

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, फ़ैक्स: 0124-2571782,
"Saudamini" Plot No. 2, Sector-29, Gurgaon-122 001, (Haryana) Tel.: 0124-2571700-719, Fax: 0124-2571782, Web.: www.powergridinfa.com

CIN : L40101DL1989GOI038121

C/COS/Listing

Dt: 13.01.2017

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: Quarterly Compliance.

Enclosed please find the following reports in compliance with the SEBI
(Listing Obligations and Disclosures) Regulations, 2015:

- A) Quarterly Compliance Reports on Corporate Governance for Quarter ended 31.12.2016, [Reg. 27(2) (a)]
- B) Shareholding Pattern for the Quarter ended 31.12.2016, [Reg. 31 (1) (b)]
- C) Reconciliation of Share Capital Audit Report for the Quarter ended 31.12.2016, and
- D) A statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter for the quarter ended 31.12.2016. [Reg. 13 (3)]

Thanking You,

Yours faithfully,

Diya Tandon
(Diya Tandon)
Company Secretary &
Compliance Officer

Encl: a/a

2. Quarter ending

31st DECEMBER, 2016

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN ¹ & DIN		Category (Chairperson/Executive/ Non- Executive/Independent/ Nominee) ² & Nominee)	Date of Appointment in the current term /cessation	Tenure ³	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN						
Mr.	I. S. Jha	ADKPJ7443F	00015615	Chairperson/Executive	10/11/2015	-	1	NIL	NIL
Mr.	K. Streakant	AAFPK3748Q	06615674	Executive	01/09/2016	-	1	1	NIL
Mr.	Ravi P. Singh	AEZPS1659G	05240974	Executive	01/04/2012	-	2	2	NIL
Mr.	R. P. Sasmal	AAAPSO228E	02319702	Executive	01/08/2012	-	1	2	NIL
Mr.	Dr. Pradeep Kumar	AFIPK0993F	05125269	Non-Executive/Nominee ⁴	10/09/2013	-	2	3	NIL
Ms.	Jyoti Arora	AALPA6087E	00353071	Non-Executive/Nominee ⁴	20/03/2014	-	2	NIL	NIL
Mr.	Jagdish Ishwarbhai Patel	ABRPP5481G	02291361	Independent	17/11/2015	1 year 1.5 month	1	2	2

¹ Nominated by Government of India

² PAN number of any director would not be displayed on the website of Stock Exchange

³ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

⁴ to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁵
1. Audit Committee	Mr. Jagdish I. Patel Dr. Pradeep Kumar	Independent (Chairperson) Non-Executive

2. Stakeholders Relationship Committee	Mr. R. P. Sasmal Mr. Jagdish I. Patel Mr. K. Sreekant Mr. Ravi P. Singh	Executive Independent (Chairperson) Executive Executive
3. Nomination and Remuneration Committee	Mr. Jagdish I. Patel Dr. Pradeep Kumar Ms. Jyoti Arora Mr. I. S. Jha	Independent (Chairperson) Non-Executive Non-Executive Executive
4. Risk Management Committee	Mr. R. P. Sasmal Mr. K. Sreekant Mr. Ravi P. Singh	Executive (Chairperson) Executive Executive

⁶ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
20.07.2016	-	-
05.08.2016	-	15
16.08.2016 & 19.08.2016 (Adjourned)	-	10
16.09.2016	-	30
-	22.10.2016	35
-	09.11.2016	17
-	06.12.2016	26

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
22.10.2016	Mr. Jagdish I. Patel - Present Dr. Pradeep Kumar - Present Mr. R. P. Sasmal - Present	16.09.2016	35
09.11.2016	Mr. Jagdish I. Patel - Present Dr. Pradeep Kumar - Absent Mr. R. P. Sasmal - Present	-	17
06.12.2016	Mr. Jagdish I. Patel - Present	-	26

	Dr. Pradeep Kumar - Present Mr. R. P. Sasmal - Present		
Stakeholders Relationship Committee			
07.12.2016	Mr. Jagdish I. Patel - Present Mr. K. Sreekant - Present Mr. Ravi P. Singh - Present	30.03.2016	251
Nomination and Remuneration Committee			
-	-	05.08.2016	-
Risk Management Committee - NIL			

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{Refer note below}
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	NO - As on 31.12.2016, POWERGRID had 4 Executive (including Chairperson), 2 Non-Executive and 1 Independent Director. The composition also includes a Woman Director.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	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.
a. Audit Committee	No*
b. Nomination & remuneration committee	No*
c. Stakeholders relationship committee	Yes

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	The report submitted in the previous quarter was placed before Board of Directors in its meeting held on 22.10.2016. This report will be submitted to the Board in the forthcoming meeting.

* Since, the positions of independent Directors are vacant; therefore, the requirements regarding constitution of Audit Committee and Nomination & Remuneration Committee have not been met during the quarter.



Name : Divya Tandon
 Designation : Company Secretary & Compliance Officer