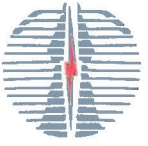


पावर ग्रिड कारपोरेशन ऑफ इंडिया लिमिटेड

(भारत सरकार का उद्यम)

POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)



पावरग्रिड

केन्द्रीय कार्यालय: "सौदामिनी" प्लॉट सं. 2, सैक्टर-29, गुडगाँव-122 001, (हरियाणा) दूरभाष: 0124-2571700-719, फ़ैक्स : 0124-2571762,  
"Saudamini" Plot No. 2, Sector-29, Gurgaon-122 001, (Haryana) Tel. : 0124-2571700-719, Fax : 0124-2571762, Web.: www.powergridindia.com

CIN : L40101DL1989GOI038121

C/COS/Listing/NSE/

Dt: 30.05.2019

The GM (Listing)  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Plot No.C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai

Ref: Symbol: POWERGRID; Series: EQ; ISIN: INE752E01010

Dear Sir,

Sub: **Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please find enclosed the Secretarial Compliance Report duly issued by CS Naresh Kumar Sinha, Practising Company Secretary, for the financial year ended 31<sup>st</sup> March, 2019. This is submitted in accordance with Regulation 24 (A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours faithfully,

  
(Divya Tandon)

Chief General Manager - Company Secretary &  
Compliance Officer

Encl. a/a

**Secretarial Compliance Report of Power Grid Corporation of India Limited for the year  
ended MARCH 31, 2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **POWER GRID CORPORATION OF INDIA LIMITED** (hereinafter called "the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on MARCH 31, 2019 (hereinafter called "Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not Applicable as the listed entity has not bought back/proposed to buy-back any of its securities during the Review Period];**
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];**
  - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **[Not Applicable as the listed entity has not issued and listed any preference shares during the Review Period];**
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- and circulars/ guidelines issued thereunder;



and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	Non-compliance with the requirements pertaining to the composition of the Board i.e. at least half of the Board of Directors shall comprise Independent Directors during FY 2018-19.	The listed entity is a Government Company and the Directors including the Independent Directors of the listed entity are appointed by the Government of India.
2.	Regulation 17 (10) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	In respect of performance evaluation of the Independent Directors of the Company	In compliance of Regulation 17 (10) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015, the listed entity has not carried out the performance evaluation of the Independent Directors of the listed entity during the review period, as Independent Directors are appointed by the Government of India.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
1.	BSE & NSE	Non-compliance with the requirements pertaining to the composition of the Board [Regulation 17(1) of SEBI (Listing Obligations and Disclosures	Levied monetary fine(s) for non-compliance with the requirements pertaining to the composition of the Board [Regulation 17(1) of SEBI (Listing Obligations and Disclosures	The listed entity has replied to BSE and NSE for non-compliance with the requirements pertaining to the composition of the Board [Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015] for the 2 <sup>nd</sup> , 3 <sup>rd</sup> and 4 <sup>th</sup> Quarter (F.Y. 2018-19) that:  The listed entity, being a Govt. Company



	Requirements) Regulations, 2015] for the 2 <sup>nd</sup> , 3 <sup>rd</sup> and 4 <sup>th</sup> Quarter (F.Y. 2018-19)	Requirements) Regulations, 2015] for the 2 <sup>nd</sup> , 3 <sup>rd</sup> and 4 <sup>th</sup> Quarter (F.Y. 2018-19).	<p>within the meaning of Section 2(45) of the Companies Act, 2013, the power to appoint functional/ Official Part-time Directors / non-Official Part-time Directors (Independent Directors) vests with the Government of India.</p> <p>Accordingly, the listed entity requested NSE &amp; BSE for waiver of the penalty as the power to appoint Independent Directors on the Board of Directors of POWERGRID vests with the Government of India.</p> <p>The aforesaid non-compliance for the 2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> Quarter (FY 2018-19) was also placed before the Board in its meetings held on 03.01.2019; 16.02.2019 and 07.05.2019, respectively, as per SEBI circular dt. 03.05.2018. The Board observed that the power to appoint Independent Directors vests with the Government of India. The Board directed that the matter regarding filling up of vacant posts of Independent Directors be pursued with the Administrative Ministry. The aforesaid direction of the Board was also informed to NSE and BSE.</p>
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

**For Kumar Naresh Sinha & Associates  
Company Secretaries**



*[Signature]*  
**CS Naresh Kumar Sinha  
 (Proprietor)  
 FCS: 1807  
 C P No.: 14984**

**Date: 30.05.2019  
 Place: NOIDA**