

**NOTICE**

**NOTICE** is hereby given that the 27<sup>th</sup> Annual General Meeting ('AGM') of the Members of Indo Tech Transformers Limited will be held at Hotel Fairfield by Marriott, FSP, Mambakkam, Sriperumbudur, Kancheepuram District, Tamil Nadu 602105 on Wednesday, August 14, 2019 at 1.30 P.M to transact the following business:-

**ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the Audited Financial statements for the financial year ended 31<sup>st</sup> March 2019 and the Reports of the Directors and Auditors thereon.
- (2) To appoint a Director in place of Mr. Ricardo Suarez Garza (DIN: 07194157), who retires by rotation and being eligible, offers himself for re-appointment.
- (3) To appoint M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the company and to authorize the Board of Directors to fix their remuneration.

**"RESOLVED that** M/s B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. – 101248W/W-100022), KRM Tower, 1st & 2nd Floor, No 1, Harrington Road Chetpet, Chennai-600 031, India be and are hereby appointed as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company, at a remuneration and reimbursement of out of pocket expenses to be decided by the Board of Directors, as they may deem fit.

**SPECIAL BUSINESS:**

- (4) **Appointment of Mr. Gunjan Bhartia (DIN: 03366633) as Director**

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

**RESOLVED that** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Gunjan Bhartia having Director Identification Number 03366633 who was appointed by the Board of Directors, as an Additional Director of the Company with effect from September 24, 2018 pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment, be and is hereby appointed as a Director of the Company and liable to retire by rotation.

- (5) **Appointment of Mr. Shridhar Gokhale (DIN: 08349732) as Director of the Company**

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution:**

**RESOLVED that** pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 ("the Act") read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Shridhar Gokhale having Director Identification Number 08349732 who was appointed by the Board of Directors, as an Additional Director of the Company with effect from February 07, 2019 pursuant to Section 161 of the Act and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment, be and is hereby appointed as a Director of the Company and liable to retire by rotation.

- (6) **Appointment of Mr. Shridhar Gokhale (DIN: 08349732) as Whole-Time Director of the Company**

To consider, and if thought fit, to pass the following resolution as **Special Resolution:**

**RESOLVED that** pursuant to the provisions of Sections 2(94), 2 (78) , 196, 197 & 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and are hereby accorded to the appointment of Mr. Shridhar Gokhale, DIN: 08349732, as Whole Time Director of the Company for a period of five years with effect from February 07, 2019 upon the terms and conditions on the remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) and on such terms and conditions as set out below with liberty and authority to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors, Nomination and Remuneration Committee and Mr. Shridhar Gokhale.

- i. *Salary at the rate of Rs. 70,93,034 (Rupees Seventy Lakhs Ninety Three Thousand and Thirty Four Only) per annum which may be reviewed by the Board and Nomination & Remuneration Committee from time to time.*

- ii. *The Whole Time Director shall be entitled to participate in Provident Fund, Gratuity Fund or such other schemes for the employees, which the company may establish from time to time.*
- iii. *Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.*
- iv. *Leave Travel Allowance for the Whole Time Director and his family in accordance with the Company policy.*
- v. *Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.*
- vi. *The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.*

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

**(7) Appointment of Mr. Milagiripattu Sundaravaradan Srinivasan (DIN : 00261201) as Independent Director**

To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

**RESOLVED that** pursuant to the provisions of Sections 149, 152 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), the appointment of Mr. Milagiripattu Sundaravaradan Srinivasan (DIN: 00261201) as independent director to hold office for a term of 5 consecutive years commencing from 05 August 2019 and ending on 04 August 2024, not liable to retire by rotation be and is hereby approved, after taking into consideration of declarations that he is eligible for appointment and that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations And Disclosure Requirements)

Regulations, 2015 and further proposing himself as a candidate for the office of Director, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors under Section 160 of the Act.

**(8) Approval of Related Party Transaction**

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution**:

**RESOLVED that** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies (Indian Accounting Standards) Rules, 2015 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and are hereby accorded for entering into the Contracts/Arrangement/Transactions with the Related Parties of the Company during the financial year 2019-20, up to the maximum amounts as appended in table below:

S. No	Name of the related party	Relationship	Maximum value of transaction to be entered during FY 2019-20
1	Prolec-GE Internacional S. de R L. de. C. V	Promoter	Rs 20 Crores
2	All General Electric group entities which are related party to the Company.	Associate(s)	Rs 50 Crores
3	Any other person/entity which is a Related Party		

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

**RESOLVED FURTHER that** the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

**(9) Ratification of the Remuneration of the Cost Auditor**

To consider, and if thought fit, to pass the following resolution as **Ordinary Resolution**:

**RESOLVED** that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to ratify the remuneration decided by the Board of Directors, based on the recommendation of the Audit Committee, of Rs. 2,00,000/- (Rupees Two Lakhs Only) plus Tax at the applicable rates and reimbursement of out of pocket expenses to Mr. M J Gopalakrishnan, Cost Accountant, who have been appointed by the Board of Directors of the Company, for conducting the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March 2020.

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER** that the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

By order of the Board of Directors  
**for Indo-Tech Transformers Limited**

Place : Chennai  
Date : July 01, 2019

**Sathyamoorthy A**  
**Company Secretary**

**Notes:**

- (1) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts with respect to the special business set out in the Notice is annexed.
- (2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.

- (3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is to be given to the Company.
- (4) Members / proxies / authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- (5) Proxies submitted on behalf of Limited Companies, Societies and Partnerships firms, etc. must be supported by appropriate resolution / authority as applicable issued by the member organisation to attend and vote on their behalf at the Annual General Meeting.
- (6) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- (7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- (8) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- (9) Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- (10) Members desiring any information with regard to Accounts / Reports are requested to write to the Company Secretary at least ten days before the meeting so as to enable the management to keep the information ready.
- (11) The Register of Members and Share Transfer Books of the Company will remain closed from August 08, 2019 to August 14, 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (12) Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details (if any) should

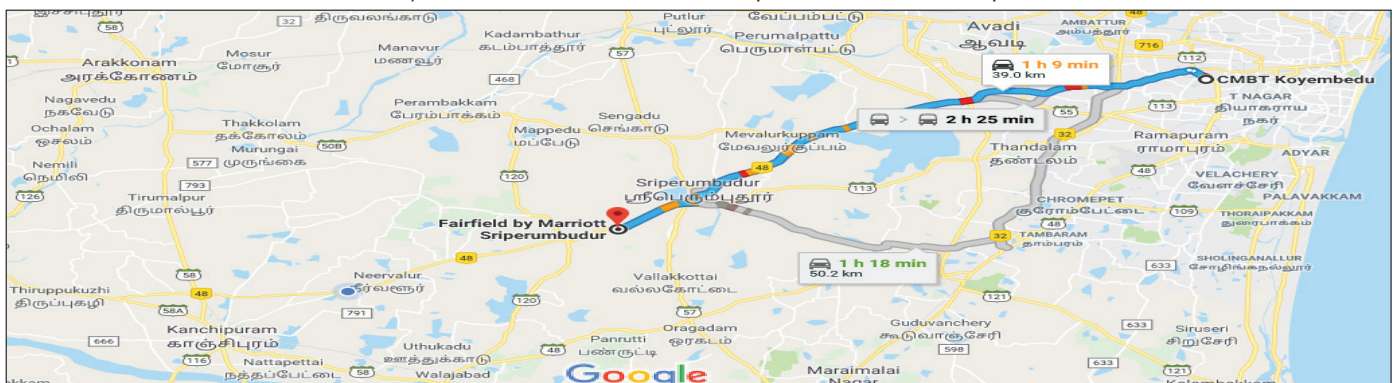
be lodged with the Registrar & Share Transfer Agents ('RTA') of the Company, Link Intime India Private Limited. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.

- (13) The Company is concerned about the environment and utilises natural resources in a sustainable way. The Ministry of Corporate Affairs ('MCA'), Government of India, has by its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively; permitted companies to send official documents to their shareholders electronically as part of its Green Initiative in Corporate Governance. Recognising the spirit of the Circular issued by the MCA, we are sending documents like Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report, etc., to the email address provided by you with your depositories.
- (14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the 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. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
- (15) Annual Report for the financial year ended March 31, 2019 with Attendance Slip and Proxy forms are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purpose unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent by the permitted mode.
- (16) Members may note that the Notice of the 27<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year ended March 31, 2019 will also be available on the Company's website [www.prolecge.in](http://www.prolecge.in). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or having any other queries, may write to us at [investor@prolec-geindia.com](mailto:investor@prolec-geindia.com).
- (17) Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking reappointment at the Annual General Meeting is furnished and forms part of the Notice. The directors have furnished the requisite consents / declarations for their appointment / re-appointment.
- (18) Voting through electronic means - In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company is pleased to provide the facility to the members to exercise their right to vote by electronic means. Instructions for e-voting are annexed along with this notice. For this purpose, the Company has engaged Link Intime India Pvt Ltd for facilitating e-voting to enable the Members to cast their votes electronically. The Company has appointed Mr G P Srinath of M/s G P Srinath & Associates, Practicing Company Secretaries, Chennai as Scrutinizer for conducting the e-voting process in fair and transparent manner.

## ROUTE MAP TO REACH THE VENUE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

In terms of the requirements of the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, route map for the location of the venue of the 27<sup>th</sup> Annual General Meeting is given as under:

**Venue :** Hotel Fairfield by Marriott, FSP, Mambakkam, Sriperumbudur, Kancheepuram(Dist.), Tamilnadu



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**
**Item No. 2, 4, 5 and 7: Brief Profile of Directors**

Information for re-appointment/ appointment of Directors as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<b>Name of the Director</b>	<b>Ricardo Suarez Garza</b>	<b>Gunjan Bhartia</b>	<b>Shridhar Gokhale</b>	<b>M S Srinivasan</b>
DIN	07194157	03366633	08349732	00261201
Age	54	45	49	70
Date of appointment	May 27, 2015	September 24, 2018	February 07, 2019	August 01, 2009
Qualification	BS Degree as a Mechanical Engineer and Administrator. Masters' degree in Administration Diploma in Total Quality Control, Marketing and Synchronizations and Operation	Advanced Management Program From IIM-Bangalore. Chartered Financial Analyst (Gold medallist) MBA from ICAI Business School. Graduate in Economics from SRCC, University of Delhi	Post Graduate in Electrical Engineering from Madhav Institute of Technology & Science (MITS). Senior Management Program from IIM Calcutta.	Graduated from the Indian Institute of Technology Madras with a B.Tech. in Civil Engineering. Master's in Public Administration from Harvard University. Member of the Indian Administrative Service (IAS).
Experience	Over 32 years of experience in the field of Management in different Industries. He has performed different responsibilities within the Xignux group since the beginning of his career.	Over 20 years of multi domain experience in Commercial and Finance, strategy, market creation, deal structuring, equity & debt financing and Head of Business Development.	Over 29 years of experience in Transformers Industry mainly in Production, PPC, Maintenance, Projects and Marketing.	Over 40 years of public administration and Industry management experience. Served various key role in public administrative career including Chairman and Managing Director of the Tamil Nadu Industrial Development Corporation Limited and as the Secretary of the Government of Tamil Nadu Industries Department.
No. of shares held as on 31 <sup>st</sup> March 2019	Nil	Nil	2750	Nil
Directorship in other public Companies	Nil	Nil	Nil	Nil
Chairman/Member of Committees of Company	Chairman of Board & Stakeholder Relationship Committee and Member of Audit Committee	Member of Stakeholder Relationship Committee	Member of Stakeholder Relationship Committee	Chairman of Audit Committee and Member of Nomination and Remuneration Committee

Mr M S Srinivasan aged seventy upon completion of his first term of appointment as Independent Director as on August 04, 2019 is eligible for re-appointment for another term of five consecutive years subject to approval of the Members by special resolution.

Considering the expertise and the value Mr M S Srinivasan brings to the Board, the approval of the Members by special resolution for re-appointing him as Independent Director for a further term of five consecutive years is recommended by the Board of Directors of the Company. The Nomination and Remuneration Committee on the basis of performance evaluation, has also recommended his re-appointment. Mr M S Srinivasan has given his consent for re-appointment

None of the Directors and Key Managerial personnel of the company and their relatives are concerned or interested, financial or otherwise, in the resolution.

**Item No. 6 Appointment of Mr. Shridhar Gokhale as Whole Time Director:**

Pursuant to recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 07<sup>th</sup> February 2019 appointed Mr Shridhar Gokhale (DIN 08349732) as Whole-Time Director with effect from 07<sup>th</sup> February 2019. The principal terms and conditions of appointment of Mr Shridhar Gokhale as Whole-Time Director inter alia contain the following :

- I. Subject to supervision and control of the Board of Directors of the Company, Whole Time Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
- II. **Period of Appointment:** 5 years effective from 07<sup>th</sup> February 2019.
- III. **Remuneration:**
  - i. *Salary at the rate of Rs. 70,93,034 (Rupees Seventy Lakhs Ninety Three Thousand and Thirty Four Only) per annum which may be reviewed by the Board and Nomination & Remuneration Committee from time to time.*
  - ii. *The Whole Time Director shall be entitled to participate in Provident Fund, Gratuity Fund or such other schemes for the employees, which the company may establish from time to time.*
  - iii. *Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.*
  - iv. *Leave Travel Allowance for the Whole Time Director and his family in accordance with the Company policy.*
  - v. *Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy.*
  - vi. *The Whole Time Director shall be entitled to such increment from time to time as the Board may by its discretion determine.*

**Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained where, in any financial year during the currency of the tenure of the Whole-Time Director, Company has no profits or its profits are inadequate, Company will pay remuneration by way of salary and other perquisites as specified above subject to Schedule V of the Companies Act, 2013.

**IV. Termination:**

The employment of the Whole-Time Director may be terminated by giving three months' notice from either the Company or the Whole-Time Director.

- V. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.

In compliance with the provisions of Sections 2(94), 2(78), 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Members for their approval as a special resolution. Except Shridhar Gokhale, none of the Directors/ Key Managerial Personnel of the company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**Item No. 8: Approval of Related Party Transaction**

Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), provides that for entering into Contracts/Arrangement/Transactions as prescribed in rules framed in this regard with the related party, the Company must obtain prior approval of the Board of Directors and in case such transactions are exceeding the overall limit prescribed in the rules framed in this regard, prior approval of the shareholders by way of a resolution must be obtained. Further regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 provided that all material related party transactions (i.e. transactions exceeding ten percent of annual consolidated turnover) require the approval of the Members by way of resolution.

In spite of these regulations, the term Related Party stands widened with the commencement of the Companies (Indian Accounting Standards) Rules, 2015 (IND AS 24) and the same made applicable to the Company effect from 1<sup>st</sup> April 2017. Entities which were not Related Party under the Companies Act, 2013 may become Related Party under the Companies (Indian Accounting Standards) Rules, 2015. Subsequently transactions with the Companies within the group of General Electric Company, Xignux and Prolec-GE become the related party transaction for Indo Tech.

Your company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis. However the aggregate of all transactions with the related parties may exceed the threshold limits stipulated in the aforesaid Regulations, the Company is under an obligation to seek the approval of its shareholders by way of Ordinary resolution. It is therefore, proposed to seek approval of such transactions which are either existing or proposed to be entered into by the Company with related parties by way of ordinary resolution.

Board of Directors and Audit Committee of the Company have approved the proposal to enter into transactions with the related parties at their respective meeting held on May 22, 2019. Since the proposal is in the best interest of the company, your directors recommends for the approval.

(The term "Related Party" referred in this context shall derive its meaning as stipulated under the Companies Act, 2013 and Companies (Indian Accounting Standards) Rules, 2015

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 the details of transactions are given below:

S. No	Name of the related party	Relationship	Nature of transaction	Maximum value of transaction to be entered during FY 2019-20
1	Prolec-GE Internacional S. de R L. de. C. V	Promoter	<ul style="list-style-type: none"> <li>Re-imbusement of expenses based on the agreement entered into by and between the Company and Promoter</li> <li>Sale, purchase or supply of any goods or materials.</li> <li>Availing or rendering of any services</li> </ul>	Rs 20 Crores
2	All General Electric group entities which are related party to the Company.	Associate(s)	<ul style="list-style-type: none"> <li>Sale, purchase or supply of any goods or materials.</li> <li>Availing or rendering of any services</li> </ul>	Rs 50 Crores
3	Any other person/ entity which is a Related Party			

None of the Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

#### Item No. 9: Ratification of the remuneration of Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee, Board of Directors at their Meeting held on May 22, 2019 appointed Mr. M.J. Gopalakrishnan as Cost Auditor for the Financial year 2019-20 at a remuneration of Rs. 2,00,000/- (Rupees Two Lakhs Only) plus Goods and Service Tax at the applicable rates and reimbursement of out of pocket expenses

Rule 14 of the Companies (Audit and Auditors) Rules 2014 further stipulates that the remuneration payable to the Cost Auditor is required to be ratified by the members at their general meeting. Hence this resolution is proposed.

None of the Directors and Key Managerial personnel of the company and their relatives are concerned or interested, financial or otherwise, in the resolution

#### INSTRUCTIONS FOR SHAREHOLDERS TO VOTE ELECTRONICALLY

- Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

- Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
- Click on "Login" tab, available under 'Shareholders' section.
- Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- Your User ID details are given below:
  - Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
- Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	<b>For Shareholders holding shares in Demat Form or Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

• **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour / Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour /Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

• **General Guidelines for shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

• During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

• Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.