

1st September, 2023

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: Declaration of Results of Remote E-voting and voting through electronic voting system (Insta Poll) during the AGM.

Dear Sir,

As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the Shareholders to enable them to cast their vote electronically on the items of business proposed in the Notice of the 34th Annual General Meeting (AGM).

The remote e-voting was open from Sunday, 27th August, 2023 at 9:00 a.m. to Tuesday, 29th August, 2023 upto 5:00 p.m. in line with the provisions of the Companies Act, 2013 and in terms of the notification dt. 19.03.2015 issued by MCA. The Company at its 34th AGM provided facility of voting through electronic voting system (Insta Poll) to the members who did not cast their vote through remote e-voting.

The Board of Directors had appointed Smt. Savita Jyoti of M/s Savita Jyoti Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-voting and voting through electronic voting system (Insta Poll) during the AGM. The Scrutinizer carried out the scrutiny of all the electronic votes received upto 5:00 p.m. on Tuesday, 29th August, 2023 and votes cast through electronic voting system (Insta Poll) till 15 minutes after the conclusion of the 34th AGM.

In terms of Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results in respect of items of business transacted at the 34th Annual General Meeting held at 11.00 a.m. on 30th August, 2023 in the prescribed format are enclosed please.

Thanking You,

Yours faithfully,

(Mrinal Shrivastava)
Company Secretary &
Compliance Officer

34TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 30TH AUGUST, 2023.
Declaration of Results of remote e-voting and voting through electronic voting system (Insta Poll) during the AGM

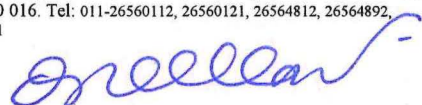
As per the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote voting to the Shareholders to enable them to cast their vote electronically on the items of business proposed in the Notice of the 34th Annual General Meeting (AGM).

The remote e-voting was open from Sunday, 27th August, 2023 at 9:00 a.m. to Tuesday, 29th August, 2023 up to 5:00 p.m. in line with the provisions of the Companies Act, 2013 and in terms of the notification dt. 19.03.2015 issued by MCA. The Company at its 34th AGM provided facility of voting through electronic voting system (Insta Poll) to the members who did not cast their vote through remote e-voting.

The Board of Directors had appointed Smt. Savita Jyoti of M/s Savita Jyoti Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-voting and voting through electronic voting system (Insta Poll) during the AGM. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto 5:00 p.m. on Tuesday, 29th August, 2023 and votes cast through electronic voting system (Insta Poll) at 34th AGM till 15 minutes after conclusion of the 34th AGM and submitted her Report on 31st August, 2023.

The Consolidated Results, as per the Scrutinizer's Report dated 31st August, 2023 are as follows:

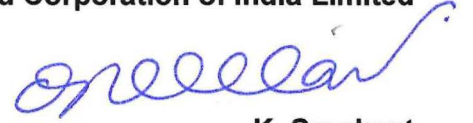
Sl. No.	Resolutions	Type of Resolution	% of votes in favour (Approx.)	% of votes against (Approx.)
Ordinary Business				
1.	To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2023, together with the Board's Report, the Auditors' Report thereon and comments of the Comptroller and Auditor General of India.	Ordinary Resolution	94.9466%	5.0534%
2.	To confirm payment of 1 st and 2 nd interim dividend and declare final dividend for the Financial Year 2022-23.	Ordinary Resolution	99.9999%	0.0001%
3.	To appoint a Director in place of Shri Abhay Choudhary (DIN: 07388432), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	77.9782%	22.0218%



4.	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2023-24.	Ordinary Resolution	99.3142%	0.6858%
Special Business				
5.	Appointment of Dr. Saibaba Darbamulla, (DIN: 10167281) as a Government Nominee Director.	Ordinary Resolution	72.0589%	27.9411%
6.	Ratification of remuneration of the Cost Auditors for the Financial Year 2023-24.	Ordinary Resolution	99.9999%	0.0001%
7.	To enhance borrowing limit from ₹6000 Crore to ₹8,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, non-cumulative/cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement for the Financial Year 2023-24.	Special Resolution	99.9998%	0.0002%
8.	To raise funds up to ₹12,000 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 2024-25 in one or more tranches/offers.	Special Resolution	99.9999%	0.0001%
9.	To Capitalize Reserves of the Company to issue Bonus Shares.	Ordinary Resolution	97.6031%	2.3969%

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 34th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Power Grid Corporation of India Limited



K. Sreekant
Chairman & Managing Director
(DIN: 06615674)

Date: 31st August, 2023

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Report of Scrutiniser

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Chairman and Managing Director
Power Grid Corporation of India Limited
CIN: L40101DL1989GOI038121
B-9, Qutab Institutional Area,
Katwaria Sarai, New Delhi-110016

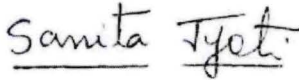
Dear Sir,

We thank you for appointing us as the Scrutiniser for remote e-voting process and voting by your members during 34th Annual General Meeting of your Company held on Wednesday, 30th August, 2023 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you,

Yours faithfully,
for **Savita Jyoti Associates**



CS Savita Jyoti
Scrutinizer
FCS 3738; CP 1796

Encl.: As above

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

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com. FCS

Scrutinizer's Report

Name of the Company	Power Grid Corporation of India Limited
Meeting	34th Annual General Meeting
Day, Date & Time	Wednesday, August 30, 2023 at 11:00 A.M (IST)
Deemed Venue	Registered office situated at New Delhi
Mode	Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

1. Appointment of Scrutinizer

We were appointed as the Scrutinizer for the remote e-voting as well as the e-voting by members during the 34th Annual General Meeting ("AGM") of Power Grid Corporation of India Limited (hereinafter referred to as the Company) held on Wednesday, August 30, 2023 at 11.00 AM (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). Our responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system.

2. Cut-off date

Voting rights were reckoned as on Wednesday, August 23, 2023 being cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

3. Remote e-voting

3.1 Agency

The Company appointed **KFin Technologies Limited ("KFINTECH")**, as the agency for providing the platform for remote e-voting and e-voting during the AGM.

3.2 Remote e-voting period

Remote e-voting platform was open from Sunday, August 27, 2023 (9:00 a.m.) (IST) and ended on Tuesday, August 29, 2023 (5:00 p.m.) (IST) and members were required to cast their votes electronically conveying their assent and dissent in respect of the resolutions on the remote e-voting platform provided by KFINTECH.

4. Counting process

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the KFINTECH e-voting platform and downloaded results.

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

5. Results

5.1 We observed that:

- a) 3095 members had cast their votes through remote e-voting; and
- b) 30 members had cast their votes through e-voting during the AGM.

5.2 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated August 6, 2023 is enclosed herewith.

5.3 Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 to 9 of the Notice of the AGM dated August 6, 2023 have been passed with the requisite majority.

Thanking you,
Yours faithfully,

for **Savita Jyoti Associates**

Savita Jyoti

CS Savita Jyoti
Scrutinizer
FCS 3738; CP 1796

Place: Hyderabad
Dated: 31/08/2023

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

Savita Jyoti

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

CONSOLIDATED RESULTS

Item No. 1: To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Board's Report, the Auditors' Report thereon and comments of the Comptroller and Auditor General of India.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2957	6110175447	29	187613	2986	6110363060	94.9466
Dissent	97	325217428	1	1	98	325217429	5.0534
Total	3054	6435392875	30	187614	3084	6435580489	100

Invalid/ Abstained	42	2391774	0	0	42	2391774
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 1 of the Notice of the AGM dated August 6, 2023 has been passed with requisite majority.

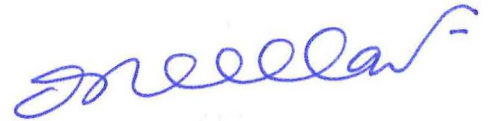
Item No. 2: To confirm payment of 1st and 2nd interim dividend and declare final dividend for the Financial Year 2022-23.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	3046	6437626600	29	187613	3075	6437814213	99.9999
Dissent	21	3218	1	1	22	3219	0.0001
Total	3067	6437629818	30	187614	3097	6437817432	100

Invalid/ Abstained	28	154981	0	0	28	154981
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 2 of the Notice of the AGM dated August 6, 2023 has been passed with requisite majority.

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Item No. 3: To appoint a Director in place of Shri Abhay Choudhary (DIN: 07388432), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2187	5019699858	28	186597	2215	5019886455	77.9782
Dissent	876	1417662154	2	1017	878	1417663171	22.0218
Total	3063	6437362012	30	187614	3093	6437549626	100

Invalid/ Abstained	46	422786	0	0	46	422786
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM dated August 6, 2023 has been passed with requisite majority.

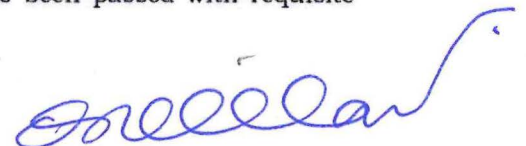
Item No. 4: To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2023-24.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2968	6393216285	29	187613	2997	6393403898	99.3142
Dissent	94	44147952	1	1	95	44147953	0.6858
Total	3062	6437364237	30	187614	3092	6437551851	100

Invalid/ Abstained	43	420559	0	0	43	420559
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 4 of the Notice of the AGM dated August 6, 2023 has been passed with requisite majority.

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Item No. 5: Appointment of Dr. Saibaba Darbamulla, (DIN: 10167281) as a Government Nominee Director.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2008	4638601168	29	187613	2037	4638788781	72.0589
Dissent	1049	1798711109	1	1	1050	1798711110	27.9411
Total	3057	6437312277	30	187614	3087	6437499891	100

Invalid/ Abstained	48	472522	0	0	48	472522
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 5 of the Notice of the AGM dated August 6, 2023 has been passed with requisite majority.

Item No. 6: Ratification of remuneration of the Cost Auditors for the Financial Year 2023-24.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	3011	6437355008	29	187613	3040	6437542621	99.9999
Dissent	39	7316	1	1	40	7317	0.0001
Total	3050	6437362324	30	187614	3080	6437549938	100

Invalid/ Abstained	45	422475	0	0	45	422475
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 6 of the Notice of the AGM dated August 6, 2023 has been passed with requisite majority.

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Item No. 7: To enhance borrowing limit from ₹6000 Crore to ₹8,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, non-cumulative/cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement for the Financial Year 2023-24.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	3002	6437351609	29	186743	3031	6437538352	99.9998
Dissent	51	11043	2	871	53	11914	0.0002
Total	3053	6437362652	31	187614	3084	6437550266	100

Invalid/ Abstained	43	422137	0	0	43	422137
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Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 7 of the Notice of the AGM dated August 6, 2023 has been passed with requisite majority.

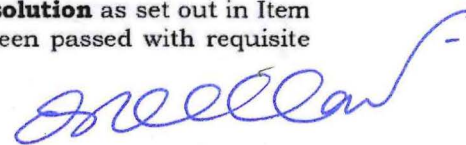
Item No. 8: To raise funds up to ₹12,000 Crore, from domestic market through issue of secured/unsecured, non-convertible, non-cumulative / cumulative, redeemable, taxable/tax-free Debentures/Bonds under Private Placement during the Financial Year 2024-25 in one or more tranches/offers.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	3002	6437354260	29	186743	3031	6437541003	99.9999
Dissent	49	8129	2	871	51	9000	0.0001
Total	3051	6437362389	31	187614	3082	6437550003	100

Invalid/ Abstained	45	422410	0	0	45	422410
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Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 8 of the Notice of the AGM dated August 5, 2022 has been passed with requisite majority.

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Item No. 9: To Capitalize Reserves of the Company to issue Bonus Shares.

Particulars	Remote e-voting		Voting at AGM		Total		Percentage (%)
	Number of Members Voted	Votes	Number of Members Voted	Votes	Number of Members Voted	Votes	
Assent	2974	6283063685	29	187613	3003	6283251298	97.6031
Dissent	89	154301339	1	1	90	154301340	2.3969
Total	3063	6437365024	30	187614	3093	6437552638	100
Invalid/ Abstained	37	419774	0	0	37	419774	

Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 9 of the Notice of the AGM dated August 6, 2023 has been passed with requisite majority.

Thanking You
Yours faithfully,

for **Savita Jyoti Associates**

Savita Jyoti

CS Savita Jyoti
Practicing Company Secretary
FCS 3738; CP 1796
UDIN: F003738E000895101

Place: Hyderabad
Dated: 31/08/2023

Countersigned by:
for **Power Grid Corporation of India Limited**

Chairman and Managing Director

Witness:

- Deva*
- Murugesu*

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के. श्रीकांत
K. SREEKANT