पावर ग्रिड कारपोरेशन ऑफ इंडिया लिमिटेड



POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)

केन्द्रीय कार्यात्रयः "सीदामिनी" स्तॉट सं. 2, सैक्टर-29, गुडगाँव-122 001, (हरियापः) दूरभाषः 0124-2571700-719. फेक्स : 0124-2571762, "Saudamint" Plot No. Z, Sector-29, Gurgaon-122 601, (Haryena) 7el.: 0124-2571700-719, Fax: 0124-2571782, Web.: www.powergridindia.com

CIN: L40101DL1989GOI038121

C/COS/Listing

Dt: 13.01.2017

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:

- Quarterly Compliance Reports on Corporate Governance for Quarter A) ended 31.12.2016, [Reg. 27(2) (a)]
- Shareholding Pattern for the Quarter ended 31.12.2016, [Reg. 31 (1) (b)] B)
- Reconciliation of Share Capital Audit Report for the Quarter ended C) 31.12.2016, and
- A statement giving the number of investor complaints pending at the D) 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 31.12.2016. [Reg. 13 (3)]

Thanking You,

Yours faithfully.

Company Secretary & Compliance Officer

Encl: a/a

2. Quarter ending

31st DECEMBER, 2016

4.6

I. Composition of Board of Directors

^ Nominated		Mr.	Ms.		<u>S</u> .	Mr.	Mr.	Mr.	Mr.													(Mr./Ms.)	Title
A Nominated by Government of India	Ishwarbhai Patel	Jagdish	Jyoti Arora	Kumar	Dr. Pradeep	R. P. Sasmal	Ravi P. Singh	K. Sreekant	I. S. Jha							-		-				Director	Name of the
	٠	ABRPP5481G	AALPA6087E		AFIPK0993F	AAAPS0228E	AEZPS1659G	AAFPK3748Q	ADKPJ7443F	PAN													PAN [®] & DIN
		02291361	00353071		05125269	02319702	05240974	06615674	00015615	DIN													DIN
		Independent	Non-Executive/Nominee [^]		Non-Executive/Nominee^	Executive	Executive	Executive	Chairperson/Executive					V					Nominee) *	Executive/independent/	Non-	(Chairperson/Executive/	Category
		17/11/2015	20/03/2014		10/09/2013	01/08/2012	01/04/2012	01/09/2016	10/11/2015										/cessation	current term	in the	Appointment	Date of
	month	1 year	t.		-	-	_								7								Tenure*
		1	2	ı	2	_	2	_	>				Regulations)	Listing	25(1) of	Regulation	(Refer	listed entity	including this	entities	in listed	Directorship	No of
		2	NIL	(ယ	2	2	_	NIL			Regulations)	Listing	26(1) of	Regulation	(Refer	listed entity	including this	Committee(s)	Stakeholder	in Audit/	memberships	Number of
		2	Z	i	<u>_</u>	Z	Z	N	NIL	Regulations)	Listing	26(1) of	Regulation	(Refer	listed entity	including this	entities	held in listed	Committee	Stakeholder	Audit/	Chairperson ir	No of post of

II. Composition of Committees

	1. Audit Committee	Name of Committee
Dr. Frageep Numar	Mr. Jagdish I. Patel	Name of Committee members
Non-Executive	Independent (Chairperson)	Category (Chairperson/Executive/Non- Executive/independent/Nominee) \$

^{*} 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.

The state of the s	P. M. D. P. Sasmala & P. C. C.	Executive
2. Stakeholders Relationship Committee	indep Mr. Jagdish I. Patel)	(Chairpe
	Mr. K. Sreekant	Executive
	Mr. Ravi P. Singh	Executive
3. Nomination and Remuneration Committee	Mr. Jagdish I. Patel	Independent (Chairperson)
	Dr. Pradeep Kumar	Non-Executive
,	Ms. Jyoti Arora	Non-Executive
	Mr. I. S. Jha	Executive
Risk Management Committee	Mr. R. P. Sasmal	Executive (Chairperson)
	Mr. K. Sreekant	Executive
	Mr. Ravi P. Singh	Executive
^a Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category	lominee. If a director fits into more than one category write all categories sep	write all categories separating them with hyphen
III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Data(s) of Meeting (if any) in the relevant guarter	Maximum gan hahwan any tuo consocutiva
		(in number of days)
		(in name or or any o)
20.07.2016		(m mannoo or adjo)

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)
20.07.2016		
05.08.2016	1	15
16.08.2016 & 19.08.2016 (Adjourned)	1	10
16.09.2016		30
	22.10.2016	35
1	09.11.2016	17
	06.12.2016	26

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	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
22.10.2016	Mr. Jagdish I. Patel - Present Dr. Pradeep Kumar - Present Mr. R. P. Sasmal - Present	16.09.2016	35
09.11.2016	Mr. Jagdish I. Patel - Present		17
	Dr. Pradeep Kumar - Absent		
	Mr. R. P. Sasmal - Present		
06.12.2016	Mr. Jagdish I. Patel - Present	-	26

	Dr. Pradeep Kumar - Present Mr. R. P. Sasmal - Present	15		
Stakeholders Relationship Committee	mittee			
07.12.2016	Mr. Jagdish I. Patel - Present Mr. K. Sreekant - Present Mr. Rayi P. Singh - Present	30.03.2016	N	251
Nomination and Remuneration Committee				
		05.08.2016		
Risk Management Committee - I	NIL			
* This information has to be mandatorily be	* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional	tion is optional	11	
V. Related Party Transactions				
Subject			Compliance	Compliance status (Yes/No/NA) refer note helow
Whether prior approval of audit committee obtained	mmittee obtained		Yes	
Whether shareholder approval obtained for material RPT	ained for material RPT		NA	
Whether details of RPT entered in	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Audit Committee	Yes	
VI. Affirmations	pliance or non-compliance may be indicated by Yes/No/N.A For examplarly, in case the Listed Entity has no related party transactions, the works may be given here.	le, if the Board has been cos "N.A." may be indicated.	omposed in accorda	the Board has been composed in accordance with the requirements of Listing A." may be indicated.
1. The composition of Board of Directors is i disclosure requirements) Regulations, 2015.	Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A For example, if the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A For example, if the Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.2 If status is "No" details of non-compliance may be given here. VI. Affirmations	le, if the Board has been cus "N.A." may be indicated.	omposed in accorda	ince with the requirements of Listing
	Note In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A For example the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A For example Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the work of It 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.	le, if the Board has been composed in accordance with the s "N.A." may be indicated. NO - As on 31.12.2016, POWERGRID has Chairperson), 2 Non-Executive and 1 In composition also includes a Woman Director.	2.2016, POWE lon-Executive cludes a Woma	the Board has been composed in accordance with the requirements of Listing A." may be indicated. O - As on 31.12.2016, POWERGRID had 4 Executive (includ nairperson), 2 Non-Executive and 1 Independent Director. Tymposition also includes a Woman Director.
	pliance or non-compliance may be indicated by Yes/No/N.A For examplarly, in case the Listed Entity has no related party transactions, the works may be given here ectors is in terms of SEBI (Listing obligations and bins, 2015.	le, if the Board has been composed in accords s "N.A." may be indicated. NO - As on 31.12.2016, POWE Chairperson), 2 Non-Executive composition also includes a Worna POWERGRID, being a Govt. Composition of the Companies Act, 201. Official Part-time Directors / (Independent Directors) vests with	2.2016, POWE lon-Executive cludes a Worna g a Govt. Companies Act, 201: Directors / cors) vests with	if the Board has been composed in accordance with the requirements of Listing NA." may be indicated. NO - As on 31.12.2016, POWERGRID had 4 Executive (includ Chairperson), 2 Non-Executive and 1 Independent Director. Tocomposition also includes a Woman Director. POWERGRID, being a Govt. Company within the meaning of Section (45) of the Companies Act, 2013, the power to appoint function official Part-time Directors / non-Official Part-time Directors (Independent Directors) vests with the President of India.
2. The composition of the following commit disclosure requirements) Regulations, 2015	Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A For example and the column "Compliance Status", in case the Listed Entity has no related party transactions, the work 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. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.	NO - As on 31.1; Chairperson), 2 N composition also in POWERGRID, beir (45) of the Compo Official Part-time (Independent Direc	2.2016, POWE lon-Executive cludes a Woma g a Govt. Comanies Act, 201. Directors / tors) vests with	RGRID had 4 Executive (includ and 1 Independent Director. 7 n Director. pany within the meaning of Section 3, the power to appoint function non-Official Part-time Direct the President of India.
The composition of the following disclosure requirements) Regulation Audit Committee	pliance or non-compliance may be indicated by Yes/No/N.A For examplarly, in case the Listed Entity has no related party transactions, the works may be given here. ectors is in terms of SEBI (Listing obligations and ons, 2015.	NO - As on 31.1: Chairperson), 2 N composition also in POWERGRID, beir (45) of the Compa Official Part-time (Independent Direction of the Compa Official Part-time (Independent Direction)	2.2016, POWE lon-Executive cludes a Worna g a Govt. Comanies Act, 201: Directors / lors) vests with	"N.A." may be indicated. NO - As on 31.12.2016, POWERGRID had 4 Executive (including Chairperson), 2 Non-Executive and 1 Independent Director. The composition also includes a Woman Director. 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.
The composition of the following committees i disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee	pliance or non-compliance may be indicated by Yes/No/N.A For examplarly, in case the Listed Entity has no related party transactions, the work may be given here. The ectors is in terms of SEBI (Listing obligations and ons, 2015. The committees is in terms of SEBI (Listing obligations and ons, 2015.	le, if the Board has been of s "N.A." may be indicated. NO - As on 31.1: Chairperson), 2 N composition also in POWERGRID, beir (45) of the Compa Official Part-time (Independent Direction) No* No*	2.2016, POWE lon-Executive cludes a Woma g a Govt. Comanies Act, 201. Directors / tors) vests with	RGRID had 4 Executive (includ and 1 Independent Director. 7 n Director. 3, the power to appoint function non-Official Part-time Direct the President of India.

ो ं े ते. Risk management committee (applicable to the top 100 listed entities)	Yes
3. The committee priembers have been made aware of their powers, role and Yes 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 The report submitted in the previous quarter was placed before Board of Directors. Any comments/observations/advice of Board of Directors may be of Directors in its meeting held on 22.10.2016. This report will be submitted to the Board in the forthcoming meeting.	The report submitted in the previous quarter was placed before Boar of Directors in its meeting held on 22.10.2016. This report will be submitted to the Board in the forthcoming meeting.

* Since, the positions of independent Directors are vacant; therefore, the requirements regarding constitution of Audit Committee and Nomination { Remuneration Committee have not been met during the quarter.

(/ e : Divya Tandon

Name : Divya Tandon

Designation : Company Secretary & Compliance Officer