



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) 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: 19.09.2014

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: **25<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> September, 2014 –  
Declaration of Results of E-voting and poll at AGM.**

As per the provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 25<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from Tuesday, 9<sup>th</sup> September, 2014 at 10:00 a.m. to Thursday, 11<sup>th</sup> September, 2014 upto 6:00 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 25<sup>th</sup> AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. P. K. Mittal, Advocate, M/s PKMG Law Chambers as Scrutinizer for conducting e-voting and polling at the AGM in fair & transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto 6:00 p.m. on Thursday, 11<sup>th</sup> September, 2014 and poll received till the conclusion of the meeting and submitted their Report on 19<sup>th</sup> September, 2014.

In terms of Clause 35A of the Listing Agreement, the consolidated voting results of the 25<sup>th</sup> Annual General Meeting held at 11.00 a.m. on 18.09.2014 in the prescribed format is as under:



पंजीकृत कार्यालय: बी-9, कुतब इन्स्टीट्यूशनल एरिया, कटवारिया सराय, नई दिल्ली-110016 दूरभाष: 011-26560112, 26560121, 26564812, 26564892, फैक्स: 011-26601081  
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**

1.	Date of the AGM	18.09.2014.
2.	Total number of shareholders on record date	7,97,116 (as at the closure of the business hours on 8 <sup>th</sup> August, 2014 as per details furnished by the depositories.)
3.	Book Closure Date	6 <sup>th</sup> September, 2014 to 18 <sup>th</sup> September, 2014 (both days inclusive)

**4. No. of Shareholders present in the meeting either in person or through proxy:**

Shareholders	Present in person	Present through Proxy	Total
Promoters and Promoter Group	2	-	2
Public	29,332	594	29,926
Total	29,334	594	29,928

**5. No. of Shareholders attended the meeting through Video Conferencing :** No video conferencing facility was made available

Promoters and Promoter Group:	N/A
Public:	

**6. In case of Poll/Postal ballot/E-voting:**

- To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.

Resolution Required: Ordinary Resolution

Mode of Voting (E-voting & Poll)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359662175	74.0625	1357249588	2412587	99.8225	0.1774
Public-Others	366923154	6573118	1.7914	6571070	2048	99.9688	0.0311
Total	5231589648	4395070491		4392655856	2414635		





**2. To note the payment of interim dividend and declare final dividend for the Financial Year 2013-14.**

Resolution Required: Ordinary Resolution

Mode of Voting (E-voting & Poll)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359809889	74.0705	1359809889	0	100	0
Public-Others	366923154	6573283	1.7915	6572347	936	99.9857	0.0142
Total	5231589648	4395218370		4395217434	936		

**3. To appoint a Director in place of Shri I. S. Jha (DIN: 00015615), who retires by rotation and being eligible, offers himself for re-appointment.**

Resolution Required: Ordinary Resolution

Mode of Voting (E-voting & Poll)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359809889	74.0705	1352777898	7031991	99.4828	0.5171
Public-Others	366923154	6567319	1.7898	6559354	7965	99.8787	0.1212
Total	5231589648	4395212406		4388172450	7039956		

**4. To appoint a Director in place of Shri R. T. Agarwal (DIN: 01937329), who retires by rotation and being eligible, offers himself for re-appointment.**

Resolution Required: Ordinary Resolution

Mode of Voting (E-voting & Poll)





Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359809889	74.0705	1352777898	7031991	99.4828	0.5171
Public-Others	366923154	6567260	1.7898	6559731	7529	99.8853	0.1146
Total	5231589648	4395212347		4388172827	7039520		

**5. To fix the remuneration of M/s S. K. Mehta & Co., M/s Chatterjee & Co., and M/s Sagar & Associates, the Statutory Auditors for the Financial Year 2014-15.**

Resolution Required: Ordinary Resolution

Mode of Voting (E-voting & Poll)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359798262	74.0699	1330115961	29682301	97.8171	2.1828
Public-Others	366923154	6567622	1.7899	6562030	5592	99.9148	0.0851
Total	5231589648	4395201082		4365513189	29687893		

**6. To appoint Dr. Pradeep Kumar (DIN: 05125269) as Director liable to retire by rotation.**

Resolution Required: Special Resolution

Mode of Voting (E-voting & Poll)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359809889	74.0705	1198591097	161218792	88.144	11.8559





Public-Others	366923154	6561167	1.7882	6553228	7939	99.879	0.1209
Total	5231589648	4395206254		4233979523	161226731		

**7. To appoint Smt. Jyoti Arora (DIN: 00353071) as Director liable to retire by rotation.**

Resolution Required: Special Resolution

Mode of Voting (E-voting & Poll)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359809889	74.0705	1351459989	8349900	99.3859	0.614
Public-Others	366923154	6561168	1.7882	6552766	8402	99.8719	0.128
Total	5231589648	4395206255		4386847953	8358302		

**8. Ratification of remuneration of the Cost Auditors for the Financial Year 2014-15.**

Resolution Required: Special Resolution

Mode of Voting (E-voting & Poll)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359798262	74.0699	1352837564	6960698	99.4881	0.5118
Public-Others	366923154	6561781	1.7883	6555344	6437	99.9019	0.098
Total	5231589648	4395195241		4388228106	6967135		

**9. To include raising of Foreign Currency Bonds (FCB) during the Financial Year 2014-15 within the limit of ₹13,500 crore for which approval of shareholders was obtained through postal ballot vide notice dated 03.06.2014, the results of which were declared on 21<sup>st</sup> July, 2014.**

Resolution Required: Special Resolution

Mode of Voting (E-voting & Poll)



Promoter/Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares  (3)=[(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)= [(4)/(2)]*100	% of Votes against on votes polled  (7)= [(5)/(2)]*100
Promoter and Promoter Group	3028835198	3028835198	100	3028835198	0	100	0
Public – Institutional holders	1835831296	1359809889	74.0705	1352587297	7222592	99.4688	0.5311
Public-Others	366923154	6561737	1.7883	6555281	6456	99.9016	0.0983
Total	5231589648	4395206824		4387977776	7229048		

Thanking You,

Yours faithfully,

  
(Divya Tandon)  
Company Secretary &  
Compliance Officer



**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 : pkmittal171@gmail.com**

### **Consolidated Report of Scrutinizer(s)**

To,

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

Dear Sir,

1. The result of the poll is as under:

(a) **Resolution 1- To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the financial year ended on that date together with Reports 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	192	3418156982	99.9748
Postal Ballot in E-Voting Form	551*	974498874	99.70753143
Total	743	4392655856	99.9451

(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	4	862000	0.0252
Postal Ballot in E-Voting Form	8*	1552635	0.158860525
<b>Total</b>	<b>12</b>	<b>2414635</b>	<b>0.0549</b>

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	2	4575
Postal Ballot in E-Voting Form	9	147883
<b>Total</b>	<b>11</b>	<b>152458</b>

- Out of total electronic ballot 567, the 1 Members voted both in favour and against of the resolution. These 1 ballot included in both favour or against.

(b) Resolution 2 - To note the payment of interim dividend and declare final dividend for the Financial Year 2013-14.

(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	196	3419018982	100
Postal Ballot in E-Voting Form	564	976198452	99.88142668
<b>Total</b>	<b>740</b>	<b>4395217434</b>	<b>100</b>

(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-	3	936	0





Voting Form			
Total	3	936	0

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	2	4575
Postal Ballot in E-Voting Form	0	0
Total	2	4575

(c) Resolution 3 - To appoint a director in place of Shri I. S. Jha (Din 00015615), 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	194	3419013679	100
Postal Ballot in E-Voting Form	525*	969158771	99.16114959
Total	719	4388172450	99.8398

(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	38*	7039956	0.720305229
Total	38	7039956	0.1602





(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	4	9878
Postal Ballot in E-Voting Form	6	762
Total	10	10640

- Out of total electronic ballot 567, the 2 Members voted both in favour and against of the resolution. These 2 ballot included in both favour or against.

(d) Resolution 4 - To appoint a director in place of Shri R.T. Agarwal (Din 01937329), 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	194	3419013679	100
Postal Ballot in E-Voting Form	527*	969159148	99.16118817
Total	721	4388172827	99.8398

(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	36*	7039520	0.720260618





<b>Total</b>	<b>36</b>	<b>7039520</b>	<b>0.1602</b>
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(iii) Invalid Votes:

<b>Particular</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>
Postal ballot in Physical form	4	9878
Postal Ballot in E-Voting Form	6	762
<b>Total</b>	<b>10</b>	<b>10640</b>

- Out of total electronic ballot 567 , the 2 Members voted both in favour and against of the resolution. These 2 ballot included in both favour or against.

(e) Resolution 5 - To fix the Remuneration of M/s S. K. Mehta & Co., M/s Chatterjee & Co., and M/s Sagar & Associates, the Statutory Auditors for the Financial Year 2014-2015

(i) Voted in favour of the resolution:

<b>Particular</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal ballot in Physical form	194	3419013679	100
Postal Ballot in E-Voting Form	518*	946499510	96.84272826
<b>Total</b>	<b>712</b>	<b>4365513189</b>	<b>99.3245</b>

(ii) Voted against the resolution:

<b>Particular</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal ballot in Physical form	0	0	0
Postal Ballot in E-Voting Form	44*	29687893	3.037567927





<b>Total</b>	<b>44</b>	<b>29687893</b>	<b>.6755</b>
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(iii) Invalid Votes:

<b>Particular</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>
Postal ballot in Physical form	4	9878
Postal Ballot in E-Voting Form	6	12086
<b>Total</b>	<b>10</b>	<b>21964</b>

- Out of total electronic ballot 567 , the 1 Members voted both in favour and against of the resolution. These 1 ballot included in both favour or against.

(f) Resolution 6 - To Appoint Dr. Pradeep Kumar (Din 05125269) as Director of the Company

(i) Voted in favour of the resolution:

<b>Particular</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal ballot in Physical form	187	3303417147	96.6192
Postal Ballot in E-Voting Form	497*	930562376	95.21209293
<b>Total</b>	<b>684</b>	<b>4233979523</b>	<b>96.3318</b>

(ii) Voted against the resolution:

<b>Particular</b>	<b>Number of members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Postal ballot in	6	115590611	3.3808





Physical form			
Postal Ballot in E-Voting Form	65*	45636120	4.669338252
Total	71	161226731	3.6682

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	5	15799
Postal Ballot in E-Voting Form	7	962
Total	12	16761

- Out of total electronic ballot 567 , the 2 Members voted both in favour and against of the resolution. These 2 ballot included in both favour or against.

(g) Resolution 7 - To Appoint Smt. Jyoti Arora (Din 00353071) as Director of the Company

(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	192	3417789558	99.9644
Postal Ballot in E-Voting Form	524*	969058395	99.15087945
Total	716	4386847953	99.8098

(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	1	1218200	0.0356





Physical form			
Postal Ballot in E-Voting Form	37*	7140102	0.730551839
Total	38	8358302	0.1902

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	5	15799
Postal Ballot in E-Voting Form	7	962
Total	12	16761

- Out of total electronic ballot 567, the 1 Members voted both in favour and against of the resolution. These 1 ballot included in both favour or against.

(h) Resolution 8 - Ratification of remuneration of the Cost Auditors for the Financial Year 2014-15.

(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	193	3419007758	100
Postal Ballot in E-Voting Form	536*	969220348	99.16744995
Total	729	4388228106	99.8415

(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	0	0	0





Physical form			
Postal Ballot in E-Voting Form	28*	6967135	0.712854422
Total	28	6967135	0.1585

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	5	15799
Postal Ballot in E-Voting Form	5	11936
Total	10	27735

- Out of total electronic ballot 567 , the 2 Members voted both in favour and against of the resolution. These 2 ballot included in both favour or against.

(i) Resolution 9 - To include raising of Foreign Currency Bonds (FCB) during the Financial Year 2014-15 within the limit of Rs. 13,500 Crore for which approval of shareholders was obtained through postal ballot vide notice dated 03.06.2014, the results of which were declared on 21st July, 2014.

(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	193	3419007758	100
Postal Ballot in E-Voting Form	533*	968970018	99.141837
Total	726	4387977776	99.8355

(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	32*	7229048	0.739652502
Total	32	7229048	0.1645

(iii) Invalid Votes:

Particular	Number of members voted	Number of votes cast by them
Postal ballot in Physical form	5	15799
Postal Ballot in E-Voting Form	5	312
Total	10	16111

- Out of total electronic ballot 567 , the 3 Members voted both in favour and against of the resolution. These 3 ballot included in both favour or against.

2. 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.

3. 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: 19.09.2014

Yours faithfully,



(Pradeep K. Mittal)  
Advocate  
Scrutinizer