



Act, 2013, Rules made thereunder and Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Dilip Nigam (DIN:02990661), who was appointed as Govt. Nominee Director, by the Govt. of India vide Ministry of Power Order No. 25-12/10/2019-PG dt. 06.06.2022 and subsequently appointed by the Board of Directors as Govt. Nominee Director w.e.f. 06.06.2022 in terms of Section 161(3) of the Companies Act, 2013, be and is hereby appointed as Govt. Nominee Director of the Company and he shall be liable to retire by rotation."

10. To approve appointment of Shri Raghuraj Madhav Rajendran (DIN: 07772370) as a Government Nominee Director.

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other 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 Raghuraj Madhav Rajendran (DIN:07772370), who was appointed as Govt. Nominee Director, by the Govt. of India vide Ministry of Power Order No.25-12/10/2019-PG dated 05.08.2022 and subsequently appointed by the Board of Directors as Govt. Nominee Director w.e.f. 05.08.2022 in terms of Section 161(3) of the Companies Act, 2013, be and is hereby appointed as Govt. Nominee Director of the Company and he shall be liable to retire by rotation."

11. Ratification of remuneration of the Cost Auditors for the Financial Year 2022-23.

To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 148 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of M/s. Dhananjay V. Joshi & Associates, Cost Accountants and M/s. Bandyopadhyaya Bhaumik & Co., Cost Accountants as the joint Cost Auditors of the Company (for Transmission and Telecom business) as appointed by the Board of Directors for the Financial Year 2022-23 at a remuneration of ₹2,50,000 (Rupees Two Lakhs Fifty Thousand only) to be shared equally by both the Firms; taxes as applicable to be paid extra, travelling and out of pocket expenses to be reimbursed as per policy of the Company and an additional remuneration of ₹12,500 (Rupees Twelve Thousand Five Hundred only) plus taxes as applicable, to be paid to M/s. Dhananjay V. Joshi & Associates, Cost Accountants, the Lead Cost Auditor for consolidation and facilitation for filing of Consolidated Cost Audit Report for the Financial Year 2022-23 of the Company as a whole, be and are hereby ratified and confirmed."

12. To raise funds up to ₹ 6,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, non-cumulative/cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement during the Financial Year 2023-24 in upto twenty tranches/offers.

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

- (i) **"RESOLVED THAT** pursuant to Sections 23(1)(b), 42 and 71 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 as amended, Securities and Exchange Board of India (SEBI) rules and regulations, including SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, or provisions of any other applicable law, and the Memorandum and Articles of Association of the Company, approval be and is hereby granted to raise up to ₹6,000 Crore in domestic market during the Financial year 2023-24 for financing of capital expenditure, providing Inter Corporate Loan(s) to wholly owned subsidiaries, other purposes as may be approved by Board of Directors / Committee of Directors for Bonds and for general corporate purposes, in one or more tranches but not exceeding twenty tranches / offers through issue of secured / unsecured, non-convertible, cumulative/non-cumulative, redeemable, taxable / tax-free debentures ("Bonds") under Private Placement.
- (ii) **RESOLVED FURTHER THAT** the Board of Directors / Committee of Directors for Bonds / such official(s) as may be authorized by Board of Directors / Committee of Directors for Bonds, be and are hereby authorized and it shall always be deemed to have been so authorized to finalize detailed terms and conditions of each issue / tranche of Bonds, Issue programme of Bonds, deposit / pay fees, execute and deliver / file such offer letter, document(s), deed(s) and writing(s), etc. as may be required and to do all such other acts, deeds and things as may be necessary for raising funds up to ₹ 6,000 Crore during the Financial Year 2023-24 from domestic sources through Private Placement of secured / unsecured, non-convertible, cumulative/non-cumulative, redeemable, taxable / tax-free Bonds in one or more tranches but not exceeding twenty tranches / offers.
- (iii) **RESOLVED FURTHER THAT** the Director (Finance)/Company Secretary be and is hereby authorized to carry out minor modifications, if any, and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution(s).

By order of the Board of Directors

(Mrinal Shrivastava)
Company Secretary & Compliance Officer

Regd. Office: B-9, Qutab Institutional Area,
Katwaria Sarai, New Delhi - 110016.
(CIN: L40101DL1989GOI038121)

Date: 5th August, 2022

NOTES:

1. Ministry of Corporate Affairs (MCA) vide Circular dated 5th May, 2022 read with Circular dated 5th May, 2020 has permitted to conduct Annual General Meeting (AGM) during Calendar Year 2022 through Video Conferencing (VC) or other Audio-Visual Means (OAVM). In compliance with aforesaid Circulars, the Annual General Meeting of the Company will be held through VC / OAVM. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.
2. As per provisions of Clause 3A. II. of the General Circular No. 20/2020 dated 5th May, 2020 the matters of Special Business as appearing in item no. 6 to 12 of the above accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Since, this AGM 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 AGM and hence the Proxy Form, Route Map and Attendance Slip have not been sent through this Notice.
4. 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 Abhay Choudhary (DIN:07388432), Director (Projects) and Dr. Vinod Kumar Singh (DIN: 08679313), Director (Personnel), retiring by rotation and seeking re-appointment under aforesaid Item Nos. 3 & 4, respectively; Shri Chetan Bansilal Kankariya (DIN: 09402860), Shri Onkarappa K N (DIN: 09403906), and Shri Ram Naresh Tiwari (DIN: 09405377), Additional Directors-Independent Directors seeking appointment under aforesaid Item Nos. 6 to 8 in accordance with applicable provisions of the Articles of Association of the Company and Shri Dilip Nigam (DIN: 02990661) and Shri Raghuraj Madhav Rajendran (DIN: 07772370), Govt. Nominee Directors seeking appointment under aforesaid Item Nos. 9 & 10 respectively, in accordance with Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed to this Notice.
5. None of the Directors of the Company is in any way related to each other.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business, to be transacted at the AGM, is annexed hereto.
7. 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 to attend the AGM 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.
8. The Board of Directors, in their meeting held on 15th December, 2021, had declared the Interim Dividend of ₹7 per equity share (including special dividend of ₹3.00 per equity share) of ₹10/- each i.e. 70% of the paid-up equity share capital for F.Y. 2021-22, which was paid on 11th January, 2022. The Board of Directors in their meeting held on 9th February, 2022 had declared 2nd Interim Dividend of ₹ 5.50 per equity share of ₹ 10/- each i.e. 55% of the paid-up equity share capital for the F.Y. 2021-22 which was paid on 8th March, 2022. Members who have not received or not encased their Dividend warrants may approach KFin Technologies Limited ("KFINTECH"), Registrar and Share Transfer Agents of the Company for obtaining duplicate warrant or revalidating the warrant, as the case be. The Board of Directors in their meeting held on 21st May, 2022 had further recommended final Dividend of ₹2.25 per share (i.e. @ 22.50% on the paid-up equity share capital) for the financial year 2021-22. The **Record Date** for determining the entitlement of the members for the final dividend is **22nd August, 2022**. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be paid/dispatched on **Tuesday, the 20th September, 2022**.
9. As per Regulation 40 of SEBI Listing Regulations, 2015 as amended and SEBI Circular dated 25.01.2022 securities of listed companies can be transferred only in dematerialized form including Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/ folios, Transmission and Transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members may contact the Company or KFINTECH (Registrars and Transfer Agents) for assistance in this regard.
10. Pursuant to provisions of Companies Act, 2013, unclaimed final dividend for the Financial Year 2013-14 and unclaimed interim dividend for the Financial Year 2014-15 have been transferred to the Investor Education and Protection Fund (IEPF) established by Central Government on 22nd November, 2021 and 27th April, 2022 respectively. Pursuant to provisions of Investor Education and Protection Fund Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24th September, 2021 (the date of last Annual General meeting) on the website of the Company (www.powergrid.in) and also filed with the Ministry of Corporate Affairs.



11. Unclaimed final dividend for the Financial Year 2014-15 and unclaimed interim dividend for the Financial Year 2015-16 will be due for transfer to the Investor Education and Protection Fund in November, 2022 and March, 2023, respectively, pursuant to the provisions of Section 124 of the Companies Act, 2013.
12. Attention of the Members is drawn to the provisions of Section 124(6) of the Act, which require a company to transfer in the name of IEPF Authority, all shares in respect of which dividend remained unpaid or unclaimed for 07 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has initiated action for transfer of all shares in respect of which dividend has not been claimed or paid for seven consecutive years. Members are advised to visit the web-link: <http://www.powergrid.in/investorrelation/investorservices> to ascertain details of shares liable for transfer in the name of IEPF Authority.
13. Pursuant to Section 139 (5) of the Companies Act, 2013 the auditors of the Government Company are appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 142 of the Companies Act, 2013, the remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in General Meeting may determine. The Members of the Company, in 32nd Annual General Meeting held on 24th September, 2021, had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the Financial Year 2021-22. Accordingly, the Board of Directors has fixed audit fee of ₹ 1.45 Crore plus applicable taxes towards audit fee for the Statutory Auditors for the Financial Year 2021-22 in addition to reimbursement of actual travelling and out-of-pocket expenses for visit to accounting units. The C&AG is yet to appoint Statutory Auditors of the Company for the Financial Year 2022-23. The Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the Financial Year 2022-23.
14. Members are requested to inform changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (DPs) in case the shares are held by them in demat form and to KFINTECH in case the shares are held by them in physical form.
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permissible under Section 72 of the Companies Act, 2013, are required to file Form No. SH-13 of the Companies (Share Capital and Debentures) Rules, 2014 to the Registrar & Share Transfer Agents of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
16. Members holding shares in multiple Folios in physical mode are requested to apply for consolidation of shares to the Company or approach the Registrar & Share Transfer Agent along with relevant Share Certificates.
17. All the documents referred to in this Notice and the Registers referred to in Section 170 and in Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking inspection or any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 27th August, 2022 through email on investors@powergrid.co.in.
18. In compliance with the aforesaid Ministry of Corporate Affairs (MCA) Circular dated 5th May, 2022 read with circular dated 5th May, 2020 and SEBI Circular dated 13th May, 2022, Notice of the AGM along with the Annual Report 2021-22 are being sent through electronic mode only to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website i.e. www.powergrid.in; 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 on the website of KFINTECH <https://evoting.kfintech.com/>
19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
20. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFINTECH (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the same to <https://ris.kfintech.com/form15/> by 11:59 p.m. IST on or before 21st August, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.