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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.

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

ADDENDUM NOTICE TO THE INVESTORS

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")

FURTHER PUBLIC OFFER OF 787,053,309 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [-] PER EQUITY SHARE OF POWER GRID CORPORATION OF INDIA LIMITED ("POWERGRID", "OUR COMPANY" OR "THE ISSUER") AGGREGATING ₹ [-] 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.

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

In relation to the Offer, our Company has registered the Red Herring Prospectus dated November 15, 2013 (the "RHP"), with the Registrar of Companies, National Capital Territory of Delhi and Haryana ("RoC"). In accordance with Schedule VIII, Part A, Paragraph 2, Item (IX) (BA) (2) (ii) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, investors should note the following financial information. This financial information has not been reviewed or audited by the statutory auditors of our Company and investors should not place undue reliance on this financial information.

The working results of the Issuer for the period between April 1, 2013 and October 31, 2013 are as under:

Particulars		(₹ in million)
(a)	(i) Sales / Turnover	88,562.8
	(ii) Other income	2,179.0
(b)	Estimated Gross Profit (excluding depreciation and taxes)	59,414.0
(c)	(i) Provision for depreciation	22,927.3
	(ii) Provision for taxes	9,962.5
(d)	Estimated net profit (after tax)	26,524.2

Further, there have been no material changes and commitments affecting the financial position of our Company, for the period between April 1, 2013 and October 31, 2013.

The Prospectus proposed to be filed by our Company with the RoC will be updated accordingly.

For Power Grid Corporation of India Limited

On behalf of the Board of Directors

Place : New Delhi

Date: December 2, 2013

Sd/-

Chairman & Managing Director

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 and the Securities and Exchange Board of India ("SEBI"). 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".

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.

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