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

केन्द्रीय कार्यालय : ''सौदामिनी'' प्लॉट सं. 2, सैक्टर-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, 0124-2571761 Gram : 'NATGRID'

संदर्भ संख्या / Ref. No.

C/COS/Listing

Dt: 03.05.2013.

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 Proceedings**

In terms of clause 31 of the Listing Agreement, copy of the proceeding of the General Meeting conducted through Postal Ballot is submitted please.

Thanking You,

Yours faithfully,

(Divya Tandon)
Company Secretary &
Compliance Officer

Encl: a/a

Power Grid Corporation of India Limited

Minutes of the declaration of result of the Postal Ballot held on 25th April, 2013 at 1.00 p.m. at the Registered Office of POWERGRID, B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016.

PRESENT:

1.	Shri R. N. Nayak	-	Chairman & Managing Director
2.	Shri I. S. Jha	-	Director (Projects)
3.	Shri R. T. Agarwal	-	Director (Finance)
4.	Shri Ravi P. Singh	-	Director (Personnel)
5.	Shri R. P. Sasmal	-	Director (Operations)
6.	Ms. Divya Tandon	-	Company Secretary
7.	Ms. Savita Jyoti	-	Scrutinizer, a Practicing Company Secretary

Background

Pursuant to Section 192A(2) of the Companies Act, 1956, read with The Companies (passing of the resolution by postal ballot) Rules, 2011, the Postal Ballot Notice dated 7th March, 2013 was sent to Members of the Company for passing the proposed Special Resolution by Postal Ballot. The despatch of the aforesaid Notice to the Members of the Company was completed on 22nd March, 2013 and the newspaper advertisement to this effect was published, both in English and Hindi, on 26th March, 2013.

The Board of Directors in their meeting held on 3rd January, 2013, appointed Savita Jyoti Associates, Practicing Company Secretaries, as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self-addressed business reply envelopes were sent for casting of votes by the Members. E-voting facility was also provided to the Members of the Company. The Members were requested to return the physical postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer not later than the close of working hours up to 22nd April, 2013. In case of electronic voting, Members were requested to cast their votes electronically up to 17:30 hours, Monday, 22nd April, 2013.

After due scrutiny of all the postal ballot forms received electronically and physical up to the close of working hours of 22nd April, 2013 (being last date fixed for return of the Postal Ballot electronically and physical forms duly filled in by the Members), Savita Jyoti Associates, Practicing Company Secretaries, submitted the report as under:

(A) Insertion of New Article 31A on "Additional Directors"

7091 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	3214024212	3214024212	100	3214024212	0	100	0
Public Institutional Holders	1203520409	569744815	47.34	569741202	0	99.99	0
Public Others	212180732	1695193	0.80	1462144	116528	86.25	6.87
Total	4629725353	3785464220 ^	81.76	3785227558	116528	99.99	0.00

^ This is sum of votes in favour, votes against and 120134 invalid votes cast physically.

(B) Amendment in existing Article 52 on "Appointment of Auditors"

7105 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	3214024212	3214024212	100	3214024212	0	100	0
Public Institutional Holders	1203520409	569744815	47.34	569741202	0	99.99	0
Public Others	212180732	1699025	0.80	1380050	124561	81.23	7.33
Total	4629725353	3785468052 ^	81.76	3785145464	124561	99.99	0.00

^ This is sum of votes in favour, votes and 198027 invalid votes cast physically.

The Chairman after receiving the Scrutinizer's Report announced that the Special Resolution proposed in the Postal Ballot Notice dated 7th March, 2013, was duly passed by the requisite majority and directed that the resolution be recorded in the minute book recording the proceedings of General Meetings of the Members.

The special resolution duly approved by the Members is as under:

"Resolved that the Articles of Association of Company be altered under the provisions of section 31 and other provisions, if any, as may be applicable, of the Companies Act, 1956:

(A) by Inserting a new Article as Article 31A, as enumerated herein below:

Additional Directors	31A	Subject to the provisions of Section 260 of the Act, the Board shall have power, at any time and from time to time to appoint a person/s appointed / recommended for appointment by the President of India as an additional director/s on the Board, but such that the total number of directors shall not at any time exceed the maximum number fixed by the articles. Any director so appointed shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for re-appointment.

(B) by amending existing Article 52, as enumerated herein below:

Existing Article 52 'Appointment of Auditors '	Amended Article 52 'Appointment of Auditors'
The Auditor/Auditors of the Company shall be appointed or re-appointed by the Central Government on the advice of the Comptroller and Auditor General of India in accordance with the provisions of Section 619 of the Act.	The Auditor/Auditors of the Company shall be appointed or re-appointed by the Comptroller and Auditor General of India in accordance with the provisions of Section 619 of the Act.

Further resolved that the CMD / Director (Finance) / Company Secretary be and are hereby jointly or severally authorized to carry out minor modifications, if any, and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolutions."

(R. N. Nayak)
Chairman & Managing Director

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

SCRUTINISER'S REPORT

The Company Secretary
Power Grid Corporation of India Ltd
B-9, Qutab Institutional Area,
Katwaria Sarai,
New Delhi – 110 016.

Madam,

The Board of Directors of the Company at its meeting held on **03.01.2013** has appointed me as a Scrutinizer for conducting the postal ballot voting process.

I submit my report as under:

1. The Company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelope on **22.03.2013** to its members whose name(s) appeared on the Register of members / list of beneficiaries including by e-mail to all those members who had registered their e-mail ids with the company.

2. Particulars of all postal ballot forms received from the Members including electronic votes (as reported by NSDL, agency facilitating e-voting platform) have been entered in a 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 NSDL.

5. The ballot boxes were opened in my presence.

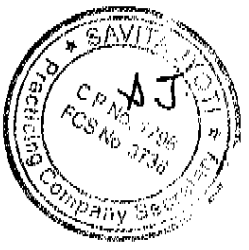
6. The votes, if any, cast by a Member(s) both in physical and electronically having been identified and in terms of the said Notice, votes cast through physical postal ballot form were considered valid.

7. The postal ballot forms were duly opened in my presence and scrutinized 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 on **22.04.2013**, 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 **22.04.2013** were not considered for my scrutiny.

10. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.



E-86, Sainikpuri, Secunderabad - 500 094. (Near Canara Bank). Ph.: 27110559 Mobile: 98495 10559
E-mail : savitajyoti@yahoo.com

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

The details of voting are as under:

(A) Insertion of New Article 31A on "Additional Directors"

7091 total number of Ballots received.

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Total	4629725353	3785468052 ^	81.76	3785145464	124561	99.99	0.00

^ This is sum of votes in favour, votes and 198027 invalid votes cast physically.

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

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

Thanking you,

Yours faithfully,

For **SAVITA JYOTI ASSOCIATES**

Savita Jyoti

C.S. SAVITA JYOTI
Scrutinizer

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Date: 25.04.2013

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

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संदर्भ संख्या / Ref. No.

Announcement of Result of Postal Ballot

In accordance with Section 192A of the Companies Act, 1956, read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, Postal Ballot Forms & Postal Ballot Notice dated 7th March, 2013 containing Special Resolution under the provisions of the Companies Act, 1956 for Alteration of Articles of Association of POWERGRID under Section 31 and other applicable provisions of the Companies Act, 1956 for : (A) Insertion of new Article 31A on 'Additional Directors' and (B) Amendment in existing Article 52 on 'Appointment of Auditors' were circulated to the Shareholders of the Company.

Based on the report dated 25th April, 2013 submitted by Savita Jyoti, Practicing Company Secretary, the Scrutinizer, appointed under Section 192A of the Companies Act, 1956, I declare that the following resolution is duly passed by the requisite majority.

Type of Resolution	Description	Result
Special Resolution	Alteration of Articles of Association of POWERGRID under Section 31 and other applicable provisions of the Companies Act, 1956 for: (A) Insertion of new Article as Article 31A in the Articles of Association of POWERGRID and (B) Amendment of existing Article 52 in the Articles of Association of POWERGRID.	Carried with requisite majority.

For **Power Grid Corporation of India Limited**

Chairman & Managing Director

Date : 25.04.2013
Place: New Delhi

रविन्द्र नाथ नायक
R. N. NAYAK
अध्यक्ष एवं प्रबन्ध निदेशक
Chairman & Managing Director
पावरग्रिड/ POWERGRID