

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

1ST FLOOR, B-9, QUTAB INSTITUTIONAL AREA, KATWARIA SARAI
NA
NEW DELHI
Delhi
110016

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Union Government Company

(v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	200,000,000	30,640,000	30,640,000	30,640,000
Total amount of equity shares (in Rupees)	2,000,000,000	306,400,000	306,400,000	306,400,000

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	200,000,000	30,640,000	30,640,000	30,640,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,000,000,000	306,400,000	306,400,000	306,400,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	6	30,639,994	30640000	306,400,000	306,400,000	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	6	30,639,994	30640000	306,400,000	306,400,000	

Preference shares

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		20/09/2023	
Date of registration of transfer (Date Month Year)		17/05/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	37		
Transferor's Name	Kassi	Kumar	Sanjeev
	Surname	middle name	first name
Ledger Folio of Transferee	41		

Transferee's Name	<input type="text" value="Singh"/>	<input type="text"/>	<input type="text" value="Narender"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="23/08/2023"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="41"/>
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Transferor's Name	<input type="text" value="Singh"/>	<input type="text"/>	<input type="text" value="Narender"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="42"/>
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Transferee's Name	<input type="text" value="Ranpara"/>	<input type="text" value="Rasikbhai"/>	<input type="text" value="Paresh"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="23/08/2023"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="38"/>
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Transferor's Name	<input type="text" value="Chaturvedi"/>	<input type="text"/>	<input type="text" value="Priti"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="43"/>
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Transferee's Name	<input type="text" value="Porwal"/>	<input type="text" value="Kumar"/>	<input type="text" value="Rajiv"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="23/08/2023"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="34"/>
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Transferor's Name	<input type="text" value="Sule"/>	<input type="text" value="Ramesh"/>	<input type="text" value="Ajay"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="44"/>
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Transferee's Name	<input type="text" value="Kumar"/>	<input type="text"/>	<input type="text" value="Sanjay"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text" value="22/03/2024"/>
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Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
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Ledger Folio of Transferor	<input type="text" value="44"/>
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Transferor's Name	<input type="text" value="Kumar"/>	<input type="text"/>	<input type="text" value="Sanjay"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text" value="45"/>
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Transferee's Name	<input type="text" value="Sinha"/>	<input type="text"/>	<input type="text" value="Anjali"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

4,261,920,584.34

(ii) Net worth of the Company

6,364,122,237.21

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	30,639,994	100	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	30,640,000	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	0	5	0	0	0
(i) Non-Independent	2	0	5	0	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	2	0	2	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	2	5	2	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUNDARAM RAM NAF	08290520	Managing Director	1	
SUDHANSU SEKHAR	08775878	Whole-time directo	1	31/05/2024
PARESH RASIKBHAI I	10183476	Whole-time directo	1	
RAJIV KUMAR PORW	10230631	Whole-time directo	1	
SANJAY MEHROTRA	02263323	Additional director	0	
MOHAMMAD AFZAL	09762315	Nominee director	1	23/07/2024
ANJALI SINHA	10548714	Nominee director	1	
SANJAY MEHROTRA	AAFPM1361B	CFO	0	
PRITI CHATURVEDI	AFKPC7555B	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

11

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
PARESH RASIKBH/	10183476	Additional director	23/05/2023	Appointment
RAJIV KUMAR POR	10230631	Additional director	07/07/2023	Appointment
PARESH RASIKBH/	10183476	Whole-time director	20/09/2023	Change in Designation
RAJIV KUMAR POR	10230631	Whole-time director	20/09/2023	Change in Designation
SANJAY MEHROTR	02263323	Additional director	07/12/2023	Appointment
SANJAY KUMAR	08749113	Nominee director	21/08/2023	Appointment
ANJALI SINHA	10548714	Nominee director	19/03/2024	Appointment
AJAY RAMESH SUL	08126277	Nominee director	21/08/2023	Cessation
SANJAY KUMAR	08749113	Nominee director	08/11/2023	Cessation
SANJAY MEHROTR	AAFPM1361B	CFO	30/01/2024	Appointment
SHYAM SUNDER G	ABGPG5995B	CFO	07/12/2023	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	20/09/2023	7	7	100

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2023	4	4	100
2	25/07/2023	6	6	100
3	23/08/2023	6	6	100
4	20/09/2023	6	6	100
5	24/11/2023	5	5	100
6	30/01/2024	6	6	100
7	22/03/2024	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	17/05/2023	3	3	100
2	Audit Committee	23/08/2023	3	3	100
3	Audit Committee	24/11/2023	3	3	100
4	Audit Committee	30/01/2024	3	3	100
5	Corporate Social Responsibility	17/05/2023	3	3	100
6	Corporate Social Responsibility	30/01/2024	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
7	Nomination an	20/09/2023	3	3	100
8	Risk Manager	17/05/2023	3	3	100
9	Risk Manager	24/11/2023	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	18/09/2024
								(Y/N/NA)
1	SUNDARAM P	7	7	100	4	4	100	Yes
2	SUDHANSU S	7	7	100	7	7	100	Not Applicable
3	PARESH RAS	6	6	100	2	2	100	Yes
4	RAJIV KUMAR	6	6	100	3	3	100	Yes
5	SANJAY MEH	2	2	100	0	0	0	Yes
6	MOHAMMAD	7	7	100	7	7	100	Not Applicable
7	ANJALI SINHA	1	1	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	SUNDARAM RAM N	CHAIRMAN ANI	8,687,024			1,016,276	9,703,300
2	SUDHANSU SEKH	WHOLE TIME D	8,604,055			1,007,119	9,611,174
3	PARESH RASIKBH	WHOLE TIME D	4,199,502			616,100	4,815,602
4	RAJIV KUMAR POF	WHOLE TIME D	5,749,981			674,329	6,424,310
5	SANJAY MEHROTR	ADDITIONAL DI	1,832,535			276,021	2,108,556
	Total		29,073,097	0	0	3,589,845	32,662,942

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRITI CHATURVEDI	COMPANY SEC	3,691,499			489,510	4,181,009
2	SHYAM SUNDER C	CFO	5,567,497			696,937	6,264,434
	Total		9,258,996			1,186,447	10,445,443

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

NARESH KUMAR SINHA

Whether associate or fellow

Associate Fellow

Certificate of practice number

14984

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 15.2.1 dated 14/10/2011

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SANJAY
MEHROTRA

DIN of the director

0*2*3*2*

To be digitally signed by

PRITI
CHATURVE
DI

Company Secretary

Company secretary in practice

Membership number

1*6*9

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of shareholders.pdf Form_MGT 8_FY2023-24.pdf SAR_FY_2023-24.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



ग्रिड कंट्रोलर ऑफ इंडिया लिमिटेड
(भारत सरकार का उद्यम)
GRID CONTROLLER OF INDIA LIMITED
(A Government of India Enterprise)



[formerly Power System Operation Corporation Limited (POSOCO)]

केन्द्रीय कार्यालय : 61, आई एफ सी आई टावर, 8वां और 9वां तल, नेहरू प्लेस, नई दिल्ली - 110019
Corporate Office : 61, IFCI Tower, 8th & 9th Floor, Nehru Place, New Delhi - 110019
CIN : U40105DL2009GOI188682, Website : www.grid-india.in, E-mail : gridindiacc@grid-india.in, Tel.: 011- 40234672

Annexure

Grid Controller of India Limited (GRID-INDIA) is a wholly owned Government Company. The entire shares of the Company are held in the name of President of India through Secretary, Ministry of Power, Govt. of India and the nominees (from time to time) as brought out below:

As on 31/03/2024

Name of Shareholder	Folio No.	No. of Shares
President of India	DEMAT (DP ID: IN301330) (Client ID: 20155555)	30639994 Equity Shares of ₹10 each
Shri Mohammad Afzal*	40	01 Equity Share of ₹10 each
Shri Paresh R Ranpara*	42	01 Equity Share of ₹10 each
Shri R K Porwal*	43	01 Equity Share of ₹10 each
Ms. Anjali Sinha*	45	01 Equity Share of ₹10 each
Shri S.R. Narasimhan*	33	01 Equity Share of ₹10 each
Shri Sudhansu Sekhar Barpanda*	35	01 Equity Share of ₹10 each

*Nominee(s) of Ministry of Power, Govt. of India

P. Chaturvedi

CS PRITI CHATURVEDI

Company Secretary

GRID CONTROLLER OF INDIA LIMITED (GRID - INDIA)
formerly Power System Operation Corporation Limited (POSOCO)
B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-16
Membership No.: A17639

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Grid Controller of India Limited (GRID-INDIA) (Formerly known as Power System Operation Corporation Limited), (CIN: U40105DL2009GOI188682)** (“the Company”) having its registered office at **B-9 (1st Floor), Qutab Institutional Area, Katwaria Sarai, New Delhi-110016**, as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
2. maintenance of registers/ records & making entries therein within the time prescribed therefor;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the

circular resolutions have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;

5. closure of Register of Members / Security holders, as the case may be;

6. advances/ loans to its directors and/or persons or firms or companies referred in section 185 of the Act, if any;

7. contracts/arrangements with related parties as specified in section 188 of the Act, if any;

8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities in all instances if any;

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act if any;

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund, if any, in accordance with Section 125 of the Act during the period under review;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them on its Board except;

• ***Section 149(1), 149(4) of the Companies Act, 2013 with respect to Composition of Board of Directors.***

• ***Section 177, 178 of the Companies Act, 2013 with regard to composition of Audit Committee and Nomination & Remuneration Committee during the period under review.***

13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act, if any;

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, if any;

15. acceptance/ renewal/ repayment of deposits, if any;

16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act, if any;

18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company, if any.

Place: Noida

Date: 15.10.2024

For, Kumar Naresh Sinha & Associates

Company Secretaries

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KUMAR
SINHA

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SINHA
Date: 2024.10.15
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(Naresh Kumar Sinha)

Proprietor

FCS No.: F1807, CP No.:14984

PR: 610/2019

FRN: S2015UP440500

UDIN: F001807F001560716

Form MR – 3
Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Grid Controller of India Limited
(Formerly known as Power System Operation Corporation Limited),
B-9, (1st Floor), Qutab Institutional Area, Katwaria Sarai,
New Delhi-110016

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Grid Controller of India Limited (Formerly known as Power System Operation Corporation Limited) [CIN: U40105DL2009GOI188682]** (hereinafter called the “Company”) having its Registered Office at **B-9, (1st Floor), Qutab Institutional Area, Katwaria Sarai, New Delhi-110016**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(to the extent applicable)**

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable during the period under review, as the**

Company is not Listed)

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(Not Applicable during the period under review, as the Company is not Listed)**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the period under review, as the Company is not Listed)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the period under review, as the Company is not Listed)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021; **(Not Applicable during the period under review, as the Company is not Listed)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable during the period under review, as the Company is not Listed)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the period under review, as the Company is not Listed)**
- (v) The other law, as informed by the management of the Company which, is specifically applicable to the Company based on their sector/ industry, viz.,

- **Indian Electricity Grid Code, 2023 and CEA Grid Standards Regulation 2010**

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditor and other designated professionals.

We have also examined compliance with the applicable clauses/Regulations of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Not Applicable during the period under review, as the Company is not Listed).**
- (iii) Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs) issued by the Department of Public Enterprises vide their OM No. 18(8)/2005-GM dated 14th May 2010.
- (iv) Guidelines on Capital Restructuring of Central Public Sector Enterprises (CPSEs) as stipulated in the O.M.F No. 5/2/2016-Policy dated 27th May 2016 issued by Department of Investment and Public Asset Management (DIPAM), Ministry of Finance, Government of India.

During the period under review and as per the explanations and representations made by the officers and management and subject to the clarifications given to us, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- ***Non-compliance of Section 149(1), 149(4) of the Companies Act, 2013 & Clause 3.1.2, Clause 3.1.4 of the DPE Guidelines on Corporate Governance with respect to Composition of Board of Directors.***

- **Non-compliance of Section 177, 178 of the Companies Act, 2013 and Clause 4.1.1, 5.1 of the DPE Guidelines on Corporate Governance with regard to composition of Audit Committee and Nomination & Remuneration Committee during the period under review.**

We further report that:

The Board of Directors of the Company comprises of Executive and Non-Executive Directors including a Woman Director (w.e.f., 19.03.2024). The Company did not have Independent Directors on its Board as required under Section 149(4) of the Companies Act, 2013 & Clause 3.1.4 of the DPE Guidelines on Corporate Governance. Company is regular in writing to its Administrative Ministry i.e., Ministry of Power, Govt. of India, regarding Independent Directors vacancies on the Board of the Company. The Changes in the Composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions were generally carried unanimously during the period under review.

We further report that according to the information and explanation given to us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

Date: July 10, 2024
Place: Noida

For Kumar Naresh Sinha & Associates
Company Secretaries

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Naresh Kumar Sinha
(Proprietor)
FCS No.: 1807; CP No.: 14984
PR: 610/2019
FRN: S2015UP440500
UDIN: F001807F000708898

*Note: This report is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this report.*

Annexure-A

To,
The Members,
Grid Controller of India Limited
(Formerly known as Power System Operation Corporation Limited),
B-9, (1st Floor), Qutab Institutional Area, Katwaria Sarai,
New Delhi-110016

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our finding/audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. We have relied upon the Reports of statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers, and financial statement of the relevant financial year, which give a true and fair view of the state of the affairs of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: July 10, 2024
Place: Noida

For Kumar Naresh Sinha & Associates
Company Secretaries

NARESH
KUMAR SINHA

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NARESH KUMAR SINHA
Date: 2024.07.10
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Naresh Kumar Sinha
(Proprietor)
FCS No.: 1807; CP No.: 14984
PR: 610/2019
FRN: S2015UP440500
UDIN: F001807F000708898