

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 फैक्स : 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

C/COS/Listing

Dt: 15.07.2015

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: **Quarterly Compliance with Listing Agreement.**

Enclosed please find the following reports in compliance with the Listing Agreement:

- (A) Quarterly Compliance Reports on Corporate Governance for Quarter ended 30.06.2015;
- (B) Shareholding Pattern for the Quarter ended 30.06.2015; and
- (C) Reconciliation of Share Capital Audit Report for the Quarter ended 30.06.2015.

Thanking You,

Yours faithfully,

*Divya Tandon*  
(Divya Tandon)

Company Secretary &  
Compliance Officer

Encl: a/a

## Quarterly Compliance Report on Corporate Governance

**Name of the Company: POWER GRID CORPORATION OF INDIA LIMITED**

**Quarter ending on: 30.06.2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49II	-	
(A) Composition of Board	49 (IIA)	No	<p>Presently, POWERGRID has CMD, 4 functional Directors, 2 Official Part-time Directors (Government Nominee Directors) and 5 non-Official Part-time Directors (Independent Directors). The composition also includes a Woman Director.</p> <p>Two vacancies of Independent Directors are to be filled up.</p> <p>POWERGRID, being a Govt. Company within the meaning of Section 2 (45) of the Companies Act, 2013, the power to appoint functional/ Official Part-time Directors / non-Official Part-time Directors (Independent Directors) vests with the President of India. The matter has already been taken up with MoP to expedite the appointment of said two Independent Directors on the Board of POWERGRID. The details of such appointment will be informed accordingly.</p>
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation and disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	<p>As on date, POWERGRID has nine wholly owned Subsidiary companies as under:</p> <ol style="list-style-type: none"> <li>1. Power System Operation Corporation Limited;</li> <li>2. POWERGRID NM Transmission Limited;</li> <li>3. POWERGRID Vemagiri Transmission Limited;</li> <li>4. POWERGRID Vizag Transmission Limited;</li> <li>5. POWERGRID Unchahar Transmission Limited;</li> <li>6. POWERGRID Kala Amb Transmission Limited;</li> <li>7. POWERGRID Jabalpur Transmission Limited. (formerly Vindychal Jabalpur Transmission Limited);</li> <li>8. Gadarwara (A) Transco Limited; and</li> <li>9. Gadarwara (B) Transmission Limited.</li> </ol> <p>The aforesaid Subsidiary Companies do not fall under the scope of "Material Non-Listed Indian Subsidiary".</p>
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(I) Proceeds from public issues, right issue, preferential issues, etc.	49 (VIII I)	Yes	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

For and on behalf of  
Power Grid Corporation of India Limited.

  
(Divya Tandon)  
Company Secretary &  
Compliance Officer

Date: 15<sup>th</sup> July, 2015