

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 सं० 2, सेक्टर-29, गुडगाँव-122 001, हरियाणा
फोन : 0124-2571700-719 फैक्स : 0124-2571760, 2571761 तार 'नेटग्रिड'
Corporate Office : "Saudamini" Plot No.2, Sector-29, Gurgaon-122 001. Haryana
Tel : 0124-2571700-719 Fax: 0124-2571760, 2571761 Gram : 'NATGRID'

संदर्भ संख्या/Ref. No.

CIN : L40101DL1989GOI038121

C/COS/Listing

Dt: 16.05.2015.

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: **Postal Ballot Results**

Please find attached a copy of the announcement of results of Postal Ballot declared by Shri R. P. Sasmal, Director (Operations), POWERGRID on 16th May, 2015.

Thanking You,

Yours faithfully,

(Divya Tandon)
Company Secretary &
Compliance Officer

Encl: a/a

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पावरग्रिड

CIN : L40101DL1999GOI038121

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Announcement of Results of Postal Ballot

In accordance with the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Postal Ballot Forms & Postal Ballot Notice dated 8th April, 2015 containing Special Resolutions under the provisions of the Companies Act, 2013 were circulated to the Shareholders of the Company:

- (1) To raise funds in INR or any other acceptable foreign currency as permitted by RBI upto ₹13,000 Crore, from domestic / external sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds under Private Placement during the Financial Year 2015-16, in upto eight tranches / offers and each tranche / offer shall be upto ₹2,000 Crore of Bonds with / without Green Shoe Option.
- (2) To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹1,400 Crore (Rupees One Thousand Four Hundred Crore Only) to Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadawara (A) Transco Limited and Gadawara (B) Transmission Limited.
- (3) To render all inputs and services as may be required on cost to cost basis to the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadawara (A) Transco Limited and Gadawara (B) Transmission Limited.

Voting rights have been reckoned on the paid up value of shares registered in the name of the Shareholders as on 31st March, 2015. Based on the report dated 16th May, 2015 submitted by CS Savita Jyoti, Savita Jyoti Associates, a Practicing Company Secretary, the Scrutinizer, appointed by the Board under Rule 22(5) of the Companies (Management and Administration) Rules, 2014, I declare that the following resolutions are duly passed with requisite majority.

पंजीकृत कार्यालय : बी-9, कुतुब इंस्टीट्यूशनल एरिया, कटवारिया सराय, नई दिल्ली-110 016 दूरभाष : 011-26560121 फैक्स : 011-26560039 तार 'नेटग्रिड'
Registered Office: B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-110 016 Tel : 011-26560121 Fax : 011-26560039 Gram : 'NATGRID'

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

Type of Resolution	Description	Result
Special Resolution	(1) To raise funds in INR or any other acceptable foreign currency as permitted by RBI upto ₹13,000 Crore, from domestic / external sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds under Private Placement during the Financial Year 2015-16, in upto eight tranches / offers and each tranche / offer shall be upto ₹2,000 Crore of Bonds with / without Green Shoe Option.	Carried with requisite majority.
Special Resolution	(2) To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹1,400 Crore (Rupees One Thousand Four Hundred Crore Only) to Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited.	Carried with requisite majority.
Special Resolution	(3) To render all inputs and services as may be required on cost to cost basis to the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadarwara (A) Transco Limited and Gadarwara (B) Transmission Limited.	Carried with requisite majority.

For Power Grid Corporation of India Limited



(R. P. Sasmal)
Director (Operations)

Date : 16th May, 2015
Place: New Delhi

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

SCRUTINISER'S REPORT FOR POSTAL BALLOT

The Company Secretary

Power Grid Corporation of India Ltd.
CIN: L40101DL1989GOI038121
B-9, Qutab Institutional Area,
Katwaria Sarai,
New Delhi- 110016.

Madam,

The Board of Directors of the Company in its meeting held on 11th Feb 2015 has appointed me as a Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

I submit my report as under:

1. The Company has completed the dispatch of postal ballot notice & forms along with postage prepaid business reply envelope on 15th April, 2015 to its members whose name(s) appeared on the Register of members/list of beneficiaries as well as electronically to all those members who had registered their e-mail ids with the company.
2. Particulars of all postal ballot forms received from all the members including electronic votes (as reported by Karvy Computershare Private Limited (KARVY), agency facilitating e-voting platform) have been entered in register separately maintained for the purpose.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. In case of e-voting members' demographic details, their voting rights and voting pattern were provided by KARVY.
5. The ballot boxes were opened in my presence.
6. The votes, if any, cast by a Member(s) both in physical and electronically having been identified and in terms of the said notice dt. 8th April, 2015, votes cast through physical postal ballot forms were considered valid.
7. The postal ballot forms were duly opened in my presence and scrutinised and the shareholding was matched/confirmed with the Register of Members of the company.
8. All postal ballot forms including electronic votes received up to the close of working hours (i.e. 17.30 hours) Friday, 15th May, 2015, the last date and time fixed by the company for receipt of the forms/electronic votes, were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after the close of working hours (i.e. 17.30 hours) Friday, 15th May, 2015 were not considered for my scrutiny.
10. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.

S.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

The details of voting are as under:

- To raise funds in INR or any other acceptable foreign currency as permitted by RBI upto ₹13,000 Crore, from domestic / external sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds under Private Placement during the Financial Year 2015-16, in upto eight tranches / offers and each tranche / offer shall be upto ₹2,000 Crore of Bonds with / without Green Shoe Option.

2407 total number of Ballots received

Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of votes Against (5)	% of votes in favour on votes Polled (6) = $[4/2]*100$	% of votes against on votes Polled (7) = $[5/2]*100$
Promoter and Promoter Group	3028835198	3028835198	100.000	3028835198	0	100.000	0.000
Public - Institutional Holders	1856722375	1576146436	84.889	1574810895	1335541	99.915	0.085
Public - Others	346032075	20501001	5.925	20478434	22567	99.890	0.110
Total	5231589648	4625482635	88.414	4624124527	1358108	99.971	0.029

- To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹1,400 Crore (Rupees One Thousand Four Hundred Crore Only) to Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadawara (A) Transco Limited and Gadawara (B) Transmission Limited.

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Promoter and Promoter Group	3028835198	3028835198	100.000	3028835198	0	100.000	0.000
Public - Institutional Holders	1856722375	1576146436	84.889	1574810895	1335541	99.915	0.085
Public - Others	346032075	20497804	5.924	20468114	29690	99.855	0.145
Total	5231589648	4625479438	88.414	4624114207	1365231	99.970	0.030

- To render all inputs and services as may be required on cost to cost basis to the Project SPVs acquired / to be acquired by POWERGRID under Tariff based competitive bidding viz., Vindhyachal Jabalpur Transmission Limited, Gadawara (A) Transco Limited and Gadawara (B) Transmission Limited.

S.J.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

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Promoter/Public	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of votes Against (5)	% of votes in favour on votes Polled (6) = $[4/2]*100$	% of votes against on votes Polled (7) = $[5/2]*100$
Promoter and Promoter Group	3028835198	3028835198	100.000	3028835198	0	100.000	0.000
Public - Institutional Holders	1856722375	1576101314	84.886	1576101314	0	100.000	0.000
Public - Others	346032075	20493543	5.922	20465293	28250	99.862	0.138
Total	5231589648	4625430055	88.413	4625401805	28250	99.999	0.001

The postal ballot forms and the related papers / registers and records are being handed over for safe custody to the **Company Secretary, Ms. Divya Tandon**

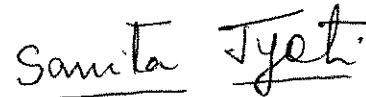
Taking into the consideration of the net valid votes, I report that all the resolution(s) as set out in the Notice of the Postal Ballot dated 8th April 2015 have been passed by the Members with requisite majority.

You may accordingly declare the results of the postal ballot voting.

Thanking you,

Date: 16th May, 2015

for **SAVITA JYOTI ASSOCIATES**



C.S. SAVITA JYOTI
Scrutinizer

SAVITA JYOTI, FCS 3736
Practicing Company Secretary
Certificate of Practice No. 1796