

21st May, 2024

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

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

Reference: NSE-SCRIP ID: POWERGRID; BSE Scrip Code: 532898
EQ – ISIN: INE752E01010

Sub: Compliance under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Compliance Report duly issued by CS Naresh Kumar Sinha, Practicing Company Secretary, for the Financial Year ended 31st March, 2024 is submitted please.

Thanking You,

Yours faithfully,

(Satyaprakash Dash)
Company Secretary &
Compliance Officer

Secretarial Compliance Report of
Power Grid Corporation of India Limited
for the financial year ended March 31, 2024

We, **Kumar Naresh Sinha and Associates** have examined:

- (a) all the documents and records made available to us and explanation provided by **Power Grid Corporation of India Limited** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [**Not Applicable as the listed entity has not bought back/propose to buy-back any of its securities during the Review Period**];
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [**Not applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period**];
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [**Applicable to the extent of issuance of Non-Convertible Securities by the Company.**]
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 [**to the extent applicable**]

and circulars/ guidelines issued thereunder.

and based on the above examination, we hereby report that, during the review period:

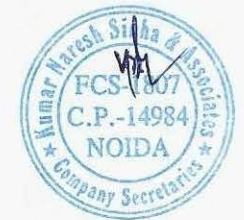
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:-



Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	<p>Regulation 17(1)</p> <p>a) Board of directors shall have an optimum combination of executive and non-executive directors with at least one independent woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors;</p> <p>b) where the chairperson of the Board of Directors is a non-executive Director, at</p>	Regulation 17(1) of the SEBI (LODR) Regulations, 2015	Non-compliance with the requirements pertaining to the composition of the Board of Directors including at least one-woman independent director.	BSE Limited and National Stock Exchange of India Limited ("BSE" and "NSE", respectively).	Fine	Half of the Board was not Independent and no Independent Woman Director on the Board of the Company during the period under review.	<p>NSE & BSE has levied monetary fine(s) for non-compliance with the requirements pertaining to the composition of the Board as per Regulation 17(1) of SEBI (LODR), Regulations, 2015. Details of fine amount is as under:</p> <p>Quarter ended June, 2023</p> <p>Fine of Rs. 5,36,900/- (inclusive of GST @18%) by NSE & BSE each.</p> <p>Quarter ended September, 2023</p> <p>Fine of Rs. 5,42,800/- (inclusive of GST</p>	<p>POWERGRID being a Government Company, the power to appoint functional (executive) / Official Part-time Directors (Non-executive) / Non-Official Part-time Directors (Independent Directors including independent woman director) vests with the Government of India.</p> <p>In absence of non-appointment of independent directors, the listed entity could not comply with the provisions of Regulation 17(1) of the SEBI (LODR) Regulations, 2015.</p>	<p>POWERGRID being a Government Company, the power to appoint functional (executive) / Official Part-time Directors (Non-executive) / Non-Official Part-time Directors (Independent Directors including independent woman director) vests with the Government of India.</p> <p>The matter has</p>	None



	<p>least one-third of the Board of Directors shall comprise of Independent Directors and where the listed entity does not have a regular non-executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors.</p>						<p>@18%) by NSE & BSE each.</p> <p><u>Quarter ended December, 2023</u></p> <p>Fine of Rs. 5,42,800/- (inclusive of GST @18%) by NSE & BSE each.</p>		<p>been taken up with Administrative Ministry i.e. Ministry of Power for filling up the vacant posts of Independent Directors (including one-Independent woman Director).</p> <p>Accordingly, POWERGRID requested NSE & BSE for waiver of fine.</p>
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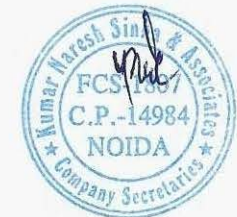


(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Details of Violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	<p>POWERGRID being a Government Company, the power to appoint functional (executive) / Official Part-time Directors (Non-executive) / Non-Official Part-time Directors (Independent Directors including independent woman director) vests with the Government of India.</p> <p>In absence of non-appointment of independent directors, the listed entity could not comply with the provisions of Regulation 17(1) of the SEBI (LODR) Regulations, 2015.</p>	2022-23	<p>Regulation 17(1):</p> <p>(a) board of directors shall have an optimum combination of executive and non-executive directors with at least one Independent woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors;</p> <p>(b) where the chairperson of the board of directors is a non-executive director, at least one-third of the board of directors shall comprise of independent directors and where the listed entity does not have a regular non-executive chairperson, at least</p>	<p>Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director.</p> <p>NSE & BSE has levied monetary fine(s) for non-compliance with the requirements pertaining to the composition of the Board as per Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the respective Quarters of financial year 2022-23.</p> <p>Details of fine amount is as under:</p> <p>Quarter ended June, 2022 Fine of Rs. 5,36,900/- (inclusive of GST @ 18%) by BSE & NSE each.</p> <p>Quarter ended September, 2022</p>	<p>The matter has been taken up with Administrative Ministry i.e. Ministry of Power for filling up the vacant posts of Independent Directors (including one-Independent woman Director).</p> <p>Accordingly, POWERGRID requested NSE & BSE for waiver of fine.</p>	<p>POWERGRID being a Government Company, the power to appoint functional (executive) / Official Part-time Directors (Non- executive) / Non-Official Part-time Directors (Independent Directors including independent woman director) vests with the Government of India.</p> <p>In absence of non-appointment of independent directors, the listed entity could not comply with the provisions of Regulation 17(1) of the SEBI (LODR) Regulations, 2015.</p>



			<p>half of the board of directors shall comprise of independent directors.</p>	<p>Fine of Rs. 5,42,800/- (inclusive of GST @ 18%) by NSE & BSE each.</p> <p><u>Quarter ended December, 2022</u></p> <p>Fine of Rs. 5,42,800/- (inclusive of GST@ 18% by NSE & BSE each.</p> <p><u>Quarter ended March, 2023</u></p> <p>Fine of Rs. 5,31,000/- (inclusive of GST @ 18%) by BSE & NSE each.</p>		
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I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard:</u> The compliances of the listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.	Yes Yes	None None
3.	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes Yes Yes	None None None
4.	<u>Disqualification of Director:</u> None of the Director of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> (a) Identification of material subsidiary companies (b) Disclosure requirements of material as well as other subsidiaries	Yes	None
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and	Yes	None



	disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	N/A	Ministry of Corporate Affairs has exempted Government Companies from complying with the provisions of Section 178(2) & Schedule IV with regard to performance evaluation of Board, its committees and individual directors. The performance evaluation of Functional Directors, Government Nominee Directors and Independent Directors is done by Ministry of Power (Administrative Ministry) as per Rules and applicable Procedures.
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes NA	None None
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The action(s) taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI</p>	Yes	Mentioned in para (a) of Page 1 above.



	or by Stock Exchanges are specified in the last column.		
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	None
13.	<p><u>Additional non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	Yes	None

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Noida

Date: May 20, 2024

For Kumar Naresh Sinha & Associates

Company Secretaries



(Handwritten Signature)

**CS Naresh Kumar Sinha
(Proprietor)**

FCS: 1807, CP No.: 14984

PR: 610/2019

FRN: S2015UP440500

UDIN: F001807F000404396