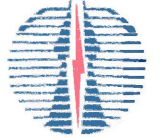


# पावर ग्रिड कारपोरेशन ऑफ इंडिया लिमिटेड

(भारत सरकार का उद्यम)

## POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)



पावरग्रिड

केन्द्रीय कार्यालय: "सौदामिनी" प्लॉट सं. 2, सेक्टर-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

Dt: 11.01.2019

The GM (Listing)  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

Ref: Scrip ID: POWERGRID; Scrip Code: 532898; ISIN: INE752E01010

Dear Sir,

Sub: Quarterly Compliance.

Enclosed please find the following reports in compliance with the SEBI (Listing Obligations and Disclosures) Regulations, 2015:

- A) Quarterly Compliance Reports on Corporate Governance for Quarter ended 31.12.2018, [Reg. 27(2) (a)]
- B) Shareholding Pattern for the Quarter ended 31.12.2018, [Reg. 31 (1) (b)]
- C) Reconciliation of Share Capital Audit Report for the Quarter ended 31.12.2018, and
- D) A statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter for the quarter ended 31.12.2018. [Reg. 13 (3)]

Thanking You,

Yours faithfully,

  
(Divya Tandon)

Chief General Manager - Company Secretary &  
Compliance Officer

Encl: a/a

1. Name of Listed Entity : POWER GRID CORPORATION OF INDIA LIMITED  
2. Quarter ending : 31st December, 2018

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN		Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) <sup>§</sup>	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN						
Mr.	I. S. Jha	ADKPJ7443F	00015615	Chairperson/Executive	10-11-2015	-	1	NIL	NIL
Mr.	K. Sreekant	AAFPK3748Q	06615674	Executive	01-09-2016	-	1	1	NIL
Mr.	Ravi P. Singh	AEZPS1659G	05240974	Executive	01-04-2012	-	2	2	NIL
Ms.	Seema Gupta	AAHPG0569P	06636330	Executive	01-03-2018	-	1	NIL	NIL
Mr.	Rajeev Kumar Chauhan	AFJPC1750P	02018931	Executive	23/08/2018	-	1	NIL	NIL
Ms.	Bharati	AJLPB3351R	07925607	Non-Executive/Nominee <sup>^</sup>	31-08-2017	-	1	NIL	NIL
Mr.	Vivek Kumar Dewangan	AFXPD5243G	01377212	Non-Executive/Nominee <sup>^</sup>	26-04-2018	-	2	2	NIL
Mr.	Jagdish Ishwarbhai Patel	ABRPP5481G	02291361	Independent	17-11-2015	3 years & 1.5 Months	1	NIL	2
Mr.	Tse Ten Dorji	ATHPD1349M	03469466	Independent	16-02-2017	1 year & 10.5 Months	1	1	NIL
Mr.	Manoj Kumar Mittal	ACNPM3218P	07937052	Independent	12-09-2017	1 Year & 3.5 Month	1	2	NIL
Mr.	Sunil Kumar Sharma	AQIPS6986M	03614952	Independent	23-07-2018	5 Months	1	1	NIL
Smt.	A. R. Mahalakshmi	AJOPM5697A	08187493	Independent	26-07-2018	5 Months	1	1	NIL

<sup>^</sup> Nominated by Ministry of Power, Government of India

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>§</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) s
1. Audit Committee	Mr. Jagdish I. Patel Mr. Tse Ten Dorji Mr. Manoj Kumar Mittal Mr. Sunil Kumar Sharma Mr. Vivek Kumar Dewangan	Independent (Chairperson) Independent Independent Independent Non-Executive
2. Stakeholders Relationship Committee	Mr. Jagdish I. Patel Mr. Manoj Kumar Mittal Smt. A. R. Mahalakshmi Mr. K. Sreekant Mr. Ravi P. Singh	Independent (Chairperson) Independent Independent Executive Executive
3. Nomination and Remuneration Committee	Mr. Jagdish I. Patel Mr. Tse Ten Dorji Mr. Manoj Kumar Mittal Smt. A. R. Mahalakshmi Ms. Bharati Mr. Vivek Kumar Dewangan Mr. I. S. Jha	Independent (Chairperson) Independent Independent Independent Non-Executive Non-Executive Executive
4. Risk Management Committee	Mr. Ravi P. Singh Mr. K. Sreekant Mr. Rajeev Kumar Chauhan	Executive (Chairperson) Executive Executive
5. CSR Committee	Mr. I. S. Jha Mr. Ravi P. Singh Mr. K. Sreekant Ms. Seema Gupta Mr. Rajeev Kumar Chauhan Mr. Jagdish I. Patel Mr. Tse Ten Dorji Mr. Sunil Kumar Sharma Smt. A. R. Mahalakshmi Ms. Bharati	Executive (Chairperson) Executive Executive Executive Executive Independent Independent Independent Independent Non-Executive
<sup>8</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen		

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10-Jul-18	-	-
18-Jul-18	-	7
31-Jul-18	-	12
20-Sep-18	-	50
-	05-Nov-18	45

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
<b>Audit Committee</b>			
-	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present Mr. Vivek Kumar Dewangan - Present	10-Jul-18	-
-	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present Mr. Vivek Kumar Dewangan - Present	18-Jul-18	7
	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present Mr. Vivek Kumar Dewangan - Present	31-Jul-18	12
	Mr. Jagdish I. Patel - Absent Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present Mr. Vivek Kumar Dewangan - Present	21-Aug-18	20
	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present Mr. Vivek Kumar Dewangan - Absent	20-Sep-18	29
05-Nov-18	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present Mr. Sunil Kumar Sharma - Present Mr. Vivek Kumar Dewangan - Present	-	45
05-Dec-18	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present Mr. Sunil Kumar Sharma - Present Mr. Vivek Kumar Dewangan - Present	-	29



<b>Nomination and Remuneration Committee</b>			
	Mr. Jagdish I. Patel - Present Mr. I. S. Jha - Present Mr. Manoj Kumar Mittal - Present Mr. Tse Ten Dorji - Present Ms. Bharati - Present Mr. Vivek Kumar Dewangan - Absent	20-Sep-18	
05-Nov-18	Mr. Jagdish I. Patel - Present Mr. I. S. Jha - Present Mr. Manoj Kumar Mittal - Present Mr. Tse Ten Dorji - Present Smt. A. R. Mahalakshmi - Present Ms. Bharati - Present Mr. Vivek Kumar Dewangan - Absent		45
<b>Risk Management Committee</b>			
09-Nov-18	Mr. Ravi P. Singh - Present Mr. K. Sreekant - Present Mr. R. K. Chauhan - Present		
<b>CSR Committee</b>			
	Mr. I. S. Jha - Present Mr. Ravi P. Singh - Present Mr. K. Sreekant - Present Mr. Rajeev Kumar Chauhan - Present Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Ms. Bharati - Present	20-Sep-18	
05-Nov-18	Mr. I. S. Jha - Present Mr. Ravi P. Singh - Present Mr. K. Sreekant - Present Ms. Seema Gupta - Present Mr. Rajeev Kumar Chauhan - Present Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Sunil Kumar Sharma - Present Smt. A. R. Mahalakshmi - Present Ms. Bharati - Present		45
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
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**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	<b>NO</b> - As on 31.12.2018, POWERGRID had 5 Executive Directors (including Chairperson), 2 Non-Executive Director and 5 Independent Directors. The composition also include Women Directors.  POWERGRID, being a Govt. Company 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 President of India.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	Yes
b. Nomination & remuneration committee	Yes
c. Stakeholders relationship committee	Yes
d. Risk management committee (applicable to the top 100 listed entities)	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5. This report and /or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	The report for the Quarter ended 30th September, 2018 was placed before Board of Directors in its meeting held on 03.01.2019. This report i.e. for the Quarter ending 31st December, 2018 will be placed in the ensuing meeting of Board of Directors.

Name : Divya Tandon

Designation : Chief General Manager - Company Secretary &amp; Compliance Officer