

पावर ग्रिड कार्पोरेशन ऑफ इंडिया लिमिटेड

(भारत सरकार का उद्यम)

POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)



केन्द्रीय कार्यालय: "सौदामिनी" प्लॉट सं. 2, सेक्टर-29, गुडगाँव-122 001, (हरियाणा) दूरभाष: 0124-2571700-719, फैक्स : 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: 12.04.2018

The GM (Listing)

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

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

Dear Sir,

Sub: **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 31.03.2018 [Reg. 27(2) (a)];
- B) Shareholding Pattern for the Quarter ended 31.03.2018 [Reg. 31 (1) (b)];
- C) Reconciliation of Share Capital Audit Report for the Quarter ended 31.03.2018;
- 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 31.03.2018. [Reg. 13 (3)];
- E) A compliance certificate duly signed by both the compliance officer and the authorised representative of the share transfer agent under Regulation 7 (3); and
- F) Certificate from Practicing Company Secretary under Regulation 40(9) for the half year ended 31.03.2018.

Thanking You,

Yours faithfully,


(Divya Tandon)

General Manager - Company Secretary &
Compliance Officer

Encl: a/a

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

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN [§] & DIN		Category (Chairperson/Executive/ Non-Executive/independent/ Nominee) ^{&}	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	1/9/2016	-	2	2	NIL
Mr.	Ravi P. Singh	AEZPS1659G	05240974	Executive	1/4/2012	-	2	2	NIL
Mr.	R. P. Sasmal	AAAPS0228E	02319702	Executive	28/02/2018 [#]	-	NIL	NIL	NIL
Ms.	Seema Gupta	AAHPG0569P	06636330	Executive	1/3/2018	-	1	NIL	NIL
Mr.	Prabhakar Singh	AEFPS8930L	01391766	Executive	8/2/2017	-	1	NIL	NIL
Ms.	Bharati	AJLPB3351R	07925607	Non-Executive/Nominee [^]	31/08/2017	-	1	1	NIL
Mr.	Jagdish Ishwarbhai Patel	ABRPP5481G	02291361	Independent	17/11/2015	2 years & 4.5 Months	1	NIL	2
Mr.	Tse Ten Dorji	ATHPD1349M	03469466	Independent	16/02/2017	1 year & 1.5 Months	1	1	NIL
Mr.	Manoj Kumar Mittal	ACNPM3218P	07937052	Independent	12/9/2017	6.5 Months	1	2	NIL

[^] Nominated by Government of India

[§] PAN number of any director would not be displayed on the website of Stock Exchange

[&] 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.

[#] Date of Cessation.

II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s</i>
1. Audit Committee	Mr. Jagdish I. Patel Mr. Tse Ten Dorji Mr. Manoj Kumar Mittal	Independent (Chairperson) Independent Independent
2. Stakeholders Relationship Committee	Mr. Jagdish I. Patel Mr. Manoj Kumar Mittal Mr. K. Sreekant Mr. Ravi P. Singh	Independent (Chairperson) Independent Executive Executive
3. Nomination and Remuneration Committee	Mr. Jagdish I. Patel Mr. Tse Ten Dorji Mr. Manoj Kumar Mittal Ms. Bharati Mr. I. S. Jha	Independent (Chairperson) Independent Independent Non-Executive Executive
4. Risk Management Committee	Mr. Ravi P. Singh Mr. K. Sreekant Mr. Prabhakar Singh	Executive (Chairperson) Executive Executive

⁸ 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

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
02-Nov-17	-	-
08-Dec-17	-	35
-	06-Jan-18	28
-	01-Feb-18	25
-	27-Feb-18	25
-	16-Mar-18	16

IV. Meeting of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee			
	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. R. P. Sasmal - Present	02-Nov-17	-
01-Feb-18	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present	-	90
16-Mar-18	Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present	-	42
Stakeholders Relationship Committee			
07-Feb-18	Mr. Jagdish I. Patel - Present Mr. Ravi P. Singh - Present Mr. Manoj Kumar Mittal - Present Mr. K. Sreekant - Present	28-Nov-17	70
Nomination and Remuneration Committee			
	NIL	-	-

Risk Management Committee

18-Jan-18	Mr. R. P. Sasmal - Present Mr. K. Sreekant - Present Mr. Ravi P. Singh - Present	-	-
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* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
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	Yes

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.	<p>NO - As on 31.03.2018, POWERGRID had 5 Executive Directors (including Chairperson), 1 Non-Executive Director and 3 Independent Directors. The composition also include Women Directors.</p> <p>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.</p>
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 submitted in the previous quarter was placed before Board of Directors in its meeting held on 27.02.2018. This report will be submitted to the Board in the forthcoming meeting.


 Name : Divya Tandon
 Designation : General Manager - Company Secretary & Compliance Officer

DIVYA TANDON
 GM - Company Secretary
 POWERGRID

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

<i>Item</i>	Compliance status (Yes/No/NA) <small>refer note below</small>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No*
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA**
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes

Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

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.

3 If the Listed Entity would like to provide any other Information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.


DIVYA TANDON
 GM - Company Secretary
 POWERGRID

Name : Divya Tandon

Designation : Company Secretary & Compliance Officer

* As on 31.03.2018, POWERGRID has 5 Executive Directors (including Chairperson), 1 Non-Executive Director and 3 Independent Directors. The composition also include Women Directors. During the year 2017-18, the requirement of 50% of Independent Directors as per Regulation 17 (b) of the SEBI Listing Regulations, 2015 has not been complied with.

** POWERGRID, being a Govt. Company within the meaning of Section 2(45) of the Companies Act, 2013, the power to appoint Director on the Board of POWERGRID vests with the President of India.