



पावर ग्रिड कारपोरेशन 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, फ़ैक्स : 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

Dt: 14.10.2015

C/COS/Listing

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

Ref: Symbol: POWERGRID; Series: EQ; ISIN: INE752E01010

Dear Sir,

Sub: **Quarterly Compliance with Listing Agreement.**

Enclosed please find the following reports in compliance with the Listing Agreement:

- (A) Quarterly Compliance Reports on Corporate Governance for Quarter ended 30.09.2015;
- (B) Shareholding Pattern for the Quarter ended 30.09.2015;
- (C) Reconciliation of Share Capital Audit Report for the Quarter ended 30.09.2015; and
- (D) Certificate from Practicing Company Secretary under Clause 47 (c) of the Listing Agreement for the half year ended 30.09.2015.

Thanking You,

Yours faithfully,


(Divya Tandon)

Company Secretary &
Compliance Officer

Encl: a/a

Quarterly Compliance Report on Corporate Governance

Name of the Company: POWER GRID CORPORATION OF INDIA LIMITED

Quarter ending on: 30.09.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49II	-	
(A) Composition of Board	49 (IIA)	No	<p>As on 30.09.2015, POWERGRID had CMD, 4 functional Directors, 2 Official Part-time Directors (Government Nominee Directors) and 5 non-Official Part-time Directors (Independent Directors). The composition also includes a Woman Director.</p> <p>Shri R. N. Nayak ceased to be Chairman & Managing Director of POWERGRID on attaining the age of superannuation on 30.09.2015.</p> <p>Further, Shri I. S. Jha, Director (Projects) assumed the additional charge of CMD w.e.f. 01.10.2015 in terms of GoI Order dt. 30.09.2015 for a period of 3 months or till the appointment of regular CMD or until further orders, whichever event occurs earliest.</p> <p>Two vacancies of Independent Directors are to be filled up.</p> <p>POWERGRID, being a Govt. Company within the meaning of Section 2 (45) of the Companies Act, 2013, the power to appoint functional/ Official Part-time Directors / non-Official Part-time Directors (Independent Directors) vests with the President of India. The matter has already been taken up with MoP to expedite the appointment of said two Independent Directors on the Board of POWERGRID. The details of such appointment will be informed</p>

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
			accordingly.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation and disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A.	As on date, POWERGRID has ten wholly owned Subsidiary companies as under: 1. Power System Operation Corporation Limited; 2. POWERGRID NM Transmission Limited; 3. POWERGRID Vemagiri Transmission Limited; 4. POWERGRID Vizag Transmission Limited; 5. POWERGRID Unchahar Transmission Limited; 6. POWERGRID Kala Amb Transmission Limited; 7. POWERGRID Jabalpur Transmission Limited; 8. POWERGRID Warora Transmission Limited (formerly Gadarwara (A) Transco Limited); 9. POWERGRID Parli Transmission

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
			Limited (formerly Gadarwara (B) Transmission Limited); and 10. Grid Conductors Limited. The aforesaid Subsidiary Companies do not fall under the scope of "Material Non-Listed Indian Subsidiary".
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(I) Proceeds from public issues, right issue, preferential issues, etc.	49 (VIII I)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For and on behalf of
Power Grid Corporation of India Limited.


(Diya Tandon)
Company Secretary &
Compliance Officer

Date: 14th October, 2015