

CIN: L40101DL1989GOI038121

12th October, 2022

To
The General Manager, (Listing)
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai.

To
The General Manager (Listing),
National Stock Exchange of India Limited
Exchange Plaza, C 1/G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai.

Reference: **NSE-SCRIP ID: POWERGRID; BSE Scrip Code: 532898 EQ ISIN
INE752 E01010**

Sub: Notice of EGM of POWERGRID.

Dear Sir,

Please find enclosed the Notice of Extra Ordinary General Meeting of Power Grid Corporation of India Limited scheduled to be held on Thursday, the 3rd November,

2013 ("Act"), the General Circular No. 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is being sent in terms of Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Thanking You.

Yours faithfully,

(Mrinal Shrivastava)
Company Secretary &
Compliance Officer



Power Grid Corporation of India Limited
(A Government of India Enterprise) CIN: L40101DL1989GOI038121
Regd. Office: B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi- 110 016.
Phone No.: 011-26560112, 26560115 & 26560193
-29, Gurgaon-122 001 (Haryana)
Phone No.: 0124-2822999 & 2823999
Website: www.powergrid.in, Email ID: investors@powergrid.co.in

Notice of Extraordinary General Meeting

Notice is hereby given that the **Extra Ordinary General Meeting ("EGM")** of the Members
Thursday, 3rd
November, 2022 at 11.00 a.m. (IST)

("Act"), the General Circular No. 3/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), to transact the following businesses:-

SPECIAL BUSINESS:

1. Appointment of Shri Ravindra Kumar Tyagi (DIN: 09632316) as Director (Operations) (Whole Time Director).

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

RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Ravindra Kumar Tyagi (DIN: 09632316), who was appointed as Director (Operations), by the President of India vide Ministry of Power Office Order No. 25-11/2/2021-PG dated 12th August, 2022 and appointed by the Board of Directors as an Additional Director w.e.f. 12th August, 2022 and subsequently appointed again by the Board as an Additional Director on 29th August, 2022 after conclusion of 33rd Annual General Meeting held on 29th August, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Operations) (Whole time Director), li

2. Appointment of Shri G. Ravisankar (DIN: 08816101) as Director (Finance) (Whole Time Director).

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

RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri G. Ravisankar (DIN: 08816101), who was appointed as Director (Finance), by the President of India vide Ministry of Power Office Order No. 25-11/3/2021-PG dated 21st September, 2022 and appointed by the Board of

Directors as an Additional Director w.e.f. 21st September, 2022 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director (Finance) (Whole time

3. Appointment of Shri Mohammad Afzal (DIN: 09762315) as Government Nominee Director.

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

applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mohammad Afzal (DIN: 09762315), who was appointed as Government Nominee Director, by the Govt. of India vide Ministry of Power Order No.25-12/10/2019-PG dated 10.10.2022 and subsequently appointed by the Board of Directors as Government Nominee Director w.e.f. 11th October, 2022 (i.e. date of allotment of DIN) in terms of Section 161(3) of the Companies Act, 2013, be and is hereby appointed as Government Nominee Director of the Company and he shall be liable to retire by

By Order of the Board of Directors

(Mrinal Shrivastava)
Company Secretary &
Compliance Officer

Regd. Office:
B-9, Qutab Institutional Area, Katwaria Sarai,
New Delhi - 110 016.
(CIN: L40101DL1989GOI038121)

Date: 12th October, 2022

Notes:

- 1) In view of the contagious COVID-19 pandemic, Ministry of Corporate Affairs (MCA) has, from time to time through various circulars, allowed Companies to convene General Meetings through VC/OAVM. Keeping in view the inevitable need to contain spread of COVID-19 virus by obviating physical assembly of Members of the Company and also in compliance of Proviso to Rule 20 of Companies (Management and Administration) Rules, 2014, EGM is being convened through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
- 2) Since, this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with, accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Route Map and Attendance Slip have not been sent through this Notice. However, the Body Corporates are entitled to appoint authorized Representative(s) to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 3) Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of Shri Ravindra Kumar Tyagi (DIN:09632316), Director (Operations), Shri G. Ravisankar (DIN:08816101), Director (Finance) and Shri Mohammad Afzal (DIN:09762315), Government Nominee Director, seeking appointment under aforesaid Item Nos. 1 to 3, respectively, in accordance with Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed to this Notice.
- 4) Those Shareholders whose email IDs are not registered, are requested to register their email ID with KFin Technologies Limited (KFINTECH), Registrar & Share Transfer Agent (RTA) at einward.ris@kfintech.com by providing their Name as registered with the RTA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
- 5) Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its Representative(s) to attend the EGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution / Authorization be sent to the Scrutinizer at email savitajyoti@yahoo.com with a copy marked to einward.ris@kfintech.com.
- 6) The Members can join the EGM in VC/OAVM mode 15 minutes before the scheduled time of the EGM and the facility of joining shall be kept open throughout the proceedings of the EGM. The facility of participation at the EGM through VC/OAVM will be made available for at least 2000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the EGM without restriction on account of first come first served basis.
- 7) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- 8) The Members will be allowed to express their views and interact during the course of the Meeting in respect of business to be transacted at the EGM. The queries, if any, can be given in advance at einward.ris@kfintech.com.
- 9) The Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Ordinary Resolution is annexed hereto.
- 10) All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
- 11) Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company is entering into an agreement with KFINTECH i.e. RTA of the Company for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member, using remote e-voting system as well as e-voting during the EGM (Insta Poll) will be provided by KFINTECH.
- 12) Notice calling the EGM has been uploaded on the website of the Company at www.powergrid.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of KFINTECH i.e. <https://evoting.kfintech.com>.
- 13) Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her share in the paid-up equity share capital of the Company as on the cut-off date, i.e. **Thursday, 27th October, 2022**.
- 14) **PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:**
 1. The Company will provide VC / OAVM facility to its Members for participating in the EGM.
 - a) Members will be able to attend the EGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials. Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password for e-voting).
 - iii.
 - iv. Then click on camera icon appearing in EGM event of Power Grid Corporation of India Limited, to attend the Meeting.
 - b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.

- c) Members will be allowed to attend the EGM through VC / OAVM on first come, first served basis.
 - d) Facility to join the meeting shall be opened 15 minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM.
 - e) Members who need assistance before or during the EGM, can contact KFINTECH on <https://emeetings.kfintech.com> or call on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
2. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names will be entitled to vote at the EGM.
 3. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM.

15) PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE EGM:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular dated 9th December, 2020 in relation to E-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFINTECH, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular dated 9th December, 2020, the e-Voting facility provided by KFINTECH for e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : 9:00 AM (IST) on Monday, 31st October, 2022

End of remote e-voting : 5:00 PM (IST) on Wednesday, 2nd November, 2022

The Board of Directors of the Company has appointed Ms. Savita Jyoti (FCS:3738 & CP:1796) of M/s. Savita Jyoti Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting (Insta Poll) process in a fair and transparent manner.

- v. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after

sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at einward.ris@kfintech.com. However, if he / she is already registered with KFINTECH for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below
-Voting and joining virtual meeting for Individual

- vii. The details of the process and manner for remote e-Voting for EGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFINTECH e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meeting (EGM) of the Company on KFIN system to participate in EGM and vote at the EGM.

Details on Step 1 are mentioned below:

- i) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility: i. Visit URL: https://eservices.nsdl.com ii. section. iii. On the new page, enter User ID and Password. Post successful authent - iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services i. To register click on link: https://eservices.nsdl.com ii. https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of NSDL i. Open URL: https://www.evoting.nsdl.com/ - ii.

	iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFINTECH. v. On successful selection, you will be redirected to KFINTECH e-Voting page for casting your vote during the remote e-Voting period. seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest i. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered user id and password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFINTECH e-Voting portal. v. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi /Easiest i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e. KFINTECH where the e- Voting is in progress.
Individual Shareholder login	i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.

through their demat accounts / Website of Depository Participant	ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against company name or e-Voting service provider KFINTECH and you will be redirected to e-Voting website of KFINTECH for casting your vote during the remote e-Voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and/or Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 or toll-free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFINTECH which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a shareholder is already registered with KFINTECH for e-voting, he/she can use your existing User ID and password for casting the vote.
- iii.
- iv. Shareholder will now reach password change Menu wherein he/she would be required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a- z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will

prompt to change password and update contact details like mobile number, email ID etc. on first login. Shareholder may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-

ng as mentioned herein above. You may also choose the option ABSTAIN. If the

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on

xi.

modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id savitajyoti@yahoo.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily register their email address and mobile number with KFINTECH, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFINTECH. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFINTECH. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.

16) OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com/> and login through the user id and password provided in the mail received from KFINTECH. On

Monday, 31st October, 2022 to Tuesday, 1st November

The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.

- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFINTECH. On Monday, 31st October, 2022 to Tuesday, 1st November, 2022.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFINTECH Website) or contact:
- Shri S. V. Raju, Dy. Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1-800-309-4001
E-mail: einward.ris@kfintech.com
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Thursday, 27th October, 2022**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFINTECH at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be submitted to the Stock Exchanges after the EGM. The results website of the Company.

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

1. Appointment of Shri Ravindra Kumar Tyagi (DIN: 09632316) as Director (Operations) (Whole Time Director)

Shri Ravindra Kumar Tyagi was appointed as Director (Operations) of the Company by the President of India vide Ministry of Power Order No. 25-11/2/2021-PG dated 12th August, 2022 and assumed charge w.e.f. 12th August, 2022. In terms of Article 31A of the Articles of Association, the Board of Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the succeeding Annual General Meeting (AGM). Accordingly, the Board, vide resolution by circulation dated 12th August, 2022 appointed Shri Ravindra Kumar Tyagi as an Additional Director till the date of last AGM and subsequently in the Board meeting held on 29th August, 2022 appointed Shri Ravindra Kumar Tyagi again as an Additional Director. The Company has received a notice in writing under Section 160 of the Act proposing the appointment of Shri Ravindra Kumar Tyagi as a Director on the Board of POWERGRID. The above appointment of Shri Ravindra Kumar Tyagi as Director (Operations) on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting in terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Ravindra Kumar Tyagi holds 58 shares in POWERGRID.

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 an Ordinary Resolution.

Brief resume of Shri Ravindra Kumar Tyagi is annexed.

2. Appointment of Shri G. Ravisankar (DIN: 08816101) as Director (Finance) (Whole Time Director)

Shri G. Ravisankar was appointed as Director (Finance) of the Company by the President of India vide Ministry of Power Order No. 25-11/3/2021-PG dated 21st September, 2022 and assumed charge w.e.f. 21st September, 2022. In terms of Article 31A of the Articles of Association, the Board of Directors are empowered to appoint the directors appointed by the President of India as an Additional Director under provisions of the Companies Act, 2013 (the Act) and they will be appointed by the Shareholders at the succeeding General Meeting. Accordingly, the Board, vide resolution by circulation dated 21st September, 2022 appointed Shri G. Ravisankar as an Additional Director. The Company has received a notice in writing under Section 160 of the Act proposing the appointment of Shri G. Ravisankar as a Director on the Board of POWERGRID. The above appointment of Shri G. Ravisankar as Director (Finance) on the Board of the Company, being liable to retire by rotation in terms of Section 152 of the Act read with Article 31A of the Articles of Association of the Company requires approval of the Members in the General Meeting in terms of

Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri G. Ravisankar holds 101 shares in POWERGRID.

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 an Ordinary Resolution.

Brief resume of Shri G. Ravisankar is annexed.

3. Appointment of Shri Mohammad Afzal (DIN:09762315) as Government Nominee Director.

Shri Mohammad Afzal (DIN:09762315), was appointed as a Government Nominee Director by the Govt. of India vide Ministry of Power Order No. 25-12/10/2019-PG dt.10.10.2022 and subsequently appointed by the Board of Directors as Government Nominee Director of the Company w.e.f. 11th October, 2022 (i.e. the date of allotment of DIN) pursuant to Section 161(3) of the Companies Act, 2013. The above appointment of Shri Mohammad Afzal as Government Nominee Director on the Board of the Company, being liable to retire by rotation, requires approval of the Members in the General Meeting in terms of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Shri Mohammad Afzal holds Nil share in POWERGRID.

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.3 as an Ordinary Resolution

Brief profile of Shri Mohammad Afzal is annexed to this Notice.

By Order of the Board of Directors

(Mrinal Shrivastava)
Company Secretary &
Compliance Officer

Regd. Office:
B-9, Qutab Institutional Area, Katwaria Sarai,
New Delhi - 110 016.
(CIN: L40101DL1989GOI038121)

Date: 12th October, 2022

1. BRIEF RESUME OF SHRI RAVINDRA KUMAR TYAGI

Name	Shri Ravindra Kumar Tyagi
DIN	09632316
Date of Birth and Age	2 nd March, 1966 / 56 years
Qualification	Electrical Engineer from Punjab Engineering College (P.E.C.), Chandigarh and M. (Tech) in Energy Studies from IIT Delhi.
Expertise in specific functional Area	Shri R. K. Tyagi is having work experience of over 32 years in Power Transmission System, out of which over 26 years are in Operation and Maintenance (O&M) of Substations and Transmission lines at various key positions in premier CPSUs in power sector such as POWERGRID and NTPC. He has handled multi-disciplinary functions in various business segments of POWERGRID like Asset Management, Engineering, Business Development (domestic & abroad), Telecom, Load Despatch & Communication, NTAMC, Safety, DMS etc. Prior to this, he was Executive Director (North Eastern Region) in POWERGRID and has handled functions of Project Execution, Asset Management, Finance, Commercial and various other regional functions. He is a Fulbright Scholar from Carnegie Mellon University, Pennsylvania, US. He represented India in many International technical committees for preparing various Technical Standards. He is Author of more than 50 technical papers which have been presented in National and International conferences. He is Chairperson of CIGRE National Study Committee C3 (Power System Environmental Performance), Indian representative in various International CIGRE study groups on Power Transformers(A2) and Transmission & Distribution Equipment(A3). He is also a Member of International Electrotechnical Commission (IEC) TC122 (Standardization in the field of AC transmission for voltages exceeding 800kV) & IEC TC123 (Standardization of asset management practices in Power networks), Member of MT36 - representing India for preparation of International Standard, IEC62271-100 on EHV Circuit Breakers, Chairperson of BIS Committee ETD53 on Standardization of the management of assets and member of ETD48 on UHVAC Transmission System. He was recently conferred with prestigious 1906 Award in Year 2022 for his exceptional contribution in International Electrotechnical Commission (IEC) TC 122 towards development of IEC 63042 - UHV AC transmission systems. He was also honored with CIGRE Paris Award as Distinguished member for development of Technical Standards in the field of Transmission System in the Year 2018.
Directorship held in other Companies (Part-	1. POWERGRID Energy Services Limited 2. POWERGRID Teleservices Limited

time) along with listed entities from which he/she resigned in the past three years	3. Cross Border Power Transmission Company Limited 4. Butwal-Gorakhpur Cross Border Power Transmission Limited
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares Held	58
Relationship between Directors inter se	NIL

2. BRIEF RESUME OF SHRI G. RAVISANKAR

Name	Shri G. Ravisankar
DIN	08816101
Date of Birth and Age	27 th June, 1966 / 56 years
Qualification	Mathematics Graduate from University of Madras, a Cost Accountant from The Institute of Cost Accountants of India, Post Graduate Diploma in Personnel Management and Post Graduate Diploma in Materials Management from Annamalai University.
Expertise in specific functional Area	Shri G. Ravisankar is having experience of 32 years, serving predominantly in POWERGRID (after a brief stint in NLC India Limited) in Construction office, Sub-stations, Regional Headquarters and Corporate Centre located in various parts of India. He has vast experience in key finance functions viz. Resource Mobilization, Budgeting, Financial Reporting, Commercial, Works Accounting and Retiral Benefits Fund Management. He has played a pivotal role in digitization of finance functions, establishment of bill processing hubs and ERP implementation and Development. He also led his team in Business Simulation Competitions and won laurels in National Management Games Championship, besides qualifying the Asian Championship to participate in the Global Management Contest representing India.

Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	1. POWERGRID Varanasi Transmission System Limited 2. POWERGRID Jawaharpur Firozabad Transmission Limited 3. Central Transmission Utility of India Limited 4. POWERGRID Southern Interconnector Transmission System Limited 5. POWERGRID Medinipur Jeerat Transmission Limited 6. POWERGRID Mithilanchal Transmission Limited 7. POWERGRID Ramgarh Transmission Limited 8. POWERGRID Teleservices Limited
Membership / Chairmanship of Committees in other Companies	1. POWERGRID Southern Interconnector Transmission System Limited Corporate Social Responsibility (CSR) Committee- Member 2. POWERGRID Medinipur Jeerat Transmission Limited Corporate Social Responsibility (CSR) Committee- Member
No. of Shares Held	101
Relationship between Directors inter se	NIL

3. BRIEF RESUME OF SHRI MOHAMMAD AFZAL

Name	Shri Mohammad Afzal
DIN	09762315
Date of Birth and Age	2 nd February, 1971 / 51 years
Qualification	B.Sc. (Electrical Engg.) from AMU, Aligarh and M.E. in Power System Engg. from the then University of Roorkee (Now, Indian Institute of Technology, Roorkee).
Expertise in specific functional Area	Shri Mohammad Afzal joined Central Electricity Authority in November 1996 and has served in various Divisions like System Engg. & Technology Division, Grid Management Division and Fuel Management Division. During his career of more than 25 years, he gained vast experience in the field of Sub-stations designing of various capacities, monitoring of Regional / National Grid, allocation of power to States/Constituents, assessments & monitoring of fuel to the thermal power stations, gas-based power plants etc. He is

	presently working in the Ministry of Power as Joint Secretary (Transmission).
Directorship held in other Companies (Part-time) along with listed entities from which he/she resigned in the past three years	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Shares Held	NIL
Relationship between Directors inter se	NIL