

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, सैक्टर-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'

दर्भ संख्या / Ref. No

CIN: L40101DL1989GOI038121

Dt: 15.01.2016

C/COS/Listing

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 31.12.2015, [Reg. 27(2) (a)]
- B) Shareholding Pattern for the Quarter ended 31.12.2015, [Reg. 31 (1) (b)]
- C) Reconciliation of Share Capital Audit Report for the Quarter ended 31.12.2015, 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 31.12.2015. [Reg. 13 (3)].

Thanking You,

Yours faithfully,

  
(Divya Tandon)

Company Secretary &  
Compliance Officer

Encl: a/a

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : POWER GRID CORPORATION OF INDIA LIMITED

2. Quarter ending : 31<sup>ST</sup> DECEMBER, 2015

Title (Mr./Ms)	Name of the Director	PAN <sup>§</sup> & DIN		Category (Chairperson/Executive/ Non- Executive/independent/ Nominee) & Nominee)	Date of Appointment in the current term (cessation	Tenure*	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	2	NIL
Mr.	R. T. Agarwal	AAKPA1232A	01937329	Executive	29/07/2011	-	1	3	NIL
Mr.	Ravi P. Singh	AEZPS1659G	05240974	Executive	01/04/2012	-	2	1	NIL
Mr.	R. P. Sasmal	AAAPS0228E	02319702	Executive	01/08/2012	-	1	1	NIL
Dr.	Pradeep Kumar	AFIPK0993F	05125269	Non-Executive/Nominee <sup>^</sup>	10/09/2013	-	2	3	NIL
Ms.	Jyoti Arora	AALPA6087E	00353071	Non-Executive/Nominee <sup>^</sup>	20/03/2014	-	2	NIL	NIL
Mr.	R. K. Gupta	AATPG3023E	06484088	Independent	16/01/2013	3 Yrs.	1	NIL	NIL
Mr.	R. Krishnamoorthy	AAPPK1435J	05292993	Independent	16/01/2013	3 Yrs.	2	4	1
Dr.	K. Ramalingam	ABKPK1192L	00207932	Independent	16/01/2013	3 Yrs.	1	NIL	NIL
Mr.	Ajay Kumar Mittal	ABCPM3450D	003222351	Independent	16/01/2013	3 Yrs.	1	1	NIL
Mr.	Manesh Shah	AMGPS1948F	00405556	Independent	16/01/2013	3 Yrs.	1	2	1
Mr.	Jagdish Ishwarbhai Patel	ABRPP5481G	02291361	Independent	17/11/2015	1.5 months	1	NIL	NIL

<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.

<b>II. Composition of Committees</b>				
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) s</i>		
1. Audit Committee	Mr. R. Krishnamoorthy Dr. Pradeep Kumar Mr. Mahesh Shah Mr. Ajay Kumar Mittal	Independent (Chairperson) Non-Executive Independent Independent		
2. Nomination & Remuneration Committee	Mr. R. Krishnamoorthy Mr. I. S. Jha Dr. Pradeep Kumar Ms. Jyoti Arora Mr. R. K. Gupta Mr. Ajay Kumar mittal	Independent (Chairperson) Chairperson/Executive Non-Executive Non-Executive Independent Independent		
3. Risk Management Committee(if applicable)	Mr. R. Krishnamoorthy Mr. Mahesh Shah Mr. R. P. Sasmal	Independent (Chairperson) Independent Executive		
4. Stakeholders Relationship Committee	Mr. Mahesh Shah Dr. K. Ramlingam Mr. R. T. Agarwal Mr. Ravi P. Singh	Independent (Chairperson) Independent Executive Executive		
<sup>s</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				
<b>III. Meeting of Board of Directors</b>				
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>		
-	03/11/2015	-		
-	30/11/2015	26		
<b>IV. Meeting of Committees</b>				
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>	
<b>Audit Committee</b>				
03/11/2015	Mr. R. Krishnamoorthy - Present Dr. Pradeep Kumar - Absent	-	-	

	Mr. Mahesh Shah - Present Mr. Ajay Kumar Mittal - Present		
30/11/2015	Mr. R. Krishnamoorthy - Present Dr. Pradeep Kumar - Present Mr. Mahesh Shah - Present Mr. Ajay Kumar Mittal - Present	-	26
<b>Stakeholders Relationship Committee</b>			
30/11/2015	Mr. Mahesh Shah - Present Dr. K. Ramlingam - Present Mr. R. T. Agarwal - Present Mr. Ravi P. Singh - Present	-	-

\* 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) <sup>refer note below</sup>
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
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/N.A.. 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.

**YES** - As on 31.12.2015, POWERGRID had 4 Executive (including Chairperson), 2 Non-Executive and 6\* Independent Directors. The composition also includes a Woman Director.

Presently, Shri R. P. Sasmal holding dual charge as Director (Operations & Projects) hence the requirement of 50% of Independent Directors (i.e. 6 Independent Directors) as per Regulation 17 (b) of the SEBI Listing Regulations, 2015 is complied with. Upon filling up the vacancy of Directors (Projects) by Government of India, one vacancy of Independent Director will be created.

\* Shri Jagdish Ishwarbhai Patel has been appointed as Independent

<p>Director on 17.11.2015 vide Gol Order dt. 17.11.2015.</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>Yes</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>Yes</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>	<p>This report will be submitted to the Board in the forthcoming meeting.</p>

  
Name : Divya Tandon

Designation : Company Secretary & Compliance Officer