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पावरग्रिड

POWER GRID CORPORATION OF INDIA LIMITED

Our Company was incorporated in New Delhi on October 23, 1989 under the Companies Act, 1956 (the "Companies Act 1956") as a public limited company under the name 'National Power Transmission Corporation Limited'. For more information on change in the name of our Company and our registered office, see ***"History and Certain Corporate Matters"*** on page 131 of the Red Herring Prospectus dated November 15, 2013 (the "RHP" or the "Red Herring Prospectus").

Registered Office: B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi 110 016, India **Tel:** +91 (11) 2656 0112 **Fax:** +91 (11) 2656 4849; **Corporate Office:** "Saudamini", Plot No.2, Sector 29, Gurgaon 122 001, Haryana, India **Tel:** +91 (124) 2571 700 **Fax:** +91 (124) 2571 848; **Company Secretary and Compliance Officer:** Ms. Divya Tandon, Company Secretary **Tel:** +91 (124) 2571 968 **Fax:** +91 (124) 2571 891 **E-mail:** investors@powergridindia.com **Website:** www.powergridindia.com

FURTHER PUBLIC OFFER OF 787,053,309 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 90* PER EQUITY SHARE OF POWER GRID CORPORATION OF INDIA LIMITED ("POWERGRID", "OUR COMPANY" OR "THE ISSUER") AGGREGATING ₹ 69,586.4 MILLION# (THE "OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF 601,864,295 EQUITY SHARES BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF 185,189,014 EQUITY SHARES BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF POWER, GOVERNMENT OF INDIA (THE "SELLING SHAREHOLDER") (THE "OFFER FOR SALE"). THE OFFER COMPRISES A NET OFFER TO THE PUBLIC OF 784,053,309 EQUITY SHARES ("THE NET OFFER") AND A RESERVATION OF 3,000,000 EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED IN THE RHP) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER WOULD CONSTITUTE 15.04% OF THE POST OFFER PAID-UP EQUITY CAPITAL OF OUR COMPANY AND THE NET OFFER WOULD CONSTITUTE 14.99% OF THE POST OFFER PAID-UP EQUITY CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH.

THE OFFER PRICE : ₹ 90 PER EQUITY SHARE* OF FACE VALUE OF ₹ 10 EACH
THE OFFER PRICE IS 9 TIMES OF THE FACE VALUE

*** Discount of ₹ 4.50 to the Offer Price is offered to Retail Individual Investors (the "Retail Discount") and Eligible Employees bidding in the Employee Reservation Portion (the "Employee Discount").**

#Subject to adjustment for any withdrawals in the Employee Reservation Portion and the Retail Category along with the Employee Discount and the Retail Discount offered to the Eligible Employees and the Retail Individual Investors, respectively, and subsequent reallocation in the Net Offer.

The Offer was made in accordance with Regulation 27 read with Regulation 26(1) (d) and (e) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), through the Book Building Process where 50% of the Net Offer will be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") ("QIB Category"). Further, 5% of the QIB Category will be available for allocation on a proportionate basis to Mutual Funds only. The remainder will be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Offer will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, 3,000,000 Equity Shares will be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received from them at or above the Offer Price. For details in this regard, specific attention is invited to ***"Offer Procedure"*** on page 422 of the Red Herring Prospectus.

For details of the share capital of our Company and our capital structure, see ***"Capital Structure"*** on page 35 of the Red Herring Prospectus. The signatories to the Memorandum of Association of our Company were the President of India, acting through the then Ministry of Energy (now Ministry of Power), Government of India and its nominees, who, together subscribed for 11 equity shares of our Company with face value of ₹ 1,000 per equity share as initial subscription. The liability of the members of our Company is limited. For details of the main objects as contained in the Memorandum of Association of our Company, see ***"History and Certain Corporate Matters"*** on page 131 of the Red Herring Prospectus.

PROMOTER: PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF POWER, GOVERNMENT OF INDIA ("MOP") AND THE MINISTRY OF DEVELOPMENT OF NORTH EASTERN REGION, GOVERNMENT OF INDIA ("MODONER"), PRESENTLY HOLDING 69.42% OF THE ISSUED AND PAID UP CAPITAL OF THE COMPANY. FOR DETAILS, SEE "CAPITAL STRUCTURE" ON PAGE 35 OF THE RED HERRING PROSPECTUS.

BID/OFFER OPENED ON	**DECEMBER 3, 2013 (TUESDAY)**
BID/OFFER CLOSED ON	**DECEMBER 5, 2013 (THURSDAY) (FOR QIB BIDDERS)** **DECEMBER 6, 2013 (FRIDAY) (FOR ALL OTHER BIDDERS)**

Bidders should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder as available on the records of the Depositories. These Demographic Details may be used, among other things, for giving refunds and Allotment Advice (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders' sole risk.

LISTING: The Equity Shares of our Company are listed on the NSE and the BSE. The Equity Shares offered pursuant to the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. NSE is the Designated Stock Exchange for the Offer.

DISCLAIMER CLAUSE OF SEBI: SEBI only gives its observations on the Offer Documents and this does not constitute approval of either the Offer or the Offer Document. Investors are advised to refer to the Red Herring Prospectus for the full text of the Disclaimer Clause of SEBI.

DISCLAIMER CLAUSE OF THE NSE - (The Designated Stock Exchange): "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the Disclaimer Clause of NSE."

DISCLAIMER CLAUSE OF THE BSE: "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to the Red Herring Prospectus for the full text of the Disclaimer Clause of BSE Limited ."

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 or any state securities laws in the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933 and in accordance with any applicable U.S. state securities laws. The Equity Shares are being offered and sold only (1) in the United States to persons reasonably believed to be "qualified institutional buyers" as defined in Rule 144A, and (2) outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdiction where such offers and sales occur. Except with respect to eligible investors in jurisdictions where such offer is permitted by law, nothing in this advertisement constitutes an offer or an invitation by or on behalf of either the Issuer or the Selling Shareholder or the BRLMs or the Syndicate Members to subscribe for or purchase any of the securities described therein. If a jurisdiction requires that the offering be made by a licensed broker or dealer and either the BRLM or a Syndicate Member or any affiliate of such BRLM or Syndicate Member is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such BRLM or Syndicate Member or any of its eligible affiliates on behalf of the Issuer and the Selling Shareholder in such jurisdiction. No public offering of securities is contemplated in the United States or any other jurisdiction outside India.

BOOK RUNNING LEAD MANAGERS

SBI Capital Markets Limited	Citigroup Global Markets India Private Limited	ICICI Securities Limited	Kotak Mahindra Capital Company Limited	UBS Securities India Private Limited
202, Maker Tower E, Cuffe Parade Mumbai 400 005, India Tel: +91 (22) 2217 8300 Fax: +91 (22) 2218 8332 E-mail: pgcil.fpo2013@sbicaps.com Investor Grievance E-mail: investor.relations@sbicaps.com Website: www.sbicaps.com Contact Person: Mr. Srihari Santhakumar / Mr. Mayank Gupta SEBI Registration No.: INM000003531	1202, 12th Floor, First International Financial Centre G-Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, India Tel: +91 (22) 6175 9899 Fax: +91 (22) 3919 7880 E-mail: pgcil.fpo2013@citi.com Investor Grievance E-mail: investors.cgmib@citi.com Website: www.online.citibank.co.in /rhtm/citigroupglobalscreen1.htm Contact Person: Mr. Madhav Tandan SEBI Registration No.: INM000010718	ICICI Centre, H.T. Parekh Marg Churchgate, Mumbai 400 020, India Tel: +91 (22) 2288 2460 Fax: +91 (22) 2282 6580 E-mail: pgcil.fpo2013@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Mr. Bhavin Vakil SEBI Registration No.: INM000011179	27 BKC, Plot No. C-27, "G" Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051, India Tel: +91 (22) 4336 0000 Fax: +91 (22) 6713 2447 E-mail: pgcil.fpo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact Person: Mr. Ganesh Rane SEBI Registration Number: INM000008704	2 /F, 2 North Avenue, Maker Maxity Bandra Kurla Complex Bandra (East) Mumbai 400 051, India Tel: +91 (22) 6155 6000 Fax: +91 (22) 6155 6300 E-mail: OL-CCS+-PGCIL-FPO@ubs.com Investor Grievance E-mail: customercare@ubs.com Website: www.ubs.com/indianoffers Contact Person: Mr. Vibhor Gupta SEBI Registration No.: INM000010809

REGISTRAR TO THE OFFER

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Tel: +91 (40) 4465 5000 Fax: +91 (40) 2343 1551
E-mail: einward.ris@karvy.com, Investor Grievance E-mail: powergrid-fpo@karvy.com
Website: http://karisma.karvy.com, Contact Person: Mr. M. Murali Krishna
SEBI Registration Number: INR000000221

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Divya Tandon
Tel: +91 (124) 2571 968 Fax: +91 (124) 2571 891
E-mail: investors@powergridindia.com Website: www.powergridindia.com

Bidders may contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment and credit of Allotted Equity Shares in the respective beneficiary account or refund orders.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Red Herring Prospectus, and the Risk Factors contained therein, before applying in the Offer. Full copy of the Red Herring Prospectus is available at the websites of SEBI, BSE, NSE, Issuer and BRLMs at www.sebi.gov.in, www.bseindia.com, www.nseindia.com, www.powergridindia.com, www.sbicaps.com, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, www.icicisecurities.com, www.investmentbank.kotak.com and www.ubs.com/indianoffers, respectively.

BANKERS TO THE OFFER AND ESCROW COLLECTION BANKS: ICICI Bank Limited, State Bank of India, HDFC Bank Limited, Axis Bank Limited and Kotak Mahindra Bank Limited.

For **Power Grid Corporation of India Limited**
On behalf of the Board of Directors
Sd/-
Chairman & Managing Director

Place : New Delhi
Date: December 10, 2013

Power Grid Corporation of India Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make a further public offering of its equity shares and has filed a Red Herring Prospectus with the Registrar of Companies, National Capital Territory of Delhi and Haryana, the Securities and Exchange Board of India ("SEBI"), the National Stock Exchange of India Limited and the BSE Limited. The Red Herring Prospectus is available on the website of the SEBI and the websites of SBI Capital Markets Limited, Citigroup Global Markets India Private Limited, ICICI Securities Limited, Kotak Mahindra Capital Company Limited and UBS Securities India Private Limited, the BRLMs. Any potential investors should note that investment in equity shares involves a high degree of risk. For details, potential investors should refer to the Red Herring Prospectus which has been filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana, including the section titled "Risk Factors".