

## Power Grid Corporation of India Limited

(A Government of India Enterprise)

CIN: L40101DL1989GOI038121

Regd. Office : B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-110 016.

Phone No.: 011-26560112, Fax: 011-26601081

Corp. Off.: "Saudamini", Plot No. 2, Sector-29, Gurgaon-122 001 (Haryana)

Phone No.: 0124-2571700-719, Fax: 0124-2571762

Website: www.powergridindia.com, Email ID: powergrid@powergrid.co.in

## NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of Power Grid Corporation of India Limited will be held on **Tuesday, the 19<sup>th</sup> September, 2017 at 11.00 a.m. at 'Manekshaw Centre', Parade Road, Delhi Cantt., New Delhi - 110 010** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To note the payment of interim dividend and declare final dividend for the Financial Year 2016-17.
3. To appoint a Director in place of Shri Ravi P. Singh (DIN 05240974), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors for the Financial Year 2017-18.

### SPECIAL BUSINESS:

#### 5. To appoint Shri K. Sreekant (DIN 06615674) as a Director liable to retire by rotation

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri K. Sreekant (DIN 06615674), who was appointed as Director (Finance), by the President of India vide Ministry of Power Office Order No. 11/18/2015-PG dated 16<sup>th</sup> August, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from 16<sup>th</sup> September, 2016 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Finance), liable to retire by rotation."

#### 6. To appoint Shri Prabhakar Singh (DIN 01391766) as a Director liable to retire by rotation

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Prabhakar Singh (DIN 01391766), who was appointed as Director (Projects), by the President of India vide Ministry of Power Office Order No. 11/24/2015-PG dated 7<sup>th</sup> February, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 8<sup>th</sup> February, 2017 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Projects), liable to retire by rotation."

#### 7. To approve appointment of Shri Tse Ten Dorji (DIN: 03469466) as an Independent Director

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Tse Ten Dorji (DIN 03469466), who was appointed as an Independent Director of the Company by the President of India vide Ministry of Power Office Order No. 12/13/2015-PG dated 16<sup>th</sup> February, 2017 and subsequently appointed as an Additional Director by the Board of Directors with effect from 16<sup>th</sup> February, 2017 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company with effect from 16<sup>th</sup> February, 2017 for a period of three years. Shri Tse Ten Dorji shall not be liable to retire by rotation."



**8. To approve appointment of Ms. Jyotika Kalra (DIN: 07179640) as an Independent Director for the period - 16<sup>th</sup> February, 2017 to 6<sup>th</sup> April, 2017**

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT in pursuance of the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Ms. Jyotika Kalra (DIN: 07179640), as an Independent Director for the period - 16<sup>th</sup> February, 2017 to 6<sup>th</sup> April, 2017 be and is hereby approved."

**9. Ratification of remuneration of the Cost Auditors for the Financial Year 2017-18**

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 and any other applicable provisions of the Companies Act, 2013 the remuneration of M/s. Chandra Wadhwa & Co., Cost Accountants and M/s. R.M. Bansal & Co., Cost Accountants as the joint Cost Auditors of the Company (for Transmission and Telecom business) as approved by the Board for the Financial Year 2017-18 at ₹2,50,000/- (Rupees Two Lakh Fifty Thousand only) to be shared equally by both the firms; Taxes as applicable to be paid extra, travelling and out of pocket expenses to be reimbursed as per policy of the Company and M/s. Chandra Wadhwa & Co., Cost Accountants, the Lead Cost Auditor to be also paid for the work of consolidation and filing of Consolidated Cost Audit reports for the Financial Year 2017-18 for the Company as a whole, an additional fee of ₹12,500/- (Rupees Twelve Thousand Five Hundred only) Taxes as applicable to be paid extra, be and is hereby ratified."

**10. Enhancement of Borrowing Limits from ₹1,50,000 crore to ₹1,80,000 crore**

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

- (i) "RESOLVED THAT in supersession of Resolution passed for enhancing the borrowing powers to ₹1,50,000 crore, approval for which was obtained from the Shareholders of the Company in the 26<sup>th</sup> Annual General Meeting held on 15<sup>th</sup> September 2015, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors, under section 180(1)(c) of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Articles of Association of the Company for borrowings, whether by way of Term Loan/Equipment Finance/Cash Credit Facilities or the like from time to time any sum or sums of money at its discretion from National/International Financial Institutions/Banks or from Public/Bodies Corporate or from Government Body/ Corporation or Government of India or by way of issue of Bonds/Rupee Linked Bonds / other securities from Domestic/International/ Overseas sources, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Bankers of the Company in the ordinary course of business) shall not exceed in aggregate at any time ₹1,80,000 crore (Rupees One Lakh Eighty Thousand crore Only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate for the time being of the Paid Up Capital of the Company and its Free Reserves.
- (ii) RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) of the Act, and other applicable provisions, if any, of the Act, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, to mortgage and/or create charge on all or any one or more of the movable/immovable properties or such other assets of the Company, whosoever situated, both present and future, on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to or in favor of National/International Financial Institutions/Banks/Multilateral, Bilateral Institutions etc. hereinafter referred as "the Lenders" and Trustees to the Lenders & Bondholders to secure any Term Loans/Cash Credit Facilities/Debentures/Bonds/Rupee Linked Bonds/other securities or the like, obtained/to be obtained from any of the aforesaid lenders together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or on redemption, cost(s), charge(s), expenses and all other monies payable by the Company to such Lender(s) under the respective loan/other agreement(s) entered/to be entered into between the Company and the Lender(s) in respect of said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.
- (iii) RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized and it shall always be deemed to have been so authorized to finalise and execute with the Lenders/Trustees the requisite agreement, documents, deeds and writing for borrowing and/or for creating the aforesaid mortgage(s) and/or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolutions.
- (iv) RESOLVED FURTHER THAT Director (Finance)/Company Secretary be and is hereby authorized to carry out minor modifications, if any, and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution(s)."

**11. To raise funds up to ₹20,000 crore, from domestic market through issue of secured / unsecured, non-convertible, non-cumulative/cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement during the Financial year 2018-19 in up to twenty tranches/offers.**

To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

- (i) "RESOLVED THAT pursuant to Sections 23(1)(b), 42 and 71 of Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 as amended, Securities and Exchange Board of India (SEBI) rules and regulations, including the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, or provisions of any other applicable law, and the Memorandum and Articles of Association of the Company, approval be and is hereby granted to raise up to ₹20,000 crore in domestic market during the Financial Year 2018-19 for financing of capital expenditure, providing Inter Corporate Loan(s) to wholly owned subsidiaries and for general corporate purposes, in one or more tranches but not exceeding twenty tranches / offers through issue of secured / unsecured, non-convertible, cumulative/non-cumulative, redeemable, taxable / tax-free debentures ("Bonds") under Private Placement.
- (ii) RESOLVED FURTHER THAT the Board of Directors / Committee of Directors for Bonds / such official(s) as may be authorized by Board of Directors / Committee of Directors for Bonds, be and are hereby authorized and it shall always be deemed to have been so authorized to finalize detailed terms and conditions of each issue / tranche of Bonds, Issue programme of Bonds, deposit / pay fees, execute and deliver / file such offer letter, document(s), deed(s) and writing(s), etc. as may be required and to do all such other acts, deeds and things as may be necessary for raising funds up to ₹20,000 crore during the Financial Year 2018-19 from domestic sources through Private Placement of secured / unsecured, non-convertible, cumulative/non-cumulative, redeemable, taxable / tax-free Bonds in one or more tranches but not exceeding twenty tranches / offers.
- (iii) RESOLVED FURTHER THAT Director (Finance)/Company Secretary be and is hereby authorized to carry out minor modifications, if any, and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution(s)."

**12. To alter the Objects Clause of the Memorandum of Association of the Company in line with the provisions of Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules framed thereunder, as amended from time to time, and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded for the following modification in the Objects Clause of the Memorandum of Association of the Company:

Clause III B: Objects incidental or ancillary to the attainment of the main objects:-

- (i) In Clause 7 (To borrow money), for the words 'Sections 58A, 292 and 293', the word 'provisions' shall be substituted.
- (ii) In Clauses 14 (To improve money, property etc.) & 18 (To sell property), for the words 'Section 292 and 293', the words 'the provisions' shall be substituted.

RESOLVED FURTHER THAT Chairman and Managing Director, Director (Finance) and the Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid changes in the Memorandum of Association of the Company, as may be required by the Registrar of Companies and/or any Statutory/Regulatory Authority."

**13. To alter the Articles of Association of the Company in line with the provisions of Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such other approvals as may be necessary, some Articles of the existing Articles of Association of the Company be and are hereby altered by substituting reference to the Sections of the Companies Act, 1956 with corresponding Sections of Companies Act, 2013 / by aligning them with the provisions of the Companies Act, 2013 as under:

Sl. No.	Existing Article No.	Proposed Modification
1.	Article 1 Interpretation Clause	In the definition of 'the Act or the said Act', for the words 'Companies Act, 1956', the words 'Companies Act, 2013' shall be substituted.
2.	Article 2 Table A not to apply	-The heading of Article 'Table A not to apply' shall be substituted with 'Table F not to apply' -the words 'Table A' and 'First Schedule' shall be substituted with 'Table F' and 'Schedule I', respectively.
3.	Article 5A(i) Allotment of Shares	-the words 'Section 81', 'Section 77A' and 'Section 79A' shall be substituted with the words 'Section 62', 'Section 68', 'Section 54', respectively. -the words 'or (subject to the compliance with the provisions of Section 79 of the Act) at a discount' shall be deleted.
4.	Article 5A(iv) Calls paid in advance	the words 'Section 92', shall be substituted with 'Section 50'
5.	Article 5B(i) Payment of Commission	the words 'Section 76', shall be substituted with 'Section 40(6)'
6.	Article 6 Rights of Members or Debenture holders to certificates	the words 'three months', shall be substituted with 'two months for shares / six months for debentures'
7.	Article 7H Company may buy back its own securities	for the words 'Sections 77A, 77AA and 77B', the words 'Sections 68, 69 and 70' shall be substituted.
8.	Article 7J Register and Index of Members/ Debenture holders	for the words 'Sections 150 and 151', the words 'Section 88' shall be substituted.
9.	Article 11A(iii) Securities in depository to be in fungible form	for the words 'Section(s) 153, 372A', the words 'Section 186' shall be substituted.
10.	Article 11A(vi) Securities in depository to be in fungible form	for the words 'Section 108', the word 'provisions' shall be substituted.
11.	Article 13A (1) Further issue of shares	the words 'after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier' shall be deleted.
12.	Article 16 Reduction of Capital	for the words 'Section 100-104', the words 'Section 66' shall be substituted.
13.	Article 17 Sub-division and consolidation of shares	for the words 'Section 94', the word 'Section 61' shall be substituted.
14.	Article 18 Powers to borrow	for the words 'Section 58A, 292 and 293' the word 'Sections 73, 74, 179 and 180' shall be substituted.
15.	Article 19 Issue at Discount, etc or with special privileges	for the words 'Section 79 and 117' the word 'provisions' shall be substituted.
16.	Article 22 Quorum	For Article 22, following article shall be substituted viz: 'The quorum for a general meeting shall be as provided in the Act & rules made thereunder.'

Sl. No.	Existing Article No.	Proposed Modification
17.	Article 25(ii) Postal Ballot	After the words 'may in respect of any business' and before the word 'but shall in respect of the businesses' words 'as per Section 110 of the Act' shall be inserted. For the words 'the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 in respect of the matters specified in said Rules', the words 'Rule 22 of the Companies (Management and Administration) Rules, 2014' shall be substituted.
18.	Article 31(i)(c)(i) Appointment of Board of Directors	the words 'of Section 314' shall be deleted.
19.	Article 31(c)(iii)- Second Para Appointment of Board of Directors	for the words 'Section 255', the word 'the provisions' shall be substituted.
20.	Article 31(c)(iii)- Fifth Para Sr no (v) Appointment of Board of Directors	for the words 'the proviso to sub-section (2) of Section 263 is applicable to the case' the word 'Section 162 is applicable to the case' shall be substituted.
21.	Article 31A Additional Directors	for the words 'Section 260', the words 'Section 161(1)' shall be substituted.
22.	Article 33 Delegation of Powers	for the words 'Section 292 and 293', the words 'Sections 179 and 180' shall be substituted.
23.	Article 40A Quorum	for the words 'Section 287', the words 'Section 174' shall be substituted.
24.	Article 41 Board may set up committees	for the words 'Section 292', the words 'Section 179' shall be substituted.
25.	Article 45 (m) Specific powers given to the Board (to appoint officers)	for the words 'Section 292', the words 'Section 179' shall be substituted.
26.	Article 47(ii) Division of profits	for the words 'Section 205', the words 'Section 123' shall be substituted.
27.	Article 47(iv) Division of profits	for the words 'Section 205', the words 'sub-section (5) of Section 123' shall be substituted.
28.	Article 49B(5) Capitalization	for the words 'Section 75', the words 'the provisions' shall be substituted.
29.	Article 52 Appointment of Auditors	for the words 'Section 619', the words 'Section 139(5)' shall be substituted.
30.	Article 59(i) Directors' and others' right to indemnity	for the words 'Section 201(i) of the Companies Act', the words 'of the Act' shall be substituted.
31.	Article 59(ii) Directors' and others' right to indemnity	for the words 'Section 633', the words 'Section 463' shall be substituted.
32.	Article 60 Not responsible for acts of Others	the words 'of Section 201' shall be deleted.



RESOLVED FURTHER THAT Chairman and Managing Director, Director (Finance) and the Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid changes in the Articles of Association of the Company, as may be required by the Registrar of Companies and/or any Statutory/Regulatory Authority."

**By order of the Board of Directors**

**(Divya Tandon)  
General Manager &  
Company Secretary**

**Regd. Office:**

B-9, Qutab Institutional Area,  
Katwaria Sarai, New Delhi - 110 016.

**(CIN: L40101DL1989GOI038121)**

**Date: 9<sup>th</sup> August, 2017**

**NOTES:****1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Annual General Meeting, i.e. latest by 11.00 a.m. on Sunday, 17<sup>th</sup> September, 2017. Blank proxy form is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.

2. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the relevant details of Shri Ravi P. Singh (DIN: 05240974), Director (Personnel), retiring by rotation and seeking re-appointment under aforesaid Item No. 3 and Shri K. Sreekant (DIN: 06615674), Shri Prabhakar Singh (DIN: 01391766), Shri Tse Ten Dorji (DIN: 03469466) and Ms. Jyotika Kalra (DIN: 07179640), Additional Directors seeking appointment under aforesaid Item No. 5, 6, 7 and 8 respectively in accordance with applicable provisions of the Articles of Association of the Company are annexed
3. None of the Directors of the Company is in any way related to each other.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to:-
  - (i) note that copies of Annual Report will not be distributed at the Annual General Meeting.
  - (ii) bring their copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
  - (iii) deliver duly completed and signed Attendance Slip at the entrance of the venue of the meeting as entry to the Hall will be strictly on the basis of the entry slip available at the counter at the venue to be exchanged with the Attendance Slip. Photocopies of Attendance Slip will not be entertained for issuing entry slip for attending Annual General Meeting.
  - (iv) quote their Folio/Client ID & DP ID Nos. in all correspondence.
  - (v) note that due to strict security reasons mobile phones, brief cases, eatables and other belongings will not be allowed inside the Auditorium.
  - (vi) note that no gifts/coupons will be distributed at the Annual General Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting. Alternatively, such an authority duly certified should be brought by the representative attending on behalf of the corporate body, at the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 13<sup>th</sup> September, 2017 to 19<sup>th</sup> September, 2017 (both days inclusive).
8. The Board of Directors, in their meeting held on 9<sup>th</sup> February, 2017, had declared an Interim Dividend of ₹1 per share (i.e. @ 10%) on the paid-up equity share capital of the Company (i.e. ₹1 per share) which was paid on 02<sup>nd</sup> March, 2017. Members who have not received or not encashed their dividend warrants may approach Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company, for revalidating the warrant or for obtaining duplicate warrant. The Board had further recommended a Final Dividend of ₹3.35 per share i.e. @ 33.50% on the paid-up equity share capital of the Company in its meeting held on 29<sup>th</sup> May, 2017. The dividend, if declared at the Annual General Meeting will be paid on 4<sup>th</sup> October, 2017 to those Members, whose names appear on the Register of Members of the Company as on 19<sup>th</sup> September, 2017 in respect of physical shares. However, in respect of shares held in dematerialized form, the Dividend will be payable to those persons whose names appear as beneficial owners as at the closure of the business hours on 12<sup>th</sup> September, 2017 as per details to be furnished by the depositories.
9. Pursuant to Section 124 read with Section 125 of the Companies Act, 2013, the Dividend amounts which remain unpaid/ unclaimed for a period of seven years, are required to be transferred to the Investors Education & Protection Fund of the Central Government. Members are advised to encash their Dividend warrants immediately on receipt. Unclaimed Final Dividend of ₹53,27,876 for the Financial Year 2008-09 and unclaimed Interim Dividend of ₹40,15,794 for the Financial Year 2009-10 have been transferred on 28<sup>th</sup> October, 2016 and 3<sup>rd</sup> March, 2017, respectively, to the Investors Education and Protection Fund of the Central Government ('IEPF'), pursuant to the provisions of Section 124 of the Companies Act, 2013.
10. Members are advised to submit their Electronic Clearing System (ECS) mandates to enable the Company to make remittance by means of ECS. Those holding shares in dematerialized form may send the ECS Mandate in the enclosed Form directly to their Depository Participants (DP). Those holding shares in physical form may send the ECS Mandate Form to Karvy Computershare Private Limited, the Registrar & Share Transfer Agent of the Company. Those who have already furnished the ECS Mandate Form to the Company/ Depository Participant/ Registrar & Share Transfer Agent with complete details need not send it again.



- The shareholders who hold shares in Physical form and who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company to enable them to print these details on the dividend warrants.
11. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or to the Registrar & Share Transfer Agent along with relevant Share Certificates.
  12. Pursuant to Section 139 (5) of the Companies Act, 2013 the auditors of the Government company are appointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration has to be fixed by the company in the Annual General Meeting or in such manner as the company in General Meeting may determine. The Members of the Company, in 27<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September, 2016, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2016-17. Accordingly, the Board of Directors has fixed audit fee of ₹1.92 crore (₹0.90 crore towards audit fee; and ₹1.02 crore towards work done in other capacities) for the Statutory Auditors for the Financial Year 2016-17 in addition to reimbursement of actual travelling and out-of-pocket expenses for visit to accounting units. M/s. S. K. Mittal & Co., M/s. R. G. N. Price & Co., M/s. Kothari & Co. and M/s. Parakh & Co. have been appointed by the C&AG as Statutory Auditors of the Company for the Financial Year 2017-18. The Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2017-18.
  13. All the documents referred to in this Notice are open for inspection at the Registered Office of the Company on all working days (excluding Saturday and Sunday), between 11.00 AM to 1.00 PM upto Monday, the 18<sup>th</sup> September, 2017 and at the venue of the meeting.
  14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrar & Share Transfer Agents of the Company the prescribed Form (Form No. SH-13) of the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
  15. Annual Listing fee for the year 2017-18 has been paid to the Stock Exchanges wherein shares of the Company are listed.
  16. Members are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and bank account to Company's Registrar and Share Transfer Agent.
  17. Members are requested to notify immediately any change in their address:
    - (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and
    - (ii) to the Company at its Registered Office or its Registrar & Share Transfer Agent, Karvy Computershare Private Limited in respect of their physical shares, if any, quoting their Folio Number.
  18. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to the Company Secretary at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
  - 19. Members are required to bring their Attendance slips to the AGM. Duplicate Attendance slips and / or copies of the Report and Accounts will not be provided at the AGM venue.**
  20. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in compliance with the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering remote e-voting facility to all the Shareholders of the Company in respect of items to be transacted at this Annual General Meeting and in this regard, the Company has engaged the services of Karvy Computershare Private Limited (KARVY) to provide the facility of electronic voting ('remote e-voting').
  21. Instructions and other information relating to remote e-voting are as under:
    - A. The remote e-voting facility will be available during the following voting period:**
      - Commencement of remote e-voting: From 9.00 a.m. (IST) on 16<sup>th</sup> September, 2017.
      - End of remote e-voting: Up to 5:00 p.m. (IST) on 18<sup>th</sup> September, 2017.
    - B. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:**
      - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
      - (ii) Enter the login credentials (i.e. User ID and password mentioned at Attendance Slip). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.



<b>User-ID</b>	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company.
<b>Password</b>	Your Unique password is printed on the Attendance Slip.
<b>Captcha</b>	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Power Grid Corporation of India Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
- C. (I)** In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)]:
- (i) Use 'user ID' and 'initial password' as provided at Attendance Slip.
- (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (B) above, to cast your vote.
- (II)** The remote e-voting period commences on 16<sup>th</sup> September, 2017 (09.00 AM IST) and ends on 18<sup>th</sup> September, 2017 (05.00 PM. IST). The remote e-voting module shall be disabled by M/s Karvy Computershare Private Limited for voting thereafter and the facility will be blocked forthwith. During remote e-voting period, shareholders of the company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 12<sup>th</sup> September, 2017 may cast their vote electronically. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- (III)** Any Person who has acquired shares and becomes Member of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 12<sup>th</sup> September, 2017, may obtain their user ID and password for remote e-voting from Company's Registrar & Transfer Agents, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032, Phone No: 040 6716 1500, E-mail id: [einward.ris@karvy.com](mailto:einward.ris@karvy.com), Toll Free No.: 18003454001 and Fax: 040 23420814 and can also request for the physical copy of the Annual Report.



(IV) Members who have cast their vote through remote e-voting facility prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. At the venue of the meeting, members who have not cast their vote through remote voting may cast their vote through ballot paper. The facility for voting by electronic voting system shall not be made available at the venue of the AGM.

**(V) Persons whose names are recorded in the Register of Members maintained by Registrar as on cutoff date i.e. 12<sup>th</sup> September, 2017 shall only avail the facility of remote e-voting or voting through ballot paper at venue of the meeting.**

(VI) In case of any query, members are requested to contact:

Name: Shri S V Raju/Shri A. Mohan Kumar  
Designation: Deputy General Manager/ Manager  
E-mail id: einward.ris@karvy.com  
Address: M/s Karvy Computershare Private Limited, Karvy Selenium  
Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032.  
Contact details:  
Phone No. 040 67161569/72  
Fax No. 040 23420814  
Toll Free No. 18003454001

(VII) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

(VIII) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being **Tuesday, 12<sup>th</sup> September, 2017**.

(IX) The Board of Directors have appointed Shri Sanjay Grover, Managing Partner, M/s Sanjay Grover & Associates, Company Secretaries, as a Scrutinizer, for conduct of the e-voting process in a fair and transparent manner.

(X) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and will make, not later than forty eight hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

(XI) The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.

(XII) The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.powergridindia.com](http://www.powergridindia.com)) and on Karvy's website (<https://evoting.karvy.com>) immediately after the result is declared by the Chairman or a person authorized by him in writing and communication of the same to National Stock Exchange of India Limited and BSE Limited.

## 22. Important Communication to Members:-

As per the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the service of notice/documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report in future.

## EXPLANATORY STATEMENT

### ITEM NO. 5

#### **Appointment of Shri K. Sreekant (DIN 06615674) as a Director liable to retire by rotation**

Shri K. Sreekant was appointed as Director (Finance) of the Company by the President of India vide Ministry of Power Office Order No. 11/18/2015-PG dated 16<sup>th</sup> August, 2016 and assumed charge w.e.f. 01<sup>st</sup> September, 2016. In terms of Article 31A of the Articles of Association, the Board of Directors are empowered to appoint the Directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM). Approval of the Board of Directors was obtained for his appointment as an Additional Director w.e.f. 01<sup>st</sup> September, 2016 as per provisions of section 161 of the Act. As Shri K. Sreekant's office as an Additional Director came to an end on the AGM held on 16<sup>th</sup> September, 2016 as per provisions of the Act, accordingly, the Board in its meeting held on 16<sup>th</sup> September, 2016 further co-opted Shri K. Sreekant as an Additional Director. Shri K. Sreekant holds office upto the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Act proposing the appointment of Shri K. Sreekant as a Director on the Board of POWERGRID.

The appointment of Shri K. Sreekant as Director (Finance) on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting.

Shri K. Sreekant holds 1029 shares in POWERGRID.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 5 as an Ordinary Resolution.

Brief resume of Shri K. Sreekant is annexed.

### ITEM NO. 6

#### **Appointment of Shri Prabhakar Singh (DIN 01391766) as a Director liable to retire by rotation**

Shri Prabhakar Singh was appointed as Director (Projects) of the Company by the President of India vide Ministry of Power Office Order No. 11/24/2015-PG dated 7<sup>th</sup> February, 2017 and assumed charge w.e.f. 8<sup>th</sup> February, 2017. In terms of Article 31A of the Articles of Association, the Board of Directors are empowered to appoint the Directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM). Accordingly, the Board, vide resolution by circulation dated 08<sup>th</sup> February, 2017 co-opted Shri Prabhakar Singh as an Additional Director. Shri Prabhakar Singh holds office upto the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Act proposing the appointment of Shri Prabhakar Singh as a Director on the Board of POWERGRID.

The appointment of Shri Prabhakar Singh as Director (Projects) on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting.

Shri Prabhakar Singh holds 2526 shares in POWERGRID.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 6 as an Ordinary Resolution.

Brief resume of Shri Prabhakar Singh is annexed.

### ITEM NO. 7

#### **Appointment of Shri Tse Ten Dorji (DIN: 03469466) as an Independent Director**

Shri Tse Ten Dorji (DIN 03469466) was appointed as an Independent Director of the Company by the President of India vide Ministry of Power Office Order No.12/13/2015-PG dated 16<sup>th</sup> February, 2017 to hold the office upto and including 15<sup>th</sup> February 2020 i.e. for a term not exceeding 3 consecutive years. In terms of Article 31A of the Articles of Association, the Board of Directors are empowered to appoint the Directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM). Accordingly, the Board, vide resolution by circulation dated 21<sup>st</sup> February, 2017, co-opted Shri Tse Ten Dorji as an Additional Director. Shri Tse Ten Dorji holds office upto the date of the ensuing AGM. The Company has received a notice in writing under Section 160 of the Act, proposing the appointment of Shri Tse Ten Dorji as a Director on the Board of POWERGRID.



Further, in the opinion of the Central Government, Ministry of Power, Shri Dorji fulfils the conditions specified in the Act and the Rules made thereunder and that Shri Dorji is independent of the Management. It is proposed to appoint him as an Independent Director.

The appointment of Shri Tse Ten Dorji as an Independent Director on the Board of the Company, not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting.

Shri Tse Ten Dorji holds NIL shares in POWERGRID.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 7 as an Ordinary Resolution.

Brief resume of Shri Tse Ten Dorji is annexed.

#### **ITEM NO. 8**

##### **Appointment of Smt. Jyotika Kalra (DIN: 07179640) as an Independent Director for the period - 16<sup>th</sup> February, 2017 to 6<sup>th</sup> April, 2017**

Ms. Jyotika Kalra was appointed as an Independent Director of the Company by the President of India vide Ministry of Power Office Order No.12/13/2015-PG dated 16<sup>th</sup> February, 2017 to hold the office up to and including 15<sup>th</sup> February, 2020 i.e. for a term not exceeding 3 consecutive years. In terms of Clause 31A of the Articles of Association, the Board of Directors are empowered to appoint the Directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM). Accordingly, the Board, vide resolution by circulation dated 21<sup>st</sup> February, 2017, co-opted Ms. Jyotika Kalra as an Additional Director. Ms. Jyotika Kalra, however, on her appointment as member of the National Human Rights Commission, resigned from the post of Independent Director with effect from 6<sup>th</sup> April, 2017.

The appointment of Ms. Jyotika Kalra, as Independent Director for the period - 16<sup>th</sup> February, 2017 to 6<sup>th</sup> April, 2017 requires approval of the Members in the General Meeting in terms of Sections 149 & 152 of the Act.

Ms. Jyotika Kalra held NIL shares in POWERGRID during the period - 16<sup>th</sup> February, 2017 to 6<sup>th</sup> April, 2017.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 8 as an Ordinary Resolution.

Brief resume of Ms. Jyotika Kalra is annexed.

#### **ITEM NO. 9**

##### **Ratification of remuneration of the Cost Auditors for the Financial Year 2017-18.**

Cost Audit for transmission business of POWERGRID is being conducted since Financial Year 2005-06. For Telecom business, Cost Audit has been made compulsory since Financial Year 2011-12. As per Section 148 (3) of the Companies Act, 2013, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as may be determined by the Members.

Accordingly, it was recommended by the Audit Committee and approved by the Board (i) to appoint M/s Chandra Wadhwa & Co., Cost Accountants and M/s R.M. Bansal & Co., Cost Accountants as joint Cost Auditors of the Company for the FY 2017-18 for a fee of ₹2,50,000/- plus applicable taxes to be shared equally by each Auditor. The fees is exclusive of travelling and out of pocket expenses, which shall be reimbursed as per policy of the Company and; (ii) to appoint M/s. Chandra Wadhwa & Co., Cost Accountants, as the Lead Cost Auditor for the work of consolidation and facilitation for filing of consolidated Cost Audit Report of the Company for the financial year 2017-18 at an additional fee of ₹12,500/- (Rupees Twelve Thousand Five Hundred only) excluding taxes.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 9 as an Ordinary Resolution.

#### **ITEM No. 10**

##### **Enhancement of Borrowing Limits from ₹1,50,000 crore to ₹1,80,000 crore**

The existing borrowing powers of Board of Directors is upto ₹1,50,000 crore. As on 31<sup>st</sup> March, 2017, total borrowing of the Company is to the tune of ₹1,17,298 crore. The Company has an estimated capital expenditure program of about ₹25,000 crore for each financial year during 2017-18 to 2021-22. To meet the aforesaid capital expenditure, additional debt component is required to be arranged. The total amount of loans drawn and tied up to be drawn along with those to be tied up, will exceed the existing borrowing limit of ₹1,50,000 crore and would be around ₹1,80,000 crore, as detailed below:

LOANS DRAWN/LIKELY TO BE DRAWN/TIED UP	Amount (₹ in Cr.)
Loans Outstanding as on 30.06.2017	122641
Add: Loans committed and undrawn	10660
Add: Projected loan to be raised for CAPEX in next five years	92140
<b>Total projected loans</b>	<b>225441</b>
Less: Loan Repayments in next five years	45450
<b>Projected loans at the end of five years</b>	<b>179991</b>
<b>Borrowing limits required say</b>	<b>180000</b>

In view of above, it is proposed to enhance the borrowing limits to ₹1,80,000 crore. Further, the borrowings made / to be made to raise long term finance for implementation of its existing/new projects or other expansion programs by way of long term loan/equipment finance/issue of any Debentures/Cash Credit facilities or the like from Financial Institutions/Banks or other bodies are required to be secured by creation of charge /mortgage to the extent and in such manner as may be agreed to between the Board of Directors of the Company and the said lenders. Accordingly, it is proposed to have corresponding authorization for creation of charge on assets of the Company in respect of the borrowings.

In pursuance of the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 (the Act) approval of shareholders is required to borrow money in excess of Paid-up Capital of the Company and its Free Reserves and to create security by way of creating mortgage and/or charge on movable/immovable properties of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 10 as a Special Resolution.

#### ITEM NO. 11

#### **To raise funds up to ₹20,000 crore from domestic market through issue of secured / unsecured, non-convertible, non-cumulative/cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement during the Financial year 2018-19 in up to twenty tranches/offers**

1. POWERGRID Board of Directors, in their 343<sup>rd</sup> meeting held on 1<sup>st</sup> August, 2017, approved raising of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free, Rupee Linked Bonds/Bonds under private placement from domestic/external/overseas sources up to ₹20,000 crore (Approx) in upto twenty tranches depending upon the requirement of funds during the Financial Year 2018-19 for financing of POWERGRID Capital expenditure requirement, providing inter corporate loans to wholly owned subsidiaries and general corporate purposes.
2. An amount of ₹25,000 crore to ₹30,000 crore is being considered as expected Capital Expenditure (CAPEX) during the Financial Year 2018-19. In order to have a debt equity mix of 70:30 an amount of ₹17,500 crore - ₹21,000 crore is estimated to be mobilized as debt and balance ₹7,500 crore - ₹9,000 crore from internal resources during the Financial Year 2018-19.
3. Presently, POWERGRID domestic Bonds have been rated at highest credit rating (AAA) by various Rating Agencies i.e. CRISIL, ICRA & CARE. The rates of interest are a function of market conditions prevalent at the time of entering the market for a particular offer of bonds on private placement (including offer to Qualified Institutional Buyer/s). At present, borrowing through domestic bonds was being done by the Company at a cost which is comparable to prevailing interest rates applicable to AAA rated corporate bonds. In line with the past practice, the interest yield on the proposed borrowings is also envisaged to be comparable to the interest rates of prevailing interest rates of AAA rated corporate bonds.
4. Proposal under Item No. 10 has already been put to the shareholders for their approval to increase the borrowing limit from ₹1,50,000 crore to ₹1,80,000 crore u/s 180(1)(c) and to create security on the assets u/s 180(1)(a) of the Companies Act, 2013. After considering the increase in proposed borrowing limit from ₹1,50,000 crore to ₹1,80,000 crore by shareholders, the borrowing of ₹20,000 crore will be within the borrowing limits of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 11 as a Special Resolution.



**ITEM NOS. 12 and 13**

**To alter the Memorandum and Articles of Association of the Company in line with the provisions of Companies Act, 2013**

1. The existing Memorandum and Articles of Association (MOA & AOA) of the Company are based on the provisions of the Companies Act, 1956. The Companies Act, 1956 has been replaced by the Companies Act, 2013.
2. In order to bring existing MOA & AOA of the Company in line with the provisions of the new Act, it is proposed that wherever the reference of the Sections of the Companies Act, 1956 is given, the same be deleted / replaced in line with the provisions of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company.

The Board of Directors of your Company recommends passing of the resolution as set out at Item Nos. 12 and 13 as a Special Resolution.

All the documents referred to in the accompanying Notice and explanatory Statement are open for inspection between 11.00 a.m. to 1.00 p.m. on all working days (excluding Saturday and Sunday) at the Registered Office i.e. B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016 up to Monday, 18<sup>th</sup> September, 2017 and at the venue of the meeting.

**By order of the Board of Directors**

**(Divya Tandon)  
General Manager &  
Company Secretary**

**Regd. Office:**

B-9, Qutab Institutional Area,  
Katwaria Sarai, New Delhi - 110 016.

**(CIN: L40101DL1989GOI038121)**

**Date: 9<sup>th</sup> August, 2017**

**BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION****Directors seeking re-election at the 28<sup>th</sup> Annual General Meeting:**

1

Name	<b>Shri Ravi P. Singh</b>
DIN	05240974
Date of Birth and Age	21 January 1960/ 57 Years
Date of Appointment	01 April 2012
Qualification	Mechanical Engineering, NIT Allahabad & PGD in HR from AIMA, New Delhi
Expertise in specific functional area	Shri Ravi P. Singh has over 34 years of work experience in the power sector, handling various multi-disciplinary functions like HR, Telecom, Contracts, Materials, Planning, Monitoring and Transmission System Construction/O&M. Before his elevation as Director (Personnel) he was Executive Director (Eastern Region-II) and Executive Director (Human Resource Management & Corporate Communication) in POWERGRID. Prior to joining POWERGRID in 1991, Shri Singh has worked for 10 years in NTPC.
Directorship held in other Companies (Part-time)	<ol style="list-style-type: none"> <li>1. PTC India Limited</li> <li>2. Power System Operation Corporation Limited</li> <li>3. Powergrid NM Transmission Limited</li> <li>4. Powergrid Southern Interconnector Transmission System Limited</li> <li>5. Powergrid Vizag Transmission Limited</li> <li>6. Powergrid Unchahar Transmission Limited</li> <li>7. Powergrid Jabalpur Transmission Limited</li> </ol>
Membership / Chairmanship of Committees in other Companies	Audit Committee Member – Power System Operation Corporation Limited
No. of Shares held	9016

**Directors being appointed at the 28<sup>th</sup> Annual General Meeting:**

1

Name	<b>Shri K. Sreekant</b>
DIN	06615674
Date of Birth and Age	21 December 1963 / 53 Years
Date of Appointment	01 September, 2016
Qualification	B. Com(H), ICMA and PGDM (Finance), MDI
Expertise in specific functional area	Shri K. Sreekant has about thirty one years of experience in the power sector involving all facets of Finance & Accounting function and in particular, Long Term Financial Planning, Investment Appraisals, formulation of Capital Budgets, resource mobilization from domestic and international markets and corporate accounts. Prior to joining POWERGRID in September, 2016, he has worked for 30 years in NTPC in various positions in Finance.
Directorship held in other Companies (Part-time)	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	1029



2

<b>Name</b>	<b>Shri Prabhakar Singh</b>
DIN	01391766
Date of Birth and Age	01 July 1958 / 59 Years
Date of Appointment	08 February, 2017
Qualification	Electrical Engineer
Expertise in specific functional area	Shri Prabhakar Singh has served more than 38 years in flagship organizations of the Indian power sectors – MPSEB, NTPC Ltd., Power Grid Corporation of India Limited and Jaypee Powergrid Ltd. (A joint venture of JP Power Ventures Limited and POWERGRID) as Director Projects. Prior to his elevation as Director (Projects), he was Executive Director (Northern Region-I), one of the largest regions of POWERGRID wherein he looked after construction of 6,000 MW $\pm$ 800kV HVDC Bipole-Biswanath-Chariali-Agra Line which is the longest HVDC transmission system in the world besides handling execution of some major consultancy projects. He was also looking after O&M of 26,000 ckt-km lines of rating 765/400/220kV AC & 800/500kV DC, Six HVDC, thirty-seven HVAC AIS/GIS & twenty nos FSC stations under operation in Northern-Region.
Directorship held in other Companies (Part-time)	1. Haryana Vidyut Prasaran Nigam Limited 2. Powergrid Medinipur Jeerat Transmission Limited
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	2526

3

<b>Name</b>	<b>Shri Tse Ten Dorji</b>
DIN	03469466
Date of Birth and Age	15 November 1950 / 66 Years
Date of Appointment	16 February, 2017
Qualification	B.A. (Hons.) English
Expertise in specific functional area	Shri Tse Ten Dorji is an I.A.S (Retired). During his career over 40 years, he has held various posts in many Departments / Ministries of Government of India. He has multidisciplinary experience spanning Personnel & General Administration, Finance, Education/Human Resource Development, Animal Husbandry, Planning & Programme Implementation, Land Revenue Management & District Administration, etc.
Directorship held in other Companies (Part-time)	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	NIL



4

<b>Name</b>	<b>Ms. Jyotika Kalra</b> (for the period - 16 <sup>th</sup> February, 2017 to 6 <sup>th</sup> April, 2017)
DIN	07179640
Date of Birth and Age	07 <sup>th</sup> October 1966/ 50 Years
Date of Appointment	16 February, 2017
Qualification	B. Com, LLB and Masters in Law
Expertise in specific functional area	She was practicing law since 1990 and was an advocate-on-record with Supreme Court of India. She was counsel in Supreme Court of India for Union of India (Panel A), MCD, South, State of Maharashtra and National Commission of Women.
Directorship held in other Companies (Part-time)	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	NIL



**Power Grid Corporation of India Limited**

(A Government of India Enterprise)

CIN: L40101DL1989GOI038121

Regd. Office : B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi- 110016. Phone No.: 011-26560112, Fax: 011-26601081

Corp. Off.: "Saudamini", Plot No. 2, Sector-29, Gurgaon-122001 (Haryana) Phone No.: 0124-2571700-719, Fax: 0124-2571762

Website: www.powergridindia.com, Email ID: powergrid@powergrid.co.in

**PROXY FORM**

Name of the member(s):

Registered address:

E-mail Id:

Folio no/ Client Id:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name of the member(s):  
Address:  
E-mail Id:  
Signature:....., or failing him
2. Name of the member(s):  
Address:  
E-mail Id:  
Signature:....., or failing him
3. Name of the member(s):  
Address:  
E-mail Id:  
Signature:.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on **Tuesday, the 19<sup>th</sup> September, 2017 at 11.00 a.m. at 'Manekshaw Centre', Parade Road, Delhi Cantt., New Delhi – 110 010** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resl. No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31 <sup>st</sup> March, 2017, the Report of the Board of Directors and Auditors thereon.		
2.	To note the payment of Interim Dividend and declare Final Dividend for the Financial Year 2016-17.		
3.	To appoint a Director in place of Shri Ravi P. Singh (DIN: 05240974), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To fix the remuneration of the Statutory Auditors for the Financial Year 2017-18.		
<b>Special Business</b>			
5.	Appointment of Shri K. Sreekant (DIN: 06615674) as a Director liable to retire by rotation.		
6.	Appointment of Shri Prabhakar Singh (DIN: 01391766) as a Director liable to retire by rotation.		
7.	Appointment of Shri Tse Ten Dorji (DIN: 03469466) as an Independent Director.		
8.	Appointment of Ms. Jyotika Kalra (DIN: 07179640) as an Independent Director for the period - 16 <sup>th</sup> February, 2017 to 6 <sup>th</sup> April, 2017.		
9.	Ratification of remuneration of the Cost Auditors for the Financial Year 2017-18.		
10.	Enhancement of borrowings from ₹1,50,000 crore to ₹1,80,000 crore		
11.	To raise funds up to ₹20,000 crore, from domestic market through issue of secured / unsecured, non-convertible, non-cumulative/cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement during the Financial year 2018-19 in upto twenty tranches/offers.		
12.	To alter the object clause of the Memorandum of Association of the Company in line with the provisions of Companies Act, 2013.		
13.	To alter the Articles of Association of the Company in line with the provisions of Companies Act, 2013.		

Signed this.....day of....., 2017.

Signature of Shareholder

Signature of Proxyholder(s)

**Note:**

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of 28<sup>th</sup> Annual General Meeting.
3. Please complete all details including details of member(s) in the above box before submission.

Affix Revenue  
Stamp





**Power Grid Corporation of India Limited**

(A Government of India Enterprise)

CIN: L40101DL1989GOI038121

Regd. Office : B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi- 110016. Phone No.: 011-26560112, Fax: 011-26601081

Corp. Off.: "Saudamini", Plot No. 2, Sector-29, Gurgaon-122001 (Haryana) Phone No.: 0124-2571700-719, Fax: 0124-2571762

Website: www.powergridindia.com, Email ID: powergrid@powergrid.co.in

**E-COMMUNICATION REGISTRATION FORM**

Folio No. / DP ID & Client ID : .....

Name of 1<sup>st</sup> Registered Holder : .....

Name of Joint Holder(s) : .....

Registered Address : .....

E-mail ID (to be registered) : .....

I/we shareholder(s) of Power Grid Corporation of India Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail in your records for sending communication through e-mail.

Signature:.....  
(First Holder)

Date: .....

**Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.**

**Power Grid Corporation of India Limited**

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Website: www.powergridindia.com, Email ID: powergrid@powergrid.co.in

**ECS MANDATE FORM**

[APPLICABLE FOR SHARES HELD IN PHYSICAL FORM ONLY]

To

**Karvy Computershare Private Limited**

Unit: Power Grid Corporation of India Limited,

Karvy Selenium Tower B, Plot 31-32,

Gachibowli Financial District,

Nanakramguda, Hyderabad – 500 032.

Name of the First/Sole Share holder	
Folio No.	

**PAN / Email information**

Income Tax Permanent Account Number (PAN) <b>(Please attach a photocopy of PAN Card)</b>	
Email ID	

**ECS Mandate Form (for shares held in Physical mode)**

Bank Name				
Branch Name & Address				
Bank Account Type (tick)	SB		Current	Other
Bank Account Number				
9 Digit Code Number of the Bank and Branch appearing on the MICR Cheque issued by the Bank. <b>(Please attach a photo copy of the Cheque)</b>				

I hereby declare that the particulars given above are correct and complete and also express my concurrence to receive information through e-mail towards dividend paid by the Company under the ECS mode.

\_\_\_\_\_  
**Signature of the 1<sup>st</sup> Registered Holder/Sole Holder**



पावरग्रिड

