



**GE VERNOVA**

April 16, 2026

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy  
Towers,  
Dalal Street  
Mumbai-400 001

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla  
Complex, Bandra (East)  
Mumbai-400 051

**Symbol: GVT&D**

**Code No. 522275**

Dear Sir/Madam,

**GE Vernova T&D India Limited  
(Formerly known as GE T&D India Limited)  
L31102DL1957PLC193993**

**Corporate Office:** T-5 & T-6, Plot 1-14, Axis House,  
Jaypee Wishtown, Sector-128, Noida-201304, Uttar  
Pradesh

T +91 120 5021500

F +91 120 5021501

**Email id:** [secretarial.compliance@governova.com](mailto:secretarial.compliance@governova.com)

**Website:**

<https://www.governova.com/regions/asia/in/governova-td-india/financials>

**Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice alongwith Explanatory Statement, seeking approval of the members of Company for the following resolution, by way of remote e-voting only:

Sr. No.	Agenda Item	Type of Resolution
1.	To approve material Related Party Transaction(s) with GE Grid Solutions LLC	Ordinary

The Postal Ballot Notice is being sent today only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial owners as received from National Securities Depository Limited / Central Depository Services (India) Limited (CDSL) on the **cut-off date i.e. Friday, April 10, 2026**, and who have registered their e-mail addresses with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

Members whose names appear on the Register of Members/ List of Beneficial Owners as on the **cut-off date i.e. Friday, April 10, 2026** will be considered for the purpose of remote e-voting.

The remote e-voting period shall commence on **Friday, April 17, 2026**, at 9:00 A.M. (IST) and ends on **Saturday, May 16, 2026**, at 5:00 P.M. (IST).

The Postal Ballot Notice is also available on the website of the Company under the Reports and Financials Section: <https://www.governova.com/regions/asia/in/governova-td-india/financials>.

The results of the Postal Ballot will be announced within two working days from the last date of remote e-voting.

This is for your information and records.

**For GE Vernova T&D India Limited  
(Formerly known as GE T&D India Limited)**

**Shweta Mehta  
Company Secretary & Compliance Officer  
Membership No: A-18600  
Contact No.: +91-120-5021500**



GE VERNOVA

**GE Vernova T&D India Limited  
(Formerly Known as GE T&D India Limited)  
(CIN: L31102DL1957PLC193993)**

Regd. Off.: A-18, First Floor, Okhla Industrial Area, Phase II, New Delhi – 110 020, Tel. No. 91 11 41610660  
Website: <https://www.gevernova.com/regions/asia/in/gevernova-td-india>  
E-mail ID: [secretarial.compliance@gevernova.com](mailto:secretarial.compliance@gevernova.com)

**POSTAL BALLOT NOTICE**

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration Rules), 2014]

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 110 read with Section 108, and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), the Companies (Management and Administration) Rules, 2014, as amended, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) as set out hereunder are proposed for approval by the members of GE Vernova T&D India Limited (“**Company**”), by means of Postal Ballot through voting by electronic means only.

**SPECIAL BUSINESS:**

**1. To approve Material Related Party Transaction(s) with GE Grid Solutions LLC**

To consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the Listing Regulations”) [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, and Related Party Transactions Policy of the Company and subject to such approval(s) as may be necessary from time to time and based on the recommendations of Audit Committee and Board of Directors of the Company, the approval of members be and is hereby accorded to enter into / continue to enter into following transaction(s) with GE Grid Solutions LLC, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such material terms and conditions as detailed in the Explanatory Statement to this resolution pursuant to Section 102(1) of the Act:

Nature of Transaction	Amount in USD in Million
Sale and purchase of goods and/or availing and rendering of services, including project related services	Up-to 151

and on such other terms and conditions as the Board of Directors (including any committee thereof) may deem fit, provided that the said transaction(s) so carried out shall be at arm's length basis, in the ordinary course of business and in the interest of the Company.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorised to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**By order of the Board of Directors  
For GE Vernova T&D India Limited  
(Formerly Known as GE T&D India Limited)**

**Place : Gurugram  
Date : March 18, 2026**

**(Shweta Mehta)  
Company Secretary  
M. No.: A18600**

**Regd. Off.:**  
A-18, First Floor,  
Okhla Industrial Area,  
Phase II, New Delhi – 110 020

## Notes:

1. The relevant Explanatory Statement pursuant to Sections 102 read with section 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the proposed Resolution is appended herein below for your consideration.
2. In conformity with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial owners as received from National Securities Depository Limited / Central Depository Services (India) Limited (CDSL) on the **cut-off date i.e. Friday, April 10, 2026**, and who have registered their e-mail addresses with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
3. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the **cut-off date i.e. Friday, April 10, 2026** will be considered for the purpose of voting i.e. only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on **cut-off date i.e. Friday, April 10, 2026**.
4. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations, the Company is providing facility to its members, to enable them to cast their votes electronically (hereinafter referred to as the “**Remote e-Voting/ e-Voting**”). The Company has appointed National Securities Depository Limited (“**NSDL**”) to enable the members to cast their votes electronically through Remote e-Voting. The instructions for electronic voting/Remote e-Voting are annexed to this Notice.
5. A copy of this Postal Ballot Notice is also available on the website of the Company under the Reports and Financials Section: <https://www.governova.com/regions/asia/in/governova-td-india>, the relevant section of the website of BSE Limited: <http://www.bseindia.com> and National Stock Exchange of India Limited: <http://www.nseindia.com> on which the Equity Shares of the Company are listed and on the website of NSDL: <http://www.evoting.nsdl.com>.
6. The Remote e-Voting period shall commence on **Friday, April 17, 2026, at 9:00 A.M. (IST)** and ends on **Saturday, May 16, 2026, at 5:00 P.M. (IST)**. The Remote e-Voting module shall be disabled for voting thereafter and Remote e-Voting shall not be allowed beyond the aforesaid date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the **cut-off date, i.e., Friday, April 10, 2026**, shall cast their vote.
7. The Board of Directors of the Company has appointed Mr. Manish Gupta, Managing Partner (FCS-5123 and C.P. 4095) and in his absence Mr. Sachin Khurana, Partner (FCS-10098 and C.P. 13212), Partners of M/s. RMG & Associates, Company Secretaries, New Delhi as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
8. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman. The result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorized, on or before **Tuesday, May 19, 2026**. The Scrutinizer’s decision on the validity of the Remote e-Voting shall be final and binding.

9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company: <https://www.gevernova.com/regions/asia/in/gevernova-td-india> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Chairman. The results shall also be immediately submitted to the BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolution, if passed by requisite majority, shall be deemed to have been passed on **Saturday, May 16, 2026, i.e.** the last date specified for Remote e-Voting. Further, Resolution passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if these have been passed at a General Meeting of Shareholders convened in that behalf.
11. All documents referred to in this notice, if any, will be available for inspection only through electronic mode on all working days during business hours from the date of circulation of Postal Ballot Notice until the last date of Remote e-Voting i.e **Saturday, May 16, 2026**. Members may send their requests to [secretarial.compliance@gevernova.com](mailto:secretarial.compliance@gevernova.com) from their registered e-mail address mentioning their names, folio numbers/ DP ID and Client ID during the Remote e-Voting period
12. SEBI vide Master Circular for Registrars to an Issue and Share Transfer Agents dated June 23, 2025, has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details), signatures and nomination details by holders of physical securities in prescribed forms. Any service requests or grievance received from the member holding shares in physical form are being processed by Registrar and Share Transfer Agents only on receipt of aforesaid details/ documents at their address i.e. CB Management Services (P) Ltd, Unit: GE Vernova T&D India Limited, Rasoi Court, 5<sup>th</sup> Floor, 20 Sir R N Mukherjee Road, Kolkata, West Bengal, 700001.
13. Members whose KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.) or e-mail address is not registered/ updated with the Company or with their respective Depository Participant(s) , and who wish to receive the communications sent by the Company from time to time, can get their KYC details and e-mail address registered/ updated by following the steps as given below:
  - a) Members holding shares in physical form, by submitting duly filled Form ISR-1 along with self- attested copy of the PAN linked with Aadhaar; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving License, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, to the Registrar and Share Transfer Agents, CB Management Services (P) Ltd, Unit: GE Vernova T&D India Limited, Rasoi Court, 5<sup>th</sup> Floor, 20 Sir R N Mukherjee Road, Kolkata, West Bengal, 700001; and
  - b) Members holding shares in demat form may update their KYC details and e-mail address with their Depository Participant(s).

The formats for updation of KYC details in accordance with the SEBI circular are available on the Company's website at <http://www.gevernova.com/regions/asia/in/gevernova-td-india/reports-financials>

## Procedure & instructions for Remote e-Voting

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





### Step 1: Access to NSDL e-Voting system

#### A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Master circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities, Individual shareholders holding securities in demat mode may vote, by way single login credentials, through their demat account or through website of Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access Remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual	OTP based login
Shareholders holding securities in demat mode with NSDL.	For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.
	<b>NSDL IDeAS facility</b> <ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL i.e <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID, Password and verification code. After successful authentication, you will be able to see e-Voting services under “<b>Value added services</b>”. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote-e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li></ol>

	<p><b>E-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number i.e. DPID and Client ID held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against the Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.</li> <li>2. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 20px;">   </div>

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User Id and Password. Option will be made available to reach e-Voting page without any further authentication. The users who login to Easi /Easiest are requested to visit CDSL website : <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing My Easi Username and Password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. NSDL for casting your vote during the Remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile Number &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the</li> </ol>

	evoting is in progress and also able to directly access the system of e-Voting Service Provider i.e. NSDL.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B. Login Method for Remote-e-Voting other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**NSDL e-Voting website**

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
----------------------------------------------------------------	------------------

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*****.
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*****
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. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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 to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) 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 in your mailbox. Open the email and open the attachment i.e. a .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'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
7. 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](http://www.evoting.nsdl.com).
8. Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
10. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

**C. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

**D. Now, you will have to click on "Login" button.**

**E. After you click on the "Login" button, Home page of e-Voting will open.**

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

- Select “EVEN” of Company during the Remote e-Voting period
- Now you are ready for Remote 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

In pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting. In view of the above, Body corporates/Institutional members (i.e. other than individual, HUF, NRI etc.) are entitled to appoint authorized representative(s) to cast their votes through remote e-Voting. In this regard, such members are required to send a latest certified copy of the Board Resolution/Authorization letter/Power of Attorney (in PDF/ JPEG format) authorizing their representative to vote on their behalf through remote e-Voting. The said Board Resolution /Power of Attorney/Authority Letter shall be sent through their registered email-Id at [manish@rmgcs.com](mailto:manish@rmgcs.com) with a copy marked to [secretarial.compliance@gevernova.com](mailto:secretarial.compliance@gevernova.com) latest by Friday, May 15, 2026. The same may also be uploaded in the e-Voting module by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab of the NSDL e-Voting portal.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre- NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTION SET OUT IN THIS NOTICE**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) by email to the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. at [rt@cbmsl.com](mailto:rt@cbmsl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhar Card) to the email address of the Registrars and Share Transfer Agents of the Company, M/s C B Management Services Pvt. Ltd. [rt@cbmsl.com](mailto:rt@cbmsl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 A** i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

### **ITEM No. 1**

The Company proposes to enter/continue to enter transactions with GE Grid Solutions LLC for sale and purchase of goods and/or availing and rendering of services including project-related services. The Company pursue business in overseas as well as in domestic markets. In order to pursue the business, the Company regularly engages in sale and purchase of goods and/or availing and rendering of services, including project related services from/to GE Grid Solutions LLC, a related party(s) of the Company. The transactions are entered in the ordinary course of business, at arm's length and in the interest of the Company.

GE Grid Solutions LLC and GE Vernova T&D India Limited are part of the GE Vernova group and are related to each other as fellow subsidiaries of GE Vernova Inc.

GE Grid Solutions LLC is based in USA and part of Electrification segment of GE Vernova group, which enables power utilities and industries to effectively manage electricity from the point of generation to consumption, helping improve the reliability, efficiency, and stability of the grid.

The proposed transactions are considered as related party transactions, and in terms of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), related party transactions require prior approval of the Audit Committee.

In terms of the Listing Regulations and Related Party Transactions Policy, if the consolidated turnover of the listed Company is up-to 20,000 Crore, any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

The proposed related party transactions taken together with the transactions already undertaken will exceed the threshold of 10% of the annual turnover of the Company as per the last audited financial statements and therefore would require prior approval of the shareholders (non-related members).

The Transfer Pricing Policy of the Company governed by the provisions of Income Tax Act, 1961 and approved by the Audit Committee of the Company, defines pricing / margins to be used for related party transactions on the basis of nature of transactions, nature of product / services, risk profile under the agreement, cost elements, nature of order and destination country. Pricing / margins principals as defined under Transfer Pricing Policy are benchmarked by an independent transfer pricing consultant which is based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961, to be at arm's length basis i.e as if these transactions are carried out with any third party customer/ vendor (which is a non-related party). These transfer pricing margins are subject to periodic review and updates in response to changing circumstances.

The details as required under SEBI Industry Standards on "Minimum information to be provided to the Audit and Shareholders for approval of Related Party Transactions" as provided by the management to the Audit Committee are as under:

<b>S. No.</b>	<b>Requirements</b>	<b>Related Party Details</b>
1.	Name of the related party	GE Grid Solutions LLC
2.	Country of incorporation of the related party	United State of America
3.	Nature of business of the related party	<p>GE Grid Solutions LLC is based in US and part of Electrification segment of GE Vernova group, which enables power utilities and industries to effectively manage electricity from the point of generation to consumption, helping improve the reliability, efficiency, and stability of the grid.</p> <p>GE Vernova Inc. is a global leader in the electric power industry, with products and services that generate, transfer, orchestrate, convert, and store electricity. GE</p>

		Vernova Inc. designs, manufactures, delivers, and service technologies to create a more reliable, secure, and sustainable electric power system, enabling electrification and decarbonization, underpinning the progress and prosperity of the communities it serves. GE Vernova Inc. is a purpose-built company, positioned with a unique scope and scale of solutions to help accelerate the energy transition, while servicing and growing its installed base and strengthening its own profitability and stockholder returns.
4.	Relationship between the listed entity and the related party (including nature of its concern (financial or otherwise))	The Company and GE Grid Solutions LLC are part of GE Vernova group and related to each other as fellow subsidiaries of GE Vernova Inc.
5.	Shareholding of the listed entity, whether direct/indirect, in the related party.	Nil
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	Not Applicable
7.	Shareholding of the related party, whether direct/indirect, in the listed entity	Nil
8.	Total amount of all the transactions undertaken by the listed entity <del>or subsidiary</del> with the related party during the last financial year: <ul style="list-style-type: none"> <li>• Sale and Purchase of goods</li> </ul>	INR 702.0 million for Financial Year 2024-25
9.	Total amount of all the transactions undertaken by the listed entity <del>or subsidiary</del> with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	INR 963.6 million (From April 1, 2025 to December 31, 2025)
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity <del>or its subsidiary</del> during the last financial year.	Nil
11.	Amount of the proposed transactions being placed for approval in the meeting of the <del>Audit Committee</del> /shareholders.	Up-to USD 151 million  <i>(Equivalent to approximately INR 13,600 million at the conversion rate of 1 USD= INR 90. The actual amount of transactions may vary due to change in conversion rate of USD to INR)</i>
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	31.7%
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable

15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	7.7%								
16.	Financial performance of the related party for the immediately preceding financial year	<p style="text-align: right;">Amount in INR million</p> <table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">Particulars</th> <th style="text-align: left;">Financial year 2025</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1,76,579.2</td> </tr> <tr> <td>Profit After Tax</td> <td>13,756.9</td> </tr> <tr> <td>Net worth</td> <td>2,252.1</td> </tr> </tbody> </table> <p>The above financials were prepared in USD currency which has been converted to INR basis the year end forex conversion rate of 1 USD= INR 89.85.</p>	Particulars	Financial year 2025	Turnover	1,76,579.2	Profit After Tax	13,756.9	Net worth	2,252.1
Particulars	Financial year 2025									
Turnover	1,76,579.2									
Profit After Tax	13,756.9									
Net worth	2,252.1									
17.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and purchase of goods and/or availing and rendering of services, including project related service								
18.	Details of each type of the proposed transaction	Sales and purchase of goods and/or availing and rendering of services including project related services for various products manufactured by the Company/related party including Power transformers.								
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Up-to 2 years (The orders will be booked during the period of one year from the date of approval and will be executed over the period of 2 years)								
20.	Whether omnibus approval is being sought?	Yes								
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>Up-to USD 151 million*</p> <p>(The orders will be booked during the period of one year from the date of approval and will be executed over the period of 2 years).</p> <p><i>(*Equivalent to approximately INR 13,600 million at the conversion rate of 1 USD= INR 90. The actual amount of transactions may vary due to change in conversion rate of USD to INR)</i></p>								
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The Company regularly executes transactions with related parties for sale and purchase of goods and/or availing and rendering of services, including project-related services. These business opportunities support in furtherance of the revenue and profitability of the Company. The expertise, complementary nature, strength, technology and competencies available within the GE Vernova group are leveraged for enhancing operational efficiency through these transactions which are in the best interest of the Company.</p> <p><b><u>Sale of goods and/or rendering of Services</u></b></p> <p>The sale orders from GE Grid Solutions LLC are estimated to lead to increased orders and higher sales volumes. It is expected to support in improving contribution margins, through better pricing. These factors together will enhance overall net profitability, strengthening the Company's financial performance and competitive position. These</p>								

		<p>orders provide access to international markets and optimize the utilization of manufacturing capabilities of the Company. The Company sells its products as standalone offerings, even if it does not directly meet the full technical specifications required for the end customer's turnkey project as overall requirement of turnkey projects are fulfilled by the related party. Further, sale orders to GE Grid Solutions LLC provide better payment terms and lesser risk for the Company.</p> <p><b><u>Purchase of goods and/or availing services</u></b></p> <p>The Company procures specific products, components and services from GE Grid Solutions LLC as it possesses the requisite technical expertise and specialized manufacturing capabilities necessary to produce such components, which are uniquely associated with the proprietary GE Vernova brand name and underlying GE Vernova technology. These components are integral to the composite or bundled products that the Company manufactures and supplies to its end customers. Further, the components sourced are not fungible or interchangeable with those available from third-party suppliers. Further, the purchase of goods and services from GE Grid Solutions LLC, USA enables better delivery planning compared to external suppliers and also enhances supply chain efficiency and operational reliability. The procurement of these components from GE Grid Solutions LLC, USA is further justified by explicit market demand, as the end customers have demonstrated a clear preference for, and in many instances specifically required, products bearing the GE Vernova brand.</p>
23.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	Not Applicable
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
25.	Other information relevant for decision making.	Not Applicable
26.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
27.	Basis of determination of price.	The Transfer Pricing Policy of the Company which is based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961, defines pricing / margins to be used for related party transactions on the basis of nature of transactions, nature of product / services, risk profile under the agreement and destination country.

		Pricing / margins principles as defined under Transfer Pricing Policy are benchmarked by an independent transfer pricing consultant based on generally accepted guidelines including OECD guidelines and Income Tax Act, 1961, to be at arm's length basis i.e as if these transactions are carried out with any third-party customer/ vendor.
28.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade Advances b. Tenure c. Whether same is self-liquidating?	Not Applicable

The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Executive Officer and Whole Time Director and Chief Financial Officer of the Company that these material-related party transactions shall be in the ordinary course of business, on arm's length basis and in the interest of the Company.

The Audit Committee and the Board of Directors of the Company at their respective meetings held on March 18, 2026, approved and recommended for approval of members, the aforesaid related/material related party transactions. In terms of Listing Regulations, the Audit Committee, has defined material modification to be an increase beyond 10% on amount approved by the Audit Committee/ Board / Shareholders as the case may be or 0.5% of turnover of the Company, whichever is higher, for Related Party Transactions for each Related Party.

All the related party transactions shall be at arm's length and in the interest of the Company.

The Company is seeking approval of non-related members by way of Ordinary Resolution for entering into/ continue to enter into material related party transactions with GE Grid Solutions LLC. The Shareholders' approval for material Related Party Transactions shall be valid upto one year from the date of approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the ordinary resolution as set out in Item no. 1 of this postal ballot notice for the approval of members.

**By order of the Board of Directors  
for GE Vernova T&D India Limited  
(Formerly known as GE T&D India Limited)**

**Place : Gurugram  
Date : 18.3.2026**

**(Shweta Mehta)  
Company Secretary  
M.No.: A18600**

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