



पावर ग्रिड कारपोरेशन ऑफ इंडिया लिमिटेड

(भारत सरकार का उद्यम)

POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)

केंद्रीय कार्यालय : "सादामिनी" प्लॉट सं. 2, सेक्टर-29, गुरगाँव-122 001, हरियाणा  
फोन : 2571700 - 719, फॅक्स : 2571760, 2571761 वॉर "सेटिंग्स"  
Corporate Office : "Saudamini" Plot No. 2, Sector-29, Gurgaon-122 001, Haryana  
Tel. : 2571700 - 719, Fax : 2571760, 2571761 Gram : NATGRID

संदर्भ संख्या/Ref. Number

C/COS/PO/562A

दि: 15.01.2009

The GM (Listing)  
National Stock Exchange of India Ltd.,  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (East)  
Mumbai  
Dear Sir,

Sub: Quarterly Compliance Report on Corporate Governance

Enclosed please find the Quarterly Compliance Report on Corporate Governance of POWERGRID for the Quarter ended 31.12.2008. This is being filed in terms of Clause 49 of the Listing Agreement.

Thanking You.

Yours faithfully,

Company Secretary  
(Deliver London)

Encl: a/a

व्यक्ति एवं राष्ट्रहित में ऊर्जा बचाव

Save Energy for Benefit of Self and Nation

पंजीकृत कार्यालय: सी 9, गुडरा इंस्टीट्यूशनल एरिया, कातवाड़ा सारल, न्यू देहली-110016 टेल: 26560121 फॅक्स: 011-26560039 ग्राम: नाटग्रिड  
Registered Office: B-9, Gurab Institutional Area, Katwaria Sarai, New Delhi-110016 Tel.: 26560121 Fax: 011-26560039 Gram: NATGRID

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Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	491		
(A) Composition of Board	491(A)	Yes	Presently, the Board consists of CMD, 2 functional Directors, 2 official part-time Directors and 7 non-official part-time Directors (Independent Directors). The post of 2 Functional Directors viz. Director (Personnel) and Director (Operations) are vacant since 25.01.07 and 30.01.07 respectively.
(B) Non-executive Directors' compensation & disclosures	491(B)	N.A.	The non-executive Directors are paid only the sitting fees. The sitting fee is within the limits prescribed under the Companies Act, 1956.
(C) Other provisions as to Board and Committees	491(C)(i)	Yes	The Board meets more frequently than the minimum requirement of four times in a year. The overall Directorship of the Directors in various Companies is within the permissible limits. Almost all the issues listed under Annexure IA are being placed before the Board of Directors.
(D) Code of Conduct	491(D)	Yes	
II. Audit Committee	491		
(A) Qualified & Independent Audit	491(A)	Yes	POWERGRID has an independent and qualified

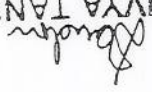
*[Handwritten Signature]*

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
Committee			Audit Committee as specified in Clause 49II(A). However, in deference with Clause 49A(iv), it is mentioned that the Chairman of the Audit Committee could not attend the AGM as he suddenly fell ill; however, the Chairman of Shareholders/ Investors Grievance Committee, who is also a member of the Audit Committee was present to answer the queries of the shareholders.
(B) Meeting of Audit Committee	49 II (B)	Yes	
(C) Powers of Audit Committee	49 II (C)	Yes	
(D) Role of Audit Committee	49 II (D)	Yes	
(E) Review of Information by Audit Committee	49 II (E)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	POWERGRID had incorporated a "Project Specific" shell Company named Byrnhat Transmission Co. Ltd. as its subsidiary company. The Company was incorporated to take up implementation of Misa Byrnhat Transmission Line on JV route. The said Transmission line is being executed by POWERGRID as consultancy work. Byrnhat Transmission Co. Ltd. is yet to commence business. The Company does not fall under the scope of "Material Non - Listed Indian Subsidiary".



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Particulars	Clause of Listing agreement	Compliance Status	Remarks
IV. Disclosures	49 (IV)	Yes/No	
(A) Basis of related party transactions	49 IV (A)	Yes	
(B) Disclosure of Accounting Treatment	49 IV (B)	Yes	
(C) Board Disclosures	49 IV (C)	Yes	- All the Projects / Schemes to be undertaken by the Company are agreed to prior to execution by all the Beneficiary States. The Projects / Schemes are made part of the Bulk Power Transmission Agreement. - Contractual provisions for timely execution of the Projects / Schemes are in place. - To ensure the timely completion of the Projects necessary steps are discussed at Project Review meetings and at higher levels and implemented.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV (D)	Yes	
(E) Remuneration of Directors	49 IV (E)	Yes	The remuneration of the Directors is disclosed in the "Corporate Governance Report". The element of remuneration is not being mentioned as POWERGRID is a Government Company and the remuneration of the Directors is determined by the guidelines issued by the Department of Public Enterprises.
(F) Management	49 IV (F)	Yes	Being published since 2003-04.
(G) Shareholders	49 IV (G)	Yes	

  
 DIVYA TANDON  
 Company Secretary  
 POWERGRID

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
V. CEO/CFO Certification	49 (V)	Yes	The certification was placed before the Board with Annual Accounts for the F.Y. 2007-08.
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	