



मनीष कुमार अग्रवाल  
कंपनी सचिव  
**MANISH KUMAR AGARWAL**  
Company Secretary



**पावर फाइनेंस कॉर्पोरेशन लिमिटेड**  
**POWER FINANCE CORPORATION LTD.**  
(भारत सरकार का उपक्रम) (A Govt. of India Undertaking)  
(आई.एस.ओ. 45001:2018 प्रमाणित) (ISO 45001:2018 Certified)

No: 1:05:138:II:CS  
Dated: 21.08.2024

<p><b>National Stock Exchange of India Limited,</b> <b>Listing Department, Exchange Plaza,</b> <b>Bandra – Kurla Complex, Bandra (E)</b> <b>MUMBAI – 400 051.</b></p> <p>नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग, एक्सचेंज प्लाजा, बान्द्रा-कुर्ला कॉम्प्लेक्स, बान्द्रा (पू), मुंबई-400 051</p>	<p><b>BSE Limited,</b> <b>Department of Corporate Services, Floor – 25,</b> <b>PJ Towers, Dalal Street,</b> <b>MUMBAI – 400 001.</b></p> <p>बीएसई लिमिटेड, कॉर्पोरेट सेवाएं विभाग, मंजिल-25, पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई-400 001</p>
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**SUB: Voting Results of 38<sup>th</sup> AGM 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 remote E-voting facility to the Shareholders of the Company in respect of all the items transacted at Annual General Meeting (AGM) of the Company held on 21<sup>st</sup> August, 2024. The e-voting period commenced on August 18, 2024 at 10.00 am and ended at 5.00 pm on August 20, 2024 with cut-off date for determining eligibility of shareholders for e-voting being August 15, 2024.

The Company had also provided e-voting at the said AGM held through VC on August 21, 2024 for all the resolutions.

Smt. Nayan Handa, Partner, M/s. Mehta & Mehta, Company Secretaries, who was appointed as a Scrutinizer has since submitted her Scrutinizer Report to the Chairman. Based on the said report, all business items proposed for the 38<sup>th</sup> AGM of the Company have been approved with requisite majority.

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

Submitted for your information and record.

Thanking You,

Yours faithfully,  
**For Power Finance Corporation Limited**

  
(Manish Kumar Agarwal)  
Company Secretary  
mk\_agarwal@pfcindia.com

	POWER FINANCE CORPORATION LIMITED
Date of the AGM/EGM	21-08-2024
Total number of shareholders on record date	1069324
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	135

Resolution No.	1									
	ORDINARY - To receive, consider and adopt:									
	a.the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Audited Balance Sheet as on March 31, 2024 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, Statutory Auditor and comments of Comptroller and Auditor General of India thereon.									
	b.the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Audited Balance Sheet as on March 31, 2024 and the Statement of Profit & Loss for the year ended on that date and the Reports of Statutory Auditor and comments of Comptroller and Auditor General of India thereon.									
Resolution required: (Ordinary/ Special)										
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,84,78,64,722	1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,16,40,49,059	1,00,40,98,590	86.2591	1,00,20,76,833	20,21,757	99.7986	0.2013	0	1,31,01,850
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,40,98,590	86.2591	1,00,20,76,833	20,21,757	99.7986	0.2014	0	13101850
Public- Non Institutions	E-Voting	28,81,87,979	11,20,583	0.3888	11,15,813	4,770	99.5743	0.4256	0	3,732
	Poll		4,414	0.0015	4,412	2	99.9546	0.0453	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,24,997	0.3903	11,20,225	4,772	99.5758	0.4242	0	3732
Total		3,30,01,01,760	2,85,30,88,309	86.4546	2,85,10,61,780	20,26,529	99.9290	0.0710	0	13105582

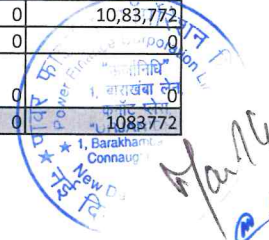
Resolution No.	2
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Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of Interim Dividend and declare Final Dividend on Equity Shares for the financial year 2023-24.									
Whether promoter/ promoter group are interested in 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,84,78,64,722	1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,16,40,49,059	1,01,71,06,569	87.3766	1,01,71,06,569	0	100.0000	0.0000	0	93,871
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,01,71,06,569	87.3766	1,01,71,06,569	0	100.0000	0.0000	0	93871
Public- Non Institutions	E-Voting	28,81,87,979	11,20,482	0.3888	11,15,922	4,560	99.5930	0.4069	0	3,822
	Poll		4,414	0.0015	4,412	2	99.9546	0.0453	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,24,896	0.3903	11,20,334	4,562	99.5945	0.4055	0	3822
Total	3,30,01,01,760	2,86,60,96,187	86.8487	2,86,60,91,625	4,562	99.9998	0.0002	0	97693	

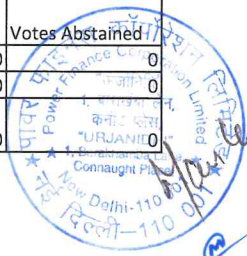
Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Shri Manoj Sharma (DIN: 06822395), who retires by rotation and being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,84,78,64,722	1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,16,40,49,059	1,01,61,16,668	87.2916	66,46,50,693	35,14,65,975	65.4108	34.5891	0	10,83,772
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,01,61,16,668	87.2916	66,46,50,693	35,14,65,975	65.4109	34.5891	0	1083772


  
 1, Barakhamda  
 Connaught  
 Place  
 New Delhi

Public- Non Institutions	E-Voting	28,81,87,979	10,98,452	0.3812	10,75,146	23,306	97.8782	2.1217	0	25,863
	Poll		4,414	0.0015	4,406	8	99.8187	0.1812	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,02,866	0.3827	10,79,552	23,314	97.8861	2.1139	0	25863
<b>Total</b>		<b>3,30,01,01,760</b>	<b>2,86,50,84,256</b>	<b>86.8181</b>	<b>2,51,35,94,967</b>	<b>35,14,89,289</b>	<b>87.7320</b>	<b>12.2680</b>	<b>0</b>	<b>1109635</b>

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To fix the remuneration of the Statutory Auditors									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,84,78,64,722	1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,16,40,49,059	1,01,29,78,117	87.0219	92,92,33,780	8,37,44,337	91.7328	8.2671	0	42,22,323
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,01,29,78,117	87.0219	92,92,33,780	8,37,44,337	91.7329	8.2671	0	4222323
Public- Non Institutions	E-Voting	28,81,87,979	11,19,691	0.3885	11,06,593	13,098	98.8302	1.1697	0	4,609
	Poll		4,414	0.0015	4,412	2	99.9546	0.0453	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,24,105	0.39	11,11,005	13,100	98.8346	1.1654	0	4609
<b>Total</b>		<b>3,30,01,01,760</b>	<b>2,86,19,66,944</b>	<b>86.7236</b>	<b>2,77,82,09,507</b>	<b>8,37,57,437</b>	<b>97.0734</b>	<b>2.9266</b>	<b>0</b>	<b>4226932</b>

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri. Shashank Misra, (DIN: 08364288) as a Director, (Government Nominee)									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,84,78,64,722	1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0





	Total		1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,16,40,49,059	1,00,66,95,710	86.4822	55,77,56,623	44,89,39,087	55.4046	44.5953	0	1,05,04,730
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,00,66,95,710	86.4822	55,77,56,623	44,89,39,087	55.4047	44.5953	0	10504730
Public- Non Institutions	E-Voting	28,81,87,979	11,19,088	0.3883	10,90,328	28,760	97.4300	2.5699	0	5,222
	Poll		4,414	0.0015	4,412	2	99.9546	0.0453	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,23,502	0.3898	10,94,740	28,762	97.4400	2.5600	0	5222
	Total	3,30,01,01,760	2,85,56,83,934	86.5332	2,40,67,16,085	44,89,67,849	84.2781	15.7219	0	10509952

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri. Sandeep Kumar, (DIN: 8529035) as a Director (Finance).									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,84,78,64,722	1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,84,78,64,722	100.0000	1,84,78,64,722	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,16,40,49,059	1,01,70,84,424	87.3747	73,02,21,407	28,68,63,017	71.7955	28.2044	0	1,16,016
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,01,70,84,424	87.3747	73,02,21,407	28,68,63,017	71.7956	28.2044	0	116016
Public- Non Institutions	E-Voting	28,81,87,979	10,98,497	0.3812	10,77,174	21,323	98.0588	1.9411	0	25,803
	Poll		4,414	0.0015	4,412	2	99.9546	0.0453	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,02,911	0.3827	10,81,586	21,325	98.0665	1.9335	0	25803
	Total	3,30,01,01,760	2,86,60,52,057	86.8474	2,57,91,67,715	28,68,84,342	89.9903	10.0097	0	141819



## **POWER FINANCE CORPORATION LIMITED**

### **Results of remote e-voting and e-voting at the 38<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing**

As per the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility to the shareholders to enable them to cast their vote electronically on the items proposed in the Notice of the 38<sup>th</sup> Annual General Meeting (AGM) dated 30<sup>th</sup> July, 2024. The same was also made available on the website of the Company and Stock Exchanges. The e-voting period commenced on August 18, 2024 at 10.00 am and ended at 5.00 pm on August 20, 2024.

Further, the shareholders had also casted their e-votes at the 38<sup>th</sup> Annual General Meeting.

Smt. Nayan Handa, Partner, M/s. Mehta & Mehta, Company Secretaries, was appointed as the scrutinizer for conducting remote e-voting and e-voting at the AGM in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto 05:00 PM on August 20, 2024 and those casted through electronic voting system at the Annual General Meeting and submitted her Report dated 21<sup>st</sup> August, 2024. She has informed that on reckoning of the voting rights of the shareholders on the basis of the paid up value of shares registered in their names, it has been found that the shareholders have consented to all the proposed resolutions. In her report, Smt. Nayan Handa has confirmed the following:

#### **1. Resolution No.1: ORDINARY RESOLUTION**

**"RESOLVED THAT** the following be and are hereby received, considered and adopted:

- a. the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Audited Balance Sheet as on March 31, 2024 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, Statutory Auditor and comments of Comptroller and Auditor General of India thereon.
- b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Audited Balance Sheet as on March 31, 2024 and the Statement of Profit & Loss for the year ended on that date and the Reports of Statutory Auditor and comments of Comptroller and Auditor General of India thereon."

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2480	2851057368	17	4412	2497	2851061780	99.9290
Votes against the resolution	48	2026527	1	2	49	2026529	0.0710
Invalid votes/ Abstained	33	13105582	0	0	33	13105582	-

**The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.**

## 2. Resolution No. 2: ORDINARY RESOLUTION

“**RESOLVED THAT** the interim dividend for financial year 2023-24 @ of ₹11.00/- per share (face value of ₹10/- each) amounting to ₹3,630.11 crore paid during FY 2023-24, be and is hereby confirmed and pursuant to the recommendation of the Board of Directors, final dividend for financial year 2023-24 @ of ₹2.50/- per equity share (face value of ₹10/- each) amounting to ₹825.03 crore, subject to deduction of applicable income tax at Source (TDS), be and is hereby declared out of the profits of the Company for the financial year 2023-24 to be paid to the equity shareholders of the Company whose names appear on the Company’s Register of Members as on July 26, 2024 in respect of physical shares and in respect of dematerialized shares, the dividend be paid to the beneficial owners of the shares whose names appeared in the Statement of Beneficial Ownership, as at the close of business hours on as on July 26, 2024 furnished by National Securities Depository Limited and Central Depository Services ( India) Limited.”

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2502	2866087213	17	4412	2519	2866091625	99.9998
Votes against the resolution	30	4560	1	2	31	4562	0.0002
Invalid votes/ Abstained	28	97693	0	0	28	97693	-

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

## 3. Resolution No. 3: ORDINARY RESOLUTION

“**RESOLVED THAT** Shri Manoj Sharma (DIN: 06822395), who retires by rotation pursuant to the provisions of the Companies Act, 2013, and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the company.”

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1974	2513590561	17	4406	1991	2513594967	87.7320
Votes against the resolution	559	351489281	2	8	561	351489289	12.2680
Invalid votes/ Abstained	43	1109635	0	0	43	1109635	-

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

#### 4. Resolution No. 4: ORDINARY RESOLUTION

"**RESOLVED THAT** Board of Directors be and is hereby authorized to fix remuneration, fee etc. payable to Statutory Auditors, appointed by Comptroller and Auditors General of India under Section 139 of the Companies Act, 2013, for the financial year 2024-25."

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2301	2778205095	17	4412	2318	2778209507	97.0734
Votes against the resolution	226	83757435	1	2	227	83757437	2.9266
Invalid votes/ Abstained	46	4226932	0	0	46	4226932	-

**The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.**

#### 5. Resolution No. 5: ORDINARY RESOLUTION

"**RESOLVED THAT** pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Shashank Misra (DIN: 08364288), Joint Secretary, who was appointed by the Board on recommendation of the Nomination & Remuneration Committee as Director (Government Nominee) on the Board of PFC w.e.f. June 25, 2024 pursuant to Ministry of Power Government of India order No. 8/1/2007- PFC Desk dated June 25, 2024 issued in exercise of powers conferred by the Articles of Association of the Company and in respect of whom the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Director (Government Nominee) on the Board of Directors of Power Finance Corporation Limited w.e.f. June 25, 2024 liable to retire by rotation, on terms & conditions determined by the Govt. of India from time to time."

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1864	2406711673	17	4412	1881	2406716085	84.2781
Votes against the resolution	661	448967847	1	2	662	448967849	15.7219
Invalid votes/ Abstained	45	10509952	0	0	45	10509952	-

**The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.**



## 6. Resolution No. 6: ORDINARY RESOLUTION

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), Shri Sandeep Kumar, (DIN: 08529035), who was appointed by the Board on recommendation of the Nomination & Remuneration Committee as Director (Finance) on the Board of PFC w.e.f. July 11, 2024 pursuant to Ministry of Power, Government of India Order No. 24-8/1/2023-PFC(MoP)-Part-I dated July 11, 2024 issued in exercise of powers conferred by the Articles of Association of the Company and in respect of whom the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Director (Finance) on the Board of Directors of Power Finance Corporation Limited w.e.f. July 11, 2024 liable to retire by rotation, on terms & conditions determined by the Govt. of India from time to time.”

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2039	2579163303	17	4412	2056	2579167715	89.9903
Votes against the resolution	493	286884340	1	2	494	286884342	10.0097
Invalid votes/ Abstained	42	141819	0	0	42	141819	-

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

In the light of the Report of the Scrutinizer, as detailed hereinabove, I, **Parminder Chopra**, Chairman and Managing Director, PFC declare that all the Resolution(s) proposed in the 38<sup>th</sup> Annual General Meeting have been passed with requisite majority. The above results be notified accordingly.

For POWER FINANCE CORPORATION LIMITED



**Manish Kumar Agarwal**  
Company Secretary



**Parminder Chopra**  
Chairman and Managing Director  
DIN No.: 08530587

Place: New Delhi  
Date: August 21, 2024

# Mehita & Mehita

## COMPANY SECRETARIES

Plot No. 5, Pocket-5, 2nd Floor, Sector-24 (Infront of Aakash Ganga Apartment), Rohini, Delhi-110085  
Tel. : +91 22 28940483 Visit us : www.mehta-mehta.com

### AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

#### Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairperson  
Power Finance Corporation Limited  
'Urjanidhi', 1, Barakhamba Lane,  
Connaught Place, New Delhi -110001  
CIN: L65910DL1986GO1024862

**Thirty-Eight (38<sup>th</sup>) Annual General Meeting ("AGM") of the Members of Power Finance Corporation Limited held on Wednesday, August 21, 2024 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

Dear Sir,

I, **Nayan Handa**, Partner, M/s. Mehta & Mehta, Company Secretaries have been appointed by the Board of Directors of **Power Finance Corporation Limited ("the Company")** to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the **38<sup>th</sup> AGM** of the Company held on **Wednesday, August 21, 2024 at 11:00 A.M.** through VC/OAVM pursuant to Section 108 of Companies Act, 2013 and, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, , and issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No., SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated 05 January, 2023 (collectively referred to as "SEBI Circulars") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of the Resolutions as set out in the Notice convening the 38<sup>th</sup> AGM, do hereby submit the report as follows:

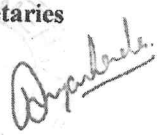
1. The Notice dated July 30, 2024 of the 38<sup>th</sup> AGM was sent to the Members on Tuesday, July 30, 2024 through electronic mode whose email addresses are registered with the Company / Registrar and Share Transfer Agent ('RTA') / Depositories in compliance with MCA circulars.
2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of e-voting, the Company had engaged the services of Kfin Technologies Limited ("Kfintech").
3. The members of the Company holding shares as on the "cut off" date i.e., Thursday, August 15, 2024, were entitled to vote on the resolutions stated in the Notice of the 38<sup>th</sup> AGM.



4. The period for remote e-voting commenced on Sunday, August 18, 2024 (10:00 AM IST) and ended on Tuesday, August 20, 2024 (5.00 PM IST). The Remote e-voting module was disabled by Kfintech for voting thereafter.
5. The facility for e-voting was made available for the Members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Kusum Naruka and Ms. Pooja Yadav neither of whom are in the employment of the Company and generated from Kfintech e-voting website <https://evoting.kfintech.com>
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the 38<sup>th</sup> AGM.
8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
9. The consolidated results of remote e-voting and voting through electronic voting system at the 38<sup>th</sup> AGM are enclosed as an **Annexure** to this report.

Thanking You,

**For Mehta & Mehta  
Company Secretaries**

  
**CS Nayan Handa  
Scrutinizer  
FCS No: 11993  
CP No: 18686  
UDIN: F011993F001015193**

**Place: New Delhi  
Date: 21.08.2024**

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from Kfintech e-voting website <https://evoting.kfintech.com> in our presence on August 21, 2024.





Name : Ms. Kusum Naruka  
Address : Plot No. 5, Pkt-11, Sector-  
24, Rohini, New Delhi-110086

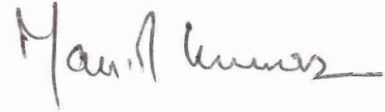


Name : Ms. Pooja Yadav  
Address : House No. 92, Pkt-12,  
Sector-20, Rohini, New Delhi-110086

Countersigned by



**Smt. Parminder Chopra**  
**Chairman and Managing Director**  
**DIN: 08530587**  
**Power Finance Corporation Limited**



मनीष कुमार अग्रवाल / Manish Kumar Agarwal  
महाप्रबंधक एवं कंपनी सचिव / GM & Company Secretary (F-5048)  
पावर फाइनेंस कॉर्पोरेशन लि. / P.F.C. Ltd.  
"ऊर्जाविधि", 1, बाराखंबा लेन, कनॉट प्लेस,  
"URJANIDHI", 1, Barakhamba Lane, Connaught Place,  
नई दिल्ली-110001 / New Delhi-110001  
E-mail: mk\_agrawal@pfcindia.com



**Item No. 1: Ordinary Business**

To receive, consider and adopt :

a. the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Audited Balance Sheet as on March 31, 2024 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, Statutory Auditor and comments of Comptroller and Auditor General of India thereon.

b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Audited Balance Sheet as on March 31, 2024 and the Statement of Profit & Loss for the year ended on that date and the Reports of Statutory Auditor and comments of Comptroller and Auditor General of India thereon.

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2480	2851057368	17	4412	2497	2851061780	99.9290
Votes against the resolution	48	2026527	1	2	49	2026529	0.0710
Invalid votes/ Abstained	33	13105582	0	0	33	13105582	

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

**Item No. 2: Ordinary Business**

To confirm the payment of Interim Dividend and declare Final Dividend on Equity Shares for the financial year 2023-24.

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2502	2866087213	17	4412	2519	2866091625	99.9998
Votes against the resolution	30	4560	1	2	31	4562	0.0002
Invalid votes/ Abstained	28	97693	0	0	28	97693	

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

**Item No. 3: Ordinary Business**

To appoint a Director in place of Shri Manoj Sharma (DIN: 06822395), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1974	2513590561	17	4406	1991	2513594967	87.7320
Votes against the resolution	559	351489281	2	8	561	351489289	12.2680
Invalid votes/ Abstained	43	1109635	0	0	43	1109635	

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

**Item No. 4: Ordinary Business**

To fix the remuneration of the Statutory Auditors.

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2301	2778205095	17	4412	2318	2778209507	97.0734
Votes against the resolution	226	83757435	1	2	227	83757437	2.9266
Invalid votes/ Abstained	46	4226932	0	0	46	4226932	

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

**Item No. 5: Special Business**

Appointment of Shri Shashank Misra, (DIN: 08364288) as Director (Government Nominee).

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	1864	2406711673	17	4412	1881	2406716085	84.2781
Votes against the resolution	661	448967847	1	2	662	448967849	15.7219
Invalid votes/ Abstained	45	10509952	0	0	45	10509952	

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

**Item No. 6: Special Business**

Appointment of Shri Sandeep Kumar, (DIN: 08529035) as Director (Finance).

Particulars	Remote E-Votes		Voting through Insta Poll		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	2039	2579163303	17	4412	2056	2579167715	89.9903
Votes against the resolution	493	286884340	1	2	494	286884342	10.0097
Invalid votes/ Abstained	42	141819	0	0	42	141819	

The above ordinary resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

