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:1:05:138:11:CS
Dated: 24.09.2015

National Stock Exchange of India Limited, **Listing Department,** **Exchange Plaza,** **Bandra – Kurla Complex,** **Bandra (E)** **MUMBAI – 400 051.**	**Bombay Stock Exchange Limited,** **Department of Corporate Services,** **Floor – 25,** **PJ Towers,** **Dalal Street,** **MUMBAI – 400 001.**
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 for 29th AGM of Power Finance Corporation Limited pursuant to Clause 35A of Listing Agreement

Sir,

Pursuant to the provisions of Clause 35A of the Listing Agreement 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 said Meeting. The e-voting period commenced on 20th September, 2015 at 10.00 am and ended at 5.00 pm on 23rdSeptember, 2015 with cut-off date for determining shareholders being 17th September, 2015.

The Company had also provided ballot voting of all the resolutions at the AGM held on 24th September, 2015.

Ms. Archana Bansal, Practising Company Secretary, who was appointed as a Scrutinizer for e-voting as well as voting through ballot process at the AGM has submitted her Report to the Chairman.

The voting results pursuant to Clause 35A of the Listing Agreement and the report of the Scrutinizer dated 24th September, 2015 are enclosed herewith.

Based on the report of the Scrutinizer, all resolutions as set out in the Notice of 29thAnnual General Meeting of the Company have been duly approved by the Shareholders with requisite majority.

Submitted for your information and record.

Thanking You,

Yours faithfully,
For Power Finance Corporation Limited

(Manohar Balwani)
Company Secretary

Annexure A

Details regarding the voting results for the 29th Annual General Meeting of Power Finance Corporation Limited

Date of the AGM: 24th September, 2015
Total number of shareholders on record date: 199351

No. of Shareholders present in the meeting either in person or through proxy:
Promoters and Promoter Group: 1
Public:18608

No. of Shareholders attended the meeting through Video Conferencing
Promoters and Promoter Group: NA
Public: NA

Mode of voting: **E-Voting**: from 10.00 a.m. on September 20, 2015 till 5.00 p.m. on September 23, 2015 and
Ballot: Conducted at the AGM held on 24th September, 2015

AGENDA-WISE

1. Adoption of the Audited financial statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with Reports of the Board of Directors and Auditors thereupon.

Resolution required: Ordinary

Promoter/Public	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	894924366	894924366	100	894924366	0	100	0
Public – Institutional holders	358819978	254849094	71.0242	254733749	115345	99.9547	0.0452
Public-Others	66296360	19375445	29.2255	19374891	554	99.9971	0.0028
Total	1320040704	1169148905	88.5692	1169033006	115899	99.9901	0.0099

2. Confirmation of interim dividend of ₹8.50/- per share on face value of ₹10/- per share and approval for declaration of final dividend of ₹0.60/- per share on face value of ₹10/- per share for the financial year 2014-15.

Resolution required: Ordinary

Promoter/Public	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	894924366	894924366	100	894924366	0	100	0
Public – Institutional holders	358819978	255738094	71.272	255738094	0	100	0
Public-Others	66296360	19375170	29.2251	19375113	57	99.9997	0.0002
Total	1320040704	1170037630	88.6365	1170037573	57	100	0

3. Approval for re-appointment of Shri B. N. Sharma (DIN:01221452), director retiring by rotation.

Resolution required: Ordinary

Promoter/Public	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	894924366	894924366	100	894924366	0	100	0
Public – Institutional holders	358819978	255738094	71.272	185635473	70102621	72.5881	27.4118
Public-Others	66296360	19375085	29.225	19372116	2969	99.9846	0.0153
Total	1320040704	1170037545	88.6365	1099931955	70105590	94.0083	5.9917

4. Approval for authorization to the Board of Directors for fixation of the remuneration of the Statutory Auditors for the FY 2015-16.

Resolution required: Ordinary

Promoter/Public	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	894924366	894924366	100	894924366	0	100	0
Public – Institutional holders	358819978	255738094	71.272	255702094	36000	99.9859	0.014
Public-Others	66296360	19375470	29.2255	19373654	1816	99.9906	0.0093
Total	1320040704	1170037930	88.6365	1170000114	37816	99.9968	0.0032

5. Approval to raise funds upto₹60,000 crore through issue of Bonds/Debentures/notes/debt securities on Private Placement basis.

Resolution required: Special

Promoter/Public	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	894924366	894924366	100	894924366	0	100	0
Public – Institutional holders	358819978	255738094	71.272	238316100	17421994	93.1875	6.8124
Public-Others	66296360	19375470	29.2255	19374153	1317	99.9932	0.0067
Total	1320040704	1170037930	88.6365	1152614619	17423311	98.5109	1.4891

All Resolutions as set out in the Notice of 29*Annual General Meeting were duly approved by the Shareholders with requisite majority.

CONSOLIDATED SCRUTINIZER'S REPORT

The Chairman of the 29th Annual General Meeting of the members of
Power Finance Corporation Limited (the Company)
held on 24th September 2015 at
Weightlifting Auditorium, Jawaharlal Nehru Stadium,
Lodhi Road, New Delhi – 110003

Sub.: Submission of Consolidated Report on Remote E-voting and Physical Ballot Voting for 29th Annual General Meeting.

Dear Sir,
I, Archana Bansal, Partner of BLAK & CO., Company Secretaries, New Delhi has been appointed as Scrutinizer for the purpose of remote e-voting and physical ballot voting process taken at the Annual General Meeting on the below mentioned resolution(s) for 29th Annual General Meeting (AGM) of the Equity Shareholders of Power Finance Corporation Limited (the Company) held on Thursday, 24th September 2015 at 10:00 AM at Weightlifting Auditorium, Jawaharlal Nehru Stadium, Lodhi Road, New Delhi- 110003.

The consolidated report on remote e-voting as well as on physical ballot voting process taken is submitted as follows:

a) The total paid up Equity Share Capital of the Company as on 17th September' 2015 was Rs.1320,04,07,040/- (Rupees One Thousand Three Hundred Twenty Crores Four Lacs Seven Thousands Forty) divided into 1320040704 Equity Shares of Rs.10/- each and the voting rights of the Members shall be in proportion to the paid up value of their shares as on the "cut-off" date i.e. September 17, 2015, the date not prior to 7th day from the date of AGM;

b) The Remote e-voting process was managed and taken care of by M/s Karvy Computershare Private Limited (KARVY) through its website 'https://evoting.karvy.com' and the Remote e-voting period was commenced from 20th September' 2015 (10:00AM) and ended on 23rd September 2015 (05:00PM);

BLAK & CO. Company Secretaries

c) The Remote e-voting was unblocked on 23rd September, 2015 at 05.44 P.M. to determine the list of Members who have opted Remote e-voting facility;

d) At the venue of AGM, Two Ballot Boxes were kept for ballot voting process and the ballot boxes were ensured of being empty, tempered proof and then locked in my presence;

e) After discussion on proposed resolutions, the Chairman ordered for Ballot voting process Physically at AGM venue in term of Rule 20 of the Companies (Management & Administration) Rules, 2014;

f) After completion of ballot voting process at the AGM venue, sealed ballot boxes were duly opened and total number of ballot papers were counted and recorded. Thereafter, ballots were verified from the records maintained by the Registrar and Transfer Agent of the Company also checked diligently the proxies/authorization lodged with the company. A Register in electronic mode was prepared to keep the records of the shareholders participated in AGM through physical ballot voting process;

g) Those ballots which were found multi-faced, defective or in any way incomplete or the signature of the shareholder did not match with the records of the RTA was treated as **'INVALID'** and were kept separately;

h) The votes cast through Remote e-voting were unblocked after completion of ballot voting process at AGM venue in the presence of two witnesses, Mr. Nirbhay Goel and Ms. Bharti Jain who are not in employment with the Company. The confirmation on their behalf is attached herewith and marked as Annexure – '1' which shall form part of this Report;

i) That on the basis of report generated through the secured login for scrutinizer provided by the KARVY for analyzing remote e-voting in consolidation with the physical ballot voting process taken at AGM venue, the results on passing of the proposed Resolutions are as under:

1. Resolution No.1 (ORDINARY RESOLUTION)

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31.03.2015.

Particulars	Number of votes			% of total number of valid votes cast
	Ballot voting process	E-Votes	Total	
Valid Assent	894989535	274043471	1169033006	100.00
Valid Dissent	10	115889	115899	0.00
Total	894989545	274159360	1169148905	100.00
Invalid	1	0	1	-

Therefore, the resolution No.1 has been approved with requisite majority. The details of remote e-voting & physical ballot voting process at AGM venue are given in Annexure – '2A' attached herewith.

2. Resolution No.2 (ORDINARY RESOLUTION)

Confirmation of payment of interim dividend and declare final dividend for the year 2014-15.

Particulars	Number of votes			% of total number of valid votes cast
	Ballot voting process	E-Votes	Total	
Valid Assent	894989545	275048028	1170037573	100.00
Valid Dissent	0	57	57	0.00
Total	894989545	275048085	1170037630	100.00
Invalid	1	0	1	-

Therefore, the resolution No.2 has been approved with requisite majority. The details of remote e-voting & physical ballot voting process at AGM venue are given in Annexure – '2B' attached herewith.

3. Resolution No. 3 (ORDINARY RESOLUTION)

To appoint a Director in place of Shri B.N. Sharma (DIN: 01221452), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of votes			% of total number of valid votes cast
	Ballot voting process	E-Votes	Total	
Valid Assent	894989545	204942410	1099931955	94.01
Valid Dissent	0	70105590	70105590	5.99
Total	894989545	275048000	1170037545	100.00
Invalid	1	0	1	-

Therefore, the resolution No.3 has been approved with requisite majority. The details of remote e-voting & physical ballot voting process at AGM venue are given in Annexure – '2C' attached herewith.

4. Resolution No.4 (ORDINARY RESOLUTION)

To fix the remuneration of the Statutory Auditors.

Particulars	Number of votes			% of total number of valid votes cast
	Ballot voting process	E-Votes	Total	
Valid Assent	894989545	275010569	1170000114	100.00
Valid Dissent	0	37816	37816	0.00
Total	894989545	275048385	1170037930	100.00
Invalid	1	0	1	-

Therefore, the resolution No.4 has been approved with requisite majority. The details of remote e-voting & physical ballot voting process at AGM venue are given in Annexure – '2D' attached herewith.

5. Resolution No.5 (SPECIAL RESOLUTION)

To raise funds upto Rs.60,000 Crores through issue of Bonds/ Debentures/Notes/debt securities.

Particulars	Number of votes			% of total number of valid votes cast
	Ballot voting process	E-Votes	Total	
Valid Assent	894989535	257625084	1152614619	98.51
Valid Dissent	10	17423301	17423311	1.49
Total	894989545	275048385	1170037930	100.00
Invalid	1	0	1	

Therefore, the resolution No.5 has been approved with requisite majority. The details of remote e-voting & physical ballot voting process at AGM venue are given in Annexure – '2E' attached herewith.

j. The records, registers and other papers with regard to remote e-voting shall remain in safe custody of undersigned (scrutinizer) until the Chairman considers, approve and sign the Minutes.

Thanking you,

Yours Faithfully,

New Delhi;
24th Sept. 2015 at 01.30 P.M.

(ARCHANA BANSAL)
ACS 17865; COP 11714
Partner, BLAK & CO.
Company Secretaries
Scrutinizer

Counter sign by the Chairman
[in terms of the requirements of Rule 20(4)(xii) of Companies (Management and Administration)Rules,2014.]

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ANNEXURE – '1'

TO WHOMSOEVER IT MAY CONCERN

This is to confirm that the remote e-voting for 29th Annual General Meeting(AGM) held on 24th September, 2015 of **POWER FINANCE CORPORATION LIMITED** (the Company) having its registered office at Urjanidhi,1, Barakhamba Lane, Connaught Place, New Delhi - 110001 has been unblocked, after completion of ballot voting process at the AGM, in our presence as witness. We also confirm that we are not in the employment of the Company.

Bhartijain

(Bharti Jain)
4378/4B, G.F., Prakash Bhawan,
Ansari Road, Darya Ganj,
New Delhi-11002

(Nirbhay Goel)
388/A, Jwala Nagar Maharathi Colony,
Halkara Kuan , Shahdara,
Delhi-110032

Place: New Delhi
Date: 24th September, 2015
Time: 12:23 P.M.

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ANNEXURE – '2A'

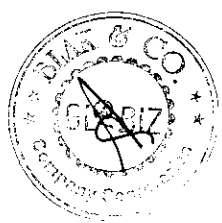
VOTING THROUGH PHYSICAL BALLOT VOTING PROCESS AT AGM VENUE:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Votes Received	12	894989545	8949895450	67.80
Less – Invalid Votes	1	0	0	0.00
Net Valid Votes Cast	11	894989545	8949895450	67.80
Votes with Assent for Resolution	10	894989535	8949895350	67.80
Votes with Dissent for Resolution	1	10	100	0.00

VOTING THROUGH REMOTE E-VOTING:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Valid Votes Received *	475	277426420	2774264200	21.02
Votes with Assent for Resolution	468	274043471	2740434710	20.76
Votes with Dissent for Resolution	4	115889	1158890	0.01
Votes remained Abstain	4	1480160	14801600	0.11
Less Votes cast	-	1786900	17869000	0.14

* Total Number of Voters in valid votes received includes Votes remained Abstain and Less Vote cast and/or opting partially in favour and partially against the Resolution.



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ANNEXURE – '2B'

VOTING THROUGH PHYSICAL BALLOT VOTING PROCESS AT AGM VENUE:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Votes Received	12	894989545	8949895450	67.80
Less – Invalid Votes	1	0	0	0.00
Net Valid Votes Cast	11	894989545	8949895450	67.80
Votes with Assent for Resolution	11	894989545	8949895450	67.80
Votes with Dissent for Resolution	0	0	0	0.00

VOTING THROUGH REMOTE E-VOTING:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Valid Votes Received *	475	277426420	2774264200	21.02
Votes with Assent for Resolution	473	275048028	2750480280	20.84
Votes with Dissent for Resolution	1	57	570	0.00
Votes remained Abstain	1	591135	5911350	0.04
Less Votes cast	-	1787200	17872000	0.14

* Total Number of Voters in valid votes received includes Votes remained Abstain and Less Vote cast and/or opting partially in favour and partially against the Resolution.

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ANNEXURE – '2C'

VOTING THROUGH PHYSICAL BALLOT VOTING PROCESS AT AGM VENUE:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Votes Received	12	894989545	8949895450	67.80
Less – Invalid Votes	1	0	0	0.00
Net Valid Votes Cast	11	894989545	8949895450	67.80
Votes with Assent for Resolution	11	894989545	8949895450	67.80
Votes with Dissent for Resolution	0	0	0	0.00

VOTING THROUGH REMOTE E-VOTING:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Valid Votes Received *	475	277426420	2774264200	21.02
Votes with Assent for Resolution	238	204942410	2049424100	15.53
Votes with Dissent for Resolution	237	70105590	701055900	5.31
Votes remained Abstain	6	591520	5915200	0.04
Less Votes cast	-	1786900	17869000	0.14

* Total Number of Voters in valid votes received includes Votes remained Abstain and Less Vote cast and/or opting partially in favour and partially against the Resolution.

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ANNEXURE – '2D'

VOTING THROUGH PHYSICAL BALLOT VOTING PROCESS AT AGM VENUE:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Votes Received	12	894989545	8949895450	67.80
Less – Invalid Votes	1	0	0	0.00
Net Valid Votes Cast	11	894989545	8949895450	67.80
Votes with Assent for Resolution	11	894989545	8949895450	67.80
Votes with Dissent for Resolution	0	0	0	0.00

VOTING THROUGH REMOTE E-VOTING:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Valid Votes Received *	475	277426420	2774264200	21.02
Votes with Assent for Resolution	468	275010569	2750105690	20.83
Votes with Dissent for Resolution	6	37816	378160	0.00
Votes remained Abstain	1	591135	5911350	0.04
Less Votes cast	-	1786900	17869000	0.14

* Total Number of Voters in valid votes received includes Votes remained Abstain and Less Vote cast and/or opting partially in favour and partially against the Resolution.

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ANNEXURE – '2E'

VOTING THROUGH PHYSICAL BALLOT VOTING PROCESS AT AGM VENUE:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Votes Received	12	894989545	8949895450	67.80
Less – Invalid Votes	1	0	0	0.00
Net Valid Votes Cast	11	894989545	8949895450	67.80
Votes with Assent for Resolution	10	894989535	8949895350	67.80
Votes with Dissent for Resolution	1	10	100	0.00

VOTING THROUGH REMOTE E-VOTING:

PARTICULARS	NO. OF VOTERS	NO. OF EQ. SAHRES	PAID UP VALUE (RS.)	% OF TOTAL PAID UP VALUE
Total Valid Votes Received *	475	277426420	2774264200	21.02
Votes with Assent for Resolution	402	257625084	2576250840	19.52
Votes with Dissent for Resolution	79	17423301	174233010	1.32
Votes remained Abstain	1	591135	5911350	0.04
Less Votes cast	-	1786900	17869000	0.14

* Total Number of Voters in valid votes received includes Votes remained Abstain and Less Vote cast and/or opting partially in favour and partially against the Resolution.