

# 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  
फोन : 0124-2571700-719, फैक्स : 0124-2571760, 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.

C/COS/Listing/NSE/

Dt: 13.04.2015

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: Postal Ballot Notice & Form

In terms of clause 31 of the Listing Agreement, six copies of Postal Ballot Notices dated 8<sup>th</sup> April, 2015 alongwith Postal Ballot Forms are submitted please.

Thanking You,

Yours faithfully,

  
(Divya Tandon)

Company Secretary &  
Compliance Officer



# POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprises)

CIN: L40101DL1989GOI038121

REGISTERED OFFICE – B-9, QUTAB INSTITUTIONAL AREA, KATWARIA SARAI, NEW DELHI – 110 016.

PHONE NO. – 011-26560112, FAX – 011-26601081

CORPORATE OFFICE – SAUDAMINI, PLOT NO.-2, SECTOR-29, GURGAON – 122 001.

PHONE NO: 0124-2571700-719, FAX: 0124-2571762.

WEBSITE:- www.powergridindia.com EMAIL ID: powergrid@powergrid.co.in



## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,  
The Shareholder(s),

### Sub: Passing of Resolutions by Postal Ballot

Notice is hereby given that the proposed Resolutions are circulated for approval of the Shareholders of the Company to be accorded by Postal Ballot in accordance with the provision of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014. The Company is offering e-voting facility to all the Shareholders of the Company.

The Board of Directors of the Company has approved the following proposals for seeking approval of the Shareholders of the Company by way of a Special Resolution:

- (1) To raise funds in INR or any other acceptable foreign currency as permitted by RBI upto ₹13,000 Crore, from domestic / external sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds under Private Placement during the Financial Year 2015-16, in upto eight tranches / offers and each tranche / offer shall be of upto ₹2000 Crore of Bonds with / without Green Shoe Option.
- (2) To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or to provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹1,400 Crore (Rupees One Thousand Four Hundred Crore Only) to Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyaachal Jabalpur Transmission Limited, Gadawara (A) Transco Limited and Gadawara (B) Transmission Limited.
- (3) To render all inputs and services as may be required on cost to cost basis to the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyaachal Jabalpur Transmission Limited, Gadawara (A) Transco Limited and Gadawara (B) Transmission Limited.

The proposed Resolutions and Explanatory Statement u/s 102 of the Companies Act, 2013 and a Postal Ballot form are enclosed.

The Board of Directors has appointed CS Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Secunderabad, as Scrutinizer for conducting the Postal Ballot process in accordance with law.

Please read carefully the instructions printed in the Postal Ballot form and return the duly completed form in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer on or before Friday, 15th May, 2015.

The Scrutinizer will submit the report to the Chairman and Managing Director of the Company after completion of the scrutiny. The result of the voting will be declared by the Chairman & Managing Director/ person authorised by the Chairman of POWERGRID on Saturday, 16th May, 2015 and the result of the Postal Ballot will be informed to the Stock Exchanges, where the Equity Shares of the Company are listed, on the same day and the result will also be published in the Newspapers on Monday, 18th May, 2015.

By order of the Board  
For Power Grid Corporation of India Limited

(Divya Tandon)

Company Secretary

Date : 8th April, 2015.

Place : New Delhi

### Special Business:

#### ITEM NO. 1.

**To raise funds in INR or any other acceptable foreign currency as permitted by RBI upto ₹13,000 Crore, from domestic / external sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds under Private Placement during the Financial Year 2015-16, in upto eight tranches / offers and each tranche / offer shall be upto ₹2000 Crore of Bonds with / without Green Shoe Option.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

- (i) "Resolved that pursuant to Sections 23(1)(b), 42 and 71 of Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 as amended, Foreign Exchange Management Act, 1999 as amended, Securities and Exchange Board of India, including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, or provisions of any other applicable law, whether in India or abroad and the Memorandum and Articles of Association of the Company, borrowing of funds in INR or any other acceptable foreign currency as permitted by Reserve Bank of India (RBI) up to ₹13,000 Crore, from domestic/External sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds under Private Placement during the Financial Year 2015-16, in upto eight tranches / offers and each tranche / offer shall be upto ₹2000 Crore of Bonds with / without Green Shoe Option, be and is hereby approved."
- (ii) "Resolved further that the Board of Directors / Committee of Directors for Bonds be and is hereby authorized to finalize detailed terms and conditions of each issue / tranche of Bond, issue programme of Bonds, through Book-building Process or otherwise, etc."
- (iii) "Resolved further that the Board of Directors / Committee of Directors for Bonds / such official(s) as may be authorized by Board of Directors / Committee of Bonds, be and are hereby authorised and it shall always be deemed to have been so authorised to finalize, execute and deliver / file such offer letter, document(s), deed(s) and writing(s), etc. as may be required and also to do all such other acts, deeds and things, deposit / pay fees, etc. to such Authority as may be necessary for raising funds in INR or any other acceptable foreign currency as permitted by RBI up to ₹13,000 Crore during the Financial Year 2015-16 from domestic / external sources through Private Placement of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds in upto eight tranches / offers and each tranche/ offer shall be of up to ₹2000 Crore of Bonds with / without Green Shoe Option."

## ITEM NO. 2.

**To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹1,400 Crore (Rupees One Thousand Four Hundred Crore Only) to Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

- (i) "Resolved that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and Policy of the Company on Related Party Transactions and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution] to provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹1400 Crore (Rupees One Thousand Four Hundred Crore Only) to Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited".
- (ii) "Resolved further that the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above loan(s)/guarantee(s) /security(ies) including the timing, the amount and other terms and conditions of such loan(s)/guarantee(s)/security(ies) and further including variation of such timing, amount, terms, conditions etc. as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

## ITEM NO. 3.

**To render all inputs and services as may be required on cost to cost basis to the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

- (i) "Resolved that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and Policy of the Company on Related Party Transactions and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution] to render all inputs and services as may be required on cost to cost basis to the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited".
- (ii) "Resolved further that the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the inputs and services as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

## Notes

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 31st March, 2015.
3. The Company has appointed CS Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Secunderabad, as a Scrutinizer for conducting the Postal Ballot process in accordance with law.
4. In compliance with provisions of Section 108, 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is offering **e-voting facility** to all the Shareholders of the Company. Karvy Computershare Pvt. Ltd, our Registrar and Transfer Agent will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The procedure and instructions for e-voting are as under:

### a. In case of Shareholders receiving Postal Ballot Form through Electronic Notice:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., User-ID & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

<b>User-ID</b>	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
<b>Password</b>	Your Unique password is printed on the Postal Ballot Form forwarded with electronic notice
<b>Captcha</b>	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Shareholders can cast their vote online from Thursday, 16th April, 2015 from 9.00 a.m. (IST) to Friday, 15th May, 2015 till 5.30 p.m. (IST).
- v) After entering these details appropriately, click on "LOGIN".
- vi) Shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.

- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login ID and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (Corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to savitajyoti@yahoo.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

**(b) In case of Shareholders' receiving Postal Ballot Form by Post:**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the Telephone No.: (Toll Free No.: 1800 345 4001)
- (d) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
- (e) You can also update your mobile number and e-mail ID in the User Profile details of the folio which may be used for sending future communication(s).

Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or <http://webapps.powergrid.in/pgdocs/2015/evoting.pdf>. To seek duplicate Postal Ballot Form, please contact our Registrars and Transfer Agent i.e. M/s. Karvy Computershare Private Limited, Unit: Power Grid Corporation of India Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 and request you to fill in the details and send the same to the Scrutinizer.

- 5. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote both by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
- 6. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
- 7. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 31st March, 2015.
- 8. The voting period ends on the close of working hours (i.e. 17.30 hours), Friday, 15th May, 2015. The e-voting module shall also be disabled by Karvy Computershare Private Limited for voting thereafter.
- 9. The Scrutinizer will submit report to the Chairman and Managing Director of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the Registered Office of the Company. The result of the Postal Ballot will also be displayed on the Company's website [www.powergridindia.com](http://www.powergridindia.com) & KARVY's website <https://evoting.karvy.com> and communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
- 10. The Board of Directors have appointed CMD / Director (Finance) / Company Secretary as the persons responsible for the entire postal ballot process.
- 11. All the documents referred to in the accompanying Notice and explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days at the Corporate Office of the Company i.e. 'Saudamini', Plot No.2, Sector-29, Gurgaon-122 001 or at the Registered Office i.e. B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016 up to Friday, 15th May, 2015.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1.**

- 1. POWERGRID Board of Directors, in their 310th meeting held on 11.02.2015, approved raising of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable/tax-free Bonds under private placement / Term Loans / Term loan in the form of Line of Credit / ECB / FCB / Multilateral funding / Suppliers credit up to ₹16,000 Crore in one or more tranches depending upon the requirement of funds during the Financial Year 2015-16 for financing of POWERGRID Capital expenditure requirement and further in the event of requirement of inter-corporate loan(s) on cost to cost basis and back to back servicing, to wholly owned Project Special Purpose Vehicle(s) acquired by POWERGRID under Tariff Based Competitive Bidding.
- 2. The aforesaid amount of ₹16,000 Crore includes a proposed drawl of approximately ₹3000 Crore from multilateral funding / External Commercial Borrowings (ECB) / Suppliers Credit as Foreign Currency Committed Loans (FCCL). POWERGRID has a term loan agreement with State Bank of India in the form of Line of Credit of ₹10,000 Crore spread over a period of five years and has undrawn balance of ₹7,400 Crore as at the end of March, 2015. However, the actual drawl from SBI and FCCL can be ascertained only in due course of time depending upon the requirement of funds during F.Y. 2015-16 and any shortfall in drawl from SBI and FCCL will be compensated through raising of additional debt fund from domestic / external sources through issue of Bonds on Private Placement basis in one or more tranches. Accordingly, it is proposed to raise funds in INR or any other acceptable foreign currency as permitted by RBI through issue of Bonds on Private Placement basis in one or more tranches / offers up to ₹13,000 crore (within the aforesaid limit of ₹16,000 Crore) from domestic/external sources under Section 179(3)(c)/179(3)(d) of the Companies Act,2013, depending upon the requirement of funds during the Financial Year 2015-16.
- 3. POWERGRID has already obtained approval of Shareholders by way of Special Resolution u/s 180(1)(c) of Companies Act,2013 to enhance the borrowing limit

of POWERGRID Board of Directors from ₹100,000 crore to ₹1,30,000 crore and approval of Shareholders have also been obtained u/s 180(1)(a) of Companies Act,2013 to create security on the assets of the Company. The proposed borrowing is within the overall borrowing limits.

4. Pursuant to Sections 23(1)(b) and 42 of Companies Act,2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules,2014 Companies, for private placement of Securities are required to seek approval of Shareholders by way of Special Resolution.
5. POWERGRID domestic Bonds have been rated at highest credit rating (AAA) by various Rating Agencies i.e. CRISIL, ICRA & CARE. The rates of interest are a function of market conditions prevalent at the time of entering the market for a particular offer of Bonds on the private placement (including offer to Qualified Institutional Buyer/s). Upto now, borrowing through domestic Bonds was being done by the Company at the interest (coupon) rate which was more or less equivalent to prevailing interest rates applicable to AAA rated corporate bonds. In line with the past practice, the proposed domestic borrowing is also envisaged at the interest rates based on the prevailing AAA rated corporate bonds interest rates.
6. None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their directorships and / or shareholding in the Company.
7. The Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 1 as a Special Resolution.

#### **ITEM NO. 2 & 3.**

With effect from January 6, 2011 pursuant to the Tariff Policy and guidelines related thereto issued by the Government of India, all the Inter-State Transmission System (ISTS) Projects except for some specifically identified projects as may be determined by the Government of India, are being executed through Tariff Based Competitive Bidding (TBCB). As per the Bidding guidelines, for each ISTS Project under TBCB, the Successful Bidder has to acquire the Project SPV and establish on Build, Own, Operate and Maintain ("BOOM") basis. POWERGRID has since been participating in the Tariff Based Competitive Bidding. Presently, under Tariff Based Competitive Bidding, POWERGRID is implementing projects through its 100% wholly owned subsidiaries (Project SPVs). The shareholders of the Company have *inter-alia* approved with requisite majority, the following Special Resolutions under the provisions of the Companies Act, 2013, circulated for passing through Postal Ballot pursuant to Section 110 of the Companies Act 2013 vide notice dated 3rd June 2014:

- i. To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or to provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹ 3,000 Crores (Rupees Three Thousand Crores Only) to Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited (presently POWERGRID Vizag Transmission Limited), POWERGRID NM Transmission Limited, Unchahar Transmission Limited (presently POWERGRID Unchahar Transmission Limited) & NRSS XXXI (A) Transmission Limited (presently POWERGRID Kala Amb Transmission Limited).
- ii. To render all inputs and services as may be required to the Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited (presently POWERGRID Vizag Transmission Limited), POWERGRID NM Transmission Limited, Unchahar Transmission Limited (presently POWERGRID Unchahar Transmission Limited) & NRSS XXXI (A) Transmission Limited (presently POWERGRID Kala Amb Transmission Limited) on cost to cost basis.

POWERGRID was declared as the successful bidder for the Transmission System associated with Vindhyachal-V and has also emerged as the successful bidder for Transmission System Associated with Gadarwara STPS (2 x 800 MW) of NTPC (Part-A) and Transmission System Associated with Gadarwara STPS (2 x 800 MW) of NTPC (Part-B). Vindhyachal Jabalpur Transmission Limited, the Project SPV for establishing the Transmission System associated with Vindhyachal-V has been acquired by POWERGRID on 26.02.2015. Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited, the respective Project SPVs to establish Transmission System associated with Gadarwara STPS (2 x 800 MW) of NTPC (Part-A) and Transmission System Associated with Gadarwara STPS (2 x 800 MW) of NTPC (Part-B) shall also be acquired shortly by POWERGRID.

#### **ITEM NO. 2:**

To ensure successful development and fund requirement of the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited, it is proposed to provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, initially upto an amount of ₹1,400 Crore (Rupees One Thousand Four Hundred Crore Only) to Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited.

The investment(s) will be made in accordance with the applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014. The Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 2 as a Special Resolution.

#### **ITEM NO. 3:**

To ensure successful development of the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited, it is proposed to render all inputs and services as may be required on cost to cost basis to the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited.

The Board of Directors of your Company recommends the passing of the resolution as set out at Item No. 3 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution as set out at Item No. 2 & 3 except to the extent of their directorships and/or shareholding in POWERGRID and / or Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited to fulfill the requirement of minimum number of members or other statutory requirements applicable to such entity.

Shareholders are requested to pass the proposed special resolutions through postal ballot as permissible under Section 110 of the Companies Act, 2013, Article 25(ii) of the Articles of Association of the Company read with the Companies (Management and Administration) Rules, 2014.

Pursuant to Sub-rule 5 of Rule 22 of Companies (Management and Administration) Rules, 2014 CS Savita Jyoti, Prop. Savita Jyoti Associates, Company Secretaries, Secunderabad, has given her consent to act as Scrutinizer for the Postal Ballot exercise.

All the documents referred to in the accompanying Notice and explanatory Statement are open for inspection between 10.00 a.m. to 12.00 Noon on all working days at the Corporate Office of the Company i.e. 'Saudamini', Plot No.2, Sector-29, Gurgaon-122 001 or at the Registered Office i.e. B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016 up to Friday, 15th May, 2015.

By order of the Board  
For Power Grid Corporation of India Limited



(Divya Tandon)  
Company Secretary

Date : 8th April, 2015.  
Place : New Delhi



# POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprises)

CIN: L40101DL1989GOI038121

REGISTERED OFFICE – B-9, QUTAB INSTITUTIONAL AREA, KATWARIA SARAI, NEW DELHI – 110 016.

PHONE NO. – 011-26560112, FAX – 011-26601081

CORPORATE OFFICE – SAUDAMINI, PLOT NO.-2, SECTOR-29, GURGAON – 122 001.

PHONE NO: 0124-2571700-719, FAX: 0124-2571762.

WEBSITE:- www.powergridindia.com EMAIL ID: powergrid@powergrid.co.in



## POSTAL BALLOT FORM

SERIAL No. \_\_\_\_\_

- Name(s) of Member(s)** : \_\_\_\_\_  
(Including joint holders, if any)  
(in block letters)
- Registered address of the sole/first named Member** : \_\_\_\_\_
- Registered folio No./ DP ID No./Client ID No.\*** : \_\_\_\_\_  
(\*Applicable to investors holding shares in dematerialized form)
- Number of shares held** : \_\_\_\_\_
- I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description of Resolution	Nature of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Item No. 1	To raise fund in INR or any other acceptable foreign currency as permitted by RBI upto ₹13,000 Crore, from domestic / external sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds under Private Placement during the Financial Year 2015-16, in upto eight tranches / offers and each tranche / offer shall be upto ₹2000 Crore of Bonds with / without Green Shoe Option.	Special Resolution			
Item No. 2	To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/ or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹1,400 Crore (Rupees One Thousand Four Hundred Crore Only) to Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadawara (A) Transco Limited and Gadawara (B) Transmission Limited.	Special Resolution			
Item No. 3	To render all inputs and services as may be required on cost to cost basis to the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadawara (A) Transco Limited and Gadawara (B) Transmission Limited.	Special Resolution			

Place:

Date:

(Signature of the Member)

## ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

Last date for receipt of Postal Ballot Forms by Scrutinizer is Friday, 15<sup>th</sup> May, 2015.

Note: Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Savita Jyoti, Savita Jyoti Associates, Company Secretaries, a Practicing Company Secretary in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self addressed business reply envelope bears the address of the Scrutinizer.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. In case Postal Ballot Form is signed through a Deedatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick (✓) mark in the appropriate column.
5. Duly completed Postal Ballot Form should reach to the Scrutinizer on or before Friday, 15th May, 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
7. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Friday, 15th May, 2015.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 31st March, 2015,
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
14. The result of the Postal Ballot will also be posted on the website of the Company [www.powergridindia.com](http://www.powergridindia.com) & KARVY's website <https://evoting.karvy.com> and also in the newspaper(s) for the information of the Shareholders.
15. **The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**

### PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii) Enter the login credentials (i.e., User-ID & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Postal Ballot Form forwarded with electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iv) Shareholders can cast their vote online from Thursday, 16th April, 2015 from 9.00 a.m. (IST) to Friday, 15th May, 2015 till 5.30 p.m.(IST).
- v) After entering these details appropriately, click on "LOGIN".
- vi) Shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your existing login ID and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to [savitajyoti@yahoo.com](mailto:savitajyoti@yahoo.com) with copy to [evoting@karvy.com](mailto:evoting@karvy.com). The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."