



NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Power Finance Corporation Ltd. will be held **on Friday the September 21, 2012 at 10:00 AM** at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi-110010 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2012 and Profit and Loss Account for the financial year ended on that date along with Report of the Board of Directors and Auditors thereon.
2. To confirm interim dividend and declare final dividend for the year 2011-12.
3. To appoint a Director in place of Shri S. C. Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri R. Nagarajan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Ajit Prasad, who retires by rotation and being eligible, offers himself for re-appointment.
6. To fix the remuneration of the Auditors.

By order of the Board of Directors

J.S. AMITABH
Company Secretary

Registered office:

Urjanidhi, 1, Barakhamba Lane,
Connaught Place,
New Delhi- 110001
Date: 14th August, 2012

NOTES:-

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. Proxy form duly completed must be deposited at the registered office of the Company, not less than forty-eight hours before the commencement of the Annual General Meeting. Blank proxy form is enclosed.** Proxy so appointed shall not have any right to speak at the meeting.
2. As required, a brief profile of Shri S. C. Gupta, Shri R. Nagarajan & Shri Ajit Prasad, Director(s) retiring by rotation and seeking

re-appointment under item nos. 3, 4 & 5 aforesaid in accordance with applicable provisions of the Companies Act, 1956 as well as those Directors who have been appointed since last Annual General Meeting are annexed.

3. None of the Directors of the Company is in any way related to each other.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 7, 2012 to September 21, 2012 (both days inclusive). The final dividend on equity shares, as recommended by the Board of Directors, subject to the provisions of Section 206A of the Companies Act, 1956, if approved by the members at the Annual General Meeting, will be paid on or after October 3, 2012 to the Members or their mandates whose names appear on the Company's Register of Members on September 21, 2012 in respect of physical shares. In respect of dematerialized shares, the dividend will be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of business hours on September 6, 2012.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
6. Members are requested to:-
 - a. note that copies of Annual Report will not be distributed at the Annual General Meeting.
 - b. deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Auditorium will be strictly on the basis of the Entry Slip available at the counters at the venue to be exchanged with the Attendance Slip.
 - c. quote their Folio/Client ID & DP ID Nos. in all correspondence.
 - d. note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.
 - e. note that no gifts/coupons will be distributed at the Annual General Meeting.
7. The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including annual report can be sent by e-mail to the members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their email id, in respect of electronic holdings with the Depository through their

concerned Depository Participants. Members who hold the shares in physical form are requested to get their e-mail ID registered with Karvy Computershare Private Limited, Registrar & Share Transfer Agent (RTA) of the Company.

8. Members are advised to submit their Electronic Clearing System (ECS) mandates, to enable the Company to make remittance by means of ECS. Those holding shares in physical form may obtain and send the ECS Mandate Form to Karvy Computershare Private Limited, Registrar & Share Transfer Agent (RTA) of the Company. Those holding shares in electronic form may obtain and send their ECS Mandate Form directly to their Depository Participant (DP). Those who have already furnished the ECS Mandate Form to the Company/ Registrar & Share Transfer Agent /DP with complete details need not send it again.

The shareholders who do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number to Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company to enable them to print these details on the dividend warrants.

9. SEBI has made it mandatory for the transferee(s) to furnish a copy of PAN card to the Company/RTAs for registration of transfers and for securities market transactions and off-market/ private transactions involving transfer of shares in physical form of listed companies. Accordingly, members holding shares in physical mode should attach a copy of their PAN card for every transfer request sent to Company/ RTA.
10. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Share Transfer Agent alongwith relevant Share Certificates.
11. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter and/or change in address and bank account, to Company's Registrars.
12. The Board of Directors in its meeting held on February 3, 2012 had declared an interim dividend @ 50% on the paid-up equity share capital of the company which was paid on February 17, 2012. Members who have not received or not encashed their dividend warrants may approach Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company, for revalidating the warrants or for obtaining duplicate warrants.
13. Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, the dividend amounts which remain unpaid/unclaimed for a period of seven years, are required

to be transferred to the Investors Education & Protection Fund of the Central Government. After such transfer, there remains no claim of the members whatsoever on the said amount. Therefore, Members are advised to encash their Dividend warrants immediately on receipt.

14. Pursuant to Section 619(2) of Companies Act, 1956, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in terms of Section 224(8)(aa) of the Companies Act, 1956, their remuneration has to be fixed by the Company in Annual General Meeting. The Members of the Company in the 25th Annual General Meeting held on September 28, 2011 authorized the Board of Directors to fix the remuneration of Statutory Auditors for the financial year 2011-12. Accordingly, the Board of Directors fixed audit fee of ₹ 15,00,000/- for the Statutory Auditors for the financial year 2011-12 in addition to applicable service tax and reimbursement of actual traveling and out-of-pocket expenses. Further, the Statutory Auditors of the Company for the year 2012-13 will be appointed by C&AG of India, the members may authorize the Board of Directors to fix an appropriate remuneration of Auditors for the year 2012-13 as may be deemed fit by the Board.
15. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to write to Karvy Computershare Private Limited, Registrar & Share Transfer Agent of the Company in the prescribed form. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
16. Member who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent of the Company and to their respective depository participants, in case shares are held in electronic mode.
17. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Company Secretary of the Company at the registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
18. All documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
19. The entire Annual Report is also available on the Company's website www.pfcindia.com.