



मनोहर बलवानी
मुख्य महाप्रबंधक एवं कम्पनी सचिव
MANOHAR BALWANI
CGM & 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: 29.09.2020

**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,
बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (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: Voting Results of 34th AGM of Power Finance Corporation Limited

Sir/Madam,

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 29th September, 2020. The e-voting period commenced on 26th September, 2020 at 10.00 am and ended at 5.00 pm on 28th September, 2020 with cut-off date for determining eligibility of shareholders for e-voting being 23rd September, 2020.

The Company had also provided voting through insta poll at the said AGM held through VC on 29th September, 2020 for all the resolutions.

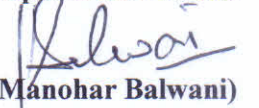
Shri Sachin Agarwal, Practising Company Secretary, who was appointed as a Scrutinizer has since submitted his Report to the Chairman. Based on the said report of the Scrutinizer, all proposed business as set out in the Notice of 34th AGM of the Company dated 1st September, 2020 have been approved with requisite majority.

The voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report dated 29th September, 2020 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)

CGM & Company Secretary
mb@pfcindia.com

	POWER FINANCE CORPORATION LIMITED
Date of the AGM/EGM	29-09-2020
Total number of shareholders on record date	308714
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:	110

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon.									
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	14782,91,778	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9899,47,145	6563,11,864	66.2977	6563,11,864	0	100.0000	0.0000	0	1331,94,593
	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		6563,11,864	66.2977	6563,11,864	0	100.0000	0.0000	0	1331,94,593
Public- Non Institutions	E-Voting	1718,42,485	68,64,301	3.9945	68,56,492	7,809	99.8862	0.1137	0	200
	Poll		21,012	0.0122	21,012	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,85,313	4.0067	68,77,504	7,809	99.8866	0.1134	0	200
Total	26400,81,408	21414,88,955	81.1145	21414,61,146	7,809	99.9996	0.0004	0	1331,94,793	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm the payment of Interim Dividend on Equity Shares as total dividend for the financial year 2019-20.									
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
	E-Voting	14782,91,778	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0



Promoter and Promoter Group	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	6583,88,676	66.5075	6583,88,676	0	100.0000	0.0000	0	1311,17,781	
	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	6583,88,676	66.5075	6583,88,676	0	100.0000	0.0000	0	1311,17,781	
Public- Non Institutions	E-Voting	68,64,301	3.9945	68,48,500	15,801	99.7698	0.2301	0	200	
	Poll	21,012	0.0122	21,012	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	68,85,313	4.0067	68,69,512	15,801	99.7705	0.2295	0	200	
	Total	26400,81,403	21435,65,767	81.1933	21435,49,956	15,801	99.9993	0.0007	0	1311,17,981

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Shri P. K. Singh DIN 03548218, 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		0	0.0000	0	0	0.0000	0.0000	0	0
	Poll	14782,91,778	14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9899,47,145	6583,88,676	66.5075	5146,22,461	1437,66,215	78.1639	21.8360	0	1311,17,781
	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		6583,88,676	66.5075	5146,22,461	1437,66,215	78.1639	21.8361	0	1311,17,781
Public- Non Institutions	E-Voting	1718,42,485	68,32,013	3.9757	68,13,857	18,156	99.7342	0.2657	0	32,488
	Poll		21,012	0.0122	21,012	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,53,025	3.9879	68,34,869	18,156	99.7351	0.2649	0	32488
	Total	26400,81,403	21435,33,479	81.1919	19997,49,108	1437,84,371	93.2922	6.7078	0	131,150,269

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	14782,91,778	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9899,47,145	6583,88,676	66.5075	6408,68,125	175,20,551	97.3388	2.6611	0	1311,17,781
	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		6583,88,676	66.5075	6408,68,125	175,20,551	97.3388	2.6611	0	1311,17,781
Public- Non Institutions	E-Voting	1718,42,485	68,64,193	3.9945	68,54,220	9,973	99.8547	0.1452	0	308
	Poll		19,922	0.0116	19,922	0	100.0000	0.0000	0	1,090
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,84,115	4.0061	68,74,142	9,973	99.8551	0.1449	0	1,398
Total	26400,81,408	21435,64,569	81.1931	21260,34,045	175,30,524	99.1822	0.8178	0	1311,19,179	

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Smt. Parminder Chopra DIN 08530587, as Director of the Company									
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	14782,91,778	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9899,47,145	6583,88,676	66.5075	5515,52,353	1068,36,323	83.7730	16.2269	0	1311,17,781
	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		6583,88,676	66.5075	5515,52,353	1068,36,323	83.7731	16.2269	0	1311,17,781
Public- Non Institutions	E-Voting	1718,42,485	68,63,957	3.9943	68,46,163	17,794	99.7407	0.2592	0	544
	Poll		19,922	0.0116	19,922	0	100.0000	0.0000	0	1,090
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,83,879	4.0059	68,66,085	17,794	99.7415	0.2585	0	1,634
Total	26400,81,408	21435,64,333	81.1931	20367,10,216	1068,54,117	95.0151	4.9849	0	1311,19,419	

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Enhancement of borrowing limit approved under Section 180(c) of the Companies Act, 2013 modification under Section 180 1 a of the Companies Act, 2013									
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	14782,91,778	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	9899,47,145	6583,88,676	66.5075	6565,06,666	18,82,010	99.7141	0.2858	0	1311,17,781
	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		6583,88,676	66.5075	6565,06,666	18,82,010	99.7141	0.2859	0	131117781
Public- Non Institutions	E-Voting	1718,42,485	68,64,092	3.9944	68,39,085	25,007	99.6356	0.3643	0	409
	Poll		19,922	0.0116	19,922	0	100.0000	0.0000	0	1,090
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,84,014	4.006	68,59,007	25,007	99.6367	0.3633	0	1499
Total	26400,81,408	21435,64,468	81.1931	21416,57,451	19,07,017	99.9110	0.0890	0	131119280	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - To Change Object Clause of the Memorandum of Association of the Company									
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	14782,91,778	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14782,91,778	100.0000	14782,91,778	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	9899,47,145	6583,88,676	66.5075	6578,52,850	5,35,826	99.9186	0.0813	0	1311,17,781
	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		6583,88,676	66.5075	6578,52,850	5,35,826	99.9186	0.0814	0	131117781
Public- Non Institutions	E-Voting	1718,42,485	68,63,807	3.9942	68,51,935	11,872	99.8270	0.1729	0	694
	Poll		19,922	0.0116	19,922	0	100.0000	0.0000	0	1,090
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		68,83,729	4.0058	68,71,857	11,872	99.8275	0.1725	0	1784
Total	26400,81,408	21435,64,183	81.1931	21430,16,485	5,47,698	99.9744	0.0256	0	131119565	



POWER FINANCE CORPORATION LTD.**Results of remote e-voting and e-voting at the 34th 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 34th Annual General Meeting (AGM) dated 1st September, 2020. The same was also made available on the website of the Company and Stock Exchanges. The e-voting period commenced on 26th September, 2020 at 10.00 am and ended at 5.00 pm on 28th September, 2020.

Further, the shareholders had also casted their e-votes at the 34th Annual General Meeting.

Shri Sachin Agarwal, Practising Company Secretary, 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 28th September, 2020 and those casted through electronic voting system at the Annual General Meeting and submitted his Report dated 29th September, 2020. He 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 his report, Shri Sachin Agarwal has confirmed the following:

1. Resolution No.1: ORDINARY RESOLUTION

"**RESOLVED THAT** the audited standalone financial statements and consolidated financial statements for the financial year ended March 31, 2020, together with Directors' Report, Statutory Auditors' Report, Secretarial Auditors' Report alongwith Management replies thereupon and the comments of Comptroller and Auditor General of India be and are hereby received, considered and adopted."

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	756	663168356	17	1478312790	773	2141481146	100.00
Dissent	14	7809	0	0	14	7809	0.00
Abstain	10	133194793	0	0	10	133194793	
Total	780	796370958	17	1478312790	797	2274683748	100

Therefore, the resolution no.1 has been approved with requisite majority.

2. Resolution No. 2: ORDINARY RESOLUTION

"**RESOLVED THAT** interim dividend of ₹9.50 per share for equity share of face value of ₹10/- each, paid to the shareholders for the financial year ended 31st March, 2020, aggregating to ₹2,508.08 crore, as per the resolution passed by the Board of Directors at their meeting held on 12th February, 2020, be and is hereby noted and confirmed."

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	750	665237176	17	1478312790	767	2143549966	100.00
Dissent	22	15801	0	0	22	15801	0.00
Abstain	9	131117981	0	0	9	131117981	
Total	781	796370958	17	1478312790	798	2274683748	100

Therefore, the resolution no.2 has been approved with requisite majority.



3. Resolution No. 3: ORDINARY RESOLUTION

“RESOLVED THAT Shri P. K. Singh (DIN: 03548218), 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 at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	562	521436318	17	1478312790	579	1999749108	93.29
Dissent	205	143784371	0	0	205	143784371	6.71
Abstain	14	131150269	0	0	14	131150269	
Total	781	796370958	17	1478312790	798	2274683748	100

Therefore, the resolution no.3 has been approved with requisite majority.

4. Resolution No. 4: ORDINARY RESOLUTION

“RESOLVED THAT Board of Directors be and is hereby authorised 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 2020-21.”

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	727	647722345	16	1478311700	743	2126034045	99.18
Dissent	42	17530524	0	0	42	17530524	0.82
Abstain	11	131118089	1	1090	12	131119179	
Total	780	796370958	17	1478312790	797	2274683748	100

Therefore, the resolution no.4 has been approved with requisite majority.

5. Resolution No. 5: ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Smt. Parminder Chopra (DIN:08530587), who was appointed as Director (Finance), by the President of India through Ministry of Power vide letter no. 24-8/2/2019-PFC (MoP) dated May 20, 2020 and subsequently on the recommendation of the Nomination and Remuneration Committee, appointed as an Additional Director by the Board of Directors with effect from July 1, 2020 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director(Finance) of the Company, on terms & conditions determined by the Govt. of India.”

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	608	558398516	16	1478311700	624	2036710216	95.02
Dissent	161	106854117	0	0	161	106854117	4.98
Abstain	15	131118325	1	1090	16	131119415	
Total	784	796370958	17	1478312790	801	2274683748	100

Therefore, the resolution no.5 has been approved with requisite majority.

6. Resolution No. 6: SPECIAL RESOLUTION

“RESOLVED THAT approval be and is hereby accorded for authorizing the Board of Directors of the Company, under the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and any other applicable laws and provision of Articles of Association of the Company, to borrow and raise such sum or sums of money from time to time as may be required for the purpose of the business of the Company and / or as may be directed to raise on behalf of Ministry / Government of India, with & without security, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from



temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed aggregate of paid up capital & its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount borrowed and outstanding at any point of time shall not exceed Rs. 6,00,000 crore (Rupees six lakh crore only) in Indian Rupees and amount equivalent to USD 15,000 Million (15 Billion US Dollars only) in any foreign currency on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion."

"RESOLVED FURTHER THAT approval be and is hereby accorded for authorizing the Board of Directors of the Company, pursuant to provisions of Section 180 (1) (a) of Companies Act 2013, read with relevant rules, for mortgaging and/or charging of all or any of the movable and/or immovable properties of the Company, both present and future, or the whole or substantial whole of the undertaking or the undertakings of the Company for securing the borrowing (outstanding in books of the Company) of Rs. 6,00,000 crore (Rupees Six Lakh Crore Only) in the Indian Currency and in any Foreign Currency equivalent to USD 15 Billion (Fifteen Billion US Dollars only).

"RESOLVED FURTHER THAT approval be and is hereby accorded for authorizing the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolutions."

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	727	663345751	16	1478311700	743	2141657451	99.91
Dissent	40	1907017	0	0	40	1907017	0.09
Abstain	13	131118190	1	1090	14	131119280	
Total	780	796370958	17	1478312790	797	2274683748	100

Therefore, the resolution no.6 has been approved with requisite majority.

7. Resolution No. 7: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to approval of Ministry of Power vide letter no. F.No.24-3/2/2019-PFC (MoP) dtd. July 13, 2020, Section 13 & other applicable provisions, if any, of the Companies Act, 2013 including Rules made thereunder as well as any other applicable laws for the time being in force & such other approvals, permissions and sanctions, as may be necessary, the existing Main Objects of Clause III (A) be and are hereby altered by replacing the same with the following new Clause III(A) as under:

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- To finance projects, activities or works of creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc. related to generation, transmission, distribution or supply of power of any form including power from sources of renewable energy.
- To finance projects, activities or works including electrification works of creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc. of electrical and electromechanical systems, standalone or that are part of large projects e.g. Projects of Lift Irrigation, Sewage treatment plant, Smart City, Electrification of railway line, etc.
- To finance projects, activities, schemes for energy conservation, energy efficiency and environmental aspects of power including cogeneration/tri-generation/combined heat and power, waste heat recovery system(s), e-vehicle(s) and setting up of Charging Stations.



4. To finance projects for establishment, expansion, modernization, operations, maintenance of units for manufacturing of capital equipment(s) required in power sector including renewable energy & allied sectors.
5. To finance projects, works and activities having a forward or backward linkage with power projects included in clause A1, including but not limited to development of coal and other mining activity(ies) for use as fuel or other fuel supply arrangements for power sector, laying of railway line(s), road(s), bridge(s), port(s), jetty(ies) and harbor(s), gas pipeline(s), gas terminal(s) & to meet such other enabling infrastructure facility(ies) that may be required for a power project included in clause A1.
6. To finance studies, surveys, investigations, research on any project, activity, or work covered in clauses A1 to A4 and to carry out any activity including consultancy, training, etc. to promote the business interest of the company in any of the clauses A1 to A5.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, to the extent of merging existing clause III B titled ‘Objects incidental or ancillary’ and existing clause III C titled ‘Other objects’ of the Memorandum of Association, into new Clause III (B) to be titled ‘Matters which are necessary for furtherance of the objects and consequently re-numbering as may be appropriate.”

“RESOLVED FURTHER THAT Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

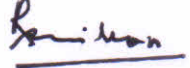
Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	737	664704785	16	1478311700	753	2143016485	99.97
Dissent	30	547698	0	0	30	547698	0.03
Abstain	15	131118475	1	1090	16	131119565	
Total	782	796370958	17	1478312790	799	2274683748	100

Therefore, the resolution no.7 has been approved with requisite majority.

In the light of the Report of the Scrutinizer, as detailed hereinabove, I, **R. S. Dhillon**, Chairman and Managing Director, PFC declare that all the Resolution(s) proposed in the 34th Annual General Meeting have been passed with requisite majority. The above results be notified accordingly.

For POWER FINANCE CORPORATION LIMITED


Manohar Balwani
 CGM & Company Secretary


R. S. Dhillon
 Chairman and Managing Director
 DIN No.: 00278074

Place: New Delhi
 Date: 29th September, 2020



रविन्द्र सिंह धिल्लो / RAVINDER SINGH DHILLON
 अध्यक्ष एवं प्रबंध निदेशक
 Chairman & Managing Director
 पावर फाइनेंस कॉर्पोरेशन लि. / P.F.C. Ltd.
 (भारत सरकार का उपक्रम) / (A Govt. of India Undertaking)
 “ऊर्जाविधि”, 1, बाराखम्बा लान, कनॉट प्लेस,
 “URJANIDHI”, 1, Barakhamba Lane, Connaught Place,
 नई दिल्ली-110001 / New Delhi-110001



AGARWAL S. & ASSOCIATES

COMPANY SECRETARIES

D-427, 2nd Floor, Ramphal Chowk,
(Backside of Goyalsons) Palam Extn
Sector 7, Dwarka, New Delhi-110075
Email Id: sachinag1981@gmail.com

Phone:011-45052182; Mobile:9811549887

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 - 110 001

Reg.: 34th Annual General Meeting of the members of Power Finance Corporation Limited held on
Tuesday, 29th day of September 2020 at 12:30 p.m. through Video Conferencing ("VC")/ Other
Audio Visual Means ("OAVM")

Sub: Consolidated Scrutinizer's Report on voting through electronic means (remote e-voting) and
voting at the AGM through VC or OAVM 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,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, having office at D-427, 2nd
Floor, Ramphal Chowk, (Backside of Goyalsons) Palam Extn, Sector 7, Dwarka, New Delhi-110075 had
been appointed as the Scrutinizer by the Board of Directors of **Power Finance Corporation Limited**
(the Company) having it's registered office at Urjanidhi, 1, Barakhamba Lane, Connaught Place, New
Delhi - 110 001 vide resolution dated 13.08.2020, pursuant to the provisions of the Companies Act
2013 read with Rules thereunder to conduct the remote e- voting process and to scrutinize voting at
the AGM through VC or OAVM process by the Shareholders in respect of the below mentioned
resolutions passed at 34th Annual General Meeting of the Company held on Tuesday, 29th day of
September 2020.

The notice dated 01st September, 2020 convening AGM of the Company was sent to the
Shareholders.

The Company has provided the voting through electronics means (remote e- voting) facility offered
by **KFin Technologies Private Limited (KFintech)**, 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.
Wednesday, 23rd September, 2020 were entitled to vote on the proposed resolutions as set out at
item nos. 1 to 7 in the notice convening 34th Annual General Meeting of the Company.



The voting period for remote e- Voting commenced on Saturday, 26th September, 2020 at 10.00 am and ended on Monday, 28th September, 2020 at 5.00 pm and the remote e-Voting platform was blocked thereafter. After the closure of the voting at Annual General Meeting held on 29.09.2020, the report of voting done at the meeting was generated in my presence.

The voting pattern was unblocked by us on Tuesday, 29th Day of September, 2020 in the presence of Ms. Kapila Tanwar and Ms. Priya Sharma, who are not in employment of the Company.



(Ms. Kapila Tanwar)



(Ms. Priya Sharma)

I have scrutinized the consolidated voting in a fair & transparent manner based on the data downloaded from the **KFin Technologies Private Limited**, remote evoting plateform and the voting at the AGM through VC or OAVM& verified by RTA, respectively.

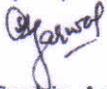
Based on the result made available to us, 780 members have cast their vote on the e-voting platform and 17 members have casted their vote at the AGM through VC or OAVM. I hereby annex the Consolidated Voting results pursuant to Rule(20)(4)(xii) of (Companies Management & Administration) Amendment Rules, 2015 on all the resolutions contained in the notice of aforesaid Annual General Meeting.

All relevant records shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,

For Agarwal S. & Associates,
Company Secretaries,



CS Sachin Agarwal
Partner

FCS: 5774

COP: 5910

Date: 29.09.2020

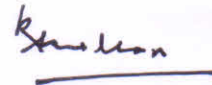
Place: New Delhi

UDIN: F005774B000809566





मनोहर बलवानी/MANO HAR BALWANI
मुख्य महाप्रबन्धक एवं कंपनी सचिव
CGM & Company Secretary (A-11117)
पावर फाइनेंस कॉर्पोरेशन लिमिटेड
Power Finance Corporation Limited
"ऊर्जाविधि", 1, बाराखम्बा लेन, कर्नाट प्लेस,
Barakhamba Lane, Connaught Place,
110001



रविन्द्र सिंह धिल्लों/RAVINDER SINGH DHILLON
अध्यक्ष एवं प्रबंध निदेशक
Chairman & Managing Director
पावर फाइनेंस कॉर्पोरेशन लि. / P.F.C. Ltd.
(भारत सरकार का उपक्रम)/(A Govt. of India Undertaking)
"ऊर्जाविधि", 1, बाराखम्बा लेन, कर्नाट प्लेस,
"URJANIDHI", 1, Barakhamba Lane, Connaught Place,
नई दिल्ली-110001/New Delhi-110001

Consolidated Results

Item No.	1
Subject Matter of resolution	To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2020, the Reports of the Board of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	756	663168356	17	1478312790	773	2141481146	100.00
Dissent	14	7809	0	0	14	7809	0.00
Abstain	10	133194793	0	0	10	133194793	
Total	780	796370958	17	1478312790	797	2274683748	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 1** of the Notice dated **September 01, 2020** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries




CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 29.09.2020
Place: New Delhi

Consolidated Results

Item No.	2
Subject Matter of resolution	To confirm the payment of Interim Dividend on Equity Shares as total dividend for the financial year 2019-20.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	750	665237176	17	1478312790	767	2143549966	100.00
Dissent	22	15801	0	0	22	15801	0.00
Abstain	9	131117981	0	0	9	131117981	
Total	781	796370958	17	1478312790	798	2274683748	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 2** of the Notice dated **September 01, 2020** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 29.09.2020
Place: New Delhi

Consolidated Results

Item No.	3
Subject Matter of resolution	To appoint a Director in place of Shri P. K. Singh (DIN: 03548218), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	562	521436318	17	1478312790	579	1999749108	93.29
Dissent	205	143784371	0	0	205	143784371	6.71
Abstain	14	131150269	0	0	14	131150269	
Total	781	796370958	17	1478312790	798	2274683748	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 3** of the Notice dated **September 01, 2020** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 29.09.2020
Place: New Delhi

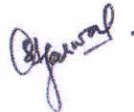
Consolidated Results

Item No.	4
Subject Matter of resolution	To fix the remuneration of the Statutory Auditors.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	727	647722345	16	1478311700	743	2126034045	99.18
Dissent	42	17530524	0	0	42	17530524	0.82
Abstain	11	131118089	1	1090	12	131119179	
Total	780	796370958	17	1478312790	797	2274683748	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 4** of the Notice dated **September 01, 2020** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 29.09.2020
Place: New Delhi

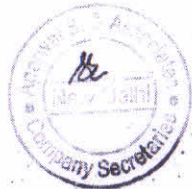
Consolidated Results

Item No.	5
Subject Matter of resolution	To appoint Smt. Parminder Chopra (DIN: 08530587), as Director of the Company.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	608	558398516	16	1478311700	624	2036710216	95.02
Dissent	161	106854117	0	0	161	106854117	4.98
Abstain	15	131118325	1	1090	16	131119415	
Total	784	796370958	17	1478312790	801	2274683748	100

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 5** of the Notice dated **September 01, 2020** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 29.09.2020
Place: New Delhi

Consolidated Results

Item No.	6
Subject Matter of resolution	Enhancement of borrowing limit approved under Section 180(1)(c) of the Companies Act, 2013 & modification under Section 180 (1) (a) of the Companies Act, 2013.
Type of Resolution	Special

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	727	663345751	16	1478311700	743	2141657451	99.91
Dissent	40	1907017	0	0	40	1907017	0.09
Abstain	13	131118190	1	1090	14	131119280	
Total	780	796370958	17	1478312790	797	2274683748	100

Based on the aforesaid results, I report that the **Special Resolution** as contained in the **Item No. 6** of the Notice dated **September 01, 2020** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries




CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 29.09.2020
Place: New Delhi

Consolidated Results

Item No.	7
Subject Matter of resolution	To Change Object Clause of the Memorandum of Association of the Company.
Type of Resolution	Special

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	737	664704785	16	1478311700	753	2143016485	99.97
Dissent	30	547698	0	0	30	547698	0.03
Abstain	15	131118475	1	1090	16	131119565	
Total	782	796370958	17	1478312790	799	2274683748	100

Based on the aforesaid results, I report that the **Special Resolution** as contained in the **Item No. 7** of the Notice dated **September 01, 2020** has been passed with **requisite majority**.

For Agarwal S. & Associates
Company Secretaries



CS Sachin Agarwal
Partner
C.P. No. 5910
FCS No. 5774

Date: 29.09.2020
Place: New Delhi