

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1. For Quarter Ended : 31st Dec, 2011
2. ISIN : INE752E01010
3. Face Value : Rs.10/-
4. Name of the Company : POWER GRID CORPORATION OF INDIA LIMITED
5. Registered Office Address : B-9, QUTAB INSTITUTIONAL AREA
 KATWARIA SARAI NEW DELHI – 110 016
6. Correspondence Address : SAUDAMINI PLOT NO 2, SEC 29,
 GURGAON – 122 001
7. Telephone and Fax Numbers : 0124 -2571700-719 FAX NO:0124-2571969
8. Email Address : dtandon@powergridindia.com
9. Names of the Stock Exchanges :
 where the Company's Securities are listed. BOMBAY STOCK EXCHANGE LIMITED
 NATIONAL STOCK EXCHANGE OF INDIA LIMITED

| | NUMBER OF SHARES | % OF TOTAL ISSUED CAPITAL |
|---|------------------|---------------------------|
| 10. Issued Capital | : 4629725353 | 100% |
| 11. Listed Capital | : 4629725353 | 100% |
| 12. Held in Dematerialised form in CDSL : | 65811843 | 1.42% |
| 13. Held in Dematerialised form in NSDL : | 4563871180 | 98.58% |
| 14. Held in Physical Form : | 42330 | 0.00% |
| 15. Total Number Of Shares 12+13+14 : | 4629725353 | 100% |

16. Reasons for difference if any, between (10&11),(10&15), (11&15): NIL

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below :

| Particulars | No of shares | Applied/ not Applied for Listing | Listed on Stock Exchanges | Whether intimated to CDSL | Whether intimated to NSDL | In-Prin. Appr. Pending for SE. |
|-------------|--------------|----------------------------------|---------------------------|---------------------------|---------------------------|--------------------------------|
| NIL | NIL | NIL | NIL | NIL | NIL | NIL |

X.J.

SAVITA JYOTI ASSOCIATES
C O M P A N Y S E C R E T A R I E S

CS. SAVITA JYOTI, B.Com., F.C.S.

: II :

18. Register of Members is Updated : YES
If not updated upto which date

19. Reference of previous quarter with regard to excess dematerialised shares, if any : NIL

20. Has the Company resolved the matter mentioned in point no.19 above in the current quarter ? if not reason why ? : NIL

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

| Total No. of Demat Requests | No. of Requests | No. of Shares | Reasons for delay |
|-------------------------------|-----------------|---------------|-------------------|
| Confirmed after 21 days | NIL | NIL | NIL |
| Pending for more than 21 days | NIL | NIL | NIL |

22. Name, Telephone & Fax No. of the Compliance Officer of the Company : Ms. DIVYA TANDON –
Company Secretary – 0124 -2571968 / 2571700 - 719 Fax : 0124 - 2571969

23. Name, Address, Telephone & Fax No., Regn. No. of the Practicing Company Secretary : Mrs. Savita Jyoti, E-86, Sainikpuri, Secunderabad - 500 094. Telephone No. 040-27110559 Registration No.FCS 3738.

24. Appointment of Common Agency for Share Registry Work : Yes – M/s. Karvy Computershare (P) Limited, Plot No.17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.Ph no:040-23420815-28 Fax No.040-23420814/23420857. Email:mailmanager@karvy.com

25. Any other details that the auditor may like to provide. (e.g. BIFR Company, Delisting from Stock Exchanges, Company changed it name etc.) NIL

FOR SAVITA JYOTI ASSOCIATES

Savita Jyoti

SAVITA JYOTI

Place : Hyderabad
Date : 06.01.2012

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796