



POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)

CIN: L40101DL1989GOI038121

REGISTERED OFFICE – B-9, QUTAB INSTITUTIONAL AREA, KATWARIA SARAI, NEW DELHI – 110 016.

PHONE NO. – 011-26560112, FAX – 011-26601081

CORPORATE OFFICE – SAUDAMINI, PLOT NO.-2, SECTOR-29, GURGAON – 122 001.

PHONE NO: 0124-2571700-719, FAX: 0124-2571762.

WEBSITE:- www.powergridindia.com EMAIL ID: powergrid@powergrid.in



POSTAL BALLOT NOTICE

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

To,
The Shareholder(s),

Sub: Passing of Resolution by Postal Ballot

Notice is hereby given that the proposed Resolutions are circulated for approval of the Shareholders of the Company to be accorded by Postal Ballot in accordance with the provision of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014. The Company is offering e-voting facility to all the Shareholders of the Company.

Boards of Directors of the Company have approved the following proposal for seeking the approval of the Shareholders of the Company by way of a Special Resolution:

- (1) To raise funds upto ₹13,500 crore during the Financial Year 2014-15 from domestic market in upto eight tranches / offers and each tranche / offer shall be of ₹500crore / ₹1000crore of Bonds with Green Shoe Option, by way of private Placement of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds.
- (2) To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or to provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹ 3000 Crores (Rupees Three Thousand Crores Only) to Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited.
- (3) To render all inputs and services as may be required to the Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited on cost to cost basis.

The proposed Resolutions and Explanatory Statement and a Postal Ballot form are also enclosed.

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

Please read carefully the instructions printed in the Postal Ballot form and return the form duly completed in all respects in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer before the close of working hours on or before 15th July, 2014.

The Scrutinizer will submit the report to the Chairman and Managing Director or Company Secretary of the Company after completion of the scrutiny. The result of the voting by Postal Ballot will be declared by the Chairman & Managing Director/ person authorised by the Chairman of POWERGRID on Monday, the 21st July, 2014 and the result of the Postal Ballot will be informed to the Stock Exchanges on the same day where the Shares of the Company are listed and the results will also be published in the Newspapers on Wednesday, the 23rd July, 2014.

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

Divya Tandon

**(Divya Tandon)
Company Secretary**

Date : 3rd June, 2014

Place : New Delhi

Special Business:

ITEM NO.-1

To raise funds upto ₹13,500crore, during the Financial Year 2014-15 from domestic market in upto eight tranches / offers and each tranche / offer shall be of ₹500crore / ₹1000crore of Bonds with Green Shoe Option, by way of private Placement of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to Sections 23(1)(b), 42 of Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Articles of Association of the Company, approval to raise funds upto ₹13,500 crore from domestic sources through issue of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds under Private Placement during the Financial Year 2014-15, in upto eight tranches/offers and each tranche/offer shall be of ₹500crore / ₹1000crore of Bonds with Green Shoe Option, be and is hereby approved."

"Resolved further that the Board of Directors / Committee of Bonds be and is hereby authorized to finalise detailed terms and conditions of each issue / tranche of Bond, Issue programme of Bonds, through Book-building Process or otherwise, etc."

"Further resolved that the Board of Directors / Committee of Bonds / such official(s) as may be authorized by Board of Directors / Committee of Bonds, be and are hereby authorised and it shall always be deemed to have been so authorised to finalise, execute and deliver / file such offer letter, document(s), deed(s) and writing(s), etc. as may be required and also to do all such other acts, deeds and things, deposit / pay fees, etc. to such Authority as may be necessary for raising funds up to ₹13,500crore during the Financial Year 2014-15 from domestic sources through Private Placement of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds in upto eight tranches/ offers and each tranche/ offer shall be of ₹500crore / ₹1000crore of Bonds with Green Shoe Option."

ITEM NO.-2

To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or to provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹ 3000 Crores (Rupees Three Thousand Crores Only) to Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹3000 Crore (Rupees Three Thousand Crores Only) to Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above loan(s)/guarantee(s) /security(ies) including the timing, the amount and other terms and conditions of such loan(s)/guarantee(s)/security(ies) and further including variation of such timing, amount, terms, conditions etc. as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

ITEM NO.-3

To render all inputs and services as may be required to the Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited on cost to cost basis.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to render all inputs and services as may be required to the Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited on cost to cost basis."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the inputs and services as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

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

I. ITEM NO.-1

1. POWERGRID Board of Directors, in their Board meeting held on 27.03.2014, approved the raising of secured/unsecured, non-convertible, non-cumulative, redeemable, taxable/tax-free Bonds under private/public placement /Term Loans/Term loan in the form of Line of Credit/ECB/FCB/ Multilateral funding /Suppliers credit worth ₹16,500 Crore in one or more tranches depending upon the requirement of funds during the Financial Year (F.Y.) 2014-15 to meet capital expenditure.
2. The aforesaid amount of ₹16,500 crore includes a proposed drawl of ₹3000crore from Foreign Currency Committed Loans (FCCL) and ₹2000crore from SBI term loan during the F.Y. 2014-15, leaving untied debt of ₹11,500crore. However, the actual drawl from SBI and FCCL can be ascertained only in due course of time and any shortfall in drawl from SBI and FCCL will be compensated through raising of additional debt fund from domestic sources through issue of Bonds on Private Placement basis in one or more tranches. Accordingly, it is proposed to raise funds through issue of Bonds on Private Placement basis in one or more tranches/ offers up to ₹13,500crore but within the approved borrowing limit of ₹16,500crore under Section 179(3)(c)/179(3)(d) of the Companies Act, 2013, depending upon the requirement of funds during the Financial Year 2014-15.
3. POWERGRID has already obtained approval of Shareholders by way of Special Resolution u/s 180(1)(c) of Companies Act, 2013 to enhance the borrowing limit of POWERGRID Board of Directors from ₹100,000crore to ₹1,30,000crore and approval of Shareholders have also been obtained u/s 180(1)(a) of Companies Act, 2013 to create security on the assets of the Company. The proposed borrowing is within the overall borrowing limits.
4. The Ministry of Corporate Affairs, Govt. of India, vide its Notification dated 26.03.2014, amongst other Sections has put into force Section 23(1) (b) and Section 42 of Companies Act, 2013 effective from 1st April, 2014. The Companies (Prospectus and Allotment of Securities) Rules, 2014 dated 27th March, 2014 has also been put into effect from 1st April, 2014. Hence, pursuant to Sections 23(1)(b), 42 of Companies Act, 2013 read with Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 Companies, for private placement of Securities are required to seek approval of Shareholders by way of a Special Resolution.
5. POWERGRID Bonds have been rated at highest credit rating (AAA) by various Rating Agencies i.e. CRISIL, ICRA & CARE. The rates of interest are a function of market conditions prevalent at the time of entering the market for a particular offer of bonds on the private placement (including offer to Qualified Institutional Buyer/s). Upto now, borrowing through domestic bonds was being done by the Company at the interest (coupon) rate which was more or less equivalent to prevailing interest rates applicable to AAA rated corporate bonds. In line with the past practice, the proposed borrowing is also envisaged at the interest rates based on the prevailing AAA rated corporate bonds interest rates.
6. None of the Directors are concerned or interested in the resolution except to the extent that he or she is a Director of the Company.

II. For ITEM NO.-2 & 3

With effect from January 6, 2011 pursuant to the Tariff Policy and guidelines related thereto issued by the Government of India, all the Inter-State Transmission System (ISTS) Projects except for some specifically identified projects as may be determined by the Ministry of Power, Government of India, are being executed through Tariff Based Competitive Bidding (TBCB). As per the Bidding guidelines, for each ISTS Project under TBCB, the Successful Bidder has to acquire the Project SPV to establish the project on Build, Own, Operate and Maintain ("BOOM") basis. POWERGRID has since been participating in the Tariff Based Competitive Bidding. Presently, under Tariff Based Competitive Bidding, POWERGRID is implementing projects through its 100% wholly owned subsidiaries (Project SPVs) namely, Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited.

Item No. 2:

1. To ensure successful development and fund requirement of the Project SPVs, it is proposed to provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹3000 Crore (Rupees Three Thousand Crores Only) to Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz. Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited.
2. None of the Directors are concerned or interested in the resolution except to the extent that he or she is a Director of the Company.

Item No. 3:

1. To ensure successful development of the Project SPVs, it is proposed to render all inputs and services as may be required to the Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited on cost to cost basis.
2. None of the Directors are concerned or interested in the resolution except to the extent that he or she is a Director of the Company.

POWERGRID Board of Directors, in its Board Meeting held on 29.05.2014, after approval in the Audit Committee held on same date, approved the proposal under **Item No. 2&3** above pertaining to Related Party Transactions of POWERGRID with the aforesaid SPVs viz. Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited (now 100% wholly owned Subsidiaries of POWERGRID) acquired by POWERGRID and also to seek approval of Shareholders by way of Special Resolution pursuant to Section 188 of the Companies Act, 2013, read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules 2014, through Postal Ballot.

Shareholders are requested to pass the proposed special resolutions through postal ballot as permissible under Section 110 of the Companies Act, 2013, 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, Savita Jyoti Associates, Company Secretaries, Hyderabad has given the Consent Letter 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 Tuesday, the 15th July, 2014.

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



**(Divya Tandon)
Company Secretary**

Date : 3rd June, 2014

Place : New Delhi

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) on 30th May, 2014.
3. The Company has appointed CS Savita Jyoti, Savita Jyoti Associates, Company Secretaries, a Practising Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is offering **e-voting facility** to all the Shareholders of the Company. Karvy Computershare Private Limited, our Registrar and Transfer Agent will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form wherever e-mail ID is registered. E-voting is optional.
The instructions for Shareholders for e-voting are as under:

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 / via email forwarded through the 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, 15th June 2014 from 9:00 AM to Tuesday, 15th July 2014 till 5:30 PM.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members 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 #, 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/FILs/Trust/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_ Event no."

(b) In case of Shareholders' 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. (xii) 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 Shareholders 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 under the Green Initiative of Ministry of Corporate Affairs 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 who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or http://apps.powergridindia.com/powergrid/docs/powergrid_evoting.pdf. To seek duplicate Postal Ballot Form Please contact our Registrars and Transfer Agent M/s. Karvy Computershare Private Limited, Unit: Power Grid Corporation of India Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 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 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 Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 30th May, 2014.
8. The voting period ends on the close of working hours (i.e. 1730 hours), **Tuesday, 15th July, 2014**. The e-voting module shall also be disabled by Karvy Computershare Private Limited for voting thereafter.
9. The Scrutinizer will submit her report to the Chairman and Managing Director or Secretary 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 of the Company situated at B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016. 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. The result of the Postal Ballot shall also be announced at the next Annual General Meeting of the Company.
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 up to Tuesday, 15th July, 2014.



POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprises)

CIN: L40101DL1989GOI038121



REGISTERED OFFICE – B-9, QUTAB INSTITUTIONAL AREA, KATWARIA SARAI, NEW DELHI – 110 016.

PHONE NO. – 011-26560112, **FAX** – 011-26601081

CORPORATE OFFICE – SAUDAMINI, PLOT NO.-2, SECTOR-29, GURGAON – 122 001.

PHONE NO: 0124-2571700-719, **FAX:** 0124-2571762.

WEBSITE:- www.powergridindia.com **EMAIL ID:** powergrid@powergrid.in

POSTAL BALLOT FORM

SERIAL No. _____

- Name(s) of Member(s)** : _____
(Including joint holders, if any)
(in block letters)
- Registered address of the sole/first named Member** : _____
- Registered folio No./ DP ID No./Client ID No.*** : _____
(*Applicable to investors holding shares in dematerialized form)
- Number of shares held** : _____
- 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:

Item No.	Item	Nature of Resolution	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To raise funds upto ₹13,500crore, during the Financial Year 2014-15 from domestic market in upto eight tranches / offers and each tranche / offer shall be of ₹500crore / ₹1000crore of Bonds with Green Shoe Option, by way of private Placement of secured / unsecured, non-convertible, non-cumulative, redeemable, taxable / tax-free Bonds.	Special Resolution			
2	To provide any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt including ECBs and/or to provide inter corporate loan(s) on cost to cost basis and back to back servicing, or a combination thereof, upto an amount of ₹ 3000 Crores (Rupees Three Thousand Crores Only) to Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited.	Special Resolution			
3	To render all inputs and services as may be required to the Project SPVs acquired by POWERGRID under Tariff Based Competitive Bidding viz., Vizag Transmission Limited, POWERGRID NM Transmission Limited, Unchahar Transmission Limited and NRSS XXXI (A) Transmission Limited on cost to cost basis.	Special Resolution			

Place: _____

Date: _____

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

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

Last date for receipt of Postal Ballot Forms by Scrutinizer is Tuesday, 15th July, 2014.

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 the Company not later than Tuesday, 15th July, 2014. 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., Tuesday, 15th July, 2014.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on 30th May 2014,
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 pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. 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 / via email forwarded through the 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, 15th June 2014 from 9:00 AM to Tuesday, 15th July 2014 till 5:30 PM.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members 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 #, 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/FILs/Trust/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_ Event no."