

पावर ग्रिड कारपोरेशन 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
फोन : 0124-2571700-719 फ़ैक्स : 0124-2571760, 0124-2571761 तार : 'नेटग्रिड'
Corporate Office : "Saudamini" Plot No-2, Sector-29, Gurgaon - 122 001 Haryana
Tel.: 0124-2571700 - 719 Fax : 0124-2571760, 0124-2571761 Gram : 'NATGRID'

संदर्भ संख्या / Ref. No.

केन्द्रीय कार्यालय / CORPORATE CENTRE

CIN: L40101DL1989GOI038121

26TH ANNUAL GENERAL MEETING HELD ON TUESDAY 15TH SEPTEMBER, 2015

Declaration of Results of remote e-voting and poll

As per the provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 26th Annual General Meeting (AGM). The remote e-voting was open from Saturday, 12th September, 2015 at 9:00 a.m. to Monday, 14th September, 2015 upto 5:00 p.m.

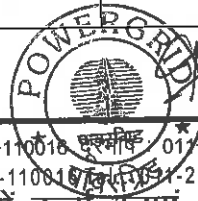
In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 26th AGM, voting was conducted through Ballot Paper.

The Board of Directors had appointed Mr. P. K. Mittal, Advocate, M/s PKMG Law Chambers as Scrutinizer to scrutinize the remote e-voting and voting by ballot papers at the AGM in a fair & transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto 5:00 p.m. on Monday, 14th September, 2015 and ballot papers received till the conclusion of the meeting and submitted their Report on 16th September, 2015.

The Consolidated Results, as per the Scrutinizer's Report dated 16th September, 2015 are as follows:

Sl. No.	Resolutions	Type of Resolution	% of votes in favour (Approx.)	% of votes against (Approx.)
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended 31 st March, 2015, the Report of the Board of Directors and Auditors thereon.	Ordinary Resolution	99.97	0.03
2.	To note the payment of interim dividend and declare final dividend for the Financial Year 2014-15.	Ordinary Resolution	100.00	00.00
3.	To appoint a Director in place of Shri Ravi P. Singh (DIN: 05240974), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	91.02	8.98

CMA



पंजीकृत कार्यालय : बी-9, कुतब इंस्टीट्यूशनल एरिया, कटवारिया सराय, नई दिल्ली-110016 फ़ोन : 011-26560121 फ़ैक्स : 011-26560039 तार : 'नेटग्रिड'
Registered Office : B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi -110016 फ़ोन : 011-26560121 फ़ैक्स : 011-26560039 Gram: 'NATGRID'

स्वहित एवं राष्ट्रहित में ऊर्जा बचाएं
Save Energy for Benefit of Self and Nation

4.	To appoint a Director in place of Shri R. P. Sasmal (DIN: 02319702), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	91.02	8.98
5.	To fix the remuneration of the Statutory Auditors for the Financial Year 2015-16.	Ordinary Resolution	98.87	1.13
Special Business				
6.	Ratification of remuneration of the Cost Auditors for the Financial Year 2015-16.	Ordinary Resolution	99.85	0.15
7.	Enhancement of Borrowing Limits from ₹ 1,30,000 Crore to ₹1,50,000 Crore.	Special Resolution	99.97	0.03
8.	To raise funds in INR or any other acceptable foreign currency as permitted by Reserve Bank of India (RBI) up to ₹14,000 Crore, from domestic / External / Overseas sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free, Rupee Linked, Bonds under Private Placement during the Financial year 2016-17 in up to eight tranches/offers, with/without Green Shoe Option and each tranche/offer shall be of up to ₹ 2,000 Crore of Bonds, exclusive of Green Shoe Option.	Special Resolution	99.97	0.03

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 26th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Power Grid Corporation of India Limited



R. N. Nayak
Chairman & Managing Director
(DIN: 02658070)

रविन्द्र नाथ नायक
R. N. Nayak

अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
पावरग्रिड / POWERGRID

Date: 16th September, 2015

PRADEEP K MITTAL
B. COM, LL.B., FCS,
ADVOCATE
DELHI HIGH COURT

OFFICE-CUM RESI.:
171, CHITRA VIHAR
DELHI - 110092
PH. 22524229, 22540549
MOBILE: 9811044365
E MAIL : pknittal171@gmail.com

FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

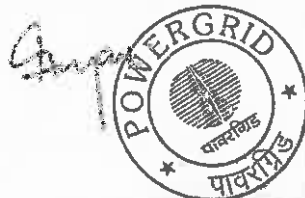
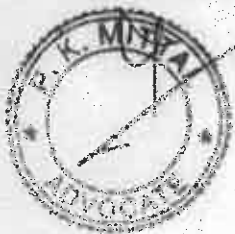
Shri R. N. Nayak
Chairman & Managing Director
Power Grid Corporation of India Limited
B-9, Qutab Institutional Area,
Katwaria Sarai, New Delhi-110016

26th Annual General Meeting of the Equity Shareholders of Power Grid Corporation Of India Limited held on Tuesday 15th September, 2015 at 11:00 a.m.

Dear Sir,

I, **Pradeep K. Mittal**, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 26th Annual General Meeting of the Equity Shareholders of Power Grid Corporation Of India Limited, held on Tuesday 15th September, 2015 at 11:00 a.m. submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

(A) Resolution 1- Adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended 31st March, 2015, the Report of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	3029668176	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	6154600

(B) Resolution 2 -To confirm payment of interim dividend and declare final dividend for the year 2014-2015.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	3029668176	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	6154600

(C) Resolution 3 - To appoint a director in place of Shri Ravi P. Singh (DIN. 05240974), who retires by rotation and being eligible, offers himself for Re-appointment.

(i) Voted in favour of the resolution:

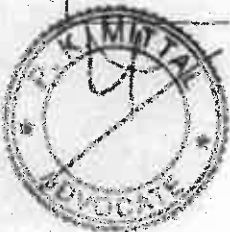
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	3029102715	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
8	6720061



(D) Resolution-4 - To appoint a director in place of Shri R.P.Sasmal (DIN.02319702), who retires by rotation and being eligible, offers himself for Re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	3029102715	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
8	6720061

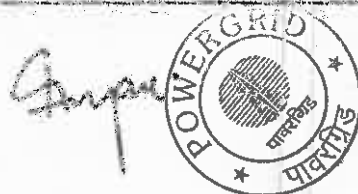
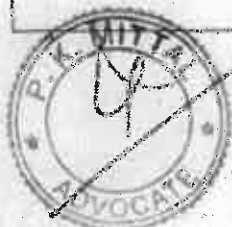
(E) Resolution 5 - To fix the Remuneration of the Statutory Auditors for the Financial Year 2015-2016.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	3029668176	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	6154600

(F) Resolution 6 - To Appoint Dr. Pradeep Kumar (Din 08125269) as Director of the Company

(i) Voted in favour of the resolution:

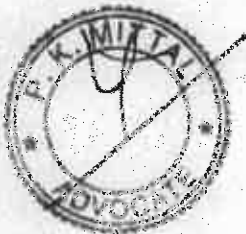
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	3029668076	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	6154600



(G) Resolution 7 - Enhancement of Borrowing Limits from Rs. 1,30,000 Crore to Rs. 1,50,000 Crore.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	3029668106	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	70	0

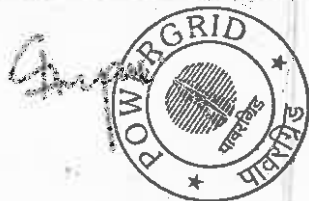
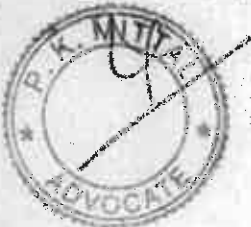
(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	6154600

(H) Resolution 8 - To raise funds in INR or any other acceptable foreign currency as permitted by Reserve Bank of India (RBI) up to Rs. 14,000 Crore, from domestic / External / Overseas sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free, Rupee Linked, Bonds under Private Placement during the Financial year 2016-17 in up to eight tranches/offers, with/without Green Shoe Option and each tranche/offer shall be of up to Rs. 2,000 Crore of Bonds, exclusive of Green Shoe Option.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	3029668106	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	70	0

(iii) Invalid Votes:

Total Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
7	6154600

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Place: Delhi
Dated: 16.09.2015



Yours faithfully,

Pradeep K. Mittal
Chairman

PRADEEP K MITTAL
B. COM, LL.B., FCS,
ADVOCATE
DELHI HIGH COURT

OFFICE-CUM RESL.:
171, CHITRA VIHAR
DELHI - 110092
PH. 22524229, 22540549
MOBILE: 9811044365
E MAIL. :pkmittal171@gmail.com

Consolidated Report of Scrutinizer(s)

To,

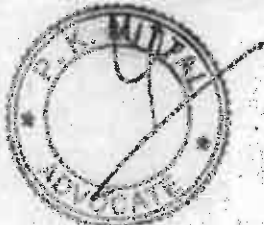
ShriR. N. Nayak
Chairman & Managing Director
Power Grid Corporation of India Limited
B-9, Qutab Institutional Area,
Katwaria Sarai, New Delhi-110016

Reg. : 26th Annual General Meeting of the Members of Power Grid Corporation Of India Limited to be held on Tuesday, 15th September, 2015 at 11.00 a.m. at "Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi - 110010, India.

Dear Sir

I, Pradeep K. Mittal, Advocate, appointed by the Board Of Directors of Power Grid Corporation Of India Limited (the Company) to act as the Scrutinizer in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the purpose of scrutinizing the remote e-voting process in respect of the Resolutions proposed at the 26th Annual General Meeting of the company, do hereby submit my report as follows:

1. The remote e-voting services were provided by Karvy Computershare Private Limited (KARVY).
2. Voting rights were reckoned on the paid up value of shares registered in the names of the members as on 8th day of September 2015.
3. The period of remote e-voting started at 09:00 a.m. on Saturday 12th September and ended at 5:00 p.m. on Monday 14th September 2015.
4. The votes cast were unblocked on 15th September, 2015 at 2.26 p.m. in the presence of two witnesses, Mr. Amit Agrawal and Ankit Bansal, both of whom are not in the employment of the company.



The result of the poll is as under:

ORDINARY BUSINESS

(a) Resolution 1- Adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended 31st March, 2015, the Report of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

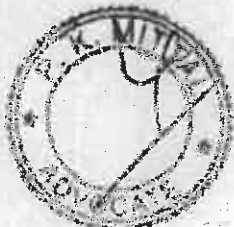
Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	83	3029668176	100
Postal Ballot in E-Voting Form	628*	1586768151	99.51165
Total	711	4616436327	99.9686

(ii) Voted against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	0	0	0
Postal Ballot in E-Voting Form	4*	1452018	0.091061006
Total	4	1452018	0.0314

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	7	6154600
Postal Ballot in E-	11	6270253



Voting Form		
Total	18	12424853

- Out of total electronic ballot 642, the 1 Members voted both in favour and against of the resolution. These 1 ballot included in both favour or against.

(b) Resolution2 - To confirm payment of interim dividend and declare final dividend for the year 2014-2015.

(i) Voted in favour of the resolution:

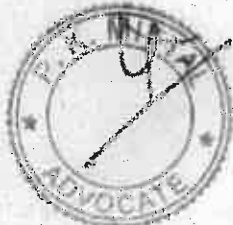
Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	83	3029668176	100
Postal Ballot in E-Voting Form	635*	1588899876	99.64534
Total	718	4618568052	100

(ii) Voted against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	0	0	0
Postal Ballot in E-Voting Form	1*	50	0
Total	1	50	0

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	7	6154000
Postal Ballot in E-Voting Form	7	5590496
Total	14	11743996



- Out of total electronic ballot 642, the 1 Members voted both in favour and against of the resolution. These 1 ballot included in both favour or against.

(c) Resolution 3 - To appoint a director in place of Shri Ravi P. Singh (DIN. 05240974), who retires by rotation and being eligible, offers himself for Re-appointment.

(i) Voted in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	82	3029102715	100
Postal Ballot in E-Voting Form	478*	1174190799	73.63751
Total	560	4203293514	91.0198

(ii) Voted against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	0	0	0
Postal Ballot in E-Voting Form	158 ^a	414707568	26.00772746
Total	158	414707568	8.9802

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	8	6720061
Postal Ballot in E-Voting Form	10	5592055
Total	18	12312116



- Out of total electronic ballot 642, the 4 Members voted both in favour and against of the resolution. These 4ballots included in both favour or against.

(d) Resolution 4 - To appoint a director in place of Shri R.P.Sasmal (DIN.02319702), who retires by rotation and being eligible, offers himself for Re-appointment.

(i) Voted in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	82	3029102715	100
Postal Ballot in E-Voting Form	477*	1174190590	73.6375
Total	559	4203293305	91.0198

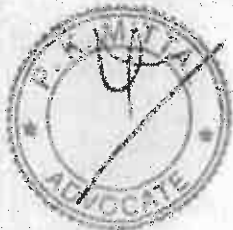
(ii) Voted against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	0	0	0
Postal Ballot in E-Voting Form	158*	414707568	26.00772746
Total	158	414707568	8.9802

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	8	6720061
Postal Ballot in E-Voting Form	11	5592264
Total	19	12312325

- Out of total electronic ballot 642, the 4 Members voted both in favour and against of the resolution. These 4ballots included in both favour or against.



(e) Resolution 5 - To fix the Remuneration of the Statutory Auditors for the Financial Year 2015-2016.

(i) Voted in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	83	3029668176	100
Postal Ballot in E-Voting Form	564*	1536721055	96.37302
Total	647	4566389231	98.8702

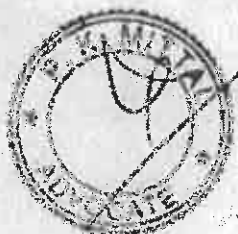
(ii) Voted against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	0	0	0
Postal Ballot in E-Voting Form	73*	52178846	3.272313579
Total	73	52178846	1.1298

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	7	6154600
Postal Ballot in E-Voting Form	8	5590521
Total	15	11745121

- Out of total electronic ballot 642, the 3 Members voted both in favour and against of the resolution. These 3 ballots included in both favour or against.



SPECIAL BUSINESS

(f) Resolution 6 - Ratification of remuneration of the Cost Auditors for the Financial Year 2015-2016.

(i) Voted in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	82	3029668076	100
Postal Ballot in E-Voting Form	624*	1587676831	99.56863
Total	706	4617344907	99.8527

(ii) Voted against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	1	100	0
Postal Ballot in E-Voting Form	17*	6813192	0.427278532
Total	18	6813292	0.1473

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	7	6154600
Postal Ballot in E-Voting Form	3	399
Total	10	6154999

- Out of total electronic ballot 642, the 2 Members voted both in favour and against of the resolution. These 2 ballots included in both favour or against.



(g) Resolution 7 - Enhancement of Borrowing Limits from Rs. 1,30,000 Crore to Rs. 1,50,000 Crore.

(i) Voted in favour of the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	82	3029668106	100
Postal Ballot in E-Voting Form	623*	1593255412	99.91849
Total	705	4622923518	99.9733

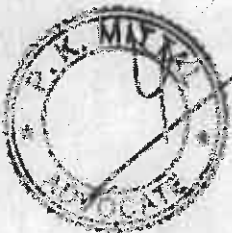
(ii) Voted against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	1	70	0
Postal Ballot in E-Voting Form	20*	1234810	0.077439151
Total	21	1234880	0.0267

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	7	6154600
Postal Ballot in E-Voting Form	1	200
Total	8	6154800

- Out of total electronic ballot 642, the 2 Members voted both in favour and against of the resolution. These 2 ballots included in both favour or against.



(b) Resolution 8 - To raise funds in INR or any other acceptable foreign currency as permitted by Reserve Bank of India (RBI) up to Rs. 14,000 Crore, from domestic / External / Overseas sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free, Rupee Linked, Bonds under Private Placement during the Financial year 2016-17 in up to eight tranches/offers, with/without Green Shoe Option and each tranche/offer shall be of up to Rs. 2,000 Crore of Bonds, exclusive of Green Shoe Option.

(i) Voted in favour of the resolution:

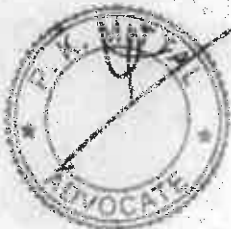
Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	82	3029668106	100
Postal Ballot in E-Voting Form	631*	1593257707	99.91863
Total	713	4622925813	99.9733

(ii) Voted against the resolution:

Particular	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Postal ballot in Physical form	1	70	0
Postal Ballot in E-Voting Form	13*	1232715	0.077307766
Total	14	1232785	0.0267

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	7	6154600
Postal Ballot in E-Voting Form	0	0
Total	7	6154600



- **Out of total electronic ballot 642, the 2 Members voted both in favour and against of the resolution. These 2 ballots included in both favour or against.**
5. I shall hand over the Consolidated Report form and other related papers/registers and records for safe custody to the Company Secretary authorized by the Board to supervise the voting process.
 5. You may accordingly declare the result of the voting by Physical and Electronically. The Consolidated report and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Place: Delhi
Dated: 16.09.2015

Yours faithfully,

(Pradeep K. Mittal),
Advocate
Scrutinizer