



POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)

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

Corporate Office : 'SAUDAMINI', Plot No.2, Sector-29, Gurgaon - 122 001, Haryana

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of Power Grid Corporation of India Limited will be held on **Thursday, the 19th September, 2013 at 11.00 a.m. at "Air Force Auditorium, Subroto Park, New Delhi - 110 010"** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the financial year ended on that date together with 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 2012-13.
3. To appoint a Director in place of Shri Santosh Saraf, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Rita Sinha, who retires by rotation and being eligible, offers herself for re-appointment.
5. To fix the remuneration of the Statutory Auditors for the Financial Year 2013-14.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"Resolved that Shri R. K. Gupta, who was appointed as Non-Official Part-time Director of the Company by the President of India vide letter no. 1/38/96-PG dated 16.01.2013 and thereafter co-opted as an Additional Director w.e.f. 16.01.2013 under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"Resolved that Dr. K. Ramalingam, who was appointed as Non-Official Part-time Director of the Company by the President of India vide letter no. 1/38/96-PG dated 16.01.2013 and thereafter co-opted as an Additional Director w.e.f. 16.01.2013 under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
8. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"Resolved that Shri R. Krishnamoorthy, who was appointed as Non-Official Part-time Director of the Company by the President of India vide letter no. 1/38/96-PG dated 16.01.2013 and thereafter co-opted as an Additional Director w.e.f. 16.01.2013 under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
9. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"Resolved that Shri Ajay Kumar Mittal, who was appointed as Non-Official Part-time Director of the Company by the President of India vide letter no. 1/38/96-PG dated 16.01.2013 and thereafter co-opted as an Additional Director w.e.f. 16.01.2013 under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
10. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
"Resolved that Shri Mahesh Shah, who was appointed as Non-Official Part-time Director of the Company by the President of India vide letter no. 1/38/96-PG dated 16.01.2013 and thereafter co-opted as an Additional Director w.e.f. 16.01.2013 under Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
11. To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:
"Resolved that Shri Ravi P. Singh, who was appointed as Director (Personnel) of the Company by the President of India vide letter



no. 11/40/2010-PG dated 22.02.2012 of Ministry of Power be and is hereby appointed as Director (Personnel) of the Company in compliance of the provisions of Section 255 of the Companies Act, 1956 and shall be liable to retire by rotation."

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

"Resolved that Shri R.P. Sasmal, who was appointed as Director (Operations) of the Company by the President of India vide letter no. 11/50/2011-PG dated 01.08.2012 of Ministry of Power be and is hereby appointed as Director (Operations) of the Company in compliance of the provisions of Section 255 of the Companies Act, 1956 and shall be liable to retire by rotation."

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

"RESOLVED that in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable SEBI regulations and guidelines, the provisions of the Listing Agreements entered into by the Company with the Stock Exchanges upon which its equity shares are listed, the provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approval of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other appropriate authorities, and such other approvals, no objection, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be stipulated or imposed by any of them while granting such approvals, no objection, permissions and sanctions which may be agreed to by the Board of Directors of the Company or any duly constituted Committee of the Board (the Board), approval be and is hereby accorded to offer, issue and allot 69,44,58,802 equity shares (15% of existing paid up capital) subject to necessary approval of Government of India i.e. of/upto 69,44,58,802 equity shares to such person or persons, who may or may not be the shareholders of the Company, as the Board may at its sole discretion decide, including to eligible investors (whether residents and/or non-residents and/or institutions/incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets) including to Non-resident Indians, Foreign Institutional Investors (FIIs), Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, bodies corporate, companies, private or public, or other entities, authorities and employees by way of an employee reservation, and to such other persons, in one or more combinations thereof through a public issue including the exercise of a green-shoe option, if any, at such price as may be determined whether through book-building basis process with a specified price band or through 'Auction' method with a specified base / floor price or otherwise in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 in consultation with advisors or such persons and on such terms and conditions as may be finalized by the Board".

"RESOLVED FURTHER that the equity shares to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company including rights in respect of dividend".

"RESOLVED FURTHER that for the purpose of giving effect to any offer, issue, transfer or allotment of equity shares, the Board be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the equity shares are to be issued and allotted, the number of equity shares to be issued in each tranche, issue price, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders), including through Application Supported by Blocked Amount (ASBA), and payment of balance amount on allotment of shares, exercise of a green-shoe option, if any, listing on one or more stock exchanges in India or abroad as the Board in its absolute discretion deems fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to Follow on Public Offer, and the transfer, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any Committee of the Board thereof or by the CMD/Director (Finance) of the Company, as the Board may in its absolute discretion decide in this behalf".

By order of the Board of Directors

(Divya Tandon)
Company Secretary

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

Date: 06.08.2013

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 Tuesday 17th September, 2013. Blank proxy form is enclosed.
2. As required by clause 49 of the Listing Agreement entered into with the Stock Exchanges the relevant details of Shri Santosh Saraf and Ms. Rita Sinha, Directors retiring by rotation and seeking re-appointment under aforesaid Item No. 3 and 4, respectively in accordance with applicable provisions of the Articles of Association of the Company and the details of those directors who are being appointed in this Annual General Meeting, are annexed.
3. None of the Directors of the Company is in any way related with each other.
4. 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 meeting venue 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 are not allowed inside the Auditorium.
 - (vi) Note that no gifts/coupons will be distributed at the Annual General Meeting.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 7th September, 2013 to 19th September, 2013 (both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of Section 206A of the Companies Act, 1956, if declared at the Annual General Meeting, will be paid on 10th October, 2013 to those members whose name appears in the Register of Members on the 6th September 2013.
7. The Board of directors, in its meeting held on 12th February, 2013, had declared an interim dividend @ 16.1% on the paid-up equity share capital of the Company (i.e. ₹ 1.61 per share) which was paid on 4th March, 2013. Members who have not received or not encashed their dividend warrant may approach Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company, for revalidating the warrant or for obtaining duplicate warrant. The Board had further recommended a Final Dividend @11.4% on the paid-up equity share capital of the Company (i.e. ₹1.14 per share) at its meeting held on 28th May, 2013. The dividend, if declared at the Annual General Meeting will be paid on 10th October, 2013 to those Members, whose names appear on the Register of Members of the Company as on 19th September, 2013 in respect of physical shares. However, in respect of shares held in dematerialised form, the dividend will be payable to those persons whose names appear as beneficial owners as at the closure of the business hours on 6th September, 2013 as per details to be furnished by the depositories.
8. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, 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. After such transfer, there remains no claim of the members whatever on the said amount. Members are advised to encash their Dividend warrants immediately on receipt.
9. 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 Electronic 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 & 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.
10. Members holding shares in multiple folios in physical mode are requested to apply for consolidation of shares to the Company or its Registrar & Share Transfer Agent along with relevant Share Certificates.
11. Pursuant to Section 619(2) of the Companies Act, 1956 the auditors of the Government company are appointed or reappointed by the Comptroller & Auditor General of India (C&AG) and in terms of Section 224(8)(aa), 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. Approval of the Members of the Company is required to authorize the Board of Directors of the Company to approve the remuneration of the Statutory Auditors/Joint Statutory Auditors of the Company appointed by C&AG, for the Financial Year 2013-14, as the Board deem fit.

12. All the documents referred to in the accompanying 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 up to Wednesday, the 18th September, 2013.
13. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit to the Registrar & Share Transfer Agents of the Company the prescribed Form (Form 2B in duplicate) of the Companies (Central Government's) General Rules and Forms, 1956. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
14. Annual Listing fee for the year 2013-14 has been paid to the Stock Exchanges wherein shares of the Company are listed.
15. 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 Registrars.
16. Members are requested to notify immediately any change of 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.
17. 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.

18. Important Communication to Members:-

The Ministry of Corporate Affairs (MCA) under "Green Initiative in the Corporate Governance" allowed paperless compliances by the companies. MCA had issued circulars stating that 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 electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the Form and hand over the same along with Attendance Form at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report.

Annexure to Notice

EXPLANATORY STATEMENT

Item No. 6

Shri R. K. Gupta was appointed as part-time non-official Director on the Board of POWERGRID, w.e.f. 16.01.2013 by the President of India vide Letter No. 1/38/96-PG dated 16.01.2013 issued by Ministry of Power. In terms of Clause 31A in the Articles of Association inserted w.e.f. 25.04.2013 the Board is empowered to appoint the directors appointed/recommended for appointment by the President of India as an Additional Director under Section 260 of the Act and they will be appointed by the Shareholders at the succeeding General Meeting. Accordingly, the Board in its meeting held on 01.05.2013, co-opted Shri R. K. Gupta as an Additional Director with effect from 16.01.2013 under Section 260 of the Companies Act, 1956 and Shri Gupta holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Shri R. K. Gupta as a Director on the Board of POWERGRID.

The above appointment of Shri R. K. Gupta as Part-time Non-official Director (Independent Director) on the Board of the Company, being liable to retire by rotation in terms of Section 255 of the Companies Act, 1956 read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting. Brief resume of Shri R. K. Gupta is annexed.

Shri R. K. Gupta holds NIL shares in POWERGRID.

None of the Directors except Shri R. K. Gupta is interested or concerned in the resolution.

Item No. 7

Dr. K. Ramalingam was appointed as part-time non-official Director on the Board of POWERGRID, w.e.f. 16.01.2013 by the President of India vide Letter No. 1/38/96-PG dated 16.01.2013 issued by Ministry of Power. In terms of Clause 31A in the Articles of Association inserted w.e.f. 25.04.2013 the Board is empowered to appoint the directors appointed/recommended for appointment by the President of India as an Additional Director under Section 260 of the Act and they will be appointed by the Shareholders at the succeeding General Meeting. Accordingly, the Board in its meeting held on 01.05.2013, co-opted Dr. K. Ramalingam as an Additional Director with effect from 16.01.2013 under Section 260 of the Companies Act, 1956 and Dr. Ramalingam holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Dr. K. Ramalingam as a Director on the Board of POWERGRID.

The above appointment of Dr. K. Ramalingam as Part-time Non-official Director (Independent Director) on the Board of the Company, being liable to retire by rotation in terms of Section 255 of the Companies Act, 1956 read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting. Brief resume of Dr. K. Ramalingam is annexed.

Dr. K. Ramalingam holds NIL shares in POWERGRID.

None of the Directors except Dr. K. Ramalingam is interested or concerned in the resolution.

Item No. 8

Shri R. Krishnamoorthy was appointed as part-time non-official Director on the Board of POWERGRID, w.e.f. 16.01.2013 by the President of India vide Letter No. 1/38/96-PG dated 16.01.2013 issued by Ministry of Power. In terms of Clause 31A in the Articles of Association inserted w.e.f. 25.04.2013 the Board is empowered to appoint the directors appointed/recommended for appointment by the President of India as an Additional Director under Section 260 of the Act and they will be appointed by the Shareholders at the succeeding General Meeting. Accordingly, the Board in its meeting held on 01.05.2013, co-opted Shri R. Krishnamoorthy as an Additional Director with effect from 16.01.2013 under Section 260 of the Companies Act, 1956 and Shri Krishnamoorthy holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Shri R. Krishnamoorthy as a Director on the Board of POWERGRID.

The above appointment of Shri R. Krishnamoorthy as Part-time Non-official Director (Independent Director) on the Board of the Company, being liable to retire by rotation in terms of Section 255 of the Companies Act, 1956 read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting. Brief resume of Shri R. Krishnamoorthy is annexed.

Shri R. Krishnamoorthy holds 286 shares in POWERGRID.

None of the Directors except Shri R. Krishnamoorthy is interested or concerned in the resolution.

Item No. 9

Shri Ajay Kumar Mittal was appointed as part-time non-official Director on the Board of POWERGRID, w.e.f. 16.01.2013 by the President of India vide Letter No. 1/38/96-PG dated 16.01.2013 issued by Ministry of Power. In terms of Clause 31A in the Articles of Association inserted w.e.f. 25.04.2013 the Board is empowered to appoint the directors appointed/recommended for appointment by the President of India as an Additional Director under Section 260 of the Act and they will be appointed by the Shareholders at the succeeding General Meeting. Accordingly, the Board in its meeting held on 01.05.2013, co-opted Shri Ajay Kumar Mittal as an Additional Director with effect from 16.01.2013 under Section 260 of the Companies Act, 1956 and Shri Mittal holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying intention to propose the appointment of Shri Ajay Kumar Mittal as an Independent Director on the Board of POWERGRID.

The above appointment of Shri Ajay Kumar Mittal as Part-time Non-official Director (Independent Director) on the Board of the Company, being liable to retire by rotation in terms of Section 255 of the Companies Act, 1956 read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting. Brief resume of Shri Ajay Kumar Mittal is annexed.

Shri Ajay Kumar Mittal holds 879 shares in POWERGRID.

None of the Directors except Shri Ajay Kumar Mittal is interested or concerned in the resolution.

Item No. 10

Shri Mahesh Shah was appointed as part-time non-official Director on the Board of POWERGRID, w.e.f. 16.01.2013 by the President of India vide Letter No. 1/38/96-PG dated 16.01.2013 issued by Ministry of Power. In terms of Clause 31A in the Articles of Association inserted w.e.f. 25.04.2013 the Board is empowered to appoint the directors appointed/recommended for appointment by the President of India as an Additional Director under Section 260 of the Act and they will be appointed by the Shareholders at the succeeding General Meeting. Accordingly, the Board in its meeting held on 01.05.2013, co-opted Shri Mahesh Shah as an Additional Director with effect from 16.01.2013 under Section 260 of the Companies Act, 1956 and Shri Shah holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Shri Mahesh Shah as an Independent Director on the Board of POWERGRID.

The above appointment of Shri Mahesh Shah as Part-time Non-official Director (Independent Director) on the Board of the Company, being liable to retire by rotation in terms of Section 255 of the Companies Act, 1956 read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting. Brief resume of Shri Mahesh Shah is annexed.

Shri Mahesh Shah holds NIL shares in POWERGRID.

None of the Directors except Shri Mahesh Shah is interested or concerned in the resolution.

Item No. 11

Shri Ravi P. Singh was appointed as Director (Personnel) of the Company by the President of India vide letter dated 22.02.2012 of Ministry of Power and assumed charge w.e.f. 01.04.2012. His appointment is proposed to be made by General Meeting in terms of Section 255 of the Companies Act, 1956 and he shall be liable to retire by rotation.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Shri Ravi P. Singh as Director (Personnel) of the Company.

Shri Ravi P. Singh holds 9016 shares in POWERGRID.

None of the Directors except Shri Ravi P. Singh is interested or concerned in the resolution.

Brief resume of Shri Ravi P. Singh is annexed.

**Item No. 12**

Shri R.P. Sasmal was appointed as Director (Operations) of the Company by the President of India vide letter dated 01.08.2012 of Ministry of Power and assumed charge w.e.f. 01.08.2012. His appointment is proposed to be made by General Meeting in terms of Section 255 of the Companies Act, 1956 and he shall be liable to retire by rotation.

The Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Shri R.P. Sasmal as Director (Operations) of the Company.

Shri R.P. Sasmal holds 1798 shares in POWERGRID.

None of the Directors except Shri R.P. Sasmal is interested or concerned in the resolution.

Brief resume of Shri R.P. Sasmal is annexed.

Item No. 13

An investment of about ₹100000 Crore is planned by the Company during XII Plan for further developing National Grid including inter-regional transmission systems, system strengthening schemes, transmission system for evacuation of power from generation projects under central sector and Ultra Mega Power Projects (UMPPs). The CERC in its Tariff Norms for the block 2009-14 has prescribed the ceiling limit for deployment of equity to the extent of 30% of project cost. Accordingly, the requirement of equity for funding the XII Plan outlay of ₹ 100000 crore is to the extent of ₹ 30000 crore. During the first year of XII plan, investment of ₹ 20037 Crore has already been made. Capex of ₹ 20000 crore is planned to be incurred in each of financial year of balance XII Plan period. This is further expected to increase due to new initiatives in the area of JV with state utilities for sub transmission system, Green energy corridor and Projects secured/to be secured through tariff based competitive bidding process which will further accelerate equity funding requirement.

Taking into account the estimated internal resources accruals for deployment as equity, it is proposed to meet the requirement of equity infusion through issue of fresh equity shares.

Accordingly, the Board of Directors in their 289th meeting held on 1st August, 2013 has approved the Follow on Public Offer of POWERGRID of 15% of existing paid up capital comprising fresh issue of 69,44,58,802 Equity shares of face value of ₹10 each subject to approval by the Government of India.

In order to fulfill the equity requirement, it is proposed to make a fresh public issue of equity shares subject to necessary approval of Government of India i.e. of/upto 69,44,58,802 equity shares (upto 15% of existing paid up Capital) as detailed in proposed Resolution to fund Company's investment programme.

As per the provisions of Section 81(1A) of the Companies Act, 1956, for issue of equity shares to such person or persons, who may or may not be the shareholders of the Company on the date of such offer, it is mandatory to pass special resolution to that effect by the Company. Approval of the shareholders is sought under Section 81(1A) of the Companies Act, 1956.

None of the Directors is concerned or interested in the resolution except to the extent that he/she is a Director of the Company.

By order of the Board of Directors

(Divya Tandon)
Company Secretary

Regd. Office:

B-9, Qutab Institutional Area,

Katwaria Sarai, New Delhi - 110 016.

Date: 06.08.2013

BRIEF RESUME OF THE DIRECTORS SEEKING RE-ELECTION AND DIRECTORS APPOINTED SINCE LAST ANNUAL GENERAL MEETING

Directors seeking re-election at the 24th AGM:

1.

Name	Shri Santosh Saraf
Date of Birth and Age	01.09.1951 / 61 years
Date of Appointment	27 th December, 2011
Qualification	B.COM, FCA
Expertise in specific functional area	He started his career in 1977 as a practicing Chartered Accountant and has experience of more than 36 years in the field of finance and taxation. He has served on professional assignments to many large industrial groups, banks, corporates and esteemed professionals. He was Chairman, Western Development Council of Assocham & has held position of Managing Committee and Patron member for Assocham. He was member, Central Board of Trustees, EPFO. He is member of Cost Accounting Standards Board of Institute of Cost Accountants of India.
Directorship held in other Companies (Part-time)	1. Power System Operation Corporation Ltd. 2. North Eastern Electric Power Corporation Ltd. 3. Smridhi Plast Pvt. Ltd. 4. Smridhi Consultants Pvt. Ltd. 5. Blissful Developers and Consultants Pvt. Ltd
Membership / Chairmanship of Committees in other Companies	Audit Committee 1. Power System Operation Corporation Ltd. – Chairman 2. North Eastern Electric Power Corporation Ltd. – Chairman
No. of Shares held	1190

2.

Name	Ms. Rita Sinha
Date of Birth and Age	30.07.1950 / 63 years
Date of Appointment	27 th December, 2011
Qualification	M.A. (Geography), Punjab University, Chandigarh
Expertise in specific functional area	She retired from the I.A.S. in July 2010 from the post of Secretary to the Government of India, Department of Land Resources, Ministry of Rural Development. She has held several assignments both in the Central and State Governments in a career span of almost 38 years.
Directorship held in other Companies (Part-time)	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	NIL

Directors being appointed at this Annual General Meeting

1.

Name	Shri R. K. Gupta
Date of Birth and Age	08.04.1950 / 63 Years
Date of Appointment	16 th January, 2013
Qualification	Degree in Electrical Engineering and Doctorate in Management
Expertise in specific functional area	He is a professor of Human Behaviour & Organization Development at Management Development Institute, Gurgaon. Before this he was a Professor at I.I.M. Lucknow. He is also a Professional Member of the Indian Society of Applied Behavioural Science (ISABS). He has consulted with Indo-Gulf Fertilisers, Power Trading Corporation, NEEPCO and other large organizations on organization design and development. He has four books and over 100 scientific publications to his credit. He is also on the International Editorial Boards of a number of journals such as International Journal of Cross-Cultural Management (Sage, London), Journal of Research Practice (Online journal) and International Journal of Indian Culture and Business Management (Inderscience, Switzerland). He is a member of the Customer Service Committee of Bank of Baroda. He was a member of the Advisory Group on HR Issues of Public Sector Banks set up by the Ministry of Finance, Government of India. He is also a member of the Expert Group on Psychology set up by the Indian Council of Social Science Research (ICSSR) for the next survey of research and is on the Advisory Committee of a large research project funded by ICSSR. He is the Research Advisor to the KIIT School of Management, Bhubaneswar. In addition he is on the academic advisory bodies of a number of universities, management institutes, and is often involved in faculty selection processes, doctoral thesis examination etc.
Directorship held in other Companies	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	NIL

2.

Name	Dr. K. Ramalingam
Date of Birth and Age	10.12.1948 / 64 Years
Date of Appointment	16 th January, 2013
Qualification	M. Tech, Electrical Engineering, IIT Chennai; Post Graduate Diploma in Management; Diploma in Labour Law and Administrative Law and Ph.D. (Satellite Navigation)
Expertise in specific functional area	He started his career as Technical officer in DGCA in 1972 through Engineering Services, he has served more than 36 years in DGCA, National Airports Authority, Kochi International Airport Pvt. Ltd. and Airports Authority of India and retired as Chairman, AAI. He was on the Board of AAI for a period of more than 11 years and served as Member (Planning) and Chairperson. He has been on the Board of Indian Airlines, Hyderabad International Airport Ltd, Governing Council of Indira Gandhi Rastriya Udaan Academy, Airports Council International (ACI) Asia Pacific Region and governing Board member of ACI – the international body of Airports and member, executive committee, CANSO- the international body of Civil Air Navigation Service Providers. He possesses varied experience in planning, Engineering, Operations, Maintenance, Corporate Management, Project Management, Procurement and Contract Management, HR, Commercial and Finance. He was also a member of various Committees and Inter Ministerial Groups (IMG's) setup by the GoI for development of new Green Field Airports, Airports in North East Region, Greenfield Airport Policy, member- Future Aviation System (FANS) committee and Global Navigation Satellites System (GNSS) panel of ICAO, etc. He was closely associated with the long term planning and implementation of Satellite based navigation system GAGAN- a joint venture project with ISRO. He was a member of various Indian delegations for attending meetings / conferences / workshop of ICAO, FAA, WARC, IATA, ACI, CANSO and presented a number of papers. He was appointed as Chairman of Maytas Infra Ltd. by the GoI in 2009 to revive the Company from Financial Crisis of Satyam.
Directorship held in other Companies	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	NIL

3.

Name	Shri R. Krishnamoorthy
Date of Birth and Age	12.01.1945 / 68 Years
Date of Appointment	16 th January, 2013
Qualification	Cost Accountant
Expertise in specific functional area	He is a Fellow Member of the Cost and Works Accountants of India. Having been in Power & Financial Sector for more than 37 years, he possesses very rich experience in Project Appraisal, Financial Appraisal, Financial Management and Regulatory Aspects. He held the positions of Member CERC, Member DERC, Chairman & Managing Director of Power Finance Corporation (PFC) and Director (Finance) of PFC. Before joining PFC he was with National Hydroelectric Power Corporation (NHPC). He was Member, Committee constituted by Govt. of Karnataka to resolve certain issues on PPA and cost of a Private Sector Project vis-à-vis State Power Distribution Companies; Chairman, 'Empowered Committee' set up for encouraging competition in development of transmission projects, constituted by Ministry of Power; Member, Deepak Parikh Committee of Ministry of Power on State-specific Reforms under Govt. of India's APDRP (Accelerated Power Development & Reform Program); Member, Committee on 'Financing of Power Sector' during X & XI Plan; Member, Advisory Council of the Project Management Institute, NTPC; Member, Task Force constituted by Govt. of Karnataka for steering power sector reforms in Karnataka. He is also in the Board of few Power Sector Companies in the Private Sector and Advisor to THDC.
Directorship held in other Companies	1. Lanco Infratech Ltd. 2. Lanco Anpara Power Ltd. 3. Lanco Hydro Power Ltd.
Membership / Chairmanship of Committees in other Companies	Audit Committee: 1. Lanco Hydro Power Ltd. – Chairman. 2. Lanco Infratech Ltd. - Member. 3. Lanco Anpara Power Ltd. – Member.
No. of Shares held	286

4.

Name	Shri Ajay Kumar Mittal
Date of Birth and Age	01.07.1961 / 52 Years
Date of Appointment	16 th January, 2013
Qualification	FCA
Expertise in specific functional area	He is Fellow Member of Institute of Chartered Accountants of India and is in practice in Delhi. He started his career in 1986 as a Finance Manager in Govt. Financial Institution and had been a Fellow to United Nation Industrial Development Organisation (UNIDO). He has a wide experience of more than 27 years in the field of Finance, Project Appraisal, Financial Management and in all Government statutory compliances.
Directorship held in other Companies	Mittal Securities Pvt. Ltd.
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	879

5.

Name	Shri Mahesh Shah
Date of Birth and Age	25.12.1952 / 60 Years
Date of Appointment	16 th January, 2013
Qualification	Chartered Accountant, Cost Accountant, Company Secretary along with a degree in Law and Business Management
Expertise in specific functional area	He has successfully dealt with various companies and industrial houses in the area of asset funding, arranging institutional finance, project evaluation, acquisition, merger, corporate advisory services investment etc. as the director of Inter Corporate Financiers & Consultants Ltd, SEBI Authorized Category - I Merchant Banker. He is the Past President, ICSI, ICWAI and was member of Accounting Standard Board of ICAI, Compliance Committee of International Federation of Accountant (IFAC), Executive Committee of Confederation of Asian and Pacific Accountants (CAPA) and South Asian Federation of Accountants (SAFA). He has represented leading industrial and trade bodies-both at regional and national level such as CII, FICCI, ASSOCHAM etc. and he was a member of advisory committee, ICFAI; member, technical group for the Depository System appointed by Ministry of Finance and member of review committee for reviewing MRTP Act, Companies Act, Chartered Accountants Act, Companies Secretaries Act, Cost and Works Accountants Act appointed by Ministry of Law, Government of India. He has also participated and represented Papers in various national and international seminars, workshops and professional development programs conducted by various Institutes, other trade, educational and professional bodies and contributed Articles in various professional Journals and Dailies.
Directorship held in other Companies	1. Inter Corporate Financiers and Consultants Ltd. 2. NMDC Ltd.
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	NIL

6.

Name	Shri Ravi P. Singh
Date of Birth and Age	21.01.1960 / 53 years
Date of Appointment	1 st April, 2012
Qualification	B.E. (Mechanical Engineering), NIT, Allahabad; Post Graduate Diploma in HR, AIMA
Expertise in specific functional area	He is Director (Personnel) of our Company. Shri Singh has over 31 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 joining POWERGRID in 1991, he had worked in NTPC Ltd. for around 10 years.
Directorship held in other Companies (Part-time)	1. Powerlinks Transmission Ltd. 2. PTC India Ltd. 3. Powergrid NM Transmission Ltd.
Membership / Chairmanship of Committees in other Companies	Audit Committee Powerlinks Transmission Ltd. – Member
No. of Shares held	9016

7.

Name	Shri R. P. Sasmal
Date of Birth and Age	28.02.1958 / 55 years
Date of Appointment	1 st August, 2012
Qualification	B.Sc. Engineering (Electronics & Tele-Communication), Sambalpur University, Odisha
Expertise in specific functional area	He is Director (Operations) of our Company. He has more than 31 years of experience in power sector. Shri Sasmal has handled multi-disciplinary functions such as planning, monitoring and implementation of HVDC projects, EHV transmission systems and Load Despatch and Communication Systems. He was instrumental in introducing the ± 800 kV multi-terminal HVDC transmission system, under implementation in the country, which is first of its kind in the world. Under his guidance, the first unmanned operation of 400 kV sub-station at Bhiwadi was implemented as a pilot project. He has been bestowed upon with "Distinguished Member of CIGRE, 2012" and has published various technical papers on transmission systems especially on HVDC in various national and international professional forums / societies like IEEE and CIGRE. He is currently the national representative for India at CIGRE for HVDC and Power Electronics. Before joining POWERGRID in 1993, he had worked in NTPC Ltd. for around 13 years.
Directorship held in other Companies (Part-time)	1. Powergrid Vemagiri Transmission Ltd. 2. Kalinga Bidyut Prasaran Nigam Pvt. Ltd. 3. Cross Border Power Transmission Company Ltd. 4. Dakshin Haryana Bijli Vitran Nigam Ltd.
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares held	1798