

# 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, सैक्टर-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: 14.07.2017

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 30.06.2017, [Reg. 27(2) (a)]
- B) Shareholding Pattern for the Quarter ended 30.06.2017, [Reg. 31 (1) (b)]
- C) Reconciliation of Share Capital Audit Report for the Quarter ended 30.06.2017, 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 30.06.2017. [Reg. 13 (3)] and

Thanking You,

Yours faithfully,

*Divya Tandon*  
(Divya Tandon)

Company Secretary &  
Compliance Officer

Encl: a/a

1. Name of Listed Entity  
2. Quarter ending

POWER GRID CORPORATION OF INDIA LIMITED  
30th JUNE, 2017

**I. Composition of Board of Directors**

Title (Mr./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN		Category (Chairperson/Executive/ Non-Executive/Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
		PAN	DIN						
Mr.	I. S. Jha	ADKPJ7443F	00015615	Chairperson/Executive	10/11/2015	-	1	NIL	NIL
Mr.	K. Sreekant	AAFPK3748Q	06615674	Executive	1/9/2016	-	1	1	NIL
Mr.	Ravi P. Singh	AEZPS1659G	05240974	Executive	1/4/2012	-	2	2	NIL
Mr.	R. P. Sasmal	AAAPSO228E	02319702	Executive	1/8/2012	-	1	2	NIL
Mr.	Prabhakar Singh	AFFPS8930L	01391766	Executive	8/2/2017	-	1	NIL	NIL
Mr.	Dr. Pradeep Kumar	AFIPK0993F	05125269	Non-Executive/Nominee <sup>^</sup>	10/9/2013	-	2	3	NIL
Ms.	Jyoti Arora	AALPA6087E	00353071	Non-Executive/Nominee <sup>^</sup>	20/03/2014	-	2	NIL	NIL
Mr.	Jagdish Ishwarbhai Patel	ABRPP5481G	02291361	Independent	17/11/2015	1 year & 7.5 Months	1	2	2
Mr.	Tse Ten Dorji	ATHPD1349M	03469466	Independent	16/02/2017	4.5 Months	1	1	NIL
Ms.	Jyotika Kalra <sup>#</sup>	AAHPK9202H	07179640	Independent	16/02/2017	NA	NA	NA	NA

<sup>^</sup> Nominated by Government of India

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>¶</sup> 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

\* 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.

<sup>#</sup> resigned on 06 April, 2017

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s

1. Audit Committee*	Mr. Jagdish I. Patel Mr. Tse Ten Dorji Dr. Pradeep Kumar	Independent (Chairperson) Independent Non-Executive
2. Stakeholders Relationship Committee	Mr. Jagdish I. Patel Mr. K. Sreekant Mr. Ravi P. Singh	Independent (Chairperson) Executive Executive
3. Nomination and Remuneration Committee*	Mr. Jagdish I. Patel Mr. Tse Ten Dorji Dr. Pradeep Kumar Ms. Jyoti Aora Mr. I. S. Jha	Independent (Chairperson) Independent Non-Executive Non-Executive Executive
4. Risk Management Committee	Mr. R. P. Sasnal Mr. K. Sreekant Mr. Ravi P. Singh	Executive (Chairperson) Executive Executive

\* 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

\* Since, the positions of independent Directors are vacant, therefore, the requirements regarding constitution of Nomination & Remuneration Committees have not been met during the Quarter. However, Ministry of Power vide Order dt. 16.02.2017 has conveyed appointment of Shri Tseken Dorji and Ms. Jyotika Kalra as part-time non-official Directors on the Board of POWERGRID, accordingly, Audit and Nomination & Remuneration Committees have been reconstituted by the Board on 29.03.2017 with the nomination of these two Independent directors. Ms. Jyotika Kalra has resigned from the post of Independent Director w.e.f. 06.04.2017.


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)	
09-Feb-17	-	-	28
10-Mar-17	-	-	18
29-Mar-17	-	-	42
-	11-May-17	-	17
-	29-May-17	-	30
-	29-Jun-17	-	

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*
<b>Audit Committee</b>			

11-May-17	Mr. Jagdish I. Patel - Present Dr. Pradeep Kumar - Present Mr. R. P. Sasnal - Present	09-Feb-17	42
29-May-17	Mr. Jagdish I. Patel - Present Dr. Pradeep Kumar - Present Mr. R. P. Sasnal - Present	29-Mar-17	17
29-Jun-17			30
<b>Stakeholders Relationship Committee</b>			
	NIL	29-Mar-17	
<b>Nomination and Remuneration Committee</b>			
	NIL	09-Feb-17	
<b>Risk Management Committee - NIL</b>			
		27-Feb-17	
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>			<b>Compliance status (Yes/No/NA)</b> 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
<b>Note</b>			
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 "NA." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			
<b>VI. Affirmations</b>			

<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p>	<p>NO - As on 30.06.2017, POWERGRID had 5 Executive Directors (including Chairperson), 2 Non-Executive Directors and 2 Independent Directors. The composition also includes a Woman Director.</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.</p>
<p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p>	
<p>a. Audit Committee</p>	<p>Yes</p>
<p>b. Nomination &amp; remuneration committee</p>	<p>No*</p>
<p>c. Stakeholders relationship committee</p>	<p>Yes</p>
<p>d. Risk management committee (applicable to the top 100 listed entities)</p>	<p>Yes</p>
<p>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.</p>	<p>Yes</p>
<p>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.</p>	<p>The report submitted in the previous quarter was placed before Board of Directors in its meeting held on 11.05.2017. This report will be submitted to the Board in the forthcoming meeting.</p>
<p>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:</p>	

\* Since, the positions of Independent Directors are vacant, therefore, the requirements regarding constitution of Nomination & Remuneration Committees have not been met during the Quarter.

  
 Name : Divya Pandon  
 Designation : Company Secretary & Compliance Officer