

Power Grid Corporation of India Limited

(A Government of India Enterprise) CIN: L40101DL1989GOI038121
Regd. Office: B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi- 110 016.
Phone No.: 011-26560112, 26560115 & 26560193
Corp. Off.: "Saudamini", Plot No. 2, Sector-29, Gurgaon-122 001 (Haryana)
Phone No.: 0124-2822999 & 2823999
Website: www.powergrid.in, Email ID: investors@powergrid.co.in

NOTICE

NOTICE is hereby given that the **33rd Annual General Meeting** of the Members of Power Grid Corporation of India Limited will be held on **Monday, 29th August, 2022 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Board's Report, the Auditors' Report thereon and comments of the Comptroller and Auditor General of India.
2. To take note of payment of 1st and 2nd interim dividend and declare final dividend for the Financial Year 2021-22.
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.
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.
5. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2022-23.

SPECIAL BUSINESS:**6. To approve the appointment of Shri Chetan Bansilal Kankariya (DIN:09402860) as an Independent Director.**

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Chetan Bansilal Kankariya (DIN:09402860) who was appointed as an Additional Director-Independent Director w.e.f. 17.11.2021 (i.e. the date of allotment of DIN) for a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021 and shall hold office up to the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation."

7. To approve the appointment of Shri Onkarappa K N (DIN:09403906) as an Independent Director.

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Onkarappa K N (DIN:09403906) who was appointed as an Additional Director-Independent Director w.e.f. 17.11.2021 (i.e. the date of allotment of DIN) for a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021 and shall hold office up to the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation."

8. To approve the appointment of Shri Ram Naresh Tiwari (DIN: 09405377) as an Independent Director.

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Ram Naresh Tiwari (DIN:09405377) who was appointed as an Additional Director-Independent Director w.e.f. 18.11.2021 (i.e. the date of allotment of DIN) or a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021 and shall hold office up to the date of ensuing Annual General Meeting under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation."

9. To approve appointment of Shri Dilip Nigam (DIN: 02990661) as a Government Nominee Director.

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies



Act, 2013, Rules made thereunder and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Dilip Nigam (DIN:02990661), who was appointed as Govt. Nominee Director, by the Govt. of India vide Ministry of Power Order No. 25-12/10/2019-PG dt. 06.06.2022 and subsequently appointed by the Board of Directors as Govt. Nominee Director w.e.f. 06.06.2022 in terms of Section 161(3) of the Companies Act, 2013, be and is hereby appointed as Govt. Nominee Director of the Company and he shall be liable to retire by rotation."

10. To approve appointment of Shri Raghuraj Madhav Rajendran (DIN: 07772370) as a Government Nominee Director.

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Raghuraj Madhav Rajendran (DIN:07772370), who was appointed as Govt. Nominee Director, by the Govt. of India vide Ministry of Power Order No.25-12/10/2019-PG dated 05.08.2022 and subsequently appointed by the Board of Directors as Govt. Nominee Director w.e.f. 05.08.2022 in terms of Section 161(3) of the Companies Act, 2013, be and is hereby appointed as Govt. Nominee Director of the Company and he shall be liable to retire by rotation."

11. Ratification of remuneration of the Cost Auditors for the Financial Year 2022-23.

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of M/s. Dhananjay V. Joshi & Associates, Cost Accountants and M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants as the joint Cost Auditors of the Company (for Transmission and Telecom business) as appointed by the Board of Directors for the Financial Year 2022-23 at a remuneration of ₹2,50,000 (Rupees Two Lakhs Fifty Thousand only) to be shared equally by both the Firms; taxes as applicable to be paid extra, travelling and out of pocket expenses to be reimbursed as per policy of the Company and an additional remuneration of ₹12,500 (Rupees Twelve Thousand Five Hundred only) plus taxes as applicable, to be paid to M/s. Dhananjay V. Joshi & Associates, Cost Accountants, the Lead Cost Auditor for consolidation and facilitation for filing of Consolidated Cost Audit Report for the Financial Year 2022-23 of the Company as a whole, be and are hereby ratified and confirmed."

12. To raise funds up to ₹ 6,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, non-cumulative/cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement during the Financial Year 2023-24 in upto twenty tranches/offers.

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

- (i) **"RESOLVED THAT** pursuant to Sections 23(1)(b), 42 and 71 of Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 as amended, Securities and Exchange Board of India (SEBI) rules and regulations, including SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, or provisions of any other applicable law, and the Memorandum and Articles of Association of the Company, approval be and is hereby granted to raise up to ₹6,000 Crore in domestic market during the Financial year 2023-24 for financing of capital expenditure, providing Inter Corporate Loan(s) to wholly owned subsidiaries, other purposes as may be approved by Board of Directors / Committee of Directors for Bonds and for general corporate purposes, in one or more tranches but not exceeding twenty tranches / offers through issue of secured / unsecured, non-convertible, cumulative/non-cumulative, redeemable, taxable / tax-free debentures ("Bonds") under Private Placement.
- (ii) **RESOLVED FURTHER THAT** the Board of Directors / Committee of Directors for Bonds / such official(s) as may be authorized by Board of Directors / Committee of Directors for Bonds, be and are hereby authorized and it shall always be deemed to have been so authorized to finalize detailed terms and conditions of each issue / tranche of Bonds, Issue programme of Bonds, deposit / pay fees, execute and deliver / file such offer letter, document(s), deed(s) and writing(s), etc. as may be required and to do all such other acts, deeds and things as may be necessary for raising funds up to ₹ 6,000 Crore during the Financial Year 2023-24 from domestic sources through Private Placement of secured / unsecured, non-convertible, cumulative/non-cumulative, redeemable, taxable / tax-free Bonds in one or more tranches but not exceeding twenty tranches / offers.
- (iii) **RESOLVED FURTHER THAT** the Director (Finance)/Company Secretary be and is hereby authorized to carry out minor modifications, if any, and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution(s).

By order of the Board of Directors

(Mrinal Shrivastava)
Company Secretary & Compliance Officer

Regd. Office: B-9, Qutab Institutional Area,
Katwaria Sarai, New Delhi - 110016.
(CIN: L40101DL1989GOI038121)

Date: 5th August, 2022

NOTES:

1. Ministry of Corporate Affairs (MCA) vide Circular dated 5th May, 2022 read with Circular dated 5th May, 2020 has permitted to conduct Annual General Meeting (AGM) during Calendar Year 2022 through Video Conferencing (VC) or other Audio-Visual Means (OAVM). In compliance with aforesaid Circulars, the Annual General Meeting of the Company will be held through VC / OAVM. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.
2. As per provisions of Clause 3A. II. of the General Circular No. 20/2020 dated 5th May, 2020 the matters of Special Business as appearing in item no. 6 to 12 of the above accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Since, this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with, accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Route Map and Attendance Slip have not been sent through this Notice.
4. Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Shri Abhay Choudhary (DIN:07388432), Director (Projects) and Dr. Vinod Kumar Singh (DIN: 08679313), Director (Personnel), retiring by rotation and seeking re-appointment under aforesaid Item Nos. 3 & 4, respectively; Shri Chetan Bansilal Kankariya (DIN: 09402860), Shri Onkarappa K N (DIN: 09403906), and Shri Ram Naresh Tiwari (DIN: 09405377), Additional Directors-Independent Directors seeking appointment under aforesaid Item Nos. 6 to 8 in accordance with applicable provisions of the Articles of Association of the Company and Shri Dilip Nigam (DIN: 02990661) and Shri Raghuraj Madhav Rajendran (DIN: 07772370), Govt. Nominee Directors seeking appointment under aforesaid Item Nos. 9 & 10 respectively, in accordance with Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed to this Notice.
5. None of the Directors of the Company is in any way related to each other.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, to be transacted at the AGM, is annexed hereto.
7. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its Representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer at email: savitajyoti@yahoo.com with a copy marked to einward.ris@kfintech.com.
8. The Board of Directors, in their meeting held on 15th December, 2021, had declared the Interim Dividend of ₹7 per equity share (including special dividend of ₹3.00 per equity share) of ₹10/- each i.e. 70% of the paid-up equity share capital for F.Y. 2021-22, which was paid on 11th January, 2022. The Board of Directors in their meeting held on 9th February, 2022 had declared 2nd Interim Dividend of ₹ 5.50 per equity share of ₹ 10/- each i.e. 55% of the paid-up equity share capital for the F.Y. 2021-22 which was paid on 8th March, 2022. Members who have not received or not encased their Dividend warrants may approach KFin Technologies Limited ("KFINTECH"), Registrar and Share Transfer Agents of the Company for obtaining duplicate warrant or revalidating the warrant, as the case be. The Board of Directors in their meeting held on 21st May, 2022 had further recommended final Dividend of ₹2.25 per share (i.e. @ 22.50% on the paid-up equity share capital) for the financial year 2021-22. The **Record Date** for determining the entitlement of the members for the final dividend is **22nd August, 2022**. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be paid/dispatched on **Tuesday, the 20th September, 2022**.
9. As per Regulation 40 of SEBI Listing Regulations, 2015 as amended and SEBI Circular dated 25.01.2022 securities of listed companies can be transferred only in dematerialized form including Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members may contact the Company or KFINTECH (Registrars and Transfer Agents) for assistance in this regard.
10. Pursuant to provisions of Companies Act, 2013, unclaimed final dividend for the Financial Year 2013-14 and unclaimed interim dividend for the Financial Year 2014-15 have been transferred to the Investor Education and Protection Fund (IEPF) established by Central Government on 22nd November, 2021 and 27th April, 2022 respectively. Pursuant to provisions of Investor Education and Protection Fund Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24th September, 2021 (the date of last Annual General meeting) on the website of the Company (www.powergrid.in) and also filed with the Ministry of Corporate Affairs.



11. Unclaimed final dividend for the Financial Year 2014-15 and unclaimed interim dividend for the Financial Year 2015-16 will be due for transfer to the Investor Education and Protection Fund in November, 2022 and March, 2023, respectively, pursuant to the provisions of Section 124 of the Companies Act, 2013.
12. Attention of the Members is drawn to the provisions of Section 124(6) of the Act, which require a company to transfer in the name of IEPF Authority, all shares in respect of which dividend remained unpaid or unclaimed for 07 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has initiated action for transfer of all shares in respect of which dividend has not been claimed or paid for seven consecutive years. Members are advised to visit the web-link: <http://www.powergrid.in/investorrelation/investorservices> to ascertain details of shares liable for transfer in the name of IEPF Authority.
13. Pursuant to Section 139 (5) of the Companies Act, 2013 the auditors of the Government Company are appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in General Meeting may determine. The Members of the Company, in 32nd Annual General Meeting held on 24th September, 2021, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2021-22. Accordingly, the Board of Directors has fixed audit fee of ₹ 1.45 Crore plus applicable taxes towards audit fee for the Statutory Auditors for the Financial Year 2021-22 in addition to reimbursement of actual travelling and out-of-pocket expenses for visit to accounting units. The C&AG is yet to appoint Statutory Auditors of the Company for the Financial Year 2022-23. The Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the Financial Year 2022-23.
14. Members are requested to inform changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs) in case the shares are held by them in demat form and to KFINTECH in case the shares are held by them in physical form.
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permissible under Section 72 of the Companies Act, 2013, are required to file Form No. SH-13 of the Companies (Share Capital and Debentures) Rules, 2014 to the Registrar & Share Transfer Agents of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
16. Members holding shares in multiple Folios in physical mode are requested to apply for consolidation of shares to the Company or approach the Registrar & Share Transfer Agent along with relevant Share Certificates.
17. All the documents referred to in this Notice and the Registers referred to in Section 170 and in Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking inspection or any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 27th August, 2022 through email on investors@powergrid.co.in.
18. In compliance with the aforesaid Ministry of Corporate Affairs (MCA) Circular dated 5th May, 2022 read with circular dated 5th May, 2020 and SEBI Circular dated 13th May, 2022, Notice of the AGM along with the Annual Report 2021-22 are being sent through electronic mode only to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website i.e. www.powergrid.in; websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFINTECH <https://evoting.kfintech.com/>
19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFINTECH (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the same to <https://ris.kfintech.com/form15/> by 11:59 p.m. IST on or before 21st August, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the same to <https://ris.kfintech.com/form15/>. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on or before 21st August, 2022.

21. Annual Listing fee for the year 2022-23 has been paid to the Stock Exchanges wherein securities of the Company are listed.

22. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

1. The Company will provide VC / OAVM facility to its Members for participating in the AGM.
 - a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials. Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii. After logging in, click on "Video Conference" option.
 - iv. Then click on camera icon appearing in AGM event of Power Grid Corporation of India Limited, to attend the Meeting.
 - b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
 - c) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
 - d) Facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - e) Members who need assistance before or during the AGM, can contact KFINTECH on <https://emeetings.kfintech.com> or call on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
3. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

23. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular dated 9th December, 2020 in relation to E-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFINTECH, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. In pursuant to SEBI circular dated 9th December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	:	9:00 AM (IST) on Friday, 26th August, 2022
End of remote e-voting	:	5:00 PM (IST) on Sunday, 28th August, 2022



The Board of Directors of the Company has appointed Ms. Savita Jyoti (FCS 3738 & CP 1796) of M/s. Savita Jyoti Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting (Insta Poll) process in a fair and transparent manner.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **Monday, 22nd August, 2022.**
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he / she is already registered with KFINTECH for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. **Monday, 22nd August, 2022.**
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.




Step 2: Access to KFINTECH e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (AGM) of the Company on KFIN system to participate AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> i. Visit URL: https://eservices.nSDL.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> i. To register click on link: https://eservices.nSDL.com ii. Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nSDL.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member' section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.

	<ul style="list-style-type: none"> iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFINTECH. v. On successful selection, you will be redirected to KFINTECH e-Voting page for casting your vote during the remote e-Voting period. <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ul style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: https://www.cdslindia.com/ ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFINTECH e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi /Easiest <ul style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ul style="list-style-type: none"> i. Visit URL: https://www.cdslindia.com/ ii. Provide your Demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e. KFINTECH where the e- Voting is in progress.
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against company name or e-Voting service provider – KFINTECH and you will be redirected to e-Voting website of KFINTECH for casting your vote during the remote e-Voting period without any further authentication.



Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and/or Forgot 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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 or toll-free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFINTECH which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a shareholder is already registered with KFINTECH for e-voting, he/she can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. Shareholder will now reach password change Menu wherein he/she would be required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt to change password and update contact details like mobile number, email ID etc. on first login. Shareholder may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., AGM" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together

with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id savitajyoti@yahoo.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily register their email address and mobile number with KFINTECH, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFINTECH. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFINTECH. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.

1. OTHER INSTRUCTIONS

- i. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFINTECH. On successful login, select 'Speaker Registration' which will open from Friday, 26th August, 2022 to Saturday, 27th August, 2022. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.



- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFINTECH. On successful login, select 'Post Your Question' option which will be opened from Friday, 26th August, 2022 to Saturday, 27th August, 2022.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFINTECH Website) or contact:
- Shri S. V. Raju, Dy. Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1-800-309-4001
E-mail: einward.ris@kfintech.com
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 22nd August, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFINTECH at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be submitted to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

EXPLANATORY STATEMENT**ITEM NO. 6****Appointment of Shri Chetan Bansilal Kankariya (DIN:09402860) as an Independent Director.**

Shri Chetan Bansilal Kankariya (DIN:09402860) was appointed as an Additional Director-Independent Director w.e.f. 17.11.2021 (i.e. the date of allotment of DIN) for a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021. In terms of Article 31A of the Articles of Association of the Company, the Board of Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the Annual General Meeting (AGM). Accordingly, the Board vide resolution by circulation, appointed Shri Chetan Bansilal Kankariya as an Additional Director – Independent Director. Shri Chetan Bansilal Kankariya holds office up to the date of the ensuing AGM.

Shri Chetan Bansilal Kankariya fulfills the conditions specified in the Act and the Rules made thereunder and that Shri Chetan Bansilal Kankariya is independent of the Management. It is proposed to appoint him as an Independent Director for a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021.

Shri Chetan Bansilal Kankariya holds NIL share in POWERGRID.

The above appointment of Shri Chetan Bansilal Kankariya as an Independent Director on the Board of the Company, not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.6 as a Special Resolution.

Brief profile of Shri Chetan Bansilal Kankariya is annexed.

ITEM NO. 7**Appointment of Shri Onkarappa K N (DIN:09403906) as an Independent Director**

Shri Onkarappa K N (DIN:09403906) was appointed as an Additional Director-Independent Director w.e.f. 17.11.2021 (i.e. the date of allotment of DIN) for a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021. In terms of Article 31A of the Articles of Association of the Company, the Board of Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the Annual General Meeting (AGM) after their appointment. Accordingly, the Board vide resolution by circulation, appointed Shri Onkarappa K N as an Additional Director – Independent Director. Shri Onkarappa K N holds office up to the date of the ensuing AGM.

Shri Onkarappa K N fulfills the conditions specified in the Act and the Rules made thereunder and that Shri Onkarappa K N is independent of the Management. It is proposed to appoint him as an Independent Director for a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021.

Shri Onkarappa K N holds NIL share in POWERGRID.

The above appointment of Shri Onkarappa K N as an Independent Director on the Board of the Company, not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.7 as a Special Resolution.

Brief profile of Shri Onkarappa K N is annexed.

ITEM NO. 8**Appointment of Shri Ram Naresh Tiwari (DIN:09405377) as an Independent Director.**

Shri Ram Naresh Tiwari (DIN:09405377) was appointed as an Additional Director-Independent Director w.e.f. 18.11.2021 (i.e. the date of allotment of DIN) for a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021. In terms of Article 31A of the Articles of Association of the Company, the Board of



Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the Annual General Meeting (AGM) after their appointment. Accordingly, the Board vide resolution by circulation, appointed Shri Ram Naresh Tiwari as an Additional Director – Independent Director. Shri Ram Naresh Tiwari holds office up to the date of the ensuing AGM.

Shri Ram Naresh Tiwari fulfills the conditions specified in the Act and the Rules made thereunder and that Shri Ram Naresh Tiwari is independent of the Management. It is proposed to appoint him as an Independent Director for a period of three years w.e.f. the date of notification of appointment in terms of Ministry of Power Order No 25-12/13/2015-PG-Part (2) dt. 15.11.2021.

Shri Ram Naresh Tiwari holds NIL share in POWERGRID.

The above appointment of Shri Ram Naresh Tiwari as an Independent Director on the Board of the Company, not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.8 as a Special Resolution.

Brief profile of Shri Ram Naresh Tiwari is annexed.

ITEM NO. 9

Appointment of Shri Dilip Nigam (DIN:02990661) as a Government Nominee Director

Shri Dilip Nigam (DIN:02990661) was appointed as a Govt. Nominee Director by the Govt. of India vide Ministry of Power Order No. 25-12/10/2019-PG dt. 06.06.2022 and subsequently appointed by the Board of Directors as Govt. Nominee Director of the Company w.e.f. 06.06.2022. The Board has approved his appointment subject to the approval of shareholders pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, the appointment of Shri Dilip Nigam has to be approved by the members in the Annual General Meeting of the Company.

Shri Dilip Nigam holds Nil share in POWERGRID.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 9 as an Ordinary Resolution.

Brief profile of Shri Dilip Nigam is annexed to this Notice.

ITEM NO. 10

Appointment of Shri Raghuraj Madhav Rajendran (DIN: 07772370) as a Government Nominee Director

Shri Raghuraj Madhav Rajendran (DIN:07772370) was appointed as a Govt. Nominee Director by the Govt. of India vide Ministry of Power Order No. 25-12/10/2019-PG dt. 05.08.2022 and subsequently appointed by the Board of Directors as Govt. Nominee Director of the Company w.e.f. 05.08.2022. The Board has approved his appointment subject to the approval of shareholders pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Therefore, the appointment of Shri Raghuraj Madhav Rajendran has to be approved by the members in the Annual General Meeting of the Company.

Shri Raghuraj Madhav Rajendran holds Nil share in POWERGRID.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.10 as an Ordinary Resolution

Brief profile of Shri Raghuraj Madhav Rajendran is annexed to this Notice.

ITEM NO. 11

Ratification of remuneration of the Cost Auditors for the Financial Year 2022-23

As per Section 148 (3) of the Companies Act, 2013, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be determined by the Members. Under the Companies (Audit and Auditors) Rules, 2014, the Board while appointing the cost auditors has to approve the remuneration payable to them and the remuneration so approved by the Board has to be ratified by the general meeting. Accordingly, as recommended by the Audit Committee, the Board appointed (i) M/s. Dhananjay V. Joshi & Associates, Cost Accountants and M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants as joint Cost Auditors of the Company for the FY 2022-23 at a remuneration of ₹ 2,50,000 (Rupees Two Lakhs Fifty Thousand only) plus applicable

taxes to be shared equally by each Auditor. The above remuneration is exclusive of travelling and out of pocket expenses, which shall be reimbursed as per policy of the Company and; (ii) M/s Dhananjay V. Joshi & Associates, Cost Accountants, as the Lead Cost Auditor for the work of consolidation and facilitation for filing of consolidated Cost Audit Report of the Company for the financial year 2022-23 at an additional remuneration of ₹ 12,500 (Rupees Twelve Thousand Five Hundred only) excluding taxes and out of pocket expenses.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.11 as an Ordinary Resolution.

ITEM NO. 12

To raise funds up to ₹ 6,000 Crore from domestic market through issue of secured / unsecured, non-convertible, non-cumulative/cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement during the Financial Year 2023-24 in up to twenty tranches/offers.

"POWERGRID Board of Directors, in their 405th meeting held on 6th July, 2022, approved raising of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free, Rupee Linked Bonds/Bonds under private placement from domestic / external / overseas sources up to ₹ 6,000 Crore in one or more tranches but not exceeding twenty tranches depending upon the requirement of funds during the Financial Year 2023-24 for financing of POWERGRID Capital expenditure requirement, providing inter corporate loans to wholly owned subsidiaries, other purposes as may be approved by the Board of Directors / Committee of Directors for Bonds and for general corporate purposes.

An amount of ₹ 8,500 Crore is being considered as expected Capital Expenditure (CAPEX) during the Financial Year 2023-24. In order to have a debt equity mix of 70:30, an amount of ₹ 6,000 Crore is estimated to be mobilized as debt and balance from internal resources during the Financial Year 2023-24.


Presently, POWERGRID domestic Bonds have been rated at highest credit rating (AAA) by various domestic Rating Agencies i.e. CRISIL, ICRA & CARE. The rates of interest are determined on the market conditions prevailing at the time of entering the market for a particular offer of bonds on private placement (including offer to Qualified Institutional Buyer/s). At present, borrowing through domestic bonds was being done by the Company at a cost which is comparable to prevailing interest rates applicable to AAA rated corporate bonds. In line with the past practice, the interest yield on the proposed borrowings is also envisaged to be comparable to the interest rates of prevailing interest rates of AAA rated corporate bonds.

The proposed borrowing for FY 2023-24 will be within overall borrowing limits of ₹ 1,80,000 Crore."

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 12 as a Special Resolution.

By the Board of Directors



**(Mrinal Shrivastava)
Company Secretary & Compliance Officer**

Regd. Office: B-9, Qutab Institutional Area,
Katwaria Sarai, New Delhi - 110 016
(CIN: L40101DL1989GOI038121)

Date: 5th August, 2022



BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION

1. Directors seeking re-election at the 33rd Annual General Meeting:

I)

Name	Shri Abhay Choudhary
DIN	07388432
Date of Birth and Age	1 st July, 1964 /58 Years
Date of Appointment	1 st November, 2020
Qualification	Electrical engineering graduate from NIT Durgapur and also holds a Post Graduate Diploma in Management from IMT Ghaziabad.
Expertise in specific functional Area	Prior to taking up this assignment, he was Executive Director (Commercial & Regulatory Cell) along with charge of CMD Coordination Cell in the company. During his career spanning around 36 years in Power Sector, he has worked in various capacities in EHV Sub Stations and Transmission lines, both as an Operation & Maintenance executive as well as a construction engineer. He also served as Executive Director of the North-Eastern from 2015-17. Before joining POWERGRID in 1991, he was in NTPC for about 6 years.
Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	<ol style="list-style-type: none"> 1. POWERGRID Unchahar Transmission Limited 2. Central Transmission Utility of India Limited 3. Energy Efficiency Services Limited 4. POWERGRID Aligarh Sikar Transmission Limited 5. POWERGRID Sikar Transmission Limited 6. POWERGRID Ramgarh Transmission Limited 7. POWERGRID Narela Transmission Limited 8. POWERGRID Gomti Yamuna Transmission Limited 9. RINL POWERGRID TLT Private Limited
Membership/ Chairmanship of Committees in other Companies	<ol style="list-style-type: none"> 1. POWERGRID Unchahar Transmission Limited <ol style="list-style-type: none"> i) Chairman- Corporate Social Responsibility Committee ii) Chairman- Stakeholders Relationship Committee 2. Energy Efficiency Services Limited <ol style="list-style-type: none"> i) Chairman- Corporate Social Responsibility Committee ii) Member- Audit Committee iii) Member- Risk Management Committee
Relationship between Directors inter se	NIL
No. of Shares held	1069

II)

Name	Dr. Vinod Kumar Singh
DIN	08679313
Date of Birth and Age	1 st June, 1963 / 59 Years
Date of Appointment	1 st February, 2020
Qualification	B. Com (Hons) from Delhi University and a Post Graduate Management from Xavier Institute of Social Services (XISS), Ranchi.
Expertise in specific functional Area	Dr. Vinod Kumar Singh started his professional career in 1985 with an MNC followed by leading PSU NHPC. Since joining POWERGRID in 1992, he has worked in all facets of HR including Amalgamation, Turnaround & Culture Building. Prior to his joining as Director (Personnel), he has worked as Senior General Manager (Human Resource Development) handling flagship projects such as Capacity Building, restructuring policies & procedures for NER States, strategic alliances pertaining to Learning & Development for employees as well as external customers.
Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	<ol style="list-style-type: none"> 1. PTC India Limited 2. POWERGRID Energy Services Limited 3. POWERGRID Bhadla Transmission Limited 4. POWERGRID Medinipur Jeerat Transmission Limited 5. Parbati Koldam Transmission Company Limited 6. Torrent Power Grid Limited 7. POWERGRID Bikaner Transmission System Limited
Membership/ Chairmanship of Committees in other Companies	PTC India Limited Member- Nomination and Remuneration Committee
Relationship between Directors inter se	NIL
No. of Shares held	25



2. Director being appointed at the 33rd Annual General Meeting

I)

Name	Shri Chetan Bansilal Kankariya
DIN	09402860
Date of Birth and Age	29 th July, 1976 /46 Years
Qualification	Graduate in Chemical Engineering from University of Pune, Loni, Maharashtra.
Skills/ Expertise in specific functional Area	He is associated with business of land development & building construction having work experience of 23 years in the related field. He has been closely associated with municipal corporation for river conservation through plastic pollution control. His area of interest includes management & organization, financial management, CSR activities, etc.
Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares Held	NIL
Relationship between Directors inter se	NIL

II)

Name	Shri Onkarappa K N
DIN	09403906
Date of Birth and Age	28 th July, 1962 /60 Years
Qualification	Graduate in Arts from Kuvempu University, Shimoga, Karnataka.
Skills/ Expertise in specific functional Area	He has experience of more than 35 years in the field of education & related areas. He is the founder & President of Chetana Vidya Samaste, Davanagere. He has also been Director and Senator of various Universities.
Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	POWERGRID Unchahar Transmission Limited
Membership / Chairmanship of Committees in other Companies	POWERGRID Unchahar Transmission Limited i) Chairman- Audit Committee ii) Member-Corporate Social Responsibility Committee
No. of Shares Held	NIL
Relationship between Directors inter se	NIL

III)

Name	Shri Ram Naresh Tiwari
DIN	09405377
Date of Birth and Age	20 th January, 1981 /41 Years
Qualification	Dual Master's Degree in History from Bundelkhand University, Jhansi and Journalism from Barkatullah University, Bhopal.
Skills/ Expertise in specific functional Area	He is an agriculturist by profession. His area of interest includes research, development & implementation of technology adoption in the area of agriculture, mixed farming, business cooperative activities, social & agricultural welfare management etc.
Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	POWERGRID Unchahar Transmission Limited
Membership / Chairmanship of Committees in other Companies	POWERGRID Unchahar Transmission Limited i) Member- Stakeholders Relationship Committee ii) Member- Audit Committee
No. of Shares Held	NIL
Relationship between Directors inter se	NIL

IV)

Name	Shri Dilip Nigam
DIN	02990661
Date of Birth and Age	18 th April, 1960/ 62 years
Qualification	M. Tech. in Energy Technology from Asian Institute of Technology, Bangkok, Thailand.
Expertise in specific functional Area	Shri Dilip Nigam specializes in Solar Energy and Wind Energy. After working in private sector initially for few years, he joined the Ministry of New and Renewable Energy in 1987. He worked in wind energy programme of the Ministry for 16 years, when many important policies for development of wind energy sector in the Country were initiated. The Centre for Wind Energy Technology (C-WET) now NIWE was established under his guidance & supervision. In the Ministry, he has worked for 20 years on Solar Energy Programmes. Shri Dilip Nigam is presently working in the Ministry as Adviser/Scientist "G" (National Solar Mission) and dealing with important schemes to promote solar power development in the Country.
Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares Held	NIL
Relationship between Directors inter se	NIL



V)

Name	Shri Raghuraj Madhav Rajendran
DIN	07772370
Date of Birth and Age	18 th May, 1979/ 43years
Qualification	B.Tech in Electronics & Communication Engineering from the National Institute of Technology, Calicut.
Expertise in specific functional Area	Shri Raghuraj Madhav Rajendran is a member of the Indian Administrative Service and has experience in areas of Cabinet Affairs, Personnel and General Administration, Social Justice and Empowerment, Employment and Labor issues, Panchayati Raj and Local Self Government. Since December, 2017 he is on deputation to the Government of India. He has served on many important Administrative positions in Govt. of India and State Govt. of Madhya Pradesh, like Director – PMO; PS to Minister-M/o Steel; Deputy Director, LBSNAA, Mussoorie, etc.
Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	1. NHPC Limited 2. SJVN Limited 3. PTC India Limited
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares Held	NIL
Relationship between Directors inter se	NIL