

Notice

Power Finance Corporation Limited

CIN: L65910DL1986GOI024862

Urjanidhi, 1, Barakhamba Lane, Connaught Place, New Delhi - 110 001, India

Tel: +91 11 23456000, Fax: +91 11 23412545, E-mail ID: investorsgrievance@pfcindia.com

Website: www.pfcindia.com

Notice is hereby given that the Thirty Fourth Annual General Meeting of the members of Power Finance Corporation Limited will be held on **Tuesday, the September 29, 2020 at 12:30 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

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, 2020, the Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares as total dividend for the financial year 2019-20.
3. 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.
4. To fix the remuneration of the Statutory Auditors.

SPECIAL BUSINESS

5. To appoint Smt. Parminder Chopra (DIN: 08530587), as Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 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 Government of India."

6. 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 and in this regard to consider and if thought fit, to pass, with or without modification(s), following resolution as **Special Resolution:**

"RESOLVED THAT approval be and is hereby accorded for authorising 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 ₹6,00,000 crore (Rupees six lakh crore only) in Indian Rupees and amount equivalent to US\$ 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 authorising 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 ₹6,00,000 crore (Rupees Six Lakh Crore Only) in the Indian Currency and in any Foreign Currency equivalent to US\$ 15 billion (Fifteen billion US Dollars only).

“RESOLVED FURTHER THAT approval be and is hereby accorded for authorising 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.”

7. To Change Object Clause of the Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special resolution:**

“RESOLVED THAT pursuant to approval of Ministry of Power vide letter no. F.No.24-3/2/2019-PFC (MoP) dated 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:

1. To finance projects, activities or works of creation, up-gradation, renovation, improvement, maintenance, repair, modernisation, modification, replacement,

augmentation, etc. related to generation, transmission, distribution or supply of power of any form including power from sources of renewable energy.

2. To finance projects, activities or works including electrification works of creation, up-gradation, renovation, improvement, maintenance, repair, modernisation, 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.
3. To finance projects, activities, schemes for energy conservation, energy efficiency and environmental aspects of power including cogeneration/ trigeneration/ 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, modernisation, 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 harbour(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 authorised 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.”

By order of the Board of Directors



Manohar Balwani
Company Secretary

Registered office:
Urjanidhi, 1, Barakhamba Lane,
Connaught Place,
New Delhi - 110 001
CIN: L65910DL1986GOI024862

Date: 01/09/2020

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Company has enabled the Members to participate at the 34th AGM through the VC facility provided by KFin Technologies Private Limited (KFinTech), Registrar and Share Transfer Agents (RTA). The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
3. As per the provisions under the MCA Circulars, Members attending the 34th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 34th AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. The Company has appointed Shri Sachin Agarwal, Practicing Company Secretary (FCS No.: 5774, C.P. No.: 5910) or in his absence, Ms. Anuradha Jain, Practicing Company Secretary, to act as the Scrutiniser, to scrutinise the e-voting process in a fair and transparent manner.
7. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 34th AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 34th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
8. Corporate Members are required to send a certified copy of the Board resolution authorising their representative to attend the AGM through VC and vote on their behalf. The said Resolution/ Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address to sachinag1981@gmail.com with a copy marked to evoting@kfintech.com.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The Register of Members and Share Transfer books will remain closed from Thursday, September 24, 2020 to Tuesday, September 29, 2020 (both days inclusive).
11. In line with the MCA Circulars, the notice of the 34th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at <https://www.pfcindia.com/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech, RTA at <https://evoting.karvy.com/>.
12. Members who have not registered their e-mail address with the Company / Depository Participants, as the case may be, are requested to visit the website of KFin Technologies Private Limited https://ris.kfintech.com/email_registration/ for temporary registration of email id of shareholders for 34th AGM and follow the process as mentioned on the landing page to receive the Annual Report, AGM Notice and Voting Instructions.
13. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the 34th AGM is annexed hereto.
14. As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations

and Disclosure Requirements) Regulations, 2015, a brief profile of Shri P.K. Singh, Director retiring by rotation and seeking re-appointment under Item No. 3 and Smt. Parminder Chopra seeking appointment under Item No. 5 of the notice in accordance with applicable provisions of the Companies Act, 2013 is forming part of the notice.

15. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or reappointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to Section 142 of the Companies Act, 2013, their remuneration has to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Comptroller and Auditor General of India shall appoint the Statutory Auditors of the Company for the FY 2020-21 under Section 139 of the Companies Act, 2013. The members may authorise the Board of Directors to fix an appropriate remuneration of Auditors for the FY 2020-21 as may be deemed fit by the Board.
16. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised so as to be able to freely transfer them and participate in corporate actions.
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. The voting rights shall be as per the number of equity share held by the Member(s) as on cut-off date. Members are eligible to cast vote only if they are holding shares as on that date. Kindly note that a person who is not a member of the Company as on the Cut-off date should treat this Notice for Information Purposes Only.
18. Pursuant to Section 124 read with Section 125 of the Companies Act, 2013, 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. The shares in respect of which the dividends have not been paid or claimed for a period of seven consecutive years or more, are also liable to be transferred to the demat account of the IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. The details of investors' (whose payment is due) are available on company's website so as to enable the investors to claim the same.
19. 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 KFintech, RTA of the Company. Those holding shares in Electronic Form may obtain and send the ECS Mandate Form directly to their Depository Participant (DP). Those who have already furnished the ECS Mandate Form to the Company/ RTA/ DP with complete details need not send it again.
20. The shareholders holding shares in physical form and do not wish to opt for ECS facility may please mail their bankers' name, branch address and account number with IFSC and MICR code to KFintech, RTA of the Company.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. It has also made 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 of listed companies in physical form. Accordingly, members holding shares in physical form can submit their PAN to the Company/ KFintech, RTA of the Company.
22. Members holding shares in multiple folios in physical mode are requested to apply for consolidation their holdings in one folio to the Company or KFintech, RTA of the Company along with relevant Share Certificates. A consolidated share certificate will be issued to such Members after making requisite changes.
23. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter to KFintech, RTA of the Company.
24. Members desirous of making a nomination in respect of their shareholding in the Company,

as permitted under Section 72 of the Companies Act, 2013, are requested to write to KFintech, RTA of the Company in the prescribed form. In case of shares held in dematerialised form, the nomination has to be lodged with the respective Depository Participant.

25. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to KFintech, RTA of the Company in case the shares are held by them in physical form.
26. Members desirous of getting any information on financial statements and any other business of this Meeting are requested to address their queries to Company Secretary of the Company through e-mail on agm2020@pfcindia.com at least fifteen days prior to the date of the meeting. The same will be replied by the Company suitably.

27. All documents referred to in the accompanying Notice and the Explanatory Statement and Statutory Registers shall be available electronically on Company's website at www.pfcindia.com.

28. Since the 34th AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with 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 Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E-voting facility to all the Shareholders of the Company in respect of items to be transacted at this Meeting. The Company has engaged the services of KFin Technologies Private Limited (KFintech) for facilitating remote e-voting for AGM. The user-id & password is mentioned in the e-mail forwarded. Procedure and Instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

Procedure and Instructions for remote e-voting

I. Launch an internet browser and open <https://evoting.karvy.com>.

II. Initial Password is provided in the E-mail.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
5594	<p>For Members holding shares in Demat Form: Event no. followed by: For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form: Event no. followed by Folio Number registered with the Company</p>	Your Unique password is in the e-mail forwarded.

(a) In case of Members receiving an e-mail from KFintech [applicable to members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:

- (i) Enter the login credentials (i.e. User ID and password). However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- (ii) After entering the above details Click on - Login.
- (iii) Password change menu will appear. Change the Password with a new Password of your choice. The new

password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.

- (iv) On successful login, the system will prompt you to select the E-Voting Event of Power Finance Corporation Limited.
- (v) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. September 23, 2020 under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (vi) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (vii) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (viii) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (ix) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (x) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail ID: sachinag1981@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Event No."

(b) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of

e-mail address and obtaining User ID and Password for e-voting as mentioned in para 12 of the "Notes" section above.

- III. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of KFintech's e-voting website <https://evoting.karvy.com> or contact Mr. B Srinivas , Manager (Unit: POWER FINANCE CORPORATION LIMITED) of KFin Technologies Private Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, India or at einward.ris@karvy.com and evoting@karvy.com or Tel. No. 040 - 6716 2222 or call KFintech's toll free No. 1-800-3454-001 for any further clarifications.
- IV. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the remote e-voting period shall commence at 10.00 a.m. on September 26, 2020 and will end at 5.00 p.m. on September 28, 2020. The e-voting module shall be disabled by KFintech at 5.00 p.m. on the same day. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 23, 2020 may cast their votes electronically.
- V. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- VI. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- VII. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- VIII. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- IX. Members who have acquired shares after the dispatch of the Annual Report and on or before the cut-off date i.e. September 23,

2020, may obtain the User ID and Password for exercising their right to vote by electronic means as follows:

- a) If the e-mail or mobile number of the member is registered against Folio No./ DP ID Client ID:

The member may send SMS: MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXX1234567890

OR

The member may go to the home page of <https://evoting.karvy.com>, and click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- b) Member may call KFintech's toll free number 1-800-3454-001
- c) Member may send an e-mail request to einward.ris@karvy.com. However, KFintech shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- X. The Results on resolutions shall be declared after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- XI. The Results declared along with the Scrutiniser's Report(s) will be available on the website of the Company (www.pfcindia.com) and on KFintech's website (<https://evoting.karvy.com>) and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
- XII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC

1. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com/> by clicking "Video Conference and Streaming" and login by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/members login where the "Event" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser) for better experience.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members who may want to express their views or ask questions may visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name, demat account number/ folio number, e-mail ID and mobile number. The window shall remain active during the remote e-voting period.
7. In addition to the above-mentioned step, the Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during the remote e-voting period. Members shall be provided a 'queue number' before the AGM. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC

platform. Members may click on the voting icon ("Thumb sign") on the left side of the screen to cast their votes.

- Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1-800-3454-001 or write to them at evoting@kfintech.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

Item No. 5

The following statement sets out the material facts relating to the special business mentioned in Item No. 5 of the accompanying Notice:

Smt. Parminder Chopra was appointed as Director (Finance) of the Company by the President of India through Ministry of Power vide communication no. 24-8/2/2019-PFC (MoP) dated May 20, 2020 till the date of her superannuation or until further orders, whichever is the earlier and subsequently on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director by the Board of Directors with effect from July 1, 2020 to hold office up to this Annual General Meeting. The terms and conditions regulating the appointment of Smt. Parminder Chopra would be as determined by the Government of India.

Her brief resume, inter alia, giving nature of expertise in specific functional area is being provided which forms part of this notice.

Smt. Parminder Chopra, is concerned and interested, in the resolution.

Further, no other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

The Board recommends the resolution given at Sr. No. 5 of this notice for your approval as an Ordinary Resolution.

Item No. 6

The following statement sets out the material facts relating to the special business mentioned in Item No. 6 of the accompanying Notice:

As per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a special resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed

by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves.

Accordingly, in the special resolution passed by the shareholders in the 30th Annual General Meeting of the Company held on August 19, 2016, the consent of the Company was accorded to the Board of Directors of the Company under the provisions of Section 180(1)(c) of the Companies Act, 2013 to 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/Govt. of India, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans as explained in Section 180(1)(c) of the Companies Act, 2013 obtained by the Company in the ordinary course of business) may, at any time, exceed up to a sum of ₹4,00,000 crore (Rupees Four lakh crore only) in Indian Rupees and amount equivalent to US\$ 8,000 million (Eight billion US Dollars only) in any foreign currency respectively over and above the aggregate paid up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose).

The fund requirement of the Company has been continuously increasing over the years, to meet the ever increasing demand of the power sector.

Thus, considering the funds requirements of the Company over next 3 to 4 years, the Board in its Meeting held on August 13, 2020, accorded approval for seeking the approval of shareholders for enhancing the current limit of ₹4,00,000 crore to ₹6,00,000 crore in Indian Rupees and an amount equivalent to US\$ 8,000 million (8 billion US Dollars only) may be enhanced to 15,000 million (15 billion US Dollars only) in any foreign currency over and above the aggregate paid up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose).

The Board further recommends the Resolution given at Sr. No. 6 of this notice for your approval as Special Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 7

The following statement sets out the material facts relating to the special business mentioned in Item No.7 of the accompanying Notice:

The Company is a CPSE under the administrative control of Ministry of Power, Government of India and a notified

public financial institution under the provisions of the Companies Act, 2013 as also a systemically important non-deposit taking Non-Banking Financial Company (NBFC) classified as an Infrastructure Finance Company by the Reserve Bank of India. The Company is engaged in providing financial assistance to Power Utilities for meeting financing and development requirements of the Power Sector. To tap the emerging business opportunities in the changed business environment it is proposed to expand the objects of the Company by amending the object clause of Memorandum of Association.

Pursuant to the approval of Ministry of Power, Govt. of India vide letter no. F.No.24-3/2/2019-PFC (MoP) dtd. July 13, 2020, the Board approved alteration of the Memorandum of Association of the Company and the approval of the members of the Company has been sought for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The gist of amendments proposed is as under:

- (i) Renaming of heading of Clause III(A) as "OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED" from the existing heading "The main objects to be pursued by the Company on its incorporation are".
- (ii) 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 consequent re-numbering, without any changes to the content.

(iii) Following Modification/Addition in the existing 11 Main Objects in Clause III (A) subsumed into 6 Clauses viz. A-1 to A-6 as under:

Existing Clause III (A) of Memorandum of Association		Proposed Clause III (A) of Memorandum of Association	
Clause No.	Description	Clause No.	Description
1	To finance power projects, in particular thermal & hydro-electric projects.	1	To finance projects, activities or works of creation, up-gradation, renovation, improvement, maintenance, repair, modernisation, modification, replacement, augmentation, etc. related to generation, transmission, distribution or supply of power of any form including power from sources of renewable energy.
2	To finance power transmission and distribution works.		
3	To Finance renovation and modernisation of power plants aimed at improving availability and performance of such plants.	2	To finance projects, activities or works including electrification works of creation, up-gradation, renovation, improvement, maintenance, repair, modernisation, 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.
4	To finance system improvement energy conservation schemes.	3	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.
5	To finance maintenance & repair of capital equipment including facilities for repair of such equipment, training of engineers & operating & other personnel employed in generation, transmission and distribution of power.	4	To finance projects for establishment, expansion, modernisation, operations, maintenance of units for manufacturing of capital equipment(s) required in power sector including renewable energy & allied sectors.
10	To finance manufacturing of Capital equipment required in Power sector.		

Existing Clause III (A) of Memorandum of Association		Proposed Clause III (A) of Memorandum of Association	
Clause No.	Description	Clause No.	Description
8	To finance promotion and development of other energy sources including alternate and renewable energy sources.	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 harbour(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.
11	To finance and to provide assistance for those activities having a forward and backward linkage, for the power projects, including but not limited to, such as development of coal and other mining activities for use as a fuel in power project, development of other fuel supply arrangements for power sector, electrification of Railway lines, laying of railway lines, roads, bridges, ports and harbours & to meet such other enabling infrastructure facilities that may be required.		
6	To finance survey and investigation of power projects.	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.
7	To finance studies, schemes, experiments and research activities associated with various aspects of technology in power development and supply		
9	To promote, organise or carry on consultancy services in the related activities of the Company.		

A copy of the proposed MOA of the Company would be available for inspection for the Members electronically, upon Log-in to Company's website at www.pfcindia.com, till the date of AGM.

The Board recommends the resolution given at Sr. No. 7 of this notice for your approval as a Special Resolution.

Further, no other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT 34TH AGM UNDER ITEM NO. 3 AND 5

Name	Shri P. K. Singh	Smt. Parminder Chopra
Date of Birth and Age	20.01.1962/58	30.04.1967/53
Qualification	B. Tech (Electrical) from IIT – BHU, M. Tech – Energy & Environment Management from IIT Delhi and Global Energy MBA, Bayer College of Business, University of Houston, USA	Bachelor's degree in Commerce and is a qualified Cost Accountant and MBA.
Date of Appointment	10.08.2018	01.07.2020
Terms and Conditions of Appointment	Appointed as Director (Commercial) by President of India through Ministry of Power till the date of his superannuation or until further orders, whichever is the earlier.	Appointed as Director (Finance) by President of India through Ministry of Power till the date of her superannuation or until further orders, whichever is the earlier.
Remuneration	As per standard terms of appointment issued by President of India through Ministry of Power.	As per standard terms of appointment issued by President of India through Ministry of Power.
Expertise in Functional Areas	Prior to taking over as Director (Commercial), Shri Singh, has served as Executive Director (Projects) in PFC. He worked in various units of Projects Division in PFC for over 24 years. Earlier he had also worked for BHEL & CIL for over 9 years. He has been representing PFC in various committees of Govt. of India. Shri Singh is also Nominee Director of PFC on the Board of REC Limited since June 18, 2019. Shri Singh has been given additional charge of Director (Projects), PFC in addition to his current portfolio w.e.f. June 1, 2020. Shri Singh has been representing PFC in various committees of Government of India. He also holds Directorships on Board of PFC Consulting Limited and SPV created for implementation of UMPP. He also served as appellate authority for RTI purposes in PFC.	She has more than 32 years of experience in power sector, serving in key power sector organizations like National Hydroelectric Power Corporation of India (NHPC) and Power Grid Corporation of India (PGCIL). She joined PFC in 2005 and was working as an Executive Director(Finance) before assuming charge as Director(Finance), PFC. She has handled a gamut of finance portfolios such as resource mobilization from domestic as well as international markets, banking & treasury, asset-liability management, stressed assets resolution etc.
Number of Meetings of the Board held during the year and number of Board Meetings attended	13/13	NA
Relationship with any other Director, Manager and other KMP of the Company	Nil	Nil
Number of shares held in the Company	32,194	2,000
Directorship in other companies	<ul style="list-style-type: none"> • Coastal Karnataka Power Ltd. • Sakhigopal Integrated Power Co. Ltd. • Jharkhand Infra Power Ltd. • Ghogharpalli Integrated Power Co. Ltd. • PFC Consulting Ltd. • Orissa Integrated Power Limited • REC Ltd. 	<ul style="list-style-type: none"> • Coastal Tamil Nadu Power Limited • Cheyyur Infra Limited • PFC Consulting Limited • Bihar Mega Power Limited • Deoghar Mega Power Limited • Chhattisgarh Surguja Power Limited • Tatiya Andhra Mega Power Limited • PTC India Limited
Chairman/ Membership of committees* across all public companies	<p>Power Finance Corporation Limited</p> <ul style="list-style-type: none"> • Member, Audit Committee (By virtue of holding the additional charge of Director (Project)) 	<p>Power Finance Corporation Limited</p> <ul style="list-style-type: none"> • Member, Stakeholders Relationship and Shareholder/Investor' Grievance Committee

* Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee.