

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, सेक्टर-29, गुडगाँव-122 001, हरियाणा
फोन : 0124-2571700-719 फैक्स : 0124-2571760, 0124-2571761 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.

केन्द्रीय कार्यालय / CORPORATE CENTRE

C/COS/Listing

Dt: 24.02.2012.

The GM (Listing)
National Stock Exchange of India Ltd.,
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East)
Mumbai

Dear Sir,

Sub: Postal Ballot Proceedings & Result

In terms of clause 31 of the Listing Agreement, copy of the proceeding of the General Meeting conducted through Postal Ballot together with the result of Postal Ballot are submitted please.

Thanking You,

Yours faithfully,


(Divya Tandon)
Company Secretary

Encl: a/a

Power Grid Corporation of India Limited

Minutes of the declaration of result of the Postal Ballot held on 24th February, 2012 at 3.00 p.m. at the Registered Office of POWERGRID, B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016.

PRESENT:

1. Shri R. N. Nayak - Chairman & Managing Director
2. Shri R. T. Agarwal - Director (Finance)
3. Shri I. S. Jha - Director (Projects)
4. Shri V. M. Kaul - Director (Personnel)
6. Ms. Divya Tandon - Company Secretary
7. Ms. Savita Jyoti - Scrutinizer

Background

Pursuant to Section 192A(2) of the Companies Act, 1956, read with The Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Postal Ballot Notice dated 6th January, 2012 was sent to Members of the Company for passing the proposed Ordinary Resolution by Postal Ballot. The dispatch of the aforesaid Notice to the Members of the Company was completed on 21st January, 2012 and the newspaper advertisement to this effect was published, both in English and Hindi, on 24th January, 2012.

In deference to the approval of the Board of Directors, Savita Jyoti Associates, Practicing Company Secretaries, had been appointed as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self-addressed business reply envelopes were also sent for casting of votes by the Members. The Members were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than the close of working hours up to 21st February, 2012.

After due scrutiny of all the postal ballot forms received up to the close of working hours of 21st February, 2012 (being last date fixed for return of the Postal Ballot forms duly filled in by the Members), Savita Jyoti Associates, Practicing Company Secretaries, submitted the report as under:

Total No. of Ballot Papers Received: 19,361

S.No.	Description	No. of Share-holders	No. of Shares	No. of Votes	Result
1	Votes in favour	18560	3921304388	3921304388	Carried with requisite majority.
2	Votes against	270	61236	61236	
3	Invalid Votes	531	129545	129545	

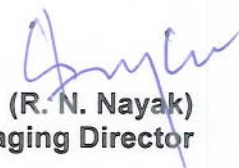
The Chairman after receiving the Scrutinizer's Report announced that the Ordinary Resolution in the Postal Ballot Notice dated 6th January, 2012, were duly passed by the

requisite majority and directed that the resolution be recorded in the minute book recording the proceedings of General Meetings of the Members.

The ordinary resolution duly approved by the Members is as under:

“Resolved that pursuant to provisions of the Companies Act, 1956 and such other law, as applicable, approval of the Members of the Company be and is hereby given to the Board of Directors of the Company for rescheduling of unutilized FPO proceeds and deployment in (i) 8 (eight) additional identified projects, and (ii) in such other projects as the Board of Directors may from time to time deem appropriate, as explained in the Explanatory Note annexed to the Notice, in addition to the 13 (thirteen) identified projects disclosed in the “Objects of the Issue” in Prospectus dated 16th November, 2010.”

“Resolved Further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, expedient or incidental for the purpose of giving effect to aforesaid resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members of the Company.”



(R. N. Nayak)
Chairman & Managing Director

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पावरग्रिड

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Announcement of Result of Postal Ballot

In accordance with Section 192A of the Companies Act, 1956, read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, Postal Ballot Forms & Postal Ballot Notice dated 6th January, 2012 containing Ordinary Resolution under the provisions of the Companies Act, 1956 for inclusion of additional projects for utilization & rescheduling of POWERGRID's FPO proceeds were circulated to the Shareholders of the Company.

Based on the report dated 21st February, 2012 submitted by Savita Jyoti, Practicing Company Secretary, the Scrutinizer, appointed under Section 192A of the Companies Act, 1956, I declare that the following resolution is duly passed by the requisite majority.

Type of Resolution	Description	Result
Ordinary Resolution	Inclusion of additional projects for utilization & rescheduling of POWERGRID's FPO proceeds.	Carried with requisite majority.

For Power Grid Corporation of India Limited


Chairman & Managing Director

Date : 24.02.2012

Place: New Delhi