



Grid Controller of India Limited

(formerly Power System Operation Corporation Limited)

(A wholly owned Government Company)

CIN: U40105DL2009GOI188682

Registered Office: 1st Floor, B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi – 110 016

Corporate Office: 61, IFCI Tower, 8th and 9th Floor, Nehru Place, New Delhi – 110 019

Phone No.: (011) 26536832, 26524522, 26532062

FAX: (011) 26524525, 26536901

Website: www.grid-india.in, Email ID: gridindiacc@grid-india.in

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the members of Grid Controller of India Limited (formerly Power System Operation Corporation Limited) will be held on Wednesday, 20th September, 2023 at 12.30 p.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 together with Reports of the Board of Directors and Auditors thereon.
2. To take note of the payment of Interim Dividend and declare Final Dividend for Financial Year 2022-23.
3. To authorize the Board of Directors to fix the remuneration of Statutory Auditors appointed by Comptroller and Auditor General of India for FY 2023-24.

Special Business:

4. **To appoint Shri Paresh Rasikbhai Ranpara (DIN: 10183476) as Director (Human Resources):**

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 any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Paresh Rasikbhai Ranpara (DIN: 10183476), who was appointed as Director (Human Resources) by the President of India vide Ministry of Power Office Order No. 11/19/2019 – OM. dt. 22.05.2023 and subsequently

appointed as an Additional Director by the Board of Directors with effect from 31st May, 2023 and holds office up to the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director (Human Resources).”

5. To appoint Shri Rajiv Porwal (DIN: 10230631) as Director (System Operation):

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 any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Rajiv Porwal (DIN: 10230631), who was appointed as Director (System Operation) by the President of India vide Ministry of Power Office Order No. 11/4/2018-OM [244618] dt. 07/07/2023 and subsequently appointed as an Additional Director by the Board of Directors with effect from 07/07/2023 and holds office up to the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director (System Operation).”

For and by order of the Board of Directors



(Priti Chaturvedi)

Company Secretary

Regd. Office:

Grid Controller of India Limited

(formerly Power System Operation Corporation Limited)

(CIN: U40105DL2009GOI188682)

1st Floor, B-9, Qutab Institutional Area,

Katwaria Sarai, New Delhi-110 016.

Date: 23.08.2023

NOTES:

1. In view of the prevalent COVID -19 pandemic, the Ministry of Corporate Affairs (MCA), vide its Circular dt. 28.12.2022, 05.05.2022 and 05.05.2020 has permitted to conduct the Annual General Meeting (AGM) on or before 30th September, 2023 through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) dispensing the need for physical presence of members at a common venue. In compliance with the aforementioned MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for AGM shall be the Registered Office of the Company i.e. 1st Floor, B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-110016.
2. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. The members can join the AGM through VC/ OAVM mode 30 minutes before the scheduled time or any time thereafter till conclusion of the meeting by following the procedure mentioned in the notice.
4. 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. Hence, the route map, proxy form and attendance slip are not attached to this notice.
5. In compliance with the aforesaid MCA Circulars, notice of the AGM along with the Annual Report 2022-23 including the Audited Financial Statements for the F.Y.2022-23 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant(s). Members holding shares in dematerialised form who have not updated their email addresses, are requested to contact their Depository Participant for updation of their email id.
6. The Notice of the AGM is also placed on the website of the Company, i.e. www.grid-india.in.
7. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. Wednesday, 20th September, 2023. Members seeking to inspect such document may send a request on the email id csgridindia@grid-india.in.
8. The explanatory statement pursuant to Section 102 of the Companies Act pertaining to Special Business is attached hereunder and forms part of the notice. As required under the Secretarial Standard on General Meetings (SS-2) the relevant information of Shri Paresh Rasikbhai Ranpara (DIN: 10183476), Director (Human Resources), Additional Director and Shri Rajiv Porwal (DIN: 10230631), Director (System Operation), Additional Directors seeking appointment are attached as Annexure to the Notice. As per the provisions of Clause 3A –II of the MCA General Circular dt. 5th May, 2020, the Board of Directors have considered the matter of Special Business at Item No. 4 and 5 as unavoidable and therefore included it as Special Business in the AGM.

9. None of the Directors of the Company are in any way related with each other.
10. For any queries or assistance regarding demat of shares, Members can contact the Company's Registrar & Share Transfer Agent for assistance in this regard at the following address:

KFin Technologies Private Limited (hereinafter referred to as "KFintech")
Selenium Tower B, Plot No.: 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad 500032, Telangana.
Toll Free No.: 1800-309-4001
Email: einward.ris@kfintech.com
11. Shareholders seeking any information with regard to accounts are requested to write to the company at csgridindia@grid-india.in mentioning their name demat account number/folio number.
12. In addition to the Interim Dividend of ₹427.43 lakh paid in November'22, the Board of Directors in its Meeting held on 17.05.2023 had declared Final dividend of ₹47.49 lakh which shall be paid upon the approval of the members at the Annual General Meeting.
13. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of the Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuance of Section 142 of the Companies Act, 2013, their 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 their meeting held on 09.09.2022 had authorized the Board of Directors to fix the remuneration of Statutory Auditors for the F.Y. 2022-23. The Members may authorize the Board to fix an appropriate remuneration for Statutory Auditors appointed by C&AG for the F.Y. 2023-24.
14. Annual Depository fee for the F.Y. 2023-24 has been paid to NSDL.
15. **Guidelines for Members for attending the AGM through VC /OAVM are as under:**
 - i. Members will be provided with a facility to attend the AGM through VC/OAVM through WebEx or other suitable platform. Members may access the same through login by using the credentials shared in this regard. The link for VC/OAVM will be available to the members through email at the email address registered with the Company.
 - ii. For convenience and proper conduct of the AGM, Members will be allowed to login and join 30 minutes before and anytime thereafter till conclusion of AGM. The login facility will remain open throughout the proceedings. Members who need technical assistance before or during the AGM can send a request at csgridindia@grid-india.in.
 - iii. 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.

- iv. Members who would like to express their views or ask questions during the AGM may send their request from their registered Email ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at csgriidindia@grid-india.in. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT**ITEM NO. 4****Appointment of Shri Paresh Rasikbhai Ranpara (DIN: 10183476) as Director (Human Resources):**

Shri Paresh Rasikbhai Ranpara was appointed as Director (Human Resources) of the Company by the President of India vide Ministry of Power Office Order No. 11/19/2019 –OM. dt. 22.05.2023 and assumed charge with effect from 31st May, 2023.

In terms of Article 40 of the Articles of Association of the Company, 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). Approval of the Board of Directors was obtained vide Resolutions passed by way of circulation effected on 23.05.2023 and 31.05.2023 for the appointment of Shri Paresh Rasikbhai Ranpara as an Additional Director w.e.f. 31st May, 2023 as per provisions of Section 161 of the Act to hold office upto the date of the ensuing Annual General Meeting or till the date of his superannuation, i.e. 31.08.2031, or until further orders, whichever is earlier. Shri Paresh Rasikbhai Ranpara has assumed the Charge of the post w.e.f. 31.05.2023.

In accordance with the Ministry of Corporate Affairs' Notification dt. 05.06.2015, the requirement regarding submission of notice signifying the intention for appointment of an individual as a Director along with deposit of one lakh rupees (as contemplated under Section 160 of the Companies Act, 2013) is exempt for the Company, being a wholly owned Govt. Company.

In accordance with Ministry of Corporate Affairs' Notification dt. 13.06.2017, the provisions of Section 152 of the Companies Act, 2013 relating to retirement of Directors by rotation are not applicable to Company, being a wholly owned Govt. Company.

Shri Paresh Rasikbhai Ranpara holds 'one' equity share in Grid-India as a nominee of Ministry of Power, Govt. of India.

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. 4 as an Ordinary Resolution.

Brief resume of Shri Paresh Rasikbhai Ranpara is annexed.

ITEM NO. 5

Appointment of Shri Rajiv Porwal (DIN: 10230631) as Director (System Operation):

Shri Rajiv Porwal was appointed as Director (System Operation) of the Company by the President of India vide Ministry of Power Office Order 11/4/2018-OM [244618] dt. 07/07/2023 and assumed charge with effect from 7th July, 2023.

In terms of Article 40 of the Articles of Association of the Company, 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). Approval of the Board of Directors was obtained vide Resolution passed by way of circulation effected on 07.07.2023 for the appointment of Shri Rajiv Porwal as an Additional Director w.e.f. 7th July, 2023 as per provisions of Section 161 of the Act to hold office upto the date of the ensuing Annual General Meeting or till the date of his superannuation, i.e. 31.08.2028, or until further orders, whichever is earlier. Shri Rajiv Porwal has assumed the Charge of the post w.e.f. 07.07.2023.

In accordance with the Ministry of Corporate Affairs' Notification dt. 05.06.2015, the requirement regarding submission of notice signifying the intention for appointment of an individual as a Director along with deposit of one lakh rupees (as contemplated under Section 160 of the Companies Act, 2013) is exempt for the Company, being a wholly owned Govt. Company.

In accordance with Ministry of Corporate Affairs' Notification dt. 13.06.2017, the provisions of Section 152 of the Companies Act, 2013 relating to retirement of Directors by rotation are not applicable to Company, being a wholly owned Govt. Company.

Shri Rajiv Porwal holds 'one' equity share in Grid-India as a nominee of Ministry of Power, Govt. of India.

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. 5 as an Ordinary Resolution.

Brief resume of Shri Rajiv Porwal is annexed.

Brief Resume of the Director seeking appointment:

Name	Shri Paresh Rasikbhai Ranpara
DIN	10183476
Date of Birth and Age	24/08/1971 and 52 years
Date of Appointment	31.05.2023
Qualification	MSW from Maharaja Sayajirao University and BBA from Sardar Patel University.
Expertise in specific Functional Area	<p>Shri Paresh R. Ranpara (DIN:10183476) is the Director (Human Resources) of our Company.</p> <p>He has done his MSW from Maharaja Sayajirao University and Bachelor of Business Administration from Sardar Patel University. Shri Ranpara is a seasoned HR Professional with more than 28 years of experience in state owned power sector companies of Gujarat. Prior to joining power sector of the state he had also worked in private sector. As HR Head of GUVNL, he was responsible for policy making for group companies employing more than 60,000 employees.</p> <p>He was actively involved in process of unbundling of erstwhile GEB and steered communication exercise for making it the smoothest transition. He has designed Performance Management System for all group companies. He was involved in organization restructuring, right sizing and manpower planning. He has steered the succession planning for senior positions in MGVCL (DISCOM). He is also certified assessor from XLRI.</p> <p>He has designed and launched leadership development and motivational programmes for GUVNL and group companies. He has taken various HR initiatives for promoting culture of innovation and creativity and to meet the requirement of new skill in view of penetration of renewable energy and other challenges for reskilling. He is strong believer in team work and giving platform to the right talent in the organization.</p> <p>He was appointed as Director (Human Resources) on our Board in May, 2023.</p>
Directorship held in other Companies	NIL
Membership/ Chairmanship of Committees in other Companies	NIL
No. of Board Meeting(s) attended during FY 2022-23	Held during tenure (FY 2022-23): NA Attended: NA
No. of Shares held	01 as a nominee of Ministry of Power, Govt. of India (w.e.f. 23.08.2023)

Brief Resume of the Director seeking appointment:

Name	Shri Rajiv Porwal
DIN	10230631
Date of Birth and Age	28/08/1968 and 55 years
Date of Appointment	07/07/2023
Qualification	B. Tech from MMM Engineering College and M. Tech from IIT, Delhi
Expertise in specific Functional Area	<p>Shri Rajiv Kumar Porwal (DIN: 10230631) is the Director (System Operation) of our Company. He is a 1992 batch graduate in Electrical Engineering from MMM Engineering College Gorakhpur and a Master in Power Electronics, Electrical Machines and Drives from Indian Institute of Technology, Delhi (India). Before joining the Board of Grid-India, he was working as Executive director at Northern Regional Load Despatch Centre.</p> <p>Some of his distinct contributions as a team member have been in the implementation of the first Grid-Code in the country, availability-based tariff (ABT) and deviation settlement mechanism (DSM), open access in transmission as Open Access Coordinator at NRLDC, regional energy accounting (REAs) by RLDCs, operations of Power Exchanges (PX) in the country, simulation-based calculations of total transfer capability (TTC) and available transfer capability (ATC) of different control areas for maintaining security as well as assisting market operations, point of connection (PoC)-based transmission pricing, integration of regional grids to fulfil the dream of achieving one nation one grid, restoration of the grids, certification of system operators and drafting of transmission planning criteria of 2013 and 2023.</p> <p>He has also been deeply involved in the implementation of phasor or measurement units (PMUs) pilot and their utilization for system security and reliability, protection settings and testing, system protection schemes (SPS), reserves through reserves regulation ancillary services (RRAS), primary frequency response testing of generating units.</p> <p>Shri Rajiv Kumar Porwal has also immensely contributed during rolling out of major initiatives like security constrained economic dispatch (SCED) and automatic generation control (AGC) in the country.</p> <p>He has played a vital role in the cross-border power exchanges with the neighbouring countries, drafting of the expert committee report for the Grid Code 2023 and integration of renewables at the inter-state level.</p> <p>He has authored/co-authored more than 25 technical papers at nation and international forums. He is member of IEEE and CIGRE wherein he has contributed to the working groups.</p> <p>He has been appointed as Director (System Operation) on our Board in July, 2023.</p>

Directorship held in other Companies	NIL
Membership / Chairmanship of Committees in other Companies	NIL
No. of Board Meeting(s) attended during FY 2022-23	Held during tenure (FY 2022-23): NA Attended: NA
No. of Shares held	01 as a nominee of Ministry of Power, Govt. of India (w.e.f. 23.08.2023)