



मनोहर बलवानी
कम्पनी सचिव
MANOHAR BALWANI
Company Secretary

पावर फाइनेंस कार्पोरेशन लिमिटेड
POWER FINANCE CORPORATION LTD.
(भारत सरकार का उपक्रम) (A Govt. of India Undertaking)

No:1:05:138:II:CS
Dated: 19.03.2019

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E), MUMBAI – 400 051.

नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड
लिस्टिंग विभाग, एक्सचेंज प्लाजा,
बान्द्रा-कुर्ला कॉम्प्लेक्स, बान्द्रा (पू), मुंबई-400 051

Bombay Stock Exchange Limited,
Department of Corporate Services,
Floor – 25, PJ Towers,
Dalal Street, MUMBAI – 400 001.

बंबई स्टॉक एक्सचेंज लिमिटेड,
कॉर्पोरेट सेवाएं विभाग, मंजिल-25,
पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई-400 001

SUB: Proceedings of Extra Ordinary General Meeting of Power Finance Corporation Limited

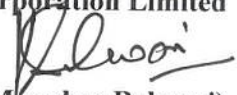
Madam/Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith proceedings of the Extra Ordinary General Meeting of the Company held today i.e. 19th March, 2019.

Submitted for your information and record.

Thanking You,

Yours faithfully,
For Power Finance Corporation Limited


(Manohar Balwani)
Company Secretary
mb@pfcindia.com



POWER FINANCE CORPORATION LIMITED
NEW DELHI

Proceedings of the Extra Ordinary General Meeting of the members of Power Finance Corporation Limited held at 10.30 A.M. on Tuesday, the March 19, 2019 at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, Near APS Colony, Gurgaon Road, Delhi Cantt, New Delhi- 110010.

- I. Company Secretary welcomed Shareholders and Auditors and introduced CMD and Directors to the shareholders.
- II. Company Secretary confirmed presence of quorum to Chairman, who declared meeting to be in order.
- III. Chairman addressed the shareholders, explaining them the objective of the proposed resolution on the business set out in the notice of this EGM dated February 20, 2019.
- IV. Company Secretary read out the Notice of Extra Ordinary General Meeting (EGM).
- 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 remote e-voting facility to the members as on the cut off date i.e. March 13, 2019 for a period of 3 days from March 16, 2019 to March 18, 2019 to enable them to cast their vote electronically on the item mentioned in the notice of EGM dated February 20, 2019. Shri Sachin Agarwal, Practising Company Secretary and Smt. Karishma Singh, Practicing Company Secretary have been appointed as Joint Scrutinizers for the purpose of remote e-voting and insta poll.

It was further informed that the shareholders who had casted their votes through remote e-voting were not required to vote again at the meeting.

- VI. Thereafter, shareholders who had not voted through remote e-voting were requested, to cast their vote through electronic voting system facility provided at the EGM i.e. Insta Poll after the resolution was read out.
- VII. It was informed that the result of the Insta Poll along with the remote 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 Joint Scrutinizers, Shri Sachin Agarwal, Practising Company Secretary and Smt. Karishma Singh, Practicing Company Secretary.
- VIII. The resolution for approval of related party transaction (RPT) related to acquisition of Governments stake in REC Ltd. was transacted at the meeting.
- IX. Shareholders casted their votes through insta poll on the resolution.
- X. Company Secretary proposed a vote of thanks to the Chair.
- XI. Thereafter the Chairman declared the closure of the meeting.

कृते पावर फाइनेंस कॉर्पोरेशन लि.
For Power Finance Corporation Ltd. ✓


(मनोहर बलवानी)
(MANOHAR BALWANI)
कंपनी सचिव/Company Secretary



मनोहर बलवानी
कम्पनी सचिव
MANOHAR BALWANI
Company Secretary

पावर फाइनेंस कार्पोरेशन लिमिटेड
POWER FINANCE CORPORATION LTD.
(भारत सरकार का उपक्रम) (A Govt. of India Undertaking)

No:1:05:138:II:CS

Dated: 19.03.2019

National Stock Exchange of India Limited, Listing Department, Exchange Plaza, Bandra – Kurla Complex, Bandra (E) <u>MUMBAI – 400 051.</u> नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग, एक्सचेंज प्लाजा, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पू), मुंबई-400 051	Bombay Stock Exchange Limited, Department of Corporate Services, Floor – 25, PJ Towers, Dalal Street, <u>MUMBAI – 400 001.</u> बंबई स्टॉक एक्सचेंज लिमिटेड, कॉर्पोरेट सेवाएं विभाग, मंजिल-25, पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई-400 001
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SUB: Voting Results of EGM of Power Finance Corporation Limited

Madam/Sir,

Pursuant to the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 at Extra Ordinary General Meeting (EGM) of the Company held on 19th March, 2019 in respect of item for approval of Related Party Transaction (RPT) related to acquisition of Government's stake in REC Ltd.. The e-voting period commenced on 16th March, 2019 at 10.00 am and ended at 5.00 pm on 18th March, 2019 with cut-off date for determining eligibility of shareholders for e-voting being 13th March, 2019.

The Company had also provided voting through electronic voting system i.e. insta poll at the said EGM held on 19th March, 2019.

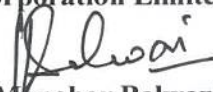
Shri Sachin Agarwal, Practising Company Secretary and Ms. Karishma Singh, Practicing Company Secretary, who were appointed as a Joint Scrutinizers, have since submitted their Report to the Chairman.

The voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are enclosed herewith as **Annexure I**.

Submitted for your information and record.

Thanking You,

Yours faithfully,
For Power Finance Corporation Limited


(Manohar Balwani)
Company Secretary
mb@pfcindia.com

	POWER FINANCE CORPORATION LIMITED
Date of the AGM/EGM	19-03-2019
Total number of shareholders on record date	272830
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	19087
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of Related Party Transaction with President of India, acting through Ministry of Power, Government of India.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	16110,35,443	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	8798,50,033	6209,00,331	70.5689	4248,21,848	1960,78,483	68.4202	31.5797
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6209,00,331	70.5689	4248,21,848	1960,78,483	68.4203	31.5797
Public- Non Institutions	E-Voting	1491,95,932	55,36,221	3.7107	55,05,069	31,152	99.4373	0.5626
	Poll		4,49,941	0.3016	4,49,102	839	99.8135	0.1864
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		59,86,162	4.0123	59,54,171	31,991	99.4656	0.5344
Total		26400,81,408	6268,86,493	23.7450	4307,76,019	1961,10,474	68.7167	31.2833





CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and
Rule 20(3) of the Companies (Management and Administration) Rules, 2014 as amended by
Companies (Management and Administration) Rules, 2015)

To,
The Chairman
Power Finance Corporation Limited
Urjanidhi', 1, Barakhamba Lane,
Connaught Place,
New Delhi - 110001

Reg.: Extra-Ordinary General Meeting of the members of Power Finance Corporation Limited held on Tuesday, 19th Day of March, 2019 at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, Near APS Colony, Gurgaon Road, Delhi Cantt, New Delhi - 110010.

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and poll (Insta Poll) process conducted pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 ("the Act") read with Rule 20 (4)(xii) of Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015.

Dear Sir,

We, Sachin Agarwal and Karishma Singh, Partners, Agarwal S. & Associates, Company Secretaries in whole time Practice, having office at D-427, 2nd Floor, Palam Extn., Ramphal Chowk, Sector 7, Dwarka, New Delhi-110075, had been appointed as Joint Scrutinizers by the Board of Directors of **Power Finance Corporation Limited** (the Company) on 20th February, 2019, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 read with Rule 20 & 21 of Companies (Management & Administration) Amendment Rules, 2015. Our appointment was to conduct the remote e- voting process and to scrutinize poll (Insta Poll) process by the Shareholders in respect of the resolution passed at Extra-Ordinary General Meeting of the Company held on 19th Day of March, 2019.

The notice dated 20th February, 2019 convening the Extra-Ordinary General Meeting of the Company was sent to the Shareholders.

The Company had provided the voting through electronics means (remote e- voting) facility offered by **Karvy Fintech Private Limited (Karvy) (erstwhile Karvy Computershare Private Limited)**, for conducting remote e- voting by the shareholders of the Company. The shareholders of the Company



holding shares as on the "Cut – Off" date i.e. 13th March, 2019 were entitled to vote on the proposed resolution as set out in the notice convening of Extra-Ordinary General Meeting of the Company.

The voting period for remote e- voting commenced on Saturday, 16th March 2019 at 10.00 am and ended on Monday, 18th March 2019 at 5.00 pm and the remote e-voting platform was blocked thereafter. After the closure of the Insta Poll at Extra-Ordinary General Meeting held on 19th Day of March, 2019, the report of Insta Poll at the meeting was generated in our presence.

The voting pattern was unblocked by us on Tuesday, 19th Day of March, 2019 in the presence of Ms. Anuradha Jain and Mr. Ramesh Kumar Bakshi, who are not in employment of the Company.



Ms. Anuradha Jain



Mr. Ramesh Kumar Bakshi

We have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the Karvy Fintech Private Limited (Karvy) (erstwhile Karvy Computershare Private Limited) platform..

Based on the data made available to us, 477 members have casted their vote on the e-voting platform and 476 members have casted their vote through poll (Insta Poll). We hereby annex the Consolidated Voting results pursuant to Rule (20)(4)(xii) of (Companies Management & Administration) Amendment Rules, 2015 on the resolution contained in the notice of aforesaid Extra-Ordinary General Meeting.

Thanking You,

Yours Faithfully,

For Agarwal S. & Associates
Company Secretaries

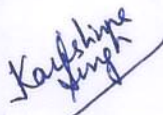


CS Sachin Agarwal

Joint Scrutinizer

Membership No. : F5774

C.P. No.: 5910



CS Karishma Singh

Joint Scrutinizer

Membership No. : A26054

C.P. No. : 16055



Date: 19.03.2019

Place: New Delhi

Consolidated Results

Subject Matter of resolution	Approval of Related Party Transaction
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting through Insta Poll		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	248	430326917	467	449102	715	430776019	68.72
Dissent	222	196109635	9	839	231	196110474	31.28
Abstain	9	4995210	0	0	9	4995210	
Total	479	631431762	476	449941	955	631881703	100.00

Based on the aforesaid results, we report that the **Ordinary Resolution** as contained in the Notice dated **February 20, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



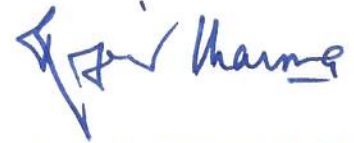
CS Sachin Agarwal
Joint Scrutinizer
Membership No. : F5774
C.P. No.: 5910



CS Karishma Singh
Joint Scrutinizer
Membership No. : A26054
C.P. No. : 16055



Date: 19.03.2019
Place: New Delhi



राजीव शर्मा / RAJEEV SHARMA
अध्यक्ष एवं प्रबंध निदेशक
Chairman & Managing Director
पावर फाइनेंस कॉर्पोरेशन लि./P.F.C. Ltd.
(भारत सरकार का उपक्रम)/(A Govt. of India Undertaking)
"ऊर्जानिधि", 1, बाराखंबा लेन, कनॉट प्लेस,
"URJANIDHI", 1, Barakhamba Lane, Connaught Place,
नई दिल्ली-110001/New Delhi-110001