

**SAVITA JYOTI**, B.Com., F.C.S.

### SECRETARIAL AUDIT REPORT

1. For Quarter Ended : 31st March, 2009
2. ISIN : INE752E01010
3. Face Value : Rs.10/-
4. Name of the Company : POWER GRID CORPORATION OF INDIA LIMITED
5. Registered Office Address : B-9, QUTAB INSTITUTIONAL AREA  
KATWARIA SARAI NEW DELHI – 110 016
6. Correspondence Address : SAUDAMINI PLOT NO 2, SEC 29,  
GURGAON – 122 001
7. Telephone and Fax Numbers : 0124 -2571700-719 FAX NO:0124-2571969
8. Email Address : dtandon@powergridindia.com
9. Names of the Stock Exchanges :  
where the Company's Securities are listed. BOMBAY STOCK EXCHANGE LIMITED  
NATIONAL STOCK EXCHANGE OF INDIA LIMITED

	NUMBER OF SHARES	% OF TOTAL ISSUED CAPITAL
10. Issued Capital	: 4208841230	100%
11. Listed Capital	: 4208841230	100%
12. Held in Dematerialised form in CDSL :	62546041	1.49%
13. Held in Dematerialised form in NSDL :	4146258468	98.51%
14. Held in Physical Form :	36721	0.00%
15. Total Number Of Shares 12+13+14 :	4208841230	100%

16. Reasons for difference if any, between (10&11),(10&15), (11&15): NIL

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below :

Particulars	No of shares	Applied/ not Applied for Listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In-Prin. Appr. Pending for SE.
NIL	NIL	NIL	NIL	NIL	NIL	NIL

AJ

**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

**SAVITA JYOTI**, B.Com., F.C.S.

: II :

18. Register of Members is Updated : YES  
If not updated upto which date
19. Reference of previous quarter with regard to excess dematerialised shares, if any : NIL
20. Has the Company resolved the matter mentioned in point no.19 above in the current quarter ? if not reason why ? : NIL
21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of Demat Requests	No. of Requests	No. of Shares	Reasons for delay
Confirmed after 21 days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

22. Name, Telephone & Fax No. of the Compliance Officer of the Company : Ms. DIVYA TANDON – Company Secretary – 0124 -2571968 / 2571700 - 719 Fax : 0124 - 2571969
23. Name, Address, Telephone & Fax No., Regn. No. of the Practicing Company Secretary : Mrs. Savita Jyoti, E-86, Sainikpuri, Secunderabad - 500 094. Telephone No. 040-27110559 Registration No.FCS 3738.
24. Appointment of Common Agency for Share Registry Work : Yes – M/s. Karvy Computershare (P) Limited, Plot No.17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.Ph no:040-23420815-28 Fax No.040-23420814/23420857. Email:mailmanager@karvy.com
25. Any other details that the auditor may like to provide. (e.g. BIFR Company, Delisting from Stock Exchanges, Company changed it name etc.) NIL

FOR SAVITA JYOTI ASSOCIATES

*Savita Jyoti*

SAVITA JYOTI

Place : Hyderabad  
Date : 08.04.2009

**SAVITA JYOTI, FCS 3738**  
Practicing Company Secretary  
Certificate of Practice No. 1796