

पावर ग्रिड कार्पोरेशन 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) 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: 12.04.2018

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 31.03.2018 [Reg. 27(2) (a)];
- B) Shareholding Pattern for the Quarter ended 31.03.2018 [Reg. 31 (1) (b)];
- C) Reconciliation of Share Capital Audit Report for the Quarter ended 31.03.2018;
- 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 31.03.2018. [Reg. 13 (3)];
- E) A compliance certificate duly signed by both the compliance officer and the authorised representative of the share transfer agent under Regulation 7 (3); and
- F) Certificate from Practicing Company Secretary under Regulation 40(9) for the half year ended 31.03.2018.

Thanking You,

Yours faithfully,


(Divya Tandon)

General Manager - Company Secretary &
Compliance Officer

Encl: a/a

कृत कार्यालय: बी-9, कुतब इंस्टीट्यूशनल एरिया, कटवारिया सराय, नई दिल्ली-110016 दूरभाष: 011-26560112, 26560121, 26564812, 26564892, फैक्स: 011-26601081
i. Office: B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-110016 Tel.: 011-26560112, 26560121, 26564812, 26564892, Fax: 011-26601081, Web.: www.powergridindia.com

स्वहित एवं राष्ट्रहित में ऊर्जा बचाएं
Save Energy for Benefit of Self and Nation

1. Name of Listed Entity : POWER GRID CORPORATION OF INDIA LIMITED
 2. Quarter ending : 31st MARCH, 2018

| I. Composition of Board of Directors | | | | | | | | | |
|--------------------------------------|-----------------------------|------------------------|----------|--|---|-------------------------|--|--|---|
| Title (Mr./Ms.) | Name of the Director | PAN [§] & 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 (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. Sreekant | AAFPK3748Q | 06615674 | Executive | 1/9/2016 | - | 2 | 2 | NIL |
| Mr. | Ravi P. Singh | AEZPS1659G | 05240974 | Executive | 1/4/2012 | - | 2 | 2 | NIL |
| Mr. | R. P. Sasmal | AAAPS0228E | 02319702 | Executive | 28/02/2018 [#] | - | NIL | NIL | NIL |
| Ms. | Seema Gupta | AAHPG0569P | 06636330 | Executive | 1/3/2018 | - | 1 | NIL | NIL |
| Mr. | Prabhakar Singh | AEFPS8930L | 01391766 | Executive | 8/2/2017 | - | 1 | NIL | NIL |
| Ms. | Bharati | AJLPB3351R | 07925607 | Non-Executive/Nominee [^] | 31/08/2017 | - | 1 | 1 | NIL |
| Mr. | Jagdish Ishwarbhai Patel | ABRPP5481G | 02291361 | Independent | 17/11/2015 | 2 years & 4.5 Months | 1 | NIL | 2 |
| Mr. | Tse Ten Dorji | ATHPD1349M | 03469466 | Independent | 16/02/2017 | 1 year & 1.5 Months | 1 | 1 | NIL |
| Mr. | Manoj Kumar Mittal | ACNPM3218P | 07937052 | Independent | 12/9/2017 | 6.5 Months | 1 | 2 | NIL |

[^] Nominated by Government of India
[§] PAN number of any director would not be displayed on the website of Stock Exchange
[&] 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.
[#] Date of Cessation.

II. Composition of Committees

| <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. Jagdish I. Patel Mr. Tse Ten Dorji Mr. Manoj Kumar Mittal | Independent (Chairperson) Independent Independent |
| 2. Stakeholders Relationship Committee | Mr. Jagdish I. Patel Mr. Manoj Kumar Mittal Mr. K. Sreekant Mr. Ravi P. Singh | Independent (Chairperson) Independent Executive Executive |
| 3. Nomination and Remuneration Committee | Mr. Jagdish I. Patel Mr. Tse Ten Dorji Mr. Manoj Kumar Mittal Ms. Bharati Mr. I. S. Jha | Independent (Chairperson) Independent Independent Non-Executive Executive |
| 4. Risk Management Committee | Mr. Ravi P. Singh Mr. K. Sreekant Mr. Prabhakar 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 | | | |
|--|--|--|--|
| <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> | |
| 02-Nov-17 | - | - | |
| 08-Dec-17 | - | 35 | |
| - | 06-Jan-18 | 28 | |
| - | 01-Feb-18 | 25 | |
| - | 27-Feb-18 | 25 | |
| - | 16-Mar-18 | 16 | |
| IV. Meeting of Committees | | | |
| <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> |
| Audit Committee | | | |
| | Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. R. P. Sasmal - Present | 02-Nov-17 | - |
| 01-Feb-18 | Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present | - | 90 |
| 16-Mar-18 | Mr. Jagdish I. Patel - Present Mr. Tse Ten Dorji - Present Mr. Manoj Kumar Mittal - Present | - | 42 |
| Stakeholders Relationship Committee | | | |
| 07-Feb-18 | Mr. Jagdish I. Patel - Present Mr. Ravi P. Singh - Present Mr. Manoj Kumar Mittal - Present Mr. K. Sreekant - Present | 28-Nov-17 | 70 |
| Nomination and Remuneration Committee | | | |
| | NIL | - | - |

Risk Management Committee

| | | | |
|-----------|--|---|---|
| 18-Jan-18 | Mr. R. P. Sasmal - Present Mr. K. Sreekant - 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) 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/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. | NO - As on 31.03.2018, POWERGRID had 5 Executive Directors (including Chairperson), 1 Non-Executive Director and 3 Independent Directors. The composition also include Women Directors. 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. |
| 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 | |
| a. Audit Committee | Yes |
| b. Nomination & remuneration committee | Yes |
| c. Stakeholders relationship committee | Yes |
| d. Risk management committee (applicable to the top 100 listed entities) | 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 27.02.2018. This report will be submitted to the Board in the forthcoming meeting. |


 Name : Divya Tandon
 Designation : General Manager - Company Secretary & Compliance Officer

DIVYA TANDON
 GM - Company Secretary
 POWERGRID

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| <i>Item</i> | Compliance status (Yes/No/NA) <small>refer note below</small> |
|---|---|
| Details of business | Yes |
| Terms and conditions of appointment of independent directors | Yes |
| Composition of various committees of board of directors' | Yes |
| Code of conduct of board of directors and senior management personnel | Yes |
| Details of establishment of vigil mechanism/ Whistle Blower policy | Yes |
| Criteria of making payments to non-executive directors | Yes |
| Policy on dealing with related party transactions | Yes |
| Policy for determining 'material' subsidiaries | Yes |
| Details of familiarization programmes imparted to independent directors | Yes |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling Investor grievances | Yes |
| email address for grievance redressal and other relevant details | Yes |
| Financial results | Yes |
| Shareholding pattern | Yes |
| Details of agreements entered into with the media companies and/or their associates | NA |
| New name and the old name of the listed entity | NA |

II Annual Affirmations

| Particulars | Regulation Number | Compliance status (Yes/No/NA) <small>refer note below</small> |
|--|--------------------------|---|
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1) | No* |
| <i>Meeting of Board of directors</i> | 17(2) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for appointments</i> | 17(4) | NA** |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | Yes |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of nomination & remuneration committee</i> | 19(1) & (2) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1) & (2) | Yes |
| <i>Composition and role of risk management committee</i> | 21(1),(2),(3),(4) | Yes |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(5),(6),(7) & (8) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Yes |
| <i>Approval for material related party transactions</i> | 23(4) | NA |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | NA |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | Yes |
| <i>Maximum Directorship & Tenure</i> | 25(1) & (2) | Yes |
| <i>Meeting of independent directors</i> | 25(3) & (4) | Yes |
| <i>Familiarization of independent directors</i> | 25(7) | Yes |
| <i>Memberships in Committees</i> | 26(1) | Yes |

| | | |
|---|---------------|-----|
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | 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.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.


DIVYA TANDON
 GM - Company Secretary
POWERGRID

Name : Divya Tandon

Designation : Company Secretary & Compliance Officer

* As on 31.03.2018, POWERGRID has 5 Executive Directors (including Chairperson), 1 Non-Executive Director and 3 Independent Directors. The composition also include Women Directors. During the year 2017-18, the requirement of 50% of Independent Directors as per Regulation 17 (b) of the SEBI Listing Regulations, 2015 has not been complied with.

** POWERGRID, being a Govt. Company within the meaning of Section 2(45) of the Companies Act, 2013, the power to appoint Director on the Board of POWERGRID vests with the President of India.