



पावर फाइनेंस कॉर्पोरेशन लिमिटेड POWER FINANCE CORPORATION LTD.

(भारत सरकार का उपक्रम)

(A Govt. of India Undertaking)

(आई.एस.ओ. 9001:2015 प्रमाणित)

(ISO 9001:2015 Certified)

No:1:05:138:II:CS

Dated: 11.09.2018

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

SUB: Proceedings of 32nd AGM of Power Finance Corporation Limited

Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith proceedings of the 32nd AGM of the Company held today i.e. 11th September, 2018.

Submitted for your information and record.

Thanking You,

Yours faithfully,
For Power Finance Corporation Limited


(Manohar Balwani)
Company Secretary
mb@pfcindia.com

POWER FINANCE CORPORATION LIMITED
NEW DELHI

Proceedings of the 32nd Annual General Meeting held during 10.30 A.M. to 11.20 A.M. on Tuesday, the 11th September, 2018 at Talkatora Indoor Stadium, Talkatora Garden, New Delhi - 110004.

- I. Company Secretary welcomed Shareholders and Auditors and introduced CMD and Directors to the shareholders.
- II. Chairman addressed the shareholders and Directors.
- III. Company Secretary confirmed presence of quorum to Chairman, who declared meeting to be in order.
- IV. Company Secretary read out the Notice, Directors' Report, Auditor's Report, C&AG Report, Secretarial Audit Report and the explanations / comments given thereupon by the Board of Directors in their report.
- V. Company Secretary informed shareholders that in compliance with provisions of listing regulations as well as of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided e-voting facility to the members as on the cut off date i.e. September 3, 2018 for a period of 3 days from September 8, 2018 to September 10, 2018 to enable them to cast their vote electronically on the items mentioned in the notice of AGM dated August 3, 2018. Shri Sachin Agarwal, practising company secretary had been appointed as scrutinizer for the purpose of e-voting and physical voting process.

It was further informed that the shareholders who had casted their votes electronically were not required to vote again at the meeting.

- VI. Chairman explained the objective and implications of the proposed resolutions on the business set out in the notice of this AGM dated August 3, 2018.
- VII. Company Secretary stated that as informed earlier vide newspaper publication dated 31st August, 2018, the Company had received a Notice dated 27th August, 2018, pursuant to Section 160 of the Companies Act 2013, and rules notified thereunder, from Shri Praveen Kumar Singh (DIN – 03548218) proposing his candidature for the office of Director of the company for consideration. Accordingly, the aforesaid appointment proposal of Shri Praveen Kumar Singh as Director (Commercial), was included in the remote e-voting facility prior to its commencement to enable the members to vote electronically and was also included in the physical ballot at the AGM.
- VIII. Thereafter, shareholders who had not voted electronically were requested, to cast their vote on the polling paper made available and to drop the same in the ballot boxes placed in the auditorium after all the resolutions were read out.
- IX. It was informed that the result of the polling process along with the e-voting process shall be posted on the website of the company, after its approval by the chairman subsequent to due



process of scrutinization of the voting by the scrutinizer, Shri Sachin Agarwal, practising company secretary.

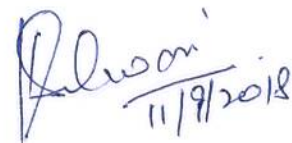
X. The resolutions related to following items of business were transacted at the meeting:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2018, the Reports of the Board of Directors and Auditors thereon.
2. To confirm interim dividend as total dividend for the Financial Year 2017-18.
3. To appoint a Director in place of Shri Chinmoy Gangopadhyay (DIN: 02271398), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors.

SPECIAL BUSINESS

5. To appoint Smt. Gouri Chaudhury, 76 years (DIN: 07970522), as Director of the Company.
 6. To raise funds upto ₹65,000 crore, during the period of one year from the date of current AGM, through issue of Bonds/Debentures/notes/debt securities on Private Placement basis in India and/or outside India.
 7. To approve scheme of arrangement for Amalgamation of PFC Green Energy Limited (Transferor Company) with Power Finance Corporation Limited (Transferee Company) and their respective shareholders and creditors under Sections 230-232 of Companies Act, 2013, read along with Rules made there under and Notification No. G.S.R. 582 (E), Dated 13th June, 2017 of Ministry of Corporate Affairs.
 8. To appoint Shri Praveen Kumar Singh, (DIN: 03548218), as Director (Commercial) of the Company.
- XI. Chairman invited comments on the resolutions and general working of the company and replied the same.
- XII. Shareholders casted their votes on the resolutions and dropped the ballot paper in the ballot boxes.
- XIII. Company Secretary proposed a vote of thanks to the Chair.
- XIV. Thereafter the Chairman declared the closure of the meeting.


11/9/2018

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