

23rd August, 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 INE752 E01010

Sub: 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 e-voting to the Shareholders to enable them to cast their vote electronically on the items of business proposed in the Notice of 35th Annual General Meeting (AGM) read with addendum to the Notice dated 12.08.2024.

The remote e-voting was open from Monday, 19th August, 2024 at 9:00 a.m. to Wednesday, 21st August, 2024 upto 5:00 p.m. in line with the provisions of the Companies Act, 2013 and rules made thereunder. The Company at its 35th 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 Wednesday, 21st August, 2024 and votes cast through electronic voting system (Insta Poll) till 15 minutes after the conclusion of the 35th 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 35th Annual General Meeting held at 11.00 a.m. on 22nd August, 2024 in the prescribed format are enclosed please.

Thanking You,

Yours Faithfully

(Satyaprakash Dash)
Company Secretary &
Compliance Officer

Encl.:a/a.

35TH ANNUAL GENERAL MEETING HELD ON THURSDAY, 22ND AUGUST, 2024.

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 35th Annual General Meeting (AGM) read with addendum to the Notice dated 12.08.2024.

The remote e-voting was open from Monday, 19th August, 2024 at 9:00 a.m. to Wednesday, 21st August, 2024 up to 5:00 p.m. in line with the provisions of the Companies Act, 2013 and rules made thereunder. The Company at its 35th 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 Wednesday, 21st August, 2024 and votes cast through electronic voting system (Insta Poll) at 35th AGM till 15 minutes after conclusion of the 35th AGM and submitted her Report on 23rd August, 2024.

The Consolidated Results, as per the Scrutinizer's Report dated 23rd August, 2024 are as follows:

Sr. No.	Resolutions	Type of Resolution	% of Votes in favour (Approx.)	% of Votes in 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, 2024, together with the Board's Report, the Auditors' Report thereon and comments of the Comptroller and Auditor General of India.	Ordinary Resolution	99.88	0.12
2.	To confirm payment of 1 st and 2 nd interim dividend and declare final dividend for the Financial Year 2023-24.	Ordinary Resolution	99.77	0.23
3.	To appoint a director in place of Shri Ravisankar Ganesan (DIN: 08816101), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	82.13	17.87
4.	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the Financial Year 2024-25.	Ordinary Resolution	98.83	1.17
Special Business:				
5.	Appointment of Shri Ravindra Kumar Tyagi (DIN: 09632316) as Chairman and Managing Director, not liable to retire by rotation.	Ordinary Resolution	94.07	5.93

6.	Appointment of Dr. Yatindra Dwivedi (DIN: 10301390) as Whole-time Director [Director (Personnel)], liable to retire by rotation.	Ordinary Resolution	83.46	16.54
7.	Appointment of Shri Lalit Bohra, (DIN: 08061561) as a Government Nominee Director.	Ordinary Resolution	77.73	22.27
8.	Ratification of remuneration of the Cost Auditors for the Financial Year 2024-25.	Ordinary Resolution	99.96	0.04
9.	To enhance borrowing limit from ₹12,000 Crore to ₹15,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, cumulative/non-cumulative, redeemable, taxable / tax-free Debentures / Bonds under Private Placement for the Financial Year 2024-25.	Special Resolution	99.98	0.02
10.	To raise funds up to ₹16,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, cumulative / non-cumulative, redeemable, taxable / tax-free Debentures/Bonds under Private Placement during the Financial Year 2025-26 in one or more tranches/offers.	Special Resolution	99.98	0.02
11.	Appointment of Shri Naveen Srivastava (DIN:10158134) as Whole-time Director [Director (Operations)] liable to retire by rotation.	Ordinary Resolution	88.45	11.55

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 35th Annual General Meeting read with addendum to the Notice dated 12.08.2024, have been duly approved by the Shareholders with requisite majority.

For Power Grid Corporation of India Limited



R. K. Tyagi
Chairman & Managing Director
(DIN: 09632316)

Date: 23rd August, 2024

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

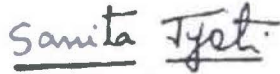
Dear Sir,

We thank you for appointing us as the Scrutiniser for remote e-voting process and voting by your members during 35th Annual General Meeting of your Company held on Thursday, 22nd August 2024 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

Place: Hyderabad
Dated: 23/08/2024

Encl.: As above

Scrutinizer's Report

Name of the Company	Power Grid Corporation of India Limited
Meeting	35th Annual General Meeting
Day, Date & Time	Thursday, August 22, 2024, 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 35th Annual General Meeting ("AGM") of Power Grid Corporation of India Limited (hereinafter referred to as the Company) held on Thursday, August 22, 2024, 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 Friday, August 16, 2024, 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 National Securities Depository Limited ("NSDL"), 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 Monday, August 19, 2024 (9:00 a.m.) (IST) and ended on Wednesday, August 21, 2024 (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 NSDL.

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 NSDL e-voting platform and downloaded results.

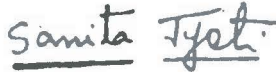
5. Results

5.1 Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated July 31, 2024, read with Addendum to the Notice dated August 12, 2024 are enclosed herewith.

5.2 Based on the aforesaid results, we report that all the resolutions as set out in Item Nos. 1 to 11 of the Notice of the AGM dated July 31, 2024, read with Addendum to the Notice dated August 12, 2024 have been passed with the requisite majority.

Thanking you,
Yours faithfully,

for **Savita Jyoti Associates**



CS Savita Jyoti
Scrutinizer
FCS 3738; CP 1796

Place: Hyderabad
Dated: 23/08/2024

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 2024, 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	4564	8530406854	25	10838	4589	8530417692	99.88
Dissent	64	10258348	1	1	65	10258349	0.12
Total	4628	8540665202	26	10839	4654	8540676041	100

Invalid/ Abstained	-	-	-	-	-	-	-
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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 July 31, 2024, 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 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	4561	8522560460	25	10838	4586	8522571298	99.77
Dissent	69	20251593	1	1	70	20251594	0.23
Total	4630	8542812053	26	10839	4656	8542822892	100

Invalid/ Abstained	-	-	-	-	-	-	-
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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 July 31, 2024, has been passed with requisite majority.

Item No. 3: To appoint a director in place of Shri Ravisankar Ganesan (DIN: 08816101), 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	3586	7013889161	25	10838	3611	7013899999	82.13
Dissent	1037	1527012144	1	1	1038	1527012145	17.87
Total	4623	8540901305	26	10839	4649	8540912144	100

Invalid/ Abstained	-	-	-	-	-	-	-
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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 July 31, 2024, 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 2024-25.

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	4435	8442199883	25	10838	4460	8442210721	98.83
Dissent	196	100251730	1	1	197	100251731	1.17
Total	4631	8542451613	26	10839	4657	8542462452	100

Invalid/ Abstained	-	-	-	-	-	-	-
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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 July 31, 2024, has been passed with requisite majority.

Item No. 5: Appointment of Shri Ravindra Kumar Tyagi (DIN: 09632316) as Chairman and Managing Director, not liable to retire by rotation.

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	4170	8035890650	25	10838	4195	8035901488	94.07
Dissent	456	506560285	1	1	457	506560286	5.93
Total	4626	8542450935	26	10839	4652	8542461774	100

Invalid/ Abstained	-	-	-	-	-	-	-
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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 July 31, 2024, has been passed with requisite majority.

Item No. 6: Appointment of Dr. Yatindra Dwivedi (DIN: 10301390) as Whole-time Director [Director (Personnel)], liable to retire by rotation.

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	3622	7129148135	25	10838	3647	7129158973	83.46
Dissent	1000	1413301000	1	1	1001	1413301001	16.54
Total	4622	8542449135	26	10839	4648	8542459974	100

Invalid/ Abstained	-	-	-	-	-	-	-
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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 July 31, 2024, has been passed with requisite majority.

Item No. 7: Appointment of Shri Lalit Bohra, (DIN: 08061561) 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	3417	6638882951	23	10728	3440	6638893679	77.73
Dissent	1202	1902017754	2	11	1204	1902017765	22.27
Total	4619	8540900705	25	10739	4644	8540911444	100

Invalid/ Abstained	-	-	-	-	-	-	-
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 7 of the Notice of the AGM dated July 31, 2024, has been passed with requisite majority.

Item No. 8: Ratification of remuneration of the Cost Auditors for the Financial Year 2024-25.

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	4496	8537504328	24	10738	4520	8537515066	99.96
Dissent	116	3487506	2	101	118	3487607	0.04
Total	4612	8540991834	26	10839	4638	8541002673	100

Invalid/ Abstained	-	-	-	-	-	-	-
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 8 of the Notice of the AGM dated July 31, 2024, has been passed with requisite majority.

Item No. 9: To enhance borrowing limit from ₹12,000 Crore to ₹15,000 Crore, from domestic market through issue of secured / unsecured, non-convertible, cumulative/non-cumulative, redeemable, taxable / tax-free Debentures / Bonds under Private Placement for the Financial Year 2024-25.

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	4500	8539638281	24	10829	4524	8539649110	99.98
Dissent	127	1524671	2	10	129	1524681	0.02
Total	4627	8541162952	26	10839	4653	8541173791	100

Invalid/ Abstained	-	-	-	-	-	-
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Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 9 of the Notice of the AGM dated July 31, 2024, has been passed with requisite majority.

Item No.10: To raise funds up to ₹16,000 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 2025-26 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	4512	8540998570	24	10829	4536	8541009399	99.98
Dissent	116	1623146	2	10	118	1623156	0.02
Total	4628	8542621716	26	10839	4654	8542632555	100

Invalid/ Abstained	-	-	-	-	-	-
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Based on the aforesaid results, we report that the **Special Resolution** as set out in Item No. 10 of the Notice of the AGM dated July 31, 2024, has been passed with requisite majority.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Item No.11: Appointment of Shri Naveen Srivastava (DIN:10158134) as Whole-time Director [Director (Operations)] liable to retire by rotation

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	3834	7551994196	25	10838	3859	7552005034	88.45
Dissent	788	986131651	1	1	789	986131652	11.55
Total	4622	8538125847	26	10839	4648	8538136686	100

Invalid/ Abstained	-	-	-	-	-	-	-
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Based on the aforesaid results, we report that the **Ordinary Resolution** as set out in Item No. 11 of the Notice of the AGM dated July 31, 2024 read with addendum to the Notice dated August 12, 2024, has been passed with requisite majority.

Thanking You
Yours faithfully,

**For Savita Jyoti Associates
Company Secretaries**

Savita Jyoti

CS Savita Jyoti
Practicing Company Secretary
FCS No.: 3738, CP No.: 1796
UDIN: F003738F001028157
Peer Review No:1326/2021

Witness 1:

Witness 2:

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

Place: Hyderabad
Dated: 23/08/2024

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

2015 08/24
Chairman and Managing Director