



पावर फाइनेंस कॉर्पोरेशन लिमिटेड POWER FINANCE CORPORATION LTD.

(भारत सरकार का उपक्रम)

(A Govt. of India Undertaking)

(आई.एस.ओ. 9001:2008 प्रमाणित)

(ISO 9001:2008 Certified)

No:1:05:138:II:CS

Dated: 19.08.2016

National Stock Exchange of India Limited, Listing Department, Exchange Plaza, Bandra – Kurla Complex, Bandra (E) <u>MUMBAI – 400 051.</u>	Bombay Stock Exchange Limited, Department of Corporate Services, Floor – 25, PJ Towers, Dalal Street, <u>MUMBAI – 400 001.</u>
Kind Attn.: Ms. Rehana Dsouza, Asstt. Vice President	Kind Attn.: Mr. IyerGopalkrishnan, GM, Corporate Services.
Fax No.: 022-26598237/38, 022- 66418125/26/24	Fax No.: 022-22723121, 022-22722037/39/41/61

SUB: Details of voting results and proceedings of 30th AGM of Power Finance Corporation Limited.

Sir,

Pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided E- voting facility to the Shareholders of the Company in respect of all the items to be transacted at the Annual General Meeting (AGM) held today i.e. on 19th August, 2016. The e-voting period commenced on 14th August, 2016 at 10.00 a.m. and ended at 5.00 p.m. on 18th August, 2016 with cut-off date for determining eligibility of shareholders for e-voting being 12th August, 2016.

The Company had also provided voting through ballot papers at the said AGM held on 19th August, 2016 for all the resolutions.

Ms. Archana Bansal, Practising Company Secretary, who was appointed as a Scrutinizer has since submitted her Report to the Chairman.

The voting results pursuant to Regulation 44 of SEBI (LODR) Regulation 2015 and proceedings of the said 30th AGM pursuant to Regulation 30 of SEBI (LODR) Regulation 2015 are enclosed herewith as Annexure-I and II respectively.

Submitted for your information and record.

Thanking You,

Yours faithfully,
For Power Finance Corporation Limited


(Manohar Balwani)
Company Secretary

Details regarding the voting results for the 30th Annual General Meeting of Power Finance Corporation Limited**Date of the AGM:** 19th August, 2016**Total number of shareholders on record date:** 213518**No. of Shareholders present in the meeting either in person or through proxy:**

Promoters and Promoter Group: 1

Public: 20120

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: NIL

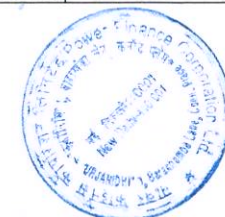
Public: NIL

Mode of voting: **E-Voting:** 14th August, 2016 at 10.00 am till 5.00 p.m. on 18th August, 2016 and**Poll:** Conducted at the AGM held on 19th August, 2016**AGENDA-WISE**

- To receive, consider and adopt the audited financial statements including consolidated financial statements of the company for the financial year ended march 31, 2016, the reports of the Board of Directors and Auditors thereon.

Resolution required: Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111104233	30.7046	111104233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0.0000
	Total		111104233	30.7046	111104233	0	100.0000	0.0000
Public- Non Institutions	E-Voting	63267702	3106077	4.9094	3106077	0	100.0000	0.0000
	Poll		73540	0.1162	73528	12	99.9836	0.0163
	Total		3179617	5.0256	3179605	12	99.9996	0.0000
Total		1320040704	1009208216	76.4528	1009208204	12	100.0000	0.0000



2. To confirm interim dividends and declare final dividend for the financial year 2015-16.

Resolution required: Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111219578	30.7365	111219578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		111219578	30.7365	111219578	0	100.0000	0.0000
Public- Non Institutions	E-Voting	63267702	3106314	4.9098	3106314	0	100.0000	0.0000
	Poll		73540	0.1162	73528	12	99.9836	0.0163
	Total		3179854	5.0260	3179842	12	99.9996	0.0000
Total		1320040704	1009323798	76.4616	1009323786	12	100.0000	0.0000

3. To appoint a Director in place of Shri R. Nagarajan (DIN:00701892), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111219578	30.7365	28876628	82342950	25.9636	74.0363
	Poll		0	0.0000	0	0	0	0.0000
	Total		111219578	30.7365	28876628	82342950	25.9636	74.0363
Public- Non Institutions	E-Voting	63267702	3106102	4.9095	3105610	492	99.9841	0.0158
	Poll		46716	0.0738	46704	12	99.9743	0.0256
	Total		3152818	4.9833	3152314	504	99.9840	0.0160
Total		1320040704	1009296762	76.4595	926953308	82343454	91.8415	8.1585



4. To fix the remuneration of the Statutory Auditors.\

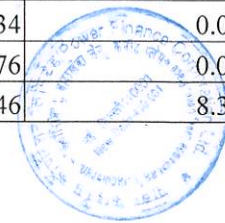
Resolution required: Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111219578	30.7365	105746950	5472628	95.0794	4.9205
	Poll		0	0.0000	0	0	0	0.0000
	Total		111219578	30.7365	105746950	5472628	95.0794	4.9205
Public- Non Institutions	E-Voting	63267702	3106102	4.9095	3105665	437	99.9859	0.0140
	Poll		72941	0.1153	72929	12	99.9835	0.0164
	Total		3179043	5.0248	3178594	449	99.9858	0.0304
Total		1320040704	1009322987	76.4615	1003849910	5473077	99.4577	0.5423

5. To appoint Shri D. Ravi (DIN: 00038452), as Director of the company.

Resolution required: Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111219578	30.7365	26584119	84635459	23.9023	76.0976
	Poll		0	0.0000	0	0	0	0.0000
	Total		111219578	30.7365	26584119	84635459	23.9023	76.0976
Public- Non Institutions	E-Voting	63267702	3106102	4.9095	3105404	698	99.9775	0.0224
	Poll		72540	0.1147	72528	12	99.9834	0.0165
	Total		3178642	5.0242	3177932	710	99.9776	0.0389
Total		1320040704	1009322586	76.4615	924686417	84636169	91.6146	8.3854



6. To modify the existing borrowing limits approved under section 180(1)(c) of companies Act, 2013.

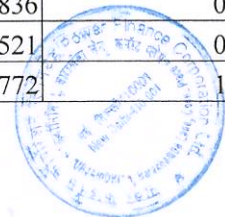
Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111057578	30.6917	106931165	4126413	96.2844	3.7155
	Poll		0	0.0000	0	0	0	0.0000
	Total		111057578	30.6917	106931165	4126413	96.2844	3.7155
Public- Non Institutions	E-Voting	63267702	3106102	4.9095	3105528	574	99.9815	0.0184
	Poll		73540	0.1162	73528	12	99.9836	0.0163
	Total		3179642	5.0257	3179056	586	99.9815	0.0347
Total		1320040704	1009161586	76.4493	1005034587	4126999	99.5910	0.4090

7. To raise funds upto ₹ 55,000 crore through issue of bonds/ debentures/ notes/ debt securities on private placement basis in India and/ or outside India.

Resolution required: Special

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111219578	30.7365	92823517	18396061	83.4596	16.5403
	Poll		0	0.0000	0	0	0	0.0000
	Total		111219578	30.7365	92823517	18396061	83.4596	16.5403
Public- Non Institutions	E-Voting	63267702	3106314	4.9098	3104804	1510	99.9513	0.0486
	Poll		73540	0.1162	73528	12	99.9836	0.0163
	Total		3179854	5.0260	3178332	1522	99.9521	0.0649
Total		1320040704	1009323798	76.4616	990926215	18397583	98.1772	1.8228



8. To enhance the authorised share capital to Rs. 10,000 crore (Rupees ten thousand crores only) and to alter the Memorandum of Association of the Company by substituting the existing clause V.

Resolution required: Ordinary

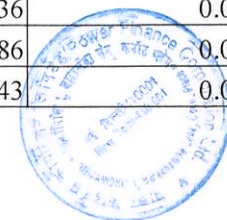
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111219578	30.7365	103075931	8143647	92.6778	7.3221
	Poll		0	0.0000	0	0	0	0.0000
	Total		111219578	30.7365	103075931	8143647	92.6778	7.3221
Public- Non Institutions	E-Voting	63267702	3106114	4.9095	3105597	517	99.9833	0.0166
	Poll		73540	0.1162	73528	12	99.9836	0.0163
	Total		3179654	5.0257	3179125	529	99.9833	0.0329
Total		1320040704	1009323598	76.4616	1001179422	8144176	99.1931	0.8069

9. To approve issuance of bonus shares by capitalizing the ‘Securities Premium Account’ to the extent that the holder of each share of PFC shall be entitled to one bonus share.

Resolution required: Ordinary

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	894924366	0	0.0000	0	0	0	0.0000
	Poll		894924366	100.0000	894924366	0	100.0000	0.0000
	Total		894924366	100.0000	894924366	0	100.0000	0.0000
Public – Institutions	E-Voting	361848636	111219578	30.7365	110960523	259055	99.7670	0.2329
	Poll		0	0.0000	0	0	0	0.0000
	Total		111219578	30.7365	110960523	259055	99.7670	0.2329
Public- Non Institutions	E-Voting	63267702	3106314	4.9098	3105964	350	99.9887	0.0112
	Poll		73540	0.1162	73528	12	99.9836	0.0163
	Total		3179854	5.0260	3179492	362	99.9886	0.0275
Total		1320040704	1009323798	76.4616	1009064381	259417	99.9743	0.0257

All Resolutions as set out in the Notice of 30th Annual General Meeting were duly approved by the Shareholders with requisite majority.



POWER FINANCE CORPORATION LIMITED
NEW DELHI

Proceedings of the 30th Annual General Meeting held during 11.00 A.M to 11.30 A.M. on 19th August, 2016 at Weightlifting Auditorium, Jawaharlal Nehru Stadium, Lodhi Road, New Delhi-110003.

- I. Company Secretary welcomed Shareholders and Auditors and introduced CMD and Directors to the shareholders.
 - II. Chairman addressed the shareholders and Directors.
 - III. Company Secretary confirmed presence of quorum to Chairman, who declared meeting to be in order.
 - IV. Company Secretary read out the Notice, Directors' Report, Auditors Report, C&AG Report, Secretarial Audit Report and the explanations / comments given thereupon by the Board of Directors in their report.
 - V. Company Secretary informed shareholders that in compliance with provisions of listing regulations as well as of the Companies act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided e-voting facility to the members as on the cut off date i.e. August, 12, 2016 for a period of 4 days from August, 14, 2016 to August, 18, 2016 to enable them to cast their vote electronically on the items mentioned in the notice of AGM dated July 26, 2016. Mrs. Archana Bansal, practising company secretary had been appointed as scrutinizer for the purpose of e-voting and physical voting process.
- It was further informed that the shareholders who had casted their vote electronically were not required to vote again at the meeting.
- VI. Chairman explained the objective and implications of the proposed resolutions on the business set out in the notice of this AGM dated July 26, 2016. Thereafter shareholders who had not voted electronically were requested to cast their vote on the polling paper made available and to drop the same in the ballot boxes placed in the auditorium after all the resolutions were read out.
 - VII. It was informed that the result of the polling process along with the e-voting process shall be posted on the website of the company, after its approval by the chairman subsequent to due process of scrutinization of the voting by the scrutinizer, Mrs. Archana Bansal, practising company secretary.



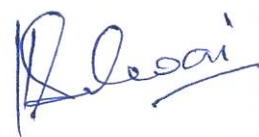
VIII. The resolutions related to following items of business, as per the Notice of AGM, were transacted at the meeting:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements including consolidated financial statements of the company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.
2. To confirm interim dividends and declare final dividend for the financial year 2015-16.
3. To appoint a Director in place of Shri R. Nagarajan (DIN:00701892), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors.

SPECIAL BUSINESS

5. To appoint Shri D. Ravi (DIN: 00038452), as Director of the company.
 6. To modify the existing borrowing limits approved under section 180(1)(c) of companies Act, 2013.
 7. To raise funds upto ₹ 55,000 crore through issue of bonds/ debentures/ notes/ debt securities on private placement basis in India and/ or outside India.
 8. To enhance the authorised share capital to Rs. 10,000 crore (Rupees ten thousand crores only) and to alter the Memorandum of Association of the Company by substituting the existing clause V.
 9. To approve issuance of bonus shares by capitalizing the 'Securities Premium Account' to the extent that the holder of each share of PFC shall be entitled to one bonus share.
- IX. Chairman invited comments on the resolutions and general working of the company and replied the same.
- X. Shareholders casted their votes on the resolutions and dropped the ballot paper in the ballot boxes.
- XI. Company Secretary proposed a vote of thanks to the Chair.
- XII. Thereafter the Chairman declared the closure of the meeting.



मनोहर बलवानी / MANOHAR BALWANI
कंपनी सचिव / Company Secretary (A 1117)
पावर फाइनेंस कॉर्पोरेशन लि. / P.F.C. Ltd.
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