

# 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, 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: 20.12.2018

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: **Proceedings of Postal Ballot.**

As per the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of Postal Ballot Notice dt. 05.11.2018 are enclosed please.

Thanking You,

Yours faithfully,

  
(Divya Tandon)

Chief General Manager & Company Secretary -  
Compliance Officer

Based on the Consolidated Report of Scrutinizer dated 19<sup>th</sup> December, 2018, the Shareholders of the Company have approved with requisite majority, the Special Resolutions for the following items circulated for passing through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 vide postal ballot notice dated 5<sup>th</sup> November, 2018:

## **ITEM NO.1**

### **To alter the Objects Clause of the Memorandum of Association**

“**Resolved** that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded for the modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows:

A. The **existing Object Clause 3A in Part III A** (Main Objects) of the Objects Clause of the Memorandum of Association of the Company be altered, as under:

#### **3A To Develop Telecommunications Networks**

To plan, promote, develop, erect and maintain, operate and otherwise deal in Telecommunications Networks & Services, Information & Communication Technologies (ICT) infrastructure, Data Centre, Mobile Tower Infrastructure services, etc. signaling & telecommunication system in all its aspects in India and abroad including for railway works, planning, investigation, research, design and engineering, preparation of preliminary, feasibility and definite project reports; to purchase, sell, import, export, assemble, manufacture, install, commission, maintain, operate commercially whether on own or along with others, on lease or otherwise, these networks and for such purposes to set up and/or install all requisite communications facilities and other facilities including fibre optic links, digital microwave links, communication cables, other telecommunication means, telephone and other exchanges, coaxial stations, microwave stations, repeater stations, Network / Security Operation Centre, Network Control Center, security system databases, billing systems, subscriber management systems and other communication systems whether consisting of sound, visual impulse, or otherwise, existing or that may be developed or invented in the future and to manufacture, purchase, sell, import, export, assemble, take or give on lease/rental/ subscription basis or by similar means or otherwise deal in components and other support and ancillary hardware and software systems, accessories, parts and equipments etc. used in or in connection with the operation of the above communication systems and networks including to deal with telecommunication operators or directly with the general public, commercial companies or otherwise; to obtain the required Telecom Licenses and acknowledge compliance with the terms and conditions of the License Agreement entered into with Department of Telecommunications (DOT).

B. Following new Clauses numbered 3B, 3C and 3D be inserted after Object Clause 3A under Part III A (Main Objects) of the Objects Clause of the Memorandum of Association of the Company, as under:





### **3B To invest and/or act as Project Management Consultant in energy efficiency, energy conservation projects, etc.**

To invest and/or act as Project Management Consultant including energy efficiency, energy conservation etc. and also renewable energy projects, in India and abroad, in the areas of agriculture pump sets installation / replacements, municipal pumping, space cooling / heating, buildings, lift irrigation, waste heat recovery, waste to gas and other related projects.

### **3C To develop Smart Grid infrastructure**

To plan, design, develop, procure, implement, operate, maintain and otherwise deal in the business of Smart Grid for the utilities/ customers in all aspects like Advance Metering Infrastructure (AMI) / Supervisory Control And Data Acquisition (SCADA) / Outage Management System (OMS) / Distribution Management System (DMS) hardware and software along with electrical / communication infrastructure, purchase of equipment, import, export, preparation of reports, assembly, manufacture, testing, validation, turnkey implementation, energy storage and other ancillary services, operation, maintenance, lease, undertaking turnkey projects / EPC / consultancy, invest in Smart Grid related projects under BOOT or any other model.

### **3D To develop Electric Vehicle Charging Infrastructure**

To plan, design, develop, invest, install, operate and maintain electric charging infrastructure, leasing, procurement of vehicles, batteries, import, export, preparation of reports, agreement with bulk users or any others for business, building infrastructure, owning, leasing, outsourcing activities, service contracts, undertaking all types of contracts / consultancy, development of software/ App, hardware, procurement of electricity for charging of electric vehicles batteries and swapping against discharged batteries, EV to grid for grid stability and designing business model.

“Resolved further that CMD, POWERGRID be and is hereby authorized to carry out minor modification(s) as may be deemed necessary & incidental in the foresaid Clauses 3A, 3B, 3C, and 3D and further to do all such acts, deeds and things as may be deemed necessary & incidental in this regard.”

## **ITEM NO. 2**

### **Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in POWERGRID.**

“RESOLVED that pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be stipulated by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the



Company (hereinafter referred to as 'the Board' which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company to permit Foreign Portfolio Investors (FPIs) registered with The Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares in the Company upto an aggregate limit of 35% (Thirty Five per cent) of the paid-up capital, provided, however, that the shareholding of each FPI on its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed 10% (Ten per cent) of the total paid-up capital or such limits as are or may be prescribed, from time to time, under applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including delegation of all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company, including informing the concerned authorities or other regulatory bodies".

The Announcement of Results of Postal Ballot and the copy of Scrutinizer's report counter signed by Chairman and Managing Director have been also attached please.



# 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-28, गुरुगँव-122 001, (हरियाणा) दूरभाष: 0124-2571700-719, फ़ैक्स : 0124-2571762, "Saudamini" Plot No. 2, Sector-28, Gurgaon-122 001, (Haryana) Tel. : 0124-2571700-719, Fax : 0124-2571762, Web.: www.powergridindia.com

CIN : L40101DL1989GOI038121

### Announcement of Results of Postal Ballot

In accordance with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Postal Ballot Forms & Postal Ballot Notice dated 5<sup>th</sup> November, 2018 containing Special Resolutions under the provisions of the Companies Act, 2013 were circulated to the Shareholders of the Company:

- (1) To alter the Objects Clause of the Memorandum of Association, and
- (2) Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in POWERGRID.

Voting rights have been reckoned on the paid up value of shares registered in the name of the Shareholders as on 26<sup>th</sup> October, 2018. Based on the report dated 19<sup>th</sup> December, 2018 submitted by CS Savita Jyoti, Savita Jyoti Associates, a Practicing Company Secretary, the Scrutinizer, appointed by the Board under Rule 22(5) of the Companies (Management and Administration) Rules, 2014, I declare that the following resolutions are duly passed with requisite majority.

Type of Resolution	Description	Result
Special Resolution	(1) To alter the Objects Clause of the Memorandum of Association	Carried with requisite majority.
Special Resolution	(2) Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in POWERGRID.	Carried with requisite majority.

For Power Grid Corporation of India Limited

(I. S. Jha)

Chairman & Managing Director

Date : 19<sup>th</sup> December, 2018  
Place: New Delhi

आई.एस. झा / I. S. JHA  
अध्यक्ष व प्रबन्ध निदेशक  
Chairman & Managing Director  
पावरग्रिड / POWERGRID

कृत कार्यालय: बी-9, कुतब इंस्टीट्यूशनल एरिया, कटवारिया सराय, नई दिल्ली-110016 दूरभाष: 011-26560112, 26560121, 26564812, 26564892, फ़ैक्स: 011-26601081  
d. 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 बचाएँ



**SAVITA JYOTI ASSOCIATES  
COMPANY SECRETARIES**

---

CS. SAVITA JYOTI, B.Com., F.C.S.

**Scrutiniser's Report – Consolidated**

To,

The Chairman and Managing Director  
Power Grid Corporation of India Limited  
CIN: L40101DL1989GOI038121  
B-9, Qutab Institutional Area,  
Katwaria Sarai,  
New Delhi- 110016.

**Sub. : Consolidated Report of Scrutiniser on the results of voting conducted through Postal Ballot and voting through Electronic Means.**

Dear Sir,

1. I, Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Secunderabad was appointed as the Scrutiniser by the Board of Directors of Power Grid Corporation of India Limited ("the Company"), pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force to scrutinise the votes cast electronically ("Remote E-voting") as well as through Postal Ballot on the items of business set out in the Notice of Postal Ballot dated November 05, 2018 in a fair and transparent manner.
2. In compliance with the provisions of Section 108, 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had offered remote e-voting facility to cast vote on the resolution through the electronic voting platform of Karvy Fintech Private Limited ("Karvy") [Formerly, Karvy Computershare Private Limited].
3. The Remote E-voting period had commenced from Sunday, November 18, 2018 at 9:00 a.m. (IST) and ended at 5:00 p.m. (IST) on Monday, December 17, 2018. During the period, members of the Company holding shares in physical and/or in dematerialised form, as on cut-off date i.e. 25<sup>th</sup> October, 2018 were entitled to vote on the resolution set out in the Notice of Postal Ballot dated November 05, 2018.
4. The e-voting module of Karvy was disabled on Monday, December 17, 2018 at 5.00 p.m. (IST) and unblocked thereafter by me in presence of Ms Vibha and Ms Sonam, not in employment of the Company as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014.
5. Shareholders were allowed to opt only one mode of voting, i.e. either by Physical Ballot or e-voting. In case any Shareholder had cast their vote both by Physical Ballot and e-voting, then voting done through valid Physical Ballot has been considered and voting done by e-voting has been treated as invalid.

**SAVITA JYOTI ASSOCIATES  
COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com., F.C.S

5. The Postal Ballot Forms were kept under my safe custody before commencing the scrutiny of such Postal Ballot Forms.
6. The Postal Ballot Forms received upto 5.00 p.m. (IST) on Monday, December 17, 2018 were considered valid for scrutiny. The Postal Ballot Forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. The summary of votes cast by Remote E-voting and by Postal Ballot Forms is given below :

**SPECIAL BUSINESS:**

Resolution No. 1:

To alter the objects clause of the Memorandum of Association

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2947376901	0	0.0000	0	0	0	0
	Postal Ballot		2947376901	100.0000	2947376901	0	100.0000	0.0000
	Total		2947376901	100.0000	2947376901	0	100.0000	0.0000
Public Institutions	E-voting	2044270273	1784066988	87.2716	1784066988	0	100.0000	0.0000
	Postal Ballot		00	0.00	00	0	0	0
	Total		1784066988	87.2716	1784066988	0	100.0000	0.0000
Public Non-Institutions	E-voting	239942474	44698840	18.6290	44693217	5623	99.9674	0.0126
	Postal Ballot		236713	0.0987	230931	5782	97.5574	2.4426
	Total		44935553	16.7276	44924148	11405	99.9746	0.0254
Total		5231589648	4776379442	91.2988	4776368037	11405	99.9998	0.0002

AJ

**SAVITA JYOTI ASSOCIATES  
COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com., FCS

Resolution No. 2:

**Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in POWERGRID**

Resolution required : Ordinary/Special						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2947376901	00	0.0000	0	0	0	0
	Postal Ballot		2947376901	100.0000	2947376901	0	100.0000	0.0000
	Total		2947376901	100.0000	2947376901	0	100.0000	0.0000
Public Institutions	E-voting	2644270273	1784066988	87.2716	1784066988	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	Total		1784066988	87.2716	1784066988	0	100.0000	0.0000
Public Non-Institutions	E-voting	239942474	44700616	18.6297	44691702	8914	99.9801	0.0199
	Postal Ballot		232654	0.0970	220947	11707	94.9681	5.0319
	Total		44933270	18.7257	44912549	20621	99.9541	0.0459
<b>Total</b>		<b>5231589648</b>	<b>4776377159</b>	<b>91.2988</b>	<b>4776356538</b>	<b>20621</b>	<b>99.9996</b>	<b>0.0004</b>

8. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballots Forms will remain in my custody until the Chairman and Managing Director/Company Secretary considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman and Managing Director/Company Secretary.
9. The Chairman and Managing Director of the Company can declare and confirm the above results of Postal Ballot and the same can be communicated to stock exchange(s) where the Company's shares are listed and also be displayed on the Company's website.

Thanking you,  
Yours faithfully,

**SAVITA JYOTI, FCS 3738**  
Practicing Company Secretary  
Certificate of Practice No. 1796

*Savita Jyoti*  
CS SAVITA JYOTI (Scrutiniser)  
SAVITA JYOTI ASSOCIATES  
Practicing Company Secretary  
Membership No.3738; CP No. 1796

Place: Hyderabad  
Date: 13-12-2018

Countersigned by:

For Power Grid Corporation of  
India Limited

*[Signature]*  
Chairman and Managing Director  
आइ.एस. झा / I. S. JHA  
अध्यक्ष व प्रबन्ध निदेशक  
Chairman & Managing Director  
पावरग्रिड / POWERGRID

Place: New Delhi  
Date: 13-12-2018