities	22	9,674.1	12,280.4
Provisions	18	3,372.5	3,548.9
Current tax liabilities (net)	7	505.4	362.7
Total current liabilities		26,240.5	34,513.9
Total Liabilities		27,684.3	35,792.1
Total equity and liabilities		41,964.2	47,688.2

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

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Gaurav Manohar Negi

Whole-time Director & CFO

DIN no : 02835748

Place: Noida

Date: 22 May 2019

Place: Noida

Date: 22 May 2019

Statement of Profit and Loss

for the year ended 31 March 2019

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

	Notes	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Income			
Revenue from operations	23	42,188.2	43,858.2
Other income	24	583.0	2,400.9
Total income		42,771.2	46,259.1
Expenses			
Cost of raw material, components consumed and project related costs	25	27,148.6	29,793.3
Changes in inventories of finished goods and work-in-progress	26	834.9	293.8
Excise duty	23	-	541.1
Employee benefits expense	27	3,829.1	3,877.7
Finance costs	28	664.3	882.8
Depreciation and amortization	29	832.2	898.6
Other expenses	30	6,116.4	6,783.7
Total expenses		39,425.5	43,071.0
Profit before tax		3,345.7	3,188.1
Tax expense (Refer note 6)	31		
- Current tax		(1,472.0)	(966.4)
- Deferred tax charge / (credit) (net)		253.0	(134.1)
Total tax expense		(1,219.0)	(1,100.5)
Profit for the year (A)		2,126.7	2,087.6
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefits obligations		(15.7)	46.3
Income tax relating to above		5.5	(16.1)
Other comprehensive income for the year, net of tax (B)		(10.2)	30.2
Total comprehensive income for the year (A+B)		2,116.5	2,117.8
Basic and diluted earnings per equity share	41	8.31	8.15
[Nominal value per share ₹ 2 (previous year ₹ 2)]			

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

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Gaurav Manohar Negi

Whole-time Director & CFO

DIN no : 02835748

Place: Noida

Date: 22 May 2019

Place: Noida

Date: 22 May 2019

Cash Flow Statement

for the year ended 31 March 2019

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

	Year ended March 31, 2019	Year ended March 31, 2018
Cash flows from operating activities		
Profit before tax	3,345.7	3,188.1
Adjustments for:		
Depreciation and amortization	832.2	898.6
Bad debts written off	406.0	894.4
Finance cost	664.3	882.8
Provision for doubtful debts	40.0	325.2
Foreign exchange fluctuation (net)	(10.2)	127.2
Mark to market of hedging instruments	(31.3)	(238.3)
Gain on slump sale of business (refer note 24)	-	(60.7)
Loss on sale of property, plant and equipment	95.2	6.0
Discounting at amortised cost	(43.1)	(24.0)
Interest income	(29.8)	(93.6)
Provision / (reversal) for contract losses (net)	189.8	(125.0)
Provision no longer required written back	(75.2)	(390.4)
Bad debts recovery	(401.1)	-
Fair valuation of revenue (net of unwinding)	-	(609.8)
	4,982.5	4,780.5
Working capital adjustments:		
(Increase) /decrease in trade receivables	(860.9)	4,162.4
(Increase) /decrease in other assets	(3,499.0)	1,707.4
(Increase) /decrease in inventories	(224.5)	935.8
Decrease/ (increase) in financial assets	2,082.1	(541.3)
(Decrease)/ increase in trade payables	(1,769.2)	278.1
(Decrease)/ increase in other current liabilities and provisions	(3,033.5)	594.8
Cash generated from operations	(2,322.5)	11,917.7
Direct taxes paid (net of refund)	(1,226.6)	(1,377.3)
Net cash flow from (used in) operating activities (A)	(3,549.1)	10,540.4
Cash flow from investing activities		
Proceeds from / (investment) in term deposits	2,894.4	(2,970.2)
Acquisition of property, plant and equipment, capital work in progress and intangible assets	(66.1)	(179.5)
Sale of property, plant and equipment	-	70.3
Interest received	40.2	34.1
Net cash flow from (used in) investing activities (B)	2,868.5	(3,045.3)
Cash flow from financing activities		
Repayment of short term borrowings (net)	(194.7)	(4,180.0)
Interest paid	(395.1)	(1,112.9)
Dividend and tax paid thereon	(554.7)	(554.7)
Net cash (used in) flow from financing activities (C)	(1,144.5)	(5,847.6)
Net (decrease) in cash and cash equivalents (A+B+C)	(1,825.1)	1,647.5
Cash and cash equivalents at 01 April	2,322.4	688.2
Impact of foreign exchange on cash and cash equivalents	2.2	(13.3)
Cash and cash equivalents at 31 March	499.5	2,322.4

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.

Refer Note 19 for reconciliation of movement of liabilities to cash flows arising from financing activities.

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: Noida

Date: 22 May 2019

Place: Noida

Date: 22 May 2019

Statement of Changes in Equity

for the year ended 31 March 2019

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

A. Equity share capital

	Amount
As at 1 April 2017	512.1
Changes in equity share capital	-
As at 31 March 2018	512.1
Changes in equity share capital	-
As at 31 March 2019	512.1

B. Other equity

	Reserves and surplus					Total
	Securities premium	General reserve	Capital reserve	Retained earnings	Other comprehensive income	
Balance at 1 April 2017	2,717.6	828.6	16.5	6,295.7	(42.6)	9,815.8
Profit for the year	-	-	-	2,087.6	-	2,087.6
Other comprehensive income (net of tax)	-	-	-	-	30.2	30.2
	2,717.6	828.6	16.5	8,383.3	(12.4)	11,933.6
Dividends paid	-	-	-	(460.9)	-	(460.9)
Dividend distribution tax	-	-	-	(93.8)	-	(93.8)
Employee stock option expense	-	-	5.1	-	-	5.1
Transferred to Retained Earnings	-	-	-	(12.4)	12.4	-
Balance at 31 March 2018	2,717.6	828.6	21.6	7,816.2	-	11,384.0
Profit for the year	-	-	-	2,126.7	-	2,126.7
Change due to transition to Ind AS 115 (Refer Note 43)	-	-	-	817.1	-	817.1
Other comprehensive (loss) (net of tax)	-	-	-	-	(10.2)	(10.2)
	2,717.6	828.6	21.6	10,760.0	(10.2)	14,317.6
Dividends paid	-	-	-	(460.9)	-	(460.9)
Dividend distribution tax	-	-	-	(93.8)	-	(93.8)
Employee stock option expense	-	-	4.9	-	-	4.9
Transferred to Retained Earnings	-	-	-	(10.2)	10.2	-
Balance at 31 March 2019	2,717.6	828.6	26.5	10,195.1	-	13,767.8

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

Manoj Prasad Singh

Company Secretary

Membership no : F4231

Gaurav Manohar Negi

Whole-time Director & CFO

DIN no : 02835748

Place: Noida

Date: 22 May 2019

Place: Noida

Date: 22 May 2019

Notes to the Financial Statements

for the year ended 31 March 2019

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

1. Corporate and General Information

GE 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 in the business of building 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 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 Section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

These Financial Statements are approved by the Company's Board of Directors on 22 May 2019.

2.1.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), 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

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.

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 are 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.

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.

Notes to the Financial Statements

for the year ended 31 March 2019

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

iv). Estimation of provision for contract losses - note 18 and note 44

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 five years warranties for its transformer 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, technical evaluation and global experience.

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). 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. 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.

viii). 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.

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.

2.1.6 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,

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- 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 Significant accounting policies

2.2.1 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.

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 / 10	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.

2.2.2 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 which is assumed to be 3 years. The

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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.

2.2.3 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.

2.2.4 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.

2.2.5 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 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.

2.2.6 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.

2.2.7 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

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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 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.

2.2.8 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.

2.2.9 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

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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.

2.2.10 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

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.

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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, 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.

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Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer; or
- 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.

2.2.11 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 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).

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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.

Borrowing costs

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.

2.2.12 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

2.2.13 Revenue

Effective 1 April 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

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Ind AS 115 replaces Ind AS 18 "Revenue" and Ind AS 11 "Construction Contracts". The Company has adopted Ind AS 115, "Revenue from Contracts with Customers" using the cumulative effect approach, as the transitional provision option available to the Company. The Company also reassessed the revenue recognition method in respect of measuring percentage of completion for applicable products/ services projects. The effect of initially applying this standard is recognised at the date of initial application (i.e. 01 April 2018) as an adjustment to retained earnings. Refer note 43 for the overall impact of this change in the accounting policy.

Revenue is recognised, when or as control over distinct goods or services is transferred to the customer; i.e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable, taking into account customer's credit- worthiness. Revenue is the transaction price expected to be entitled to.

Amounts due in respect of price escalation claims including those linked to published indices and/or contract modification including variation in contract work are recognised, 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. Variable consideration is included in the transaction price if it is highly probable that a significant reversal of revenue will not occur once uncertainties are resolved.

If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation. Revenue is recognized for each performance obligation either at a point in time or over time.

Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties.

Revenue from sale of goods

Revenues are recognized at a point in time when control of the goods passes to the buyer, generally upon delivery of the goods.

Revenue from sale of services

Sale of services (other than long term contracts) are recognised in the 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, as applicable.

Revenue from long term (construction type) contracts

Revenues are recognized over time under the percentage-of-completion method, based on the percentage of costs incurred to date compared to total estimated costs. An expected loss on the contract is recognized as an expense immediately. The differences between the timing of our revenue recognised (based on costs incurred) and customer billings (based on contractual terms) results in changes to revenue in excess of billing or billing in excess of revenue.

The percentage-of-completion method places considerable importance on accurate estimates of the extent of progress towards completion and may involve estimates on the scope of deliveries and services required for fulfilling the contractually defined obligations. These significant estimates include total estimated costs, total estimated revenues, contract risks, including technical, political and regulatory risks, and other judgments. Under the percentage-of-completion method, changes in estimates may lead to an increase or decrease of revenue.

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

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.

2.2.14 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.

Notes to the Financial Statements

for the year ended 31 March 2019

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

2.2.15 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.

2.2.16 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, global experience, 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.

2.2.17 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) Ind AS 116 Leases: In March 2019, the Ministry of Corporate Affairs has notified Ind AS 116, Leases, which will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The effective date for adoption of Ind AS 116 is annual periods beginning on or after 01 April 2019.

The Standard permits two possible methods of transition:

Full retrospective- Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Modified Retrospective- Retrospectively, with the cumulative effect of initially applying the standard recognized at the date of initial application.

Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as:

Notes to the Financial Statements

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

- its carrying value as if the standard has been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or
- an amount equal to the lease liability, adjusted by amount of any prepaid or accrued lease payments related to that lease recognized under Ind AS 17 immediately before the date of initial application.

Certain Practical expedients are available under both the methods.

On completion of evaluation of the effect of adoption of Ind AS 116, the company is proposing to use "Modified retrospective approach" for transitioning to Ind AS 116, on the date of initial application (01 April, 2019). Accordingly, comparatives for the year ended March 2019 will not be retrospectively adjusted. The company has elected certain practical expedients on transition. The Company is in the process of analysing and concluding.

ii) Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments

On 30 March, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax

treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty. (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its financial statements.

iii) Amendment to Ind AS 19 – plan amendment, curtailment or settlement-

On 30 March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after 01 April 2019. The Company does not have any impact of this amendment.

Notes to the Financial Statements

for the year ended 31 March 2019

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

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

Assets	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment	Furniture and fittings	Motor vehicles	Office equipment	Total	Capital work-in-progress	Intangible assets
Year ended 31 March 2019											
Opening gross carrying amount	429.5	0.1	3,095.0	1.3	4,538.0	62.9	-	244.4	8,371.2	-	25.4
Additions	-	-	7.2	-	94.8	-	-	9.2	111.2	-	3.7
Disposals / adjustments	-	-	-	-	(66.4)	(1.7)	-	(1.6)	(69.7)	-	-
Closing gross carrying amount	429.5	0.1	3,102.2	1.3	4,566.4	61.2	-	252.0	8,412.7	-	29.1
Accumulated depreciation											
Opening accumulated depreciation	-	-	410.0	0.2	1,941.7	41.0	-	144.1	2,537.0	-	3.8
Depreciation/amortization charge during the year	-	-	135.6	-	646.0	6.8	-	37.8	826.2	-	6.0
Disposals / adjustments	-	-	-	-	(54.1)	(1.7)	-	(1.6)	(57.4)	-	-
Closing accumulated depreciation	-	-	545.6	0.2	2,533.6	46.1	-	180.3	3,505.8	-	9.8
Net carrying amount	429.5	0.1	2,556.6	1.1	2,032.8	15.1	-	71.7	5,106.9	50.6	19.3
Year ended 31 March 2018											
Gross carrying amount											
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	-	-	-
Closing gross carrying amount	429.5	0.1	3,095.0	1.3	4,538.0	62.9	-	244.4	8,371.2	-	25.4
Accumulated depreciation											
Opening accumulated depreciation	-	-	271.7	0.2	1,338.6	31.7	2.3	94.8	1,739.3	-	-
Depreciation 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)	-	-	-
Closing accumulated depreciation	-	-	410.0	0.2	1,941.7	41.0	-	144.1	2,537.0	-	3.8
Net carrying amount	429.5	0.1	2,685.0	1.1	2,596.3	21.9	-	100.3	5,834.2	182.0	21.6

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.

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for the year ended 31 March 2019

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

4. Non-current investments

	As at March 31, 2019	As at March 31, 2018
Investment in equity instruments (fully paid-up)		
Unquoted		
1,000 (31 March 2018: 1,000) equity shares of ₹10/- each fully paid up in The English Electric Company Employees' Co.-operative Stores Limited*	-	-
4,555 (31 March 2018: 4,555) equity shares of ₹10/- each fully paid up in Woodlands 'Multispeciality Hospital Limited'	0.1	0.1
Aggregate amount of unquoted investments	0.1	0.1

*The total amount of investments in absolute value is ₹ 33,500 (31 March 2018 ₹33,500), but for reporting purpose rounded up to ₹ 0.1 million.

5. Loans

	As at March 31, 2019		As at March 31, 2018	
	Non-current	Current	Non-current	Current
Unsecured considered good, unless otherwise stated				
Security deposits	85.2	31.5	38.8	50.6
	85.2	31.5	38.8	50.6

6. Deferred tax assets (net)

	As at March 31, 2019	As at March 31, 2018
Deferred tax assets arising on timing differences on account of:		
Provision for Sales tax & other forms	705.8	653.7
Provision for loss allowance	746.8	713.8
Other fair valuation adjustments (net of unwinding) (net)	-	400.0
	1,452.6	1,767.5
Deferred tax liabilities on account of:		
Difference between WDV of property, plant and equipment and intangible assets as per books and under Income Tax Act, 1961	221.6	289.7
Allowances taken on payment under protest (net of disallowances under Section 43B of the Income Tax Act, 1961)	291.4	371.4
Other fair valuation adjustments (net of unwinding) (net)	74.9	-
Others	10.8	17.3
	598.7	678.4
	853.9	1,089.1

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for the year ended 31 March 2019

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

6. Deferred tax assets (net) (Contd..)

Movement in deferred tax assets / (liabilities)

	Allowances taken on payment under protest (net of disallowances under Section 43B of the Income Tax Act, 1961)	Provision for sales tax & other forms	Provision for loss allowance	Other fair valuation adjustments (net of unwinding) (net)	Others	Difference between WDV of property, plant and equipment and other intangible asset as per books and under Income Tax Act, 1961	Total
At 1 April 2017	111.4	823.3	594.2	642.1	57.0	(424.2)	1,803.8
(Charged)/credited:							
- to profit or loss	88.0	(87.3)	119.6	(224.2)	(81.3)	51.0	(134.1)
- Other comprehensive income	-	-	-	(16.1)	-	-	(16.1)
- Other adjustments *	(570.8)	(82.3)	-	(1.8)	7.0	83.5	(564.4)
At 31 March 2018	(371.4)	653.7	713.8	400.0	(17.3)	(289.7)	1,089.1
(Charged)/credited:							
- to profit or loss	80.0	52.1	33.0	13.3	6.5	68.1	253.0
- Other comprehensive income	-	-	-	5.5	-	-	5.5
- Change due to transition to Ind AS 115 (Refer note 43)	-	-	-	(493.7)	-	-	(493.7)
At 31 March 2019	(291.4)	705.8	746.8	(74.9)	(10.8)	(221.6)	853.9

*In previous 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 was 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, 2019	As at March 31, 2018
Non current tax assets (net of provision ₹6,465.9 million (previous year ₹5,845.3 million))	1,088.6	1,130.5
Current tax liabilities (net of advance tax ₹3,875.6 million (previous year ₹3,227.8 million))	505.4	362.7
Also refer to note 6 above.		

8. Other non-current assets

	As at March 31, 2019	As at March 31, 2018
Capital advances	6.0	7.2
Balances with government authorities	638.2	-
Deposits under protest with government authorities	1,681.9	1,660.0
	2,326.1	1,667.2

Notes to the Financial Statements

for the year ended 31 March 2019

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

9. Inventories

(At lower of cost and net realisable value)

	As at March 31, 2019	As at March 31, 2018
Raw material and components [including ₹130.8 million (₹127.6 million for 31 March 2018) lying with third parties] [Goods in transit ₹192.4 million (31 March 2018: ₹236.7 million)]	2,610.1	1,550.7
Work-in-progress (including projects work-in-progress) *	3,359.6	7,927.9
Finished goods	373.0	783.5
	6,342.7	10,262.1

The Company is carrying a provision on inventories amounting to ₹455.1 million as at 31 March 2019 (₹624.5 million as at 31 March 2018) 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'.

*Also, refer note 43.

10. Trade receivables

	As at March 31, 2019	As at March 31, 2018
Trade receivables		
Unsecured, considered good	20,202.5	17,992.5
Doubtful	1,633.0	1,593.0
	21,835.5	19,585.5
Less: Loss allowance on doubtful receivables	(1,633.0)	(1,593.0)
Net trade receivables	20,202.5	17,992.5

At 31 March 2019, trade receivables includes retention receivables of ₹10,077 million (31 March 2018: ₹10,950 million) relating to projects.

The Company's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in Note 34 (A).

11. Cash and cash equivalents

	As at March 31, 2019	As at March 31, 2018
Balances with banks		
- in current accounts	260.4	2,172.1
- in EEFC accounts	239.1	150.3
	499.5	2,322.4

The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended 2018-19

12. Bank balance other than cash and cash equivalents

	As at March 31, 2019	As at March 31, 2018
Earmarked balance with bank (Unclaimed dividend bank account)	24.6	25.0
Term deposits having maturity over three months but less than twelve months	78.7	2,973.1
	103.3	2,998.1

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for the year ended 31 March 2019

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

13. Other financial assets

	As at March 31, 2019	As at March 31, 2018
Unbilled debtors (Refer note 42)	-	2,062.4
Interest accrued on fixed deposits	0.4	10.8
Derivative financial assets	80.1	-
Others	101.6	187.7
	182.1	2,260.9

14. Other current assets

	As at March 31, 2019	As at March 31, 2018
Contract assets # (refer note 42)	2,985.5	-
Balances with government authorities	944.8	937.4
Advances recoverable	179.1	380.1
Advances to contractors and vendors	707.0	276.2
Advances to employees	3.5	8.6
Prepayments	117.8	77.2
Earnest money deposits	44.8	69.2
	4,982.5	1,748.7

#Includes Ind AS 115 transition impact of ₹408.3 million for March, 2019 (Refer note 43)

15. Assets classified as held for sale (lower of cost and fair value)

	As at March 31, 2019	As at March 31, 2018
Land and building	89.4	89.4
	89.4	89.4

"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 1 April 2017	62,75,00,000	1,255.0
Movement during the year	-	-
As at 31 March 2018	62,75,00,000	1,255.0
Movement during the year		
As at 31 March 2019	62,75,00,000	1,255.0

Notes to the Financial Statements

for the year ended 31 March 2019

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

16. Equity share capital (Contd..)

(i) Movements in equity share capital

	Number of shares	Equity share capital (par value)
Issued capital		
As at 1 April 2017	25,60,49,135	512.1
Add: Movement during the year	-	-
As at 31 March 2018	25,60,49,135	512.1
Add: Movement during the year	-	-
As at 31 March 2019	25,60,49,135	512.1
Subscribed and paid up share capital		
As at 1 April 2017	25,60,46,535	512.1
Add: Movement during the year	-	-
As at 31 March 2018	25,60,46,535	512.1
Add: Movement during the year	-	-
As at 31 March 2019	25,60,46,535	512.1

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, 2019	As at March 31, 2018
Equity shares:		
Grid Equipments Private Limited (Immediate Holding Company)	17,54,92,524	17,54,92,524
GE Grid Alliance B. V., Netherlands (Intermediate Holding Company)	1,65,42,377	1,65,42,377
	19,20,34,901	19,20,34,901

(iii) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2019		As at March 31, 2018	
	Number of shares (in actuals)	% holding	Number of shares (in actuals)	% holding
Grid Equipments Private Limited	17,54,92,524	68.5%	17,54,92,524	68.5%
GE Grid Alliance B. V., Netherlands	1,65,42,377	6.5%	1,65,42,377	6.5%
Reliance Capital Trust Company Limited A/c through its various schemes	2,46,54,889	9.6%	2,27,44,748	8.9%

Notes to the Financial Statements

for the year ended 31 March 2019

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

17 (a). Other equity

	As at March 31, 2019		As at March 31, 2018	
a. Securities premium account				
As at the beginning and at the end of the year		2,717.6		2,717.6
b. General reserve				
As at the beginning and at the end of the year		828.6		828.6
c. Capital reserve				
Opening balance	21.6		16.5	
Employee's stock option expense (refer note 37)	4.9		5.1	
Closing balance		26.5		21.6
d. Retained earnings				
Opening balance	7,816.2		6,295.7	
Add: Profit in statement of profit and loss	2,126.7		2,087.6	
Adjustment on transition to Ind AS 115 (refer note 43)	817.1		-	
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)	
Transferred from items of other comprehensive income	(10.2)		(12.4)	
Closing balance		10,195.1		7,816.2
e. Items of other comprehensive income - remeasurements of the net defined benefit liability (net of taxes)				
Opening balance	(12.4)		(42.6)	
Other comprehensive (loss)/income	(10.2)		30.2	
Transferred to retained earnings	22.6		12.4	
Closing balance		-		-
		13,767.8		11,384.0

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:

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for the year ended 31 March 2019

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

17 (b). Capital management (Contd..)

Net debt (total borrowings net of cash and cash equivalents) divided by "Total equity" (as shown in the Balance Sheet).

The gearing ratios were as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Net debt	362.9	Nil
Total equity	14,279.9	11,896.1
Net debt to equity ratio	0.03	-

(ii) Dividends

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
(i) Equity shares		
Final dividend paid for the year ended 31 March 2018 of ₹ 1.80 (31 March 2017 – ₹ 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 22 May 2019, 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 31 March 2019, 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, 2019		As at March 31, 2018	
	Non-current	Current	Non-current	Current
Provision for employee benefits (refer Note 35)				
Compensated absences	289.1	92.9	344.0	79.7
Long term incentive plans	-	-	-	40.6
Gratuity	257.3	-	176.2	-
Other provisions:				
Warranty	897.4	769.6	758.0	1,160.0
Contract losses (refer note 43)	-	419.4	-	262.7
Tax litigations	-	2,019.6	-	2,005.9
Provision towards shortfall in Provident fund trust (refer note 35 (D) (e))	-	71.0	-	-
	1,443.8	3,372.5	1,278.2	3,548.9

(i) Information about other provisions and significant estimates

Warranty- Warranty costs are estimated on the basis of contractual agreement, technical evaluation and past experience. 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.

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for the year ended 31 March 2019

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

18. Provisions (Contd..)

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.

(ii) Movements in provisions

Movements in each class of provision during the financial year, are set out below:

	Warranty	Contract losses	Tax litigations	Provision towards shortfall in Provident fund trust
As at 1 April 2017	1,493.8	330.1	2,130.7	-
Charged/(credited) to profit and loss				
-additional provisions recognised	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)	-	-	-
As at 31 March 2018	1,918.0	262.7	2,005.9	-
As at 1 April 2018	1,918.0	262.7	2,005.9	-
Charged/(credited) to profit and loss				
-additional provisions recognised (net of discounting)	515.1	530.8	205.7	71.0
-unused amounts reversed *	(261.4)	(338.6)	(192.0)	-
Unwinding of discounting	52.4	27.6	-	-
Adjustment on transition to Ind AS 115 (refer note 43)	(28.8)	(32.3)	-	-
Transfer In / (Out)	(358.1)	(30.7)	-	-
Amounts used during the year	(170.2)	-	-	-
As at 31 March 2019	1,667.0	419.5	2,019.6	71.0

* estimated basis used to bifurcate between reversals and utilisation.

19. Borrowings

	As at March 31, 2019	As at March 31, 2018
Unsecured		
Loans from banks *	657.1	1,003.7
Bank overdraft	205.3	-
Total current borrowings	862.4	1,003.7
Less: interest accrued but not due (included in note 21)	57.1	3.7
	805.3	1,000.0

*includes interest accrued net of tax deducted at source

The Company's exposure to liquidated risks and foreign currency are disclosed in Note 34 (B) and (C).

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for the year ended 31 March 2019

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

19. Borrowings (Contd..)

A. Terms and repayment schedule

Terms and conditions of outstanding borrowings are as follows:

Currency	Year of maturity	As at March 31, 2019	As at March 31, 2018
Unsecured bank loan / Bank overdraft	On demand	805.3	1,000.0
		805.3	1,000.0
Nominal interest rate		8.45%-8.60%	4.31%

Reconciliation of movements of liabilities to cash flows arising from financing activities

	As at March 31, 2019	As at March 31, 2018
Balance as at the beginning of the year	1,000.0	5,180.0
Changes from financing cash flows		
Repayments of borrowings (net)	(194.7)	(4,180.0)
Balance as at the end of the year	805.3	1,000.0

20. Trade payables

	As at March 31, 2019	As at March 31, 2018
Trade payables *		
Total outstanding dues of micro enterprises and small enterprises (refer note 47)	700.7	936.4
Total outstanding dues of creditors other than micro enterprises and small enterprises #	10,848.1	16,155.1
	11,548.8	17,091.5

* Includes retention payables amounting to ₹ 984.9 million for March 2019 (₹1,097.0 million for 31 March 2018).

Includes adjustment on transition to Ind AS of ₹ 3,507.7 million (Refer Note 43)

21. Other financial liabilities

	As at March 31, 2019	As at March 31, 2018
Interest accrued but not due on borrowings	57.1	3.7
Unclaimed dividends	24.6	25.0
Employee benefits payable	249.6	197.7
Capital creditors	3.1	4.0
	334.4	230.4

22. Other current liabilities

	As at March 31, 2019	As at March 31, 2018
Deferred income	5,968.0	7,384.8
Advances from customers	3,531.4	4,630.6
Statutory dues payable	174.7	265.0
	9,674.1	12,280.4

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for the year ended 31 March 2019

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

23. Revenue from operations

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Sale of products (including excise duty)	17,175.4	17,263.7
Revenue from execution of contracts for projects and services	23,776.9	25,399.6
Sale of services	1,157.6	1,137.4
Other operating income	78.3	57.5
	42,188.2	43,858.2

Also refer note 43 & 44

24. Other income

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Interest on deposits with banks	29.8	93.6
Interest income from financial instruments at amortised cost*	43.0	1,722.4
Gain on slump sale of business**	-	60.7
Profit on sale of property, plant and equipment	0.1	-
Provisions / liabilities no longer required written back	75.2	390.4
Bad debts recovered	401.1	-
Net foreign exchange gain #	-	112.6
Miscellaneous income	33.8	21.2
	583.0	2,400.9

* Includes income from unwinding of amortisation for retention receivables in the previous year (also refer to note 43)

** During the previous year, the Company had 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 ₹Nil (31 March 2018 ₹ 232.1 million).

25. Cost of raw material and components consumed and project related costs

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Raw materials and components consumed	16,225.0	15,747.8
Project related bought-outs and other project costs*	10,923.6	14,045.5
	27,148.6	29,793.3

*Includes ₹25.7 million gain on reversal (31 March 2018 loss of ₹304.2 million) (net) on account of provision for slow moving items / obsolescence made during the year.

Notes to the Financial Statements

for the year ended 31 March 2019

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

26. Changes in inventories of finished goods and work-in-progress

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Work-in-progress		
Opening stock	7,927.9	8,399.1
Adjustment to work-in- progress due on transition to Ind AS 115 (Refer Note 43)	(4,143.9)	-
Less: Closing stock	3,359.6	7,927.9
Decrease in work-in-progress	424.4	471.2
Finished goods		
Opening stock	783.5	606.1
Less: Closing stock	373.0	783.5
Decrease/(Increase) in finished goods	410.5	(177.4)
Total changes in inventories of work-in-progress and finished goods	834.9	293.8

27. Employee benefits expense

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Salaries, wages and bonus (refer note 46)	3,132.0	3,333.5
Contribution to provident fund and other funds#	358.9	281.0
Employee stock options expense	5.0	5.2
Staff welfare	333.2	258.0
	3,829.1	3,877.7

Also Refer Note 35 (D) (e)

28. Finance costs

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Interest expense on financial instruments and provisions measured at amortised cost	103.8	99.6
Interest on loans	124.8	237.1
Interest on others	423.5	533.9
Interest on net defined benefit liability	12.2	12.2
	664.3	882.8

29. Depreciation expense

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Depreciation of property, plant and equipment	826.2	894.8
Amortization of other intangible assets	6.0	3.8
	832.2	898.6

Notes to the Financial Statements

for the year ended 31 March 2019

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

30. Other expenses

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Consumption of stores and spare parts	74.7	61.0
Power and fuel	423.0	335.3
Rent	130.8	102.2
Rates and taxes	114.4	261.5
Repairs and maintenance	514.2	575.2
Insurance	153.0	151.0
Technology license fee	421.5	476.4
Freight and octroi	1,241.2	1,169.6
Travelling	466.5	439.5
Postage and telephone	18.4	42.5
Auditors remuneration (refer note 30 (a))	16.2	17.6
Bank charges	185.8	175.7
Provision for doubtful debts (net)	40.0	325.2
Bad debts and unbilled receivables written off (net)	406.0	894.4
Trade mark fees and research and development services	568.9	535.9
Data management charges	564.2	613.3
Corporate social responsibility expenses (refer note 30 (b))	29.1	20.1
Loss on sale of property, plant and equipment / assets written off	95.2	6.0
Warranties	80.5	114.8
Net foreign exchange losses *	96.0	-
Miscellaneous	476.8	466.5
	6,116.4	6,783.7

* includes gain on mark to market of derivative financial instrument amounting ₹31.4 million (31 March 2018 ₹ Nil)

30(a). Details of payments to auditors

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Payment to auditors		
As auditor:		
Audit	7.0	7.0
Tax audit	2.1	2.1
Quarterly reviews	4.2	4.2
In other capacity		
Certification fees / Others	1.0	2.5
Re-imbursement of expenses	1.9	1.8
	16.2	17.6

30(b). Corporate social responsibility expenditure

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Amount required to be spent by the Company during the year	28.8	18.3
Amount spent during the year on		
i) Construction / acquisition of assets	-	-
ii) On purposes other than (i) above	29.1	20.1
	29.1	20.1

Notes to the Financial Statements

for the year ended 31 March 2019

(All figures in ₹ million, 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, 2019	For the Year ended March 31, 2018
Current tax on profits for the year	(1359.7)	(966.4)
Adjustments for current tax of earlier periods	(112.3)	-
Total current tax expense	(1472.0)	(966.4)
Deferred tax		
Adjustments for deferred tax of earlier periods	90.5	-
Increase / (decrease) in deferred tax assets	35.0	(185.1)
Decrease in deferred tax liabilities	127.5	51.0
Total deferred tax charge/(credit)	253.0	(134.1)
Income tax expense	(1,219.0)	(1,100.5)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

	For the Year ended March 31, 2019	For the Year ended March 31, 2018
Profit before income tax expense	3,345.7	3,188.1
Enacted tax rates in India	34.944%	34.608%
Computed expected tax (expenses) / credit	(1,169.1)	(1,103.3)
Tax effect of amounts which are not deductible/ taxable in calculating taxable income:		
Corporate social responsibility expense	(10.2)	(7.0)
Micro, small and medium enterprise interest	(6.2)	(3.9)
Adjustments for current tax of earlier periods (refer note 31(a) above)	(21.7)	-
Change in tax rate	-	10.7
Others	(11.8)	3.0
Income tax expense	(1,219.0)	(1,100.5)

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 ₹130.8 million (31 March 2018 ₹102.2 million).

Operating leases

The Company's significant non cancellable operating lease arrangements are in respect of office premises. The lease term for these leases includes a lock-in period and in certain cases are renewable by mutual consent on mutually agreeable terms. Lease payments under operating leases are recognised in the statement of profit and loss.

Total minimum lease outstanding	As at March 31, 2019	As at March 31, 2018
Due within one year	128.9	-
Due later than one year and not later than five years	515.7	-
Due later than five years	-	-
Total	644.6	-

There is no contingent rent in the lease agreements. The lease term is for 1-9 years and is renewable at the mutual agreement of both the parties. There are no restrictions imposed by lease arrangements. There are no subleases.

Notes to the Financial Statements

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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 31 March 2019.

(i) Fair value hierarchy

	As at March 31, 2019		As at March 31, 2018	
	FVPL	(Amortised cost)	FVPL	(Amortised cost)
Financial assets*				
Trade receivables		20,202.5		17,992.5
Cash and cash equivalents		499.5		2,322.4
Bank balances other than cash and cash equivalents		103.3		2,998.1
Loans (security deposit)		116.7		89.4
Other financial assets		182.1		2,260.9
Derivative financial assets	80.1	-	48.7	-
Investments		0.1		0.1
Total financial assets	80.1	21,104.2	48.7	25,663.4
Financial liabilities#				
Borrowings		805.3		1,000.0
Trade payables		11,548.8		17,091.5
Other financial liabilities		334.4		230.4
Total financial liabilities	-	12,688.5	-	18,321.9

	Level 1	Level 2	Level 3	Total
Financial assets at fair value through profit and loss				
Derivative financial assets (refer note 13) - As at 31 March 2019		80.1		80.1
Derivative financial assets (refer note 13) - As at 31 March 2018		48.7		48.7

* 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.

(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.

Notes to the Financial Statements

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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.

(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.

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34. Financial risk management (Contd..)

The Company's exposure to credit risk for trade receivables by related and other than related parties are as follows:

	As at March 31, 2019	As at March 31, 2018
Receivables from related party	1,268.0	980.5
Receivables from other than related party	20,567.5	18,605.0
	21,835.5	19,585.5

(ii) Provision for expected credit losses

a. Security deposit, contracts asset and other advances

With regard to security deposit and other advances ₹298.4 million (31 March 2018 : ₹277.1 million), management believes the parties to which these deposits have been made have strong capacity to meet the obligations and risk of default is negligible or nil and accordingly no provision for expected credit loss has been provided for. In respect of Contract assets amounting to ₹3,215.9 million, the Company recognised ₹52.6 million as provision for expected credit loss on account of delay in receiving the amount from customers.

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.

Year ended 31 March 2019:

The reconciliation of ECL is as follows:

	As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	1,593.0	1,267.8
Add: Addition / Utilisation ECL provision	40.0	325.2
Balance at the year end	1,633.0	1,593.0

(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.

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34. Financial risk management (Contd..)

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

	As at March 31, 2019	As at March 31, 2018
Floating rate		
- Expiring within one year (bank overdraft and other facilities)	9,195.0	11,930.0

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
31 March 2019			
Non-derivatives			
Borrowings	805.3	-	805.3
Trade payables	11,507.7	41.1	11,548.8
Other financial liabilities	334.4	-	334.4
Total non-derivative liabilities	12,647.4	41.1	12,688.5
31 March 2018			
Non-derivatives			
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
Total non-derivative liabilities	17,045.3	1,276.6	18,321.9

(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.

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for the year ended 31 March 2019

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

34. Financial risk management (Contd..)

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

	As at March 31, 2019			As at March 31, 2018		
	USD	EURO	Other Currencies	USD	EURO	Other Currencies
Financial liabilities						
Trade payables	600.9	1,307.3	583.7	1,532.4	1,871.6	428.3
Net exposure to foreign currency risk (liabilities)	600.9	1,307.3	583.7	1,532.4	1,871.6	428.3
Financial assets						
Trade receivables	1,187.5	291.0	283.7	1,056.2	302.0	159.9
Net exposure to foreign currency risk (assets)	1,187.5	291.0	283.7	1,056.2	302.0	159.9

(ii) Unhedged in foreign currency Exposure

	Currency	As at March 31, 2019		As at March 31, 2018	
		Amount in Foreign Currency Million	₹ Million	Amount in Foreign Currency Million	₹ Million
(a). Trade Payable	CHF	-	-	1.8	122.5
	EUR	5.4	418.8	20.8	1,653.8
	GBP	4.3	391.5	2.3	203.8
	JPY	0.8	0.5	7.4	4.5
	SEK	1.4	10.7	0.9	7.4
	USD	1.5	101.4	20.2	1,307.7
	QAR	0.7	13.1	1.1	11.9
	CNY	1.2	12.8	-	-
	CAD	-	-	0.1	1.8
	THB	0.9	1.9	1.7	3.5
	VND	11.8	0.1	244.6	0.7
	BDT	12.1	10.0	-	-
	IDR	12.5	0.1	-	-
	EUR	-	-	3.1	237.1
	GBP	1.7	158.1	1.3	119.6
(b). Trade Receivables	BDT	0.4	0.3	35.8	29.9
	USD	6.0	416.1	7.3	468.2

(iii) Derivative Instruments

	As at March 31, 2019	As at March 31, 2018
(a) Forward contract for export debtors outstanding	1,147.7	663.3
(b) Forward contract for import creditors outstanding	1,664.4	515.2
(c) Forward cover for expected future sales / purchases	582.1	3,174.8

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34. Financial risk management (Contd..)

(iv) Significant forward contracts outstanding as at March 31, 2019

Foreign Currency	Amount in Foreign Currency	Amount in ₹ Million
Imports		
Euro (EUR)	15.6	1,318.6
	(49.1)	(4041.7)
US Dollar (USD)	24.2	1733.3
	(10.2)	(701.7)
Pound Sterling (GBP)	0.8	94.5
	(0.5)	(60.5)
Swiss Franc (CHF)	2.3	171.9
	(2.1)	(150.5)
Canadian Dollar (CAD)	0.1	1.9
	-	-
Swedish Krona (SEK)	11.2	99.2
	-	-
Exports		
Euro (EUR)	10.7	929.8
	(7.2)	(680.9)
US Dollar (USD)	19.4	1488.9
	(18.7)	(1231.8)
Pound Sterling (GBP)	0.3	28.2
	(0.2)	(15.0)

Note : Figures in brackets are for the previous years

Sensitivity Analysis

The sensitivity of profit or loss to change in the exchange rates arises mainly from foreign currency denominated financial instruments. The impact on profit/ loss before tax is as below:

	As at March 31, 2019	As at March 31, 2018
USD sensitivity		
INR/USD Increase by 1%	3.1	8.4
INR/USD Decrease by 1%	(3.1)	(8.4)
EURO Sensitivity		
INR/EUR Increase by 1%	4.2	14.3
INR/EUR Decrease by 1%	(4.2)	(14.3)
Other Currency		
INR/ Other Currency Increase by 1%	2.8	1.7
INR/ Other Currency Decrease by 1%	(2.8)	(1.7)

Note : Figures in brackets are for the previous years

Notes to the Financial Statements

for the year ended 31 March 2019

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

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 following amounts reflect leave that is not expected to be taken or paid within the next twelve months.

	As at March 31, 2019	As at March 31, 2018
Compensated absences	289.1	344.0

(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 paid in the year 2018-19 and there is no liability against this scheme.

(C) Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed four years and one ninety days or more of service gets a gratuity on departure at 15 days salary (last drawn basic salary including dearness allowance [if any]) 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.

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.

Notes to the Financial Statements

for the year ended 31 March 2019

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

35. Provision for employee benefits (Contd..)

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
01 April 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
Total amount recognised in profit or loss	113.8	(38.4)	75.4
<i>Remeasurements</i>			
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)
Total amount recognised in other comprehensive income	(49.8)	(3.5)	(46.3)
Employer contributions		30.8	(30.8)
Liabilities assumed / (settled)*	(14.3)	-	(14.3)
Benefit payments	(96.6)	(96.6)	-
31 March 2018	670.4	494.2	176.2
01 April 2018	670.4	494.2	176.2
Current service cost	56.0	-	56.0
Past service cost	0.2	-	0.2
Interest expense/(income)	52.2	(40.0)	12.2
Total amount recognised in profit or loss	108.4	(40.0)	68.4
<i>Remeasurements</i>			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(6.4)	6.4
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	31.7	-	31.7
Experience (gains)/losses	(22.4)	-	(22.4)
Total amount recognised in other comprehensive income	9.3	(6.4)	15.7
Employer contributions		3.0	(3.0)
Liabilities assumed / (settled)*	-	-	-
Benefit payments	(35.7)	(35.7)	-
31 March 2019	752.4	495.1	257.3

*During the previous 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.

ii). Amount recognised in balance sheet

	As at March 31, 2019	As at March 31, 2018
Present value of funded obligations	752.4	670.4
Fair value of plan assets	495.1	494.2
Net funded obligation	257.3	176.2
Net defined benefit liability / (asset) recognised in balance sheet	257.3	176.2

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for the year ended 31 March 2019

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

35. Provision for employee benefits (Contd..)

iii). Expense recognised in profit or loss

	As at March 31, 2019	As at March 31, 2018
Current service cost	56.0	59.9
Past service cost	0.2	3.3
Interest cost	12.2	12.2
	68.4	75.4

iv). Remeasurements recognised in other comprehensive income

	As at March 31, 2019	As at March 31, 2018
Actuarial loss / (gain) on defined benefit obligation	9.3	(49.8)
Return on plan assets excluding interest income	6.4	3.5
	15.7	(46.3)

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, 2019		As at 31 March, 2018	
	Unquoted	in %	Unquoted	in %
Investment funds				
Investment with Insurer under cash accumulation scheme	495.1	100%	494.2	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, 2019	As at March 31, 2018
Expected rate of return on plan assets	7.5%	8.1%
Salary growth rate	8.0%	8.5% in year 1 and then 8%
Attrition rate		
PB + LPB of all ages	7.5%	6.3%
SPB & Above of all ages	9.0%	6.1%
Others of all ages	2.4%	3.1%

Future mortality rate is based on published rates under the Indian Assured Lives Mortality (2012-14) 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 (31 March 2018: ₹50.0 million)

Notes to the Financial Statements

for the year ended 31 March 2019

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

35. Provision for employee benefits (Contd..)

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, 2019	As at March 31, 2018
Expected benefits for the year 1	106.3	52.2
Expected benefits for the year 2	86.8	92.8
Expected benefits for the year 3	102.6	78.9
Expected benefits for the year 4	86.9	94.5
Expected benefits for the year 5	65.4	79.8
Expected benefits for the year 6	77.8	57.8
Expected benefits for the year 7	64.2	71.3
Expected benefits for the year 8	61.8	61.1
Expected benefits for the year 9	58.1	56.8
Expected benefits for the year 10 and above	839.7	866.8

The weighted average duration to the payment of these cash flow is 7.32 years (31 March 2018 : 7.62 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

	Year ended March 31, 2019		Year ended March 31, 2018	
	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate
Impact of increase in 100 bps on DBO (in percentage)	-6.8%	7.7%	-7.1%	8.1%
Impact of increase in 100 bps on DBO (in ₹ million)	(51.5)	58.2	(47.8)	54.3
Impact of decrease in 100 bps on DBO (in percentage)	7.9%	-6.9%	8.2%	-7.2%
Impact of decrease in 100 bps on DBO (in ₹ million)	59.1	(51.7)	54.8	(48.2)

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.

(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 ₹ 26.7 million (31 March 2018 - ₹ 25.5 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.

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for the year ended 31 March 2019

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

35. Provision for employee benefits (Contd..)

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
01 April 2017	1,859.4	1,873.7	(14.3)
Current service cost	83.6	83.6	-
Interest expense/(income)	142.9	144.0	(1.1)
Total amount recognised in profit or loss	226.5	227.6	(1.1)
<i>Remeasurements</i>			
Transfer In / (Out)	15.7	15.7	-
Actuarial (gain)/loss on obligations	1.5	31.2	(29.7)
Total amount recognised in other comprehensive income	17.2	46.9	(29.7)
Employees contributions	173.5	173.5	-
Benefit payments	(218.9)	(218.9)	-
31 March 2018[#]	2,057.7	2,102.8	(45.1)
01 April 2018[#]	2,012.3	2,045.9	(33.6)
Current service cost	81.3	81.3	-
Interest expense/(income)	157.7	157.7	-
Total amount recognised in profit or loss	239.0	239.0	-
<i>Remeasurements</i>			
Actual return on plan assets less interest on plan assets	-	(33.0)	33.0
Actuarial (gain)/loss on obligations	-	-	-
(Gain)/loss from change in financial assumptions	-	-	-
Experience (gains)/losses	0.7	-	0.7
Total amount recognised in other comprehensive income	0.7	(33.0)	33.7
Employees contributions	201.3	201.3	-
Liabilities assumed / (settled)	49.1	49.1	-
Benefit payments	(292.5)	(292.5)	-
31 March 2019	2,209.9	2,209.9	-

[#]2017-18 figures include the three Provident fund trust at Kolkata which are transferred to EPFO as per order dated 21 February 2018.

b). Actuarial assumptions

	As at March 31, 2019	As at March 31, 2018
Discount rate	7.5%	8.1%
Expected rate of return on plan assets	8.1%	9.2%
Attrition Rate		
PB + LPB of all ages	7.5%	6.3%
SPB & Above of all ages	9.0%	6.1%
Others of all ages	2.4%	3.1%
Yield on assets based on the market value	7.9%	7.8%- 9.15%
Outstanding term of the liabilities	9.27 years	15.12 years
Interest rate guarantee	8.7%	8.65%
Mortality table	IALM (2012-14)	IALM (2006-08)
	Ultimate	Ultimate
Normal retirement age	60 years	60 years

Notes to the Financial Statements

for the year ended 31 March 2019

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

35. Provision for employee benefits (Contd..)

c). Total contribution charged to the Statement of Profit and Loss for the aforesaid schemes amounts to ₹ 116.8 million (31 March 2018 - ₹122.1 million).

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, 2019		Year ended March 31, 2018	
	Discount Rate *	Interest rate guarantee	Discount Rate	Interest rate guarantee
Impact of increase in 50 bps on DBO (in percentage)	0.0%	-2.0%	-6.9%	-5.5%
Impact of increase in 50 bps on DBO (in ₹ million)	-	(45.1)	(153.5)	(122.4)
Impact of decrease in 50 bps on DBO (in percentage)	-	-	-6.8%	-8.1%
Impact of decrease in 50 bps on DBO (in ₹ million)	-	-	(150.4)	(179.9)

* As at 31 March 2019, the value of the interest rate guarantee for the Company is zero and hence the liability has no sensitivity to the discount rate to be used for the valuation.

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

The Company is liable to fund any shortfall in its recognized Provident Fund trust "Alstom T&D India Limited Employee's Provident Fund Trust" (the Trust), as it is a defined benefit plan. The Trust's investments include ₹ 251 million (both secured and unsecured) in bonds of IL&FS group of entities. There has been a default of interest payment by these entities to the Trust during the year. On the basis of an internal evaluation and other publicly available information, the Company has made a provision of ₹ 71 million towards expected shortfall in the Provident Fund Trust.

(E) Other Information

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 ₹63.0 million (31 March 2018 ₹ 73.4 million)

(ii) Employer's Contribution to ESI ₹ 1.2 million (31 March 2018 ₹ 1.6 million)

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for the year ended 31 March 2019

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

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, 2019	Year ended March 31, 2018
Sale of products	17,175.4	17,263.7
Revenue from execution of contracts for projects and services	23,776.9	25,399.6
Sale of services	1,157.6	1,137.4
Other operating income	78.3	57.5
Revenue from operations	42,188.2	43,858.2

(ii) Geographical Information

	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from external customers		
India	36,095.6	39,240.4
Other countries*	6,092.5	4,617.8
	42,188.1	43,858.2

*Exports to any single country are not material to be disclosed

Note: Two customers accounts for approx 35% (31 March 2018 one customer accounts for 24%) of Company's total revenue from operations.

	Year ended March 31, 2019	Year ended March 31, 2018
Non-current assets**		
India	8,591.5	8,835.5
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 accruals which are disclosed under employee benefits is not material, hence, the required disclosures have not been provided.

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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 Albany Global Holdings BV, Netherlands	Intermediate Holding Company
ALSTOM B.V., Netherlands (w.e.f 20 December 2018)	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)
Mr. Stephane Cai (Chairman, Non Executive Director)
Mr. Gaurav Manohar Negi (Whole time Director and Chief Finance Officer)
Mr. Nagesh Tilwani (Whole time Director)
Mr. Bhanu Bhushan (Independent Director)
Mr. Kirit S Parikh (Independent Director)
Mr. Rakesh Nath (Independent Director)
Ms. Neera Saggi (Independent Director)

(iii) Fellow subsidiaries with whom transactions have taken place:

Grid Solutions Argentina S.A	Argentina	GE Grid Solutions Japan K.K.	Japan
GE Grid Australia Pty Ltd	Australia	General Electric International Operations Company, Inc. - JO	Jordan
Grid Solutions SAS	Bahrein	GE Power Services (Malaysia) Sdn. Bhd	Malaysia
Grid Solutions Belgium sprl	Belgium	GE Power Solutions (Malaysia) Sdn. Bhd	Malaysia
GE Digital Energy do Brasil Ltda	Brazil	GE Grid Solutions, S.A. de C.V.	Mexico
GE Energias Renovaveis Ltda	Brazil	GE Grid Solutions Maroc	Morocco
Grid Solutions Transmissao de Energia Ltda	Brazil	GE International Operations (NIG) Limited	Nigeria
Reason Tecnologia S.A.	Brazil	GE Power Sp.z.o.o.	Poland
GE Multilin	Canada	Grid Solutions Portugal, Lda.	Portugal
Grid Solutions Canada ULC	Canada	Grid Solutions SAS	Qatar
ALSTOM Shanghai Instrument Transformers Co., Ltd	China	Grid Solutions Romania Srl	Romania
GE (Wuhan) Engineering & Technology Co., Ltd	China	General Electric International, Inc.	Saudi Arabia
GE Grid (Shanghai) Co., Ltd	China	COGEX	Saudi Arabia
GE Grid Technology Centre Co Ltd	China	Grid Solutions Arabia Ltd Co	Saudi Arabia
GE High Voltage Switchgear (Suzhou)	China	GE Energy (Singapore) Pte. Ltd	Singapore
GE Energy Colombia S.A.	Colombia	GE Grid Solutions Pte. Ltd	Singapore
Grid Solutions for Electrical Networks S.A.E.	Egypt	General Electric International, Inc	Singapore
Grid Solutions Oy	Finland	General Electric South Africa (Pty) Ltd	South Africa
ALSTOM Power Conversion SAS	France	Kelman Distributors Africa (Pty) Ltd	South Africa
GE IS&T SAS	France	GE Grid Solutions S.A.	Spain
GE Support France	France	GE Power Management S.L.	Spain
Grid Solutions SAS	France	GE Renewable Hydro Spain, S.L	Spain
GE Grid GmbH	Germany	GE Grid (Switzerland) GmbH	Switzerland
GE Grid Messwandler GmbH	Germany	General Electric (Switzerland) GmbH	Switzerland
GE Intelligent Platforms GmbH	Germany	General Electric Technology GmbH	Switzerland

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

38. Related party transactions (Contd..)

General Electric Deutschland Holding GmbH	Germany	Grid Solutions (Thailand) Ltd	Thailand
Grid Solutions Hellas S.A. Electrical Commercial and Construction Company	Greece	Grid Solutions Enerji Endustrisi A.S.	Turkey
GE Grid Solutions Limited	Hong Kong	GE Middle East FZE	UAE
GE Infrastructure Hungary Holding Kft	Hungary	General Electric International Operations Company	UAE
GE BE Private Ltd	India	Grid Solutions Middle-East (FZE)	UAE
GE Global Sourcing India Private Ltd	India	Grid Solutions SAS	UAE
GE India Industrial Private Ltd	India	GE Energy Power Conversion UK Limited	United Kingdom
GE Intelligent Platforms Private Ltd	India	GE Grid Solutions (UK) Ltd	United Kingdom
GE Oil & Gas India Private Ltd	India	General Electric Energy UK Ltd	United Kingdom
GE Power Conversion India Pvt. Ltd.	India	General Electric International, Inc	United Kingdom
GE Power India Ltd	India	GE Grid Solutions, LLC	USA
GE Power Systems India Private Limited	India	GE Packaged Power, Inc.	USA
GE Power Systems India Private Limited (formerly ALSTOM Bharat Forge Power Private Ltd)	India	GE Working Capital Solutions, LLC	USA
Indo Tech Transformers Ltd	India	General Electric Company	USA
Wipro GE Healthcare Private Limited	India	General Electric International, Inc	USA
GE Operations Indonesia, PT	Indonesia	GRID Solutions (U.S.) LLC	USA
PT Grid Solutions Indonesia	Indonesia	Instrument Transformers, LLC	USA
PT Unelec Indonesia	Indonesia	GE Vietnam Limited	Vietnam
GRID Solutions S.p.A.	Italy	Grid Solutions Vietnam Company Ltd	Vietnam

(iv) Employee benefit trusts where control exists:

Alstom T&D India Limited (Pallavaram PF, Trust)	
Alstom T&D India Limited (Regional PF Trust, Kolkata)	(upto 21 February 2018)
Alstom T&D India Limited (Staff PF Trust, Kolkata)	(upto 21 February 2018)
Alstom T&D India Limited (Senior Staff PF Trust, Kolkata)	(upto 21 February 2018)

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38. Related party transactions (Contd..)

Related party transactions and balances:

Description	For the year ended March 31, 2019						For the year ended March 31, 2018					
	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
Transactions												
Revenue from operations												
GE Power Systems India Private Ltd, India			1,317.2									
General Electric Energy UK Ltd, United Kingdom			916.0									
Grid Solutions SAS, France			366.8									
GE Grid Solutions, S.A. de C.V., Mexico			295.5									
GE Grid Solutions Pte Ltd, Singapore			199.2									
COGELEX, Saudi Arabia			194.5									
GE Power Services (Malaysia) Sdn. Bhd, Malaysia			181.2									
GE High Voltage Switchgear (Suzhou), China			171.8									
GRID Solutions (U.S.) LLC, USA			155.4									
General Electric Technology Gmb, Switzerland			148.4									
Grid Solutions Portugal, Lda., Portugal			139.9									
GE Power India Ltd, India			125.2									
GE Grid Australia Pty Ltd, Australia			122.2									
GE Grid GmbH, Germany			115.8									
Grid Solutions Transmissao de Energia Ltda, Brazil			107.9									
PT Grid Solutions Indonesia			99.4									
GE Power Conversion India Pvt. Ltd, India			61.5									
Others			415.6									
Purchase of raw material, components consumed and project related costs												
Grid Solutions SAS, France			614.1									
General Electric Energy UK Ltd, United Kingdom			194.7									
GE Multilin, Canada			182.8									
GRID Solutions S.p.A., Italy			181.7									
GE Grid (Switzerland) GmbH, Switzerland			117.2									
GE Grid GmbH., Germany			102.9									
Reason Tecnologia S.A.			98.1									
Indo Tech Transformers Ltd., India			92.4									
GE Grid Solutions (UK) Ltd, United Kingdom			80.5									
GE Power Management S.L., Spain			44.4									
GE High Voltage Switchgear (Suzhou)			42.2									
others			182.5									

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

38. Related party transactions (Contd..)

Description	For the year ended March 31, 2019						For the year ended March 31, 2018							
	Ultimate Holding company	Immediate Holding company / Intermediate Holding company	Subsidiaries	Fellow	Key management personnel	Others	Employee benefit trusts	Ultimate Holding company	Immediate Holding company / Intermediate Holding company	Subsidiaries	Fellow	Key management personnel	Others	Employee benefit trusts
Transactions														
Purchase of Services - Others														
Grid Solutions SAS, France				689.4							273.0			
GE India Industrial Private Ltd, India				832.5							295.4			
Others				84.7							57.4			
Purchase of property, plant and equipment														
General Electric Energy UK Ltd, United Kingdom				3.2							-			
GE BE Private Ltd., India				1.5							-			
GE Intelligent Platforms GmbH, Germany				0.2							-			
GE Grid (Switzerland) GmbH, Switzerland				-							3.6			
Grid Solutions SAS, France				-							1.1			
Technology licence fee and others														
General Electric Technology GmbH, Switzerland				421.5							476.4			
General Electric Energy UK Ltd, United Kingdom				155.2							120.9			
Grid Solutions SAS, France				18.1							19.9			
Grid Solutions (U.S.) LLC (formerly ALSTOM Grid LLC), USA				13.6							18.8			
Trade mark fees														
General Electric Company, USA	395.1							396.5						
Interest														
GE Power India Limited, India				-							43.8			
Grid Equipments Private Limited, India									102.2					
Dividend remitted														
Grid Equipments Private Limited, India		315.9							315.9					
GE Grid Alliance BV., Netherlands		29.8							29.8					
Borrowings availed														
Grid Equipments Private Limited, India		-							440.0					
Borrowings repaid														
GE Power India Limited, India				-						2,200.0				
Grid Equipments Private Limited, India		-							2,220.0					
Key management personnel Remuneration														
Sunil Wadhwa												25.2		
Gaurav Manohar Negi												17.7		
Nagesh Tiwari												11.8		
Key management personnel compensation *														
Short-term employee benefits												52.2		
Post-employment benefits												2.5		
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 31 March 2019

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

38. Related party transactions (Contd..)

Description	For the year ended March 31, 2019						For the year ended March 31, 2018					
	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
Transactions												
Contribution to employee related trusts												
Alstom T&D India Limited (Pallavaram PF Trust)						81.2						83.6
Closing balances												
Trade receivables												
GE Power Systems India Private Ltd, India			197.8									
General Electric Energy UK Ltd, United Kingdom			189.9						132.4			
GE Power Services (Malaysia) Sdn. Bhd			94.6						1.3			
Grid Solutions (U.S.) LLC, USA			87.0						54.8			
GE Power Conversion India Pvt. Ltd, India			81.2						125.1			
GE Grid GmbH, Germany			76.1						27.6			
GE Power India Ltd, India			72.1						138.8			
Grid Solutions SAS, France			58.3						56.2			
GE Grid Solutions, S.A. de C.V., Mexico			57.2						100.8			
PT Grid Solutions Indonesia			56.4						27.1			
GRID Solutions SpA., Italy			54.6						8.7			
GE High Voltage Switchgear (Suzhou), China			42.0						33.0			
Grid Solutions Transmissao de Energia Ltda			28.8						16.7			
GE Grid Solutions Pte. Ltd, Singapore			27.8						61.5			
GE Grid Australia Pty Ltd, Australia			26.1						24.4			
COGEX, Saudi Arabia			25.2						27.0			
Others			92.9						145.2			
Advance from customer												
GE Power Systems India Private Ltd, India			-						291.3			
Trade payables												
Grid Solutions SAS, France			657.4						582.8			
General Electric Energy UK Ltd, United Kingdom			421.5						218.2			
General Electric Technology GmbH, Switzerland			263.9						709.0			
GE India Industrial Private Ltd, India			261.6						242.9			
GRID Solutions (U.S.) LLC, USA			103.0						40.2			
GE Grid GmbH, Germany			96.0						0.2			
GE Grid Solutions (UK) Ltd, United Kingdom			78.9						45.0			
GRID Solutions SpA., Italy			68.2						21.5			
GE Grid (Switzerland) GmbH, Switzerland			58.7						49.6			
GE Multilin, Canada			51.7						20.6			
General Electric Company, USA	20.3						846.1					
Reason Tecnologia S.A., Brazil			7.1						28.6			
Others			183.2						153.2			

*Does not include gratuity and compensated absences as these are provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.

Notes to the Financial Statements

for the year ended 31 March 2019

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

39. Contingent liabilities

	As at March 31, 2019	As at March 31, 2018
(a) Contingent liabilities		
(i) Demands relating to		
Sales tax matters	2,673.1	1,343.8
Excise duty and service tax matters	53.6	48.3
(ii) Claims against the Company not acknowledged as debts pertaining to legal cases	209.8	230.2

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 ended 31st March 2018, the Company's internal reviews identified some weaknesses in carrying out certain testing procedures in respect of certain products. The management had 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
- There are numerous interpretative issues relating to the recent Supreme Court (SC) judgement on Provident fund dated 28th February 2019. The Company is in compliance with the Hon'ble Supreme Court judgement for the year ending 31st March 2019. The Company will update its provision for any prior periods if required, on receiving further clarity on the judgement. The Company does not expect the impact to be material.

40. Capital and other commitments

	As at March 31, 2019	As at March 31, 2018
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for in these accounts (net of advances)	31.5	16.6
	31.5	16.6

41. Earnings/(loss) per share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic earnings per share calculation are as follows:

(a) Basic/diluted earnings per share

	As at March 31, 2019	As at March 31, 2018
Earnings attributable to the equity holders of the Company	2,126.7	2,087.6
Weighted average number of equity shares	25,60,49,135	25,60,49,135
Total basic/ diluted earnings per share attributable to the equity holders of the Company	8.31	8.15

Notes to the Financial Statements

for the year ended 31 March 2019

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

42. Revenue from Contracts with Customers

a) Disaggregated revenue information

	As at March 31, 2019
Revenue by Geography	
India	36,095.6
Other countries*	6,092.5
	42,188.1

*Exports to any single country are not material to be disclosed

	As at March 31, 2019
Revenue by offerings	
Sale of products	17,175.4
Revenue from execution of contracts for projects and services	23,776.9
Sale of services	1,157.6
Other operating income	78.3
	42,188.2

b) Contract balances

	As at March 31, 2019
Trade receivables	20,202.5
Advance from customers (Contract liabilities)	3,531.4
Deferred income	5,968.0
Contract assets *	2,985.5
	32,687.4

*Contract asset is a right that is conditioned on something other than the passage of time therefore a contract asset is not a financial instrument. In Company's contracts with customers, since the contractual right to payment arises only upon achievement of milestones specified in the contract, it is believed that the performance completed until the achievement of a particular milestone should be recorded as a contract asset under non-financial assets. In March 2019, ₹52.6 million (March 2018: ₹Nil) was recognised as provision for expected credit losses on contract assets.

During the year ended 31 March 2019, ₹1,440.6 million of contract assets pertaining to the long term contracts as of 1 April 2018 has been reclassified to trade receivables upon billing to customers on completion of milestones.

During the year end 31 March 2019 the company recognise revenue of ₹5,848.8 million arising from opening deferred income as of 1 April 2018.

c) No significant adjustment expected in contract price for revenue recognised in statement of profit and loss.

d) Performance Obligation

Information about the company's performance obligations are summarised below:

Execution of long term contract for projects

- a) Long term (Construction type) contracts - The long term contracts are ordinarily presumed to consist of combined obligations which are not distinct in the context of the contract (i.e., single performance obligation). This is highly attributed to the long-term construction-nature of the projects, whereby deliverables are typically highly interrelated and combined. The typical scope of turnkey contracts (EPC) arrangements includes Engineering, manufacturing, shipment, delivery installation, testing, erection and commissioning and civil works. Although there are several components to the overall scope of the contract, the turnkey contracts (EPC) are generally considered one performance obligation.

Notes to the Financial Statements

for the year ended 31 March 2019

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

42. Revenue from Contracts with Customers (Contd..)

- b) Products manufacturing and erection, commissioning and installation contracts- These contracts comprising of two performance obligations of supply of products and erection and commissioning thereof. When the manufacturing stage is complete, factory acceptance testing procedures are performed to ensure the equipment meets customer specifications and may involve the customer physically observing the testing procedures. Revenue from contracts, where the performance obligations are satisfied over time and other consideration, is recognized as per the percentage of completion method. The Company uses the percentage of completion method based on the efforts or costs expended to the date as a proportion of the total efforts or costs to be expended.

For certain products like transformers and Gas Insulated Switchgears, percentage of completion is followed basis acceptance of "Factory Acceptance test" (FAT) carried by the customer basis the Company's assessment that these products being manufactured have an alternative use till the time FAT is carried out.

Company as part of its contracts, provides warranties of the equipment for defects arising out of poor workmanship, inferior material or manufacturing. Such warranty provided is in the nature of assurance warranty and is not accounted for as a separate performance obligation.

e) Remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue.

The aggregate value of performance obligations that are completely or partially unsatisfied as at 31 March 2019 is ₹63,957 million. The conversion to revenue is highly dependent on meeting the delivery schedules, contractual terms and conditions with customers, availability of customer sites, changes/ variation in scope/ prices etc. In view of these, it is not practical to define the accurate percentage of conversion to revenue. However, it will be in a range of 1 to 3 years.

- f) There was no revenue recognised in the current year ended 31 March 2019 from performance obligations satisfied (or partially satisfied) in previous periods due to no significant changes in transaction price.

43. Impact on transition to Ind AS 115

Effective 1 April 2018, the Company adopted Ind AS 115, "Revenue from Contracts with Customers" using the cumulative effect approach, as per the transitional provision option available to the Company. The Company also reassessed the revenue recognition method in respect of measuring percentage of completion for applicable products/ services projects. The key changes in accounting policies included non-discounting of retention money as it is considered to ensure Company's obligation rather than provision of finance to the customer and change in method of measuring percentage of completion measured by segmented portions of the contract, i.e. Contract Milestones achieved to actual costs incurred. As a result, the cumulative effect of ₹817.1 million (net of tax impact ₹424.1 million) has been recognized as addition to retained earnings as at 1 April 2018. It is impracticable to determine the adjustments/ impact of the above changes on the comparatives. Accordingly, the comparatives have not been retrospectively adjusted, i.e it is presented, as previously reported, under earlier revenue recognition standards.

The breakup of the above mentioned impact is as follows:

Particulars	As at March 31, 2019
Reduction in cost to come (trade payables)	(3,507.7)
Reduction in projects work in progress (inventories)	4,143.9
Related impact on provision for warranty	(28.8)
Related impact on contract assets	(408.3)
Increase in trade receivables due to non-discounting of retention money	(1,440.2)
Total	(1,241.2)
Deferred tax impact of above	493.7
Current tax impact of above	(69.6)
Impact on retained earning as at 01 April 2018	(817.1)

Notes to the Financial Statements

for the year ended 31 March 2019

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

44. In accordance with Ind AS 18 on "Revenue" and Schedule III to the Companies Act, 2013, Sales for the previous year ended 31 March 2018 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 was not recognised as part of sales as per the requirements of Ind AS 18. This had 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 31 March 2018 and in particular, sales and ratios in percentage of sales, are not comparable with the figures of the current year.

45. 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.

46. As part of the ongoing steps being taken by the Company to optimise the level of costs and to further improve the competitiveness in the Transformer business, the Company has offered a "Voluntary Retirement Scheme" on 13 May 2019 at one of its manufacturing facilities to assist in retiring its surplus workforce and reorganising its operations. Since, the offer has been made subsequent to year end and pending the outcome of the scheme, no impact of this is considered in these financial statements.

47. Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED")

	As at March 31, 2019	As at March 31, 2018
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	700.7	936.4
Interest thereon	30.5	11.4
(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	30.5	11.4
(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.

For **B S R & Associates LLP**

Chartered Accountants

Firm Registration Number: 116231W/W-100024

Manish Gupta

Partner

Membership no: 095037

Place: Noida

Date: 22 May 2019

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: Noida

Date: 22 May 2019

Gaurav Manohar Negi

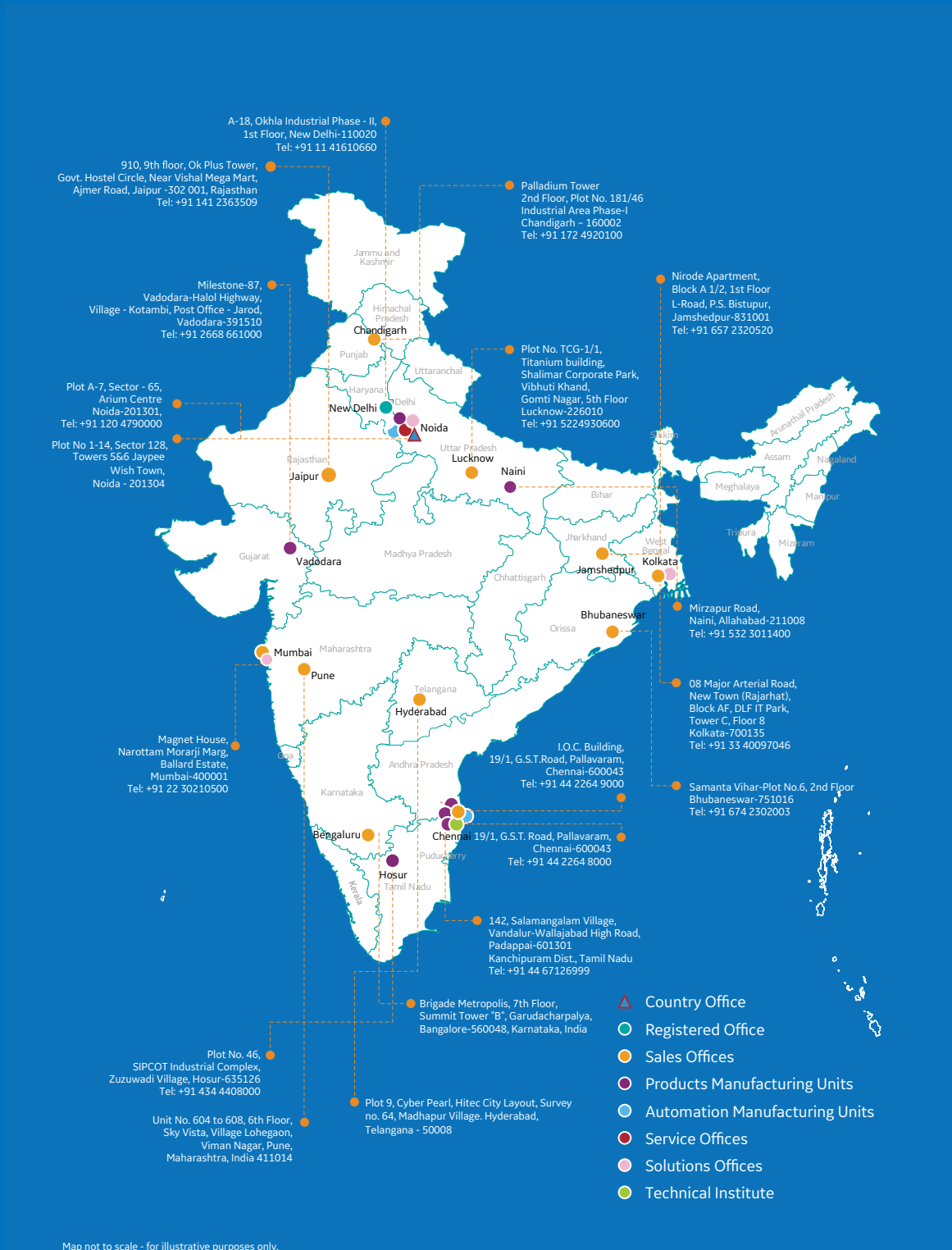
Whole-time Director & CFO

DIN no : 02835748

GLOSSARY

AC	Alternating Current	SCADA	Supervisory Control and Data Acquisition
AGM	Annual General Meeting	SEBI	Securities and Exchange Boards of India
AIS	Air Insulated Switchgear	HMEL	HPCL Mittal Energy
AT&C	Aggregate Technical & Commercial	HV	High Voltage
CCS	Conventional Control Systems	HVDC	High Voltage Direct Current
CDSL	Central Depository Services (India) Limited	ICT	Inter Connected Transformer
CSR	Corporate Social Responsibility	IEPF	Investor Education and Protection Fund
CSPTCL	Chattisgarh State Power & Transmission Co. Ltd.	IPDS	Integrated Power Distribution Scheme
DC	Direct Current	kV	Kilo Volt
DCS	Digital Control Systems	LCC	Line Commutated Converter
EHS	Environment, Health and Safety	LED	Light Emitting Diode
EHV	Extra High Voltage	MINR	Ministry of New and Renewable Energy
EMS	Energy Management Systems	MSETCL	Maharashtra State Electricity Transmission Corporation Limited
FACTS	Flexible Alternating Current Transmission Systems	MV	Mega Volt
GDP	Gross Domestic Product	TBS	Twin Balance Sheet
GE	General Electric	T&D	Transmission and Distribution
GIS	Gas Insulated Switchgear	TBCB	Tariff Based Competitive Bidding
GIS	Geospatial Information systems	UHVDC	Ultra High Voltage Direct Current
GST	Goods and Service Tax	UPPTCL	Uttar Pradesh Power Transmission Corporation Ltd.
MVA	Mega Volt Amp	VSC	Voltage Source Converter
MW	Mega Watt	WAMS	Wide Area Monitoring System
NPA	Non Performing Assets	kW	Kilo Watt
NSDL	National Depository Services Limited	MNRE	Ministry of New and Renewable Energy
NTPC	NTPC Limited	PSDF	Power System Development Fund
PAT	Profit After Tax	PFC	Power Finance Corporation Limited
PD	Performance Development	kWp	kilowattpeak
POSH	Prevention of Sexual Harassment		
PGCIL	Powergrid Corporation of India Limited		
PPA	Power Purchase Agreement		
R&D	Research and Development		
R&M	Renovation and Modernisation		
SAARC	South Asian Association for Regional Cooperation		

OUR GEOGRAPHICAL SPREAD IN INDIA



Map not to scale - for illustrative purposes only.

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GE T&D India Limited

Annual Report 2018-19