

Dt: 30<sup>th</sup> August, 2022

To  
The General Manager (Listing),  
National Stock Exchange of India Limited,  
Exchange Plaza, C 1/G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai.

To  
The General Manager, (Listing)  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai.

**Reference: NSE-SCRIP ID: POWERGRID; BSE Scrip Code: 532898**  
**EQ – ISIN INE752 E01010**

**Sub: Declaration of Results of Remote E-voting and voting through electronic voting system (Insta Poll) during the AGM.**

Dear Sir,

As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the items of business proposed in the Notice of the 33<sup>rd</sup> Annual General Meeting (AGM).


The remote e-voting was open from Friday, 26<sup>th</sup> August, 2022 at 9:00 a.m. to Sunday, 28<sup>th</sup> August, 2022 upto 5:00 p.m. in line with the provisions of the Companies Act, 2013 and in terms of the notification dt. 19.03.2015 issued by MCA. The Company at its 33<sup>rd</sup> AGM provided facility of voting through electronic voting system (Insta Poll) to the members who did not cast their vote through remote e-voting.

The Board of Directors had appointed Smt. Savita Jyoti of M/s Savita Jyoti Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-voting and voting through electronic voting system (Insta Poll) during the AGM. The Scrutinizer carried out the scrutiny of all the electronic votes received upto 5:00 p.m. on Sunday, 28<sup>th</sup> August, 2022 and votes cast through electronic voting system (Insta Poll) till the conclusion of the AGM.

In terms of Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results in respect of items of business transacted at the 33<sup>rd</sup> Annual General Meeting held at 11.00 a.m. on 29<sup>th</sup> August, 2022 in the prescribed format are enclosed please.

Thanking You,

Yours faithfully,

  
(Mrinal Shrivastava)  
Company Secretary &  
Compliance Officer

**33<sup>RD</sup> ANNUAL GENERAL MEETING HELD ON MONDAY, 29<sup>TH</sup> AUGUST, 2022.**
**Declaration of Results of remote e-voting and voting through electronic voting system (Insta Poll) during the AGM**

As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the items of business proposed in the Notice of the 33<sup>rd</sup> Annual General Meeting (AGM).

The remote e-voting was open from Friday, 26<sup>th</sup> August, 2022 at 9:00 a.m. to Sunday, 28<sup>th</sup> August, 2022 up to 5:00 p.m. in line with the provisions of the Companies Act, 2013 and in terms of the notification dt. 19.03.2015 issued by MCA. The Company at its 33<sup>rd</sup> AGM provided facility of voting through electronic voting system (Insta Poll) to the members who did not cast their vote through remote e-voting.

The Board of Directors had appointed Smt. Savita Jyoti of M/s Savita Jyoti Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-voting and voting through electronic voting system (Insta Poll) at the venue of AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto 5:00 p.m. on Sunday, 28<sup>th</sup> August, 2022 and votes cast through electronic voting system (Insta Poll) at 33<sup>rd</sup> AGM till 15 minutes after conclusion of the said meeting and submitted her Report on 30<sup>th</sup> August, 2022.

The Consolidated Results, as per the Scrutinizer's Report dated 30<sup>th</sup> August, 2022 are as follows:

Sl. No.	Resolutions	Type of Resolution	% of votes in favour (Approx.)	% of votes against (Approx.)
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2022, together with the Board's Report, the Auditors' Report thereon and comments of the Comptroller and Auditor General of India.	Ordinary Resolution	99.4183%	0.5817%
2.	To take note of payment of 1 <sup>st</sup> and 2 <sup>nd</sup> interim dividend and declare final dividend for the Financial Year 2021-22.	Ordinary Resolution	99.9999%	0.0001%



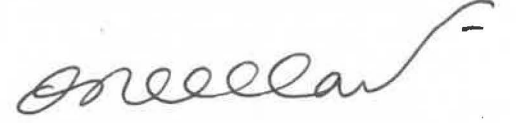
3.	To appoint a Director in place of Shri Abhay Choudhary (DIN:07388432), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	85.8065%	14.1935%
4.	To appoint a Director in place of Dr. Vinod Kumar Singh (DIN: 08679313), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	82.0127%	17.9873%
5.	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2022-23.	Ordinary Resolution	99.0833%	0.9167%
<b>Special Business</b>				
6.	To approve the appointment of Shri Chetan Bansilal Kankariya (DIN:09402860) as an Independent Director.	Special Resolution	82.7599%	17.2401%
7.	To approve the appointment of Shri Onkarappa K N (DIN:09403906) as an Independent Director.	Special Resolution	87.6147%	12.3853%
8.	To approve the appointment of Shri Ram Naresh Tiwari (DIN: 09405377) as an Independent Director.	Special Resolution	82.3776%	17.6224%
9.	To approve appointment of Shri Dilip Nigam (DIN: 02990661) as a Government Nominee Director.	Ordinary Resolution	73.3091%	26.6909%
10.	To approve appointment of Shri Raghuraj Madhav Rajendran (DIN: 07772370) as a Government Nominee Director.	Ordinary Resolution	77.3642%	22.6358%
11.	Ratification of remuneration of the Cost Auditors for the Financial Year 2022-23.	Ordinary Resolution	99.3914%	0.6086%
12.	To raise funds up to ₹ 6,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, noncumulative / cumulative, redeemable, taxable / tax-free Debentures / Bonds under Private Placement during the Financial Year 2023-24 in upto twenty tranches/offers.	Special Resolution	99.9998%	0.0002%

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*2023*

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 33<sup>rd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Power Grid Corporation of India Limited



K. Sreekant  
Chairman & Managing Director  
(DIN: 06615674)

Date: 30<sup>th</sup> August, 2022

के. श्रीकांत  
**K. SREEKANT**  
अध्यक्ष एवं प्रबंध निदेशक  
Chairman & Managing Director  
पावरग्रिड/POWERGRID

Scrutinizer's Report

Name of the Company	Power Grid Corporation of India Limited
Meeting	33 <sup>rd</sup> Annual General Meeting
Day, Date & Time	Monday, August 29, 2022 at 11:00 A.M (IST)
Deemed Venue	Registered office situated at New Delhi
Mode	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

**1. Appointment of Scrutinizer**

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by members during the 33<sup>rd</sup> Annual General Meeting ("AGM") of Power Grid Corporation of India Limited (hereinafter referred to as the Company) scheduled on Monday, August 29, 2022 at 11.00 AM (IST) held through Video Conference ("VC") / Other Audio Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

**2. Cut-off date**

Voting rights were reckoned as on Monday, August 22, 2022 being cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

**3. Remote e-voting**

**3.1 Agency**

The Company appointed KFin Technologies Limited ("KFINTECH"), as the agency for providing the platform for remote e-voting and e-voting during the AGM.

**3.2 Remote e-voting period**

Remote e-voting platform was open from Friday, August 26, 2022 (9:00 a.m. IST) and ended on Sunday, August 28, 2022 (5:00 p.m. IST) and members were required to cast their votes electronically conveying their assent and dissent in respect of the resolutions on the remote e-voting platform provided by KFINTECH.

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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CS. SAVITA JYOTI, B.Com. FCS

**4. Counting process**

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the KFINTECH e-voting platform and downloaded results.

**5. Results**

5.1 We observed that:

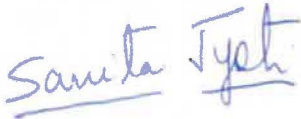
- a) 2542 members had cast their votes through remote e-voting; and
- b) 9 members had cast their votes through e-voting during the AGM.

5.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated August 5, 2022 is enclosed herewith.

5.3 Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 to 12 of the Notice of the AGM dated August 5, 2022 have been **passed with the requisite majority.**

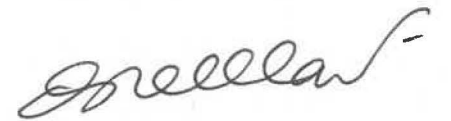
Thanking you,

Yours faithfully,  
for Savita Jyoti Associates



CS Savita Jyoti  
Scrutinizer  
FCS 3738; CP 1796

**SAVITA JYOTI, FCS 3738**  
Practicing Company Secretary  
Certificate of Practice No 796



के. श्रीकांत  
**K. SREEKANT**  
अध्यक्ष एवं प्रबंध निदेशक  
Chairman & Managing Director  
पावरग्रिड / POWERGRID

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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

**CONSOLIDATED RESULTS**

**Item No. 1: To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Board's Report, the Auditors' Report thereon and comments of the Comptroller and Auditor General of India.**

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2461	6449574701	8	26906	2469	6449601607	99.4183%
Dissent	55	37734364	1	1	56	37734365	0.5817%
<b>Total</b>	<b>2516</b>	<b>6487309065</b>	<b>9</b>	<b>26907</b>	<b>2525</b>	<b>6487335972</b>	<b>100.0000%</b>

<b>Invalid/ Abstained</b>	33	6354297	0	0	33	6354297
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 1 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

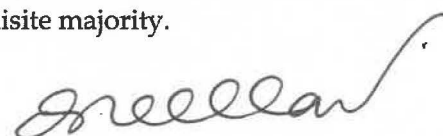
**Item No. 2: To take note of payment of 1<sup>st</sup> and 2<sup>nd</sup> interim dividend and declare final dividend for the Financial Year 2021-22**

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2490	6491667537	8	26906	2498	6491694443	99.9999%
Dissent	32	5223	1	1	33	5224	0.0001%
<b>Total</b>	<b>2522</b>	<b>6491672760</b>	<b>9</b>	<b>26907</b>	<b>2531</b>	<b>6491699667</b>	<b>100.0000%</b>

<b>Invalid/ Abstained</b>	21	1990582	0	0	21	1990582
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 2 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com. FCS

**Item No. 3: To appoint a Director in place of Shri Abhay Choudhary (DIN:07388432), who retires by rotation and being eligible, offers himself for re-appointment**

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	1892	5568509467	8	26906	1900	5568536373	85.8065%
Dissent	626	921105074	1	1	627	921105075	14.1935%
<b>Total</b>	<b>2518</b>	<b>6489614541</b>	<b>9</b>	<b>26907</b>	<b>2527</b>	<b>6489641448</b>	<b>100.0000%</b>

<b>Invalid/ Abstained</b>	41	4048801	0	0	41	4048801
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

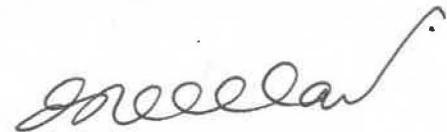
**Item No. 4: To appoint a Director in place of Dr. Vinod Kumar Singh (DIN: 08679313), who retires by rotation and being eligible, offers himself for re-appointment**

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	1827	5323656030	8	26906	1835	5323682936	82.0127%
Dissent	690	1167606938	1	1	691	1167606939	17.9873%
<b>Total</b>	<b>2517</b>	<b>6491262968</b>	<b>9</b>	<b>26907</b>	<b>2526</b>	<b>6491289875</b>	<b>100.0000%</b>

<b>Invalid/ Abstained</b>	37	2400372	0	0	37	2400372
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 4 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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

**Item No. 5: To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2022-23.**

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2406	6431787620	8	26906	2414	6431814526	99.0833%
Dissent	115	59504863	1	1	116	59504864	0.9167%
<b>Total</b>	<b>2521</b>	<b>6491292483</b>	<b>9</b>	<b>26907</b>	<b>2530</b>	<b>6491319390</b>	<b>100.0000%</b>

Invalid/ Abstained	32	2370819	0	0	32	2370819
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 5 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

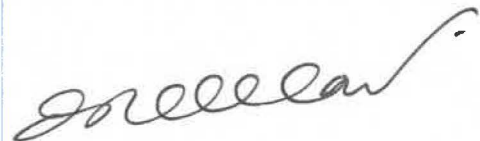
**Item No. 6: To approve the appointment of Shri Chetan Bansilal Kankariya (DIN:09402860) as an Independent Director.**

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	1861	5372177659	8	26906	1869	5372204565	82.7599%
Dissent	650	1119108778	1	1	651	1119108779	17.2401%
<b>Total</b>	<b>2511</b>	<b>6491286437</b>	<b>9</b>	<b>26907</b>	<b>2520</b>	<b>6491313344</b>	<b>100.0000%</b>

Invalid/ Abstained	40	2376913	0	0	40	2376913
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Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 6 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com FCS

**Item No. 7: To approve the appointment of Shri Onkarappa K N (DIN:09403906) as an Independent Director.**

Particulars	Remote e-voting:		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	1932	5686162508	8	26906	1940	5686189414	87.6147%
Dissent	585	803806448	1	1	586	803806449	12.3853%
<b>Total</b>	<b>2517</b>	<b>6489968956</b>	<b>9</b>	<b>26907</b>	<b>2526</b>	<b>6489995863</b>	<b>100.0000%</b>

<b>Invalid/ Abstained</b>	42	3694393	0	0	42	3694393
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Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 7 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

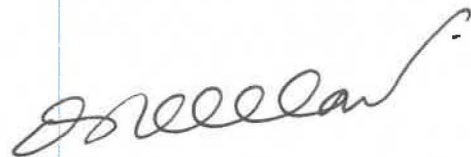
**Item No. 8: To approve the appointment of Shri Ram Naresh Tiwari (DIN: 09405377) as an Independent Director.**

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	1877	5346274262	8	26906	1885	5346301168	82.3776%
Dissent	641	1143695090	1	1	642	1143695091	17.6224%
<b>Total</b>	<b>2518</b>	<b>6489969352</b>	<b>9</b>	<b>26907</b>	<b>2527</b>	<b>6489996259</b>	<b>100.0000%</b>

<b>Invalid/ Abstained</b>	38	3694003	0	0	38	3694003
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Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 8 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com. FCS

Item No. 9: To approve appointment of Shri Dilip Nigam (DIN: 02990661) as a Government Nominee Director.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	1668	4757712355	8	26906	1676	4757739261	73.3091%
Dissent	846	1732232521	1	1	847	1732232522	26.6909%
<b>Total</b>	<b>2514</b>	<b>6489944876</b>	<b>9</b>	<b>26907</b>	<b>2523</b>	<b>6489971783</b>	<b>100.0000%</b>

<b>Invalid/ Abstained</b>	38	3718474	0	0	38	3718474
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 9 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

Item No. 10: To approve appointment of Shri Raghuraj Madhav Rajendran (DIN: 07772370) as a Government Nominee Director.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	1693	5020889321	8	26906	1701	5020916227	77.3642%
Dissent	818	1469055348	1	1	819	1469055349	22.6358%
<b>Total</b>	<b>2511</b>	<b>6489944669</b>	<b>9</b>	<b>26907</b>	<b>2520</b>	<b>6489971576</b>	<b>100.0000%</b>

<b>Invalid/ Abstained</b>	40	3718681	0	0	40	3718681
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 10 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com. FCS

Item No. 11: Ratification of remuneration of the Cost Auditors for the Financial Year 2022-23.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2417	6451758076	8	26906	2425	6451784982	99.3914%
Dissent	95	39504773	1	1	96	39504774	0.6086%
Total	2512	6491262849	9	26907	2521	6491289756	100.0000%

Invalid/ Abstained	33	2400503	0	0	33	2400503
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 11 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com FCS

Item No. 12: To raise funds up to ₹ 6,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, noncumulative/ cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement during the Financial Year 2023-24 in upto twenty tranches/offers.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2449	6491504944	8	26906	2457	6491531850	99.9998%
Dissent	66	14311	1	1	67	14312	0.0002%
Total	2515	6491519255	9	26907	2524	6491546162	100.0000%
Invalid/ Abstained	29	2144096	0	0	29	2144096	

Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 12 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

Thanking you,

Yours faithfully,  
for Savita Jyoti Associates



CS Savita Jyoti  
Practicing Company Secretary  
FCS 3738; CP 1796  
UDIN: F003738D000869372

Place: Hyderabad  
Dated: 30.08.2022

Countersigned by:  
for Power Grid Corporation of India Limited




Chairman and Managing Director

के. श्रीकांत  
K. SREEKANT

अध्यक्ष एवं प्रबंध निदेशक  
Chairman & Managing Director  
पावरग्रिड/POWERGRID

Witness:

1   
2 