

पावर ग्रिड कार्पोरेशन 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, फैक्स : 0124-2571700-719, Web.: www.powergridindia.com
"Saudamini" Plot No. 2, Sector-29, Gurgaon-122 001, (Haryana) Tel. : 0124-2571700-719, Fax : 0124-2571762, Web.: www.powergridindia.com

CIN : L40101DL1989GOI03811

C/COS/Listing

Dt: 20.09.2017

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: **Proceedings of 28th Annual General Meeting held on 19th September, 2017.**

As per the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 28th Annual General Meeting of POWERGRID held at 11.00 a.m. on 19.09.2017 are enclosed please.

Thanking You,

Yours faithfully,


(Divya Tandon)

General Manager & Company Secretary -
Compliance Officer

पंजीकृत कार्यालय: बी-9, कुतब इंस्टीट्यूशनल एरिया, कटवारिया सराय, नई दिल्ली-110016 दूरभाष: 011-26560112, 26560121, 26564812, 26564892, फैक्स: 011-2660112, 2660121, 26604812, 26604892, Web.: www.powergridindia.com
Regd. Office: B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-110016 Tel.: 011-26560112, 26560121, 26564812, 26564892, Fax: 011-26601081, Web.: www.powergridindia.com

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

(i) Date of the Meeting: 19th September, 2017

33,218 Members present, in person or through proxy, marked their attendance (32,850 Members - in person + 368 Members - through proxy). These included two Nominees of the Government of India holding 57.89% of shares of the Company.

Shri I. S. Jha, Chairman & Managing Director took the Chair. Quorum of the Meeting being present as per the Companies Act, 2013, the Chairman & Managing Director declared the meeting open.

Thereafter, the Company Secretary introduced the Members of the Board. She also informed about the presence of Statutory Auditors, Cost Auditors, Secretarial Auditor and Scrutinizer appointed for remote e-voting and voting by ballot paper at the venue of AGM.

The Chairman & Managing Director informed that Statutory and the Proxy Registers were available for inspection of the Members during the Meeting.

1. With the consent of all the Members present, the notice of Annual General Meeting and Directors' Report, which were with the shareholders for some time, were taken as read.
2. Thereafter, the Chairman & Managing Director delivered his speech.
3. The Chairman & Managing Director thereafter requested Company Secretary to read out the Independent Auditors' Report.
4. The Company Secretary read the Auditors' Report dated 29th May, 2017.
5. The Company Secretary explained the voting arrangement made through Ballot papers at the venue of the AGM.
6. The Chairman & Managing Director requested Company Secretary to read the Items of Businesses to be transacted for the Annual General Meeting.

The Company Secretary then read the Items of the Business to be transacted at the Annual General Meeting, as under:

(ii) Brief details of items deliberated and results thereof:

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, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To note the payment of interim dividend and declare final dividend for the Financial Year 2016-17.
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.



4. To fix the remuneration of the Statutory Auditors for the Financial Year 2017-18.

SPECIAL BUSINESS:

5. To appoint Shri K. Sreekant (DIN 06615674) as a Director liable to retire by rotation. (Ordinary Resolution)
6. To appoint Shri Prabhakar Singh (DIN 01391766) as a Director liable to retire by rotation. (Ordinary Resolution)
7. To approve appointment of Shri Tse Ten Dorji (DIN: 03469466) as an Independent Director. (Ordinary Resolution)
8. To approve appointment of Ms. Jyotika Kalra (DIN: 07179640) as an Independent Director for a period from 16th February, 2017 to 6th April, 2017. (Ordinary Resolution)
9. Ratification of remuneration of the Cost Auditors for the Financial Year 2017-18. (Ordinary Resolution)
10. Enhancement of Borrowing Limits from ₹1,50,000 Crore to ₹1,80,000 Crore. (Special Resolution)
11. To raise funds up to ₹20,000 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 2018-19 in upto twenty tranches/offers. (Special Resolution)
12. To alter the Objects Clause of the Memorandum of Association of the Company in line with the provisions of the Companies Act, 2013. (Special Resolution)
13. To alter the Articles of Association of the Company in line with the provisions of the Companies Act, 2013. (Special Resolution)

The Chairman & Managing Director announced that the voting through Ballot paper was open for 30 minutes from the time of announcement.

The Chairman & Managing Director then ordered the voting through Ballot paper.

On the basis of the Scrutinizer's Report of the remote e-voting dated 19th September, 2017, results of voting through Ballot Paper at the venue of AGM and Consolidated Report of the Scrutinizer dated 19th September, 2017, the Chairman & Managing Director declared the Results of the voting on 19th September, 2017 that all the items of



business as set out in the Notice of the 28th Annual General Meeting of the Company have been duly passed by the requisite majority.

(iii) Manner of approval of proposed items: Through remote e-voting which was open from Saturday, 16th September, 2017 at 9:00 a.m. to Monday, 18th September, 2017 upto 5:00 p.m. and ballot paper at the venue of AGM.

1. During the voting through ballot paper, the Chairman & Managing Director invited Shareholders to raise queries, if any.

The Members congratulated the Chairman & Managing Director and the Board of Directors for the good performance of the Company. They expressed happiness over the performance of the Company and efficient shareholders services.

2. After 30 minutes from the opening of voting by Ballot, voting through Ballot paper was declared as completed and the ballot boxes were sealed by the Scrutinizer.
3. The Chairman & Managing Director then stated that since the counting of the votes and verification of the ballot papers would take some time, the result of the poll along with the result of remote e-voting would be uploaded on the website of the Company at www.powergridindia.com and on the website of RTA at the URL <http://evoting.karvy.com> on **20th September, 2017**.

Shri K. Sreekant, Director (Finance) presented the vote of thanks.

Thereafter the closure of 28th Annual General Meeting of the Company was announced at 12.15 p.m.


DIVYA TANDON
GM - Company Secretary
POWERGRID