पावर ग्रिड कारपोरेशन ऑफ इंडिया लिमिटेड
(भारत सरकार का उद्यम)
POWER GRID CORPORATION OF INDIA LIMITED
(A Government of India Enterprise)
पावरग्रिड

केन्द्रीय कार्यालयः "सौदामिनी" प्लॉट सं. 2, सैक्टर–29, गुडगाँव–122 001, (हरियाणा) दूरभाषः 0124-2571700-719, फैक्स : 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

C/COS/Listing/NSE/

Dt: 15.11.2018

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

Ref: Scrip ID: POWERGRID; Scrip Code: 532898; ISIN: INE752E01010

Dear Sir,

Sub: Notice of Postal Ballot

In terms of Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of Postal Ballot Notices dated 5th November, 2018 alongwith Postal Ballot Forms are submitted please.

Thanking You,

Yours faithfully,

Divya Tandon

(Divya Tandon)
Chief General Manager & Company Secretary -
Compliance Officer

Encl: a/a

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-122 001 (Haryana)
Phone No.: 0124-2822000, 2823000, **Fax:** 0124-2571762
Website: www.powergridindia.com, **Email ID:** investors@powergrid.co.in

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013)

To,
The Shareholder(s),

Sub: Passing of Resolutions by Postal Ballot

Notice is hereby given that the proposed Resolution is circulated for approval of the Shareholders of the Company to be accorded by Postal Ballot in accordance with the Section 110 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 including any statutory modification and re-enactment thereof for the time being in force. The Company is offering remote e-voting facility to all the Shareholders of the Company.

The Board of Directors of the Company has approved the following proposals for seeking approval of the Shareholders of the Company by way of a Special Resolution:

(I) To alter the Objects Clause of the Memorandum of Association, and

(II) Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in POWERGRID

The proposed Resolutions and Explanatory Statement u/s 102 of the Companies Act, 2013 and Postal Ballot form are enclosed.

The Board of Directors have appointed CS Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Secunderabad, as Scrutinizer for conducting the Postal Ballot process in accordance with law.

The Members are requested to carefully read the instructions printed in the Postal Ballot form and return the duly completed form in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer on or before Monday, 17th December, 2018.

The Scrutinizer will submit the report to the Chairman and Managing Director of the Company after completion of the scrutiny. The result of the voting will be declared by the Chairman & Managing Director/ person authorised by the Chairman and Managing Director of POWERGRID on Wednesday, 19th December, 2018 and the result of the Postal Ballot will be informed to the Stock Exchanges, where the Equity Shares of the Company are listed, on the same day and the result will also be published in the Newspapers on Friday, 21st December, 2018.

By order of the Board
For **Power Grid Corporation of India Limited**
Divya Tandon
(Divya Tandon)
Chief General Manager - Company Secretary &
Compliance Officer

Date : 5th November, 2018
Place : New Delhi

Special Business:

ITEM NO.1

To alter the Objects Clause of the Memorandum of Association

"**Resolved that** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 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 modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows:

A. The **existing Object Clause 3A in Part III A** (Main Objects) of the Objects Clause of the Memorandum of Association of the Company be altered, as under:

3A To Develop Telecommunications Networks

To plan, promote, develop, erect and maintain, operate and otherwise deal in Telecommunications Networks & Services, **Information & Communication Technologies (ICT) infrastructure, Data Centre, Mobile Tower Infrastructure services, etc. signaling & telecommunication system in all its aspects in India and abroad including for railway works,** planning, investigation, research, design and engineering, preparation of preliminary, feasibility and definite project reports; to purchase, sell, import, export, assemble, manufacture, install, commission, maintain, operate commercially whether on own or along with others, on lease or otherwise, these networks and for such purposes to set up and/or install all requisite communications facilities and other facilities including fibre optic links, digital microwave links, communication cables, other telecommunication means, telephone and other exchanges, coaxial stations, microwave stations, repeater stations, **Network / Security Operation Centre, Network Control Center,** security system databases, billing systems, subscriber management systems and other communication systems whether consisting of sound, visual impulse, or otherwise, existing or that may be developed or invented in the future and to manufacture, purchase, sell, import, export, assemble, take or give on lease/rental/ subscription basis or by similar means or otherwise deal in components and other support and ancillary hardware and software systems, accessories, parts and equipments etc. used in or in connection with the operation of the above communication systems and networks including to deal with telecommunication operators or directly with the general public, commercial companies or otherwise; to obtain the **required Telecom Licenses** and acknowledge compliance with the terms and conditions of the License Agreement entered into with Department of Telecommunications (DOT).

B. Following new Clauses numbered **3B, 3C and 3D** be inserted after Object Clause 3A under Part III A (Main Objects) of the Objects Clause of the Memorandum of Association of the Company, as under:

3B To invest and/or act as Project Management Consultant in energy efficiency, energy conservation projects, etc.

To invest and/or act as Project Management Consultant including energy efficiency, energy conservation etc. and also renewable energy projects, in India and abroad, in the areas of agriculture pump sets installation / replacements, municipal pumping, space cooling / heating, buildings, lift irrigation, waste heat recovery, waste to gas and other related projects.

3C To develop Smart Grid infrastructure

To plan, design, develop, procure, implement, operate, maintain and otherwise deal in the business of Smart Grid for the utilities/ customers in all aspects like Advance Metering Infrastructure (AMI) / Supervisory Control And Data Acquisition (SCADA) / Outage Management System (OMS) / Distribution Management System (DMS) hardware and software along with electrical / communication infrastructure, purchase of equipment, import, export, preparation of reports, assembly, manufacture, testing, validation, turnkey implementation, energy storage and other ancillary services, operation, maintenance, lease, undertaking turnkey projects / EPC / consultancy, invest in Smart Grid related projects under BOOT or any other model.

3D To develop Electric Vehicle Charging Infrastructure

To plan, design, develop, invest, install, operate and maintain electric charging infrastructure, leasing, procurement of vehicles, batteries, import, export, preparation of reports, agreement with bulk users or any others for business, building infrastructure, owning, leasing, outsourcing activities, service contracts, undertaking all types of contracts / consultancy, development of software/ App, hardware, procurement of electricity for charging of electric vehicles batteries and swapping against discharged batteries, EV to grid for grid stability and designing business model.

"Resolved further that CMD, POWERGRID be and is hereby authorized to carry out minor modification(s) as may be deemed necessary & incidental in the foresaid Clauses 3A, 3B, 3C, and 3D and further to do all such acts, deeds and things as may be deemed necessary & incidental in this regard."

ITEM NO. 2

Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in POWERGRID.

"RESOLVED that pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be stipulated by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company to permit Foreign Portfolio Investors (FPIs) registered with The Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares in the Company upto an aggregate limit of 35% (Thirty Five per cent) of the paid-up capital, provided, however, that the shareholding of each FPI on its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed 10% (Ten per cent) of the total paid-up capital or such limits as are or may be prescribed, from time to time, under applicable laws, rules and regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including delegation of all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company, including informing the concerned authorities or other regulatory bodies".

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.

2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on Friday, **26th October, 2018.**

3. The Company has appointed CS Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Secunderabad, as a Scrutinizer for conducting the Postal Ballot process in accordance with law.

4. In compliance with provisions of Section 108, 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering **remote e-voting facility** to all the Members of the Company. Karvy Computershare Pvt. Ltd, our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The procedure and instructions for e-voting are as under:

   (a) In case of Members receiving Postal Ballot Form through Electronic Means:

   i) Open your web browser during the voting period and navigate to https://evoting.karvy.com

   ii) Enter the login credentials (i.e., User-ID & password) mentioned on the Postal Ballot Form. Your folio/DP 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.

User-ID	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
Password	Your Unique password is printed on the Postal Ballot Form forwarded with electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

   iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.

   iv) Members can cast their vote online from **Sunday, 18th November, 2018 from 9.00 a.m. (IST) to Monday, 17th December, 2018 till 5.00 p.m. (IST)**.

   v) After entering these details appropriately, click on "LOGIN".

   vi) Shareholders, holding shares in Demat/Physical form, will now reach Password Change Menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

   vii) You need to login again with the new credentials.

   viii) On successful login, system will prompt to select the 'Event' i.e. Company Name.

   ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login ID and password are to be used.

   x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting . Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the Shareholder dose not want to cast, select 'ABSTAIN' .

xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL "and accordingly modify your vote.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) Corporate/Institutional members (Corporate/ FIs/ FIIs/ FPIs/ Trusts/ Mutual Funds/ Banks, etc.) are required to send scan PDF for the relevant Board resolution to the Scrutinizer though e-mail to savitajyoti@yahoo.com with copy to evoting@karvy.com the filed scanned image of the board resolution should be in the naming format "Corporate Name_EVEN NO."

(b) In case of Members receiving Postal Ballot Form by Post:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Members available at the Downloads section of https://evoting.karvy.com' or contact Karvy Computershare Private Limited at the Telephone No.: (Toll Free No.: 1800 345 4001)

(d) If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.

(e) You can also update your mobile number and e-mail ID in the User Profile details of the folio which may be used for sending future communication(s).

Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link https://evoting.karvy.com or www.powergridindia.com. To seek duplicate Postal Ballot Form, please contact our Registrars and Transfer Agent i.e. M/s. Karvy Computershare Private Limited, Unit: Power Grid Corporation of India Limited, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032 and request you to fill in the details and send the same to the Scrutinizer.

5. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote both by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

6. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

7. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 26th October, 2018.

8. The voting period ends on **5.00 p.m. (IST), Monday, 17th December, 2018**. The e-voting module shall also be disabled by Karvy Computershare Private Limited for voting thereafter.

9. The Scrutinizer will submit report to the Chairman and Managing Director of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the Registered Office/Corporate Office of the Company. The result of the Postal Ballot will also be displayed on the Company's website www.powergridindia.com & KARVY's website https://evoting.karvy.com and communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.

10. The Board of Directors have appointed CMD / Director (Finance) / Company Secretary as the persons responsible for the entire postal ballot process.

11. All the documents referred to in the accompanying Notice and explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days at the Corporate Office of the Company i.e. 'Saudamini', Plot No.2, Sector-29, Gurgaon-122 001 or at the Registered Office i.e. B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016 upto Monday, 17th December, 2018.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

To alter the Objects Clause of the Memorandum of Association.

Considering the growth prospects of the company, POWERGRID plans to diversify its business into other business fields viz. Information & Communication Technologies (ICT) infrastructure, Data Centre, Mobile Tower Infrastructure services, signaling telecommunication system, Network/Security Operation Centre, Network Control Center, Smart Grid, Electric Vehicle charging infrastructure, Project Management Consultancy in renewable, non-renewable and non-conventional energy projects etc. POWERGRID is already having experience in telecom, railway electrification, Smart Grid and project management consultancy, etc. POWERGRID intends to further augment its experience in the following areas to diversify its business:

(i) Mobile Tower Infrastructure Service Provider: While the Digital India Program of Govt. of India envisages universal mobile connectivity, several villages in the country are still without mobile connectivity and countless sparsely populated areas are still suffering from poor connectivity.

POWERGRID owns about 2,50,000 transmission towers mostly located in rural areas. POWERGRID has undertaken an initiative to explore the possibility of using its transmission infrastructure to enable mobile connectivity to these rural locations by leasing out tower space along with reliable power for installation and operation of Base Transceiver Station (BTS). A pilot BTS has been made operational on one of its towers in the vicinity of Delhi which has been running satisfactorily for the past one year.

(ii) Railways Modernization: In addition to experience and expertise across development and operation of transmission systems, POWERGRID has been associated with Indian Railways to electrify some of their routes. POWERGRID has developed expertise in establishing tower design, telecom infrastructure, rural electrification etc.

The Company intends to participate in business opportunities arising out of Indian Railways plans to modernize its signaling system.

(iii) Data Centre: Data-intensive initiatives by the government such as the Aadhar and Digital India campaign will lead to lead multifold growth in data generation by both private and public entities, and it is envisaged that requirements for data storage space (Data Center) would surge in future, thereby creating opportunities in this area.

POWERGRID's more than 230 Substations equipped with fiber optic connectivity, reliable power infrastructure and 24x7 security can provide a viable solution to the emerging needs for Data Centers.

Accordingly, existing Object **Clause 3A in Part III A (Main Objects)** of the Objects Clause of the Memorandum of Association is proposed to be altered subject to approval of Members of the Company.

Further, **three new Clauses i.e. 3B, 3C and 3D** are proposed to be inserted [after Object 3A in the Part III A (Main Objects)] to undertake following activities:

(i) Clause 3B: To invest and/or act as Project Management Consultant in Energy projects:

According to an Independent Professional Institution in the energy efficiency area, India has a market size of around Rs.93,000 crore to Rs.1,20,000 crore, in 2017, across four verticals – Commercial Buildings, Industries, Agriculture and Municipalities. This market offers a potential opportunity for POWERGRID to diversify in these energy projects, as an investor, and/or a Project Management Consultant, having project implementation expertise and Pan-India presence. POWERGRID is also registered with Bureau of Energy Efficiency as an Energy Service Company (ESCO).

Further, a thrust on Renewable Energy Projects offers an opportunity for POWERGRID to act as a Project Management Consultant for such projects.

(ii) Clause 3C: To develop Smart Grid infrastructure:

POWERGRID sees an emerging business opportunity in developing Smart Grid infrastructure which involves installing communicable devices in distribution network such as smart meters, fault pass indicators (FPI), field remote terminal units (FRTU), replacing the conventional meters with two-way communicable smart meters, integrating all the meters to the control centers, providing information to customers about consumption and facilitate time of use, pre-paid/ post-paid options and participate in demand side management, setting up control center with complete visibility of the system and capability to continuously monitor losses to take remedial actions and the Outage Management System (OMS) which would assist in fast restoration of the system.

As Government of India is emphasizing development of Smart Grid across the country with about 30 crore customers, entering into this business, as and when opportunity arises and subject to policies and regulations, shall help POWERGRID to undertake works in this area.

POWERGRID has developed a pilot Smart Grid Project in Puducherry, with most of the above attributes, which is being leveraged for furthering business interests and the Company is providing Consultancy Services for a number of smart grid projects in a number of States.

POWERGRID now aims to offer its investment led services to States, for implementation of Smart Grid projects, and recover the investment over a period of time through annuity.

(iii) Clause 3D: To develop Electric Vehicle Charging Infrastructure:

Government of India is promoting use of Electric Vehicles and it is expected that penetration of Electric Vehicles (EV) into Indian roads will steadily increase as it happens in many countries. In the year 2012, the National Electric Mobility Mission Plan – 2020 (NEMMP-2020) was formulated to introduce 5-7 million electric vehicles by 2020. In May'17, NITI Aayog in association with Rocky Mountain Institute, USA formulated action plans to transform mobility sector of India into e-mobility. The report suggests that deployment of charging infrastructure can help in mass adoption of EV. Thus, it is imperative to focus on developing charging infrastructure along with EV.

In order to participate in GoI's e-mobility mission, POWERGRID envisages to get actively involved in developing EV Charging Stations across India to facilitate e-mobility solutions in road transport. In this direction, a pilot initiative has been undertaken at Hyderabad to develop public charging station at the Metro Station and for E-Taxi operators. Considering GoI's thrust in addressing energy security issues by reducing the dependence on imports for fuel, the Company sees huge business potential for investment into this business in future.

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. 1 as a Special Resolution.

ITEM NO.2

Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in POWERGRID.

As per the provisions of the Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended from time to time read with Consolidated FDI Policy Circular of 2017 (DT. 28.08.2017) issued by DIPP and Master Direction – Foreign Investment in India (FED Master Direction No.11/2017-18 updated as on 06.04.2018) issued by the Reserve Bank of India ("Regulatory Provisions on Foreign Investment in India"), the aggregate holdings of FPIs (including FIIs) registered with SEBI shall not exceed 24% of paid-up Equity Capital of a company. However, this limit of 24% is permissible to be increased upto the Sectoral cap i.e. permissible Foreign Investment limit for the sector with the approval of the Board of Directors and the shareholders of the Company by way of a Special Resolution. POWERGRID increased the limit of FPI holding in the Equity Shares of the Company from 24% to 30% in the year 2013 with the approval of Shareholders.

Presently, the FPIs / FIIs holding in POWERGRID is about 24%. Considering past FPI interest in POWERGRID Stock, investor feedback in various fora and to attract foreign investments and have more headroom available for FPIs to invest in equity share capital of the Company, it is proposed to increase the investment limit of FPIs from 30% to 35% of paid up equity share capital 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. 2 as a Special Resolution.

Members are requested to pass the proposed special resolution through postal ballot as permissible under Section 110 of the Companies Act, 2013, Article 25(ii) of the Articles of Association of the Company read with the Companies (Management and Administration) Rules, 2014.

Pursuant to Sub-rule 5 of Rule 22 of Companies (Management and Administration) Rules, 2014 CS Savita Jyoti, Prop. Savita Jyoti Associates, Company Secretaries, Secunderabad, has given her consent to act as Scrutinizer for the Postal Ballot exercise.

All the documents referred to in the accompanying Notice and explanatory Statement are open for inspection between 10.00 a.m. to 12.00 Noon on all working days at the Corporate Office of the Company i.e. 'Saudamini', Plot No. 2, Sector-29, Gurgaon-122 001 or at the Registered Office i.e. B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016 up to Monday, 17th December, 2018

By order of the Board
For **Power Grid Corporation of India Limited**

Divya Tandon

(Divya Tandon)
Chief General Manager - Company Secretary &
Compliance Officer

Date : 5th November, 2018
Place : New Delhi

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-122 001 (Haryana)
Phone No.: 0124-2822000, 2823000, **Fax:** 0124-2571762
Website: www.powergridindia.com, **Email ID:** investors@powergrid.co.in

POSTAL BALLOT FORM

SERIAL No.:

1. Name and Registered address of the sole/first named Member :

2. Name(s) of the joint Member(s), if any :

3. Registered Folio No./ DP ID & Client ID* (*Applicable to investors holding shares in dematerialized form) :

4. Number of Equity Shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Item	Nature of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Item No. 1.	To alter the Objects Clause of the Memorandum of Association	**Special Resolution**			
Item No. 2.	Increase in Shareholding limit of Foreign Portfolio Investors (FPIs) including Foreign Institutional Investors (FIIs) limits in POWERGRID	**Special Resolution**			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password/PIN

Last date for receipt of Postal Ballot Forms by Scrutinizer is Monday, 17th December, 2018

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Savita Jyoti, Savita Jyoti Associates, Company Secretaries, a Practicing Company Secretary in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self addressed business reply envelope bears the address of the Scrutinizer.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. In case Postal Ballot Form is signed through a Delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick (✓) mark in the appropriate column.
5. Duly completed Postal Ballot Form should reach to the Scrutinizer on or before Monday, 17th December, 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
7. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., Monday, 17th December, 2018.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 26th October, 2018.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. A Shareholder need not use all the votes nor needs to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
14. The result of the Postal Ballot will also be posted on the website of the Company www.powergridindia.com & KARVY's website https://evoting.karvy.com and also in the newspaper(s) for the information of the Shareholders.
15. **The Company is offering e-voting facility, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.**

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'

ii) Enter the login credentials (i.e., User-ID & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

User – ID	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.
Password	Your Unique password is printed on the Postal Ballot Form forwarded with electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.

iv) Shareholders can cast their vote online from Sunday, 18th November, 2018 from 9.00 a.m. (IST) to Monday, 17th December, 2018 till 5.00 p.m. (IST).

v) After entering these details appropriately, click on "LOGIN".

vi) Shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID, etc. on 1st login. You may also enter the Secret Question and Answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vii) You need to login again with the new credentials.

viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.

ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login ID and password are to be used.

x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' 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. If the shareholder do not wants to cast, select 'ABSTAIN'.

xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xiii) Corporate/Institutional Members (corporate/ FIs/ FIIs/ FPIs/ Trusts/ Mutual Funds/ Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to savitajyoti@yahoo.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ EVEN NO.".