



पावर फाइनेंस कॉर्पोरेशन लिमिटेड
POWER FINANCE CORPORATION LTD.

(भारत सरकार का उपक्रम)

(A Govt. of India Undertaking)

(आई.एस.ओ. 9001:2008 प्रमाणित)

(ISO 9001:2008 Certified)

No:1:05:138:II:CS

Dated: 26.09.2014

Bombay Stock Exchange Limited,
Department of Corporate Services,
Floor – 25, PJ Towers, Dalal Street,
MUMBAI – 400 001.

Kind Attn. : Mr. Iyer Gopalkrishnan, GM, Corporate Services

SUB: Details of Proceedings and voting results for 28th AGM of Power Finance Corporation Limited pursuant to Clause 31(d) and 35A of Listing Agreement

Sir,

Pursuant to the provisions of Clause 35A of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided E- voting facility to the Shareholders of the Company in respect of all the items to be transacted at the said Meeting. The e-voting period commenced on 20th September, 2014 at 10.00 am and ended at 6.00 pm on 22nd September, 2014 with cut-off date for determining shareholders being 22nd August, 2014.

The Company had also provided ballot voting for all the resolutions at the AGM held on 26th September, 2014.

Ms. Archana Bansal, Practising Company Secretary, who was appointed as a Scrutinizer for e-voting as well as voting through ballot process at the AGM has submitted her consolidated Report to the Chairman.

The proceedings and consolidated voting results pursuant to Clause 31(d) and 35A of the Listing Agreement and the consolidated report of the Scrutinizer dated 26th September, 2014 are enclosed herewith.

Based on the consolidated report of the Scrutinizer, all resolutions as set out in the Notice of 28th Annual General Meeting of the Company have been duly approved by the Shareholders with requisite majority.

Submitted for your information and record.

Thanking You,

Yours faithfully,

For Power Finance Corporation Limited

(Manohar Balwani)
Company Secretary

Details regarding the voting results for the 28th Annual General Meeting of Power Finance Corporation Limited

Date of the AGM: 26th September, 2014

Total number of shareholders on record date: 203967

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 1

Public: 18605

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: NA

Public: NA

Mode of voting:

E-Voting: from 10.00 a.m. on September 20, 2014 till 6.00 p.m. on September 22, 2014 and

Poll: Conducted at the AGM held on 26th September, 2014

AGENDA-WISE

1. Adoption of the Audited Standalone financial statements for the financial year ended March 31, 2014, together with Directors' Report, Statutory Auditors' Report and the Comments of C&AG of India thereupon as also the Consolidated Financial statements for the financial year ended March 31, 2014 and the Statutory Auditors' Report thereon.

Resolution required: Ordinary

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	960955589	960955589	100.00	960955589	0	100.00	0.00
Public – Institutional holders	285146867	100602063	35.28	100279014	323049	99.68	0.32
Public-Others	73938248	1075484	1.45	1075384	100	99.99	0.01
Total	1320040704	1062633136	80.50	1062309987	323149	99.97	0.03

2. Confirmation of interim dividend of ₹8.80/- per share on face value of ₹10/- per share and approval for declaration of final dividend of ₹0.20/- per share on face value of ₹10/- per share for the year 2013-14.

Resolution required: Ordinary

Promoter/Public	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
Promoter and Promoter Group	960955589	960955589	100.00	960955589	0	100.00	0.00
Public – Institutional holders	285146867	100723242	35.32	100723242	0	100.00	0.00
Public-Others	73938248	1075485	1.45	1075435	50	100.00	0.00
Total	1320040704	1062754316	80.51	1062754266	50	100.00	0.00

3. Approval for re-appointment of Shri A. K. Agarwal (DIN:01987101), director retiring by rotation.

Resolution required: Ordinary

Promoter/Public	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
Promoter and Promoter Group	960955589	960955589	100.00	960955589	0	100.00	0.00
Public – Institutional holders	285146867	100446742	35.23	27058046	73388696	26.94	73.06
Public-Others	73938248	1049626	1.42	1045927	3699	99.65	0.35
Total	1320040704	1062451957	80.49	989059562	73392395	93.09	6.91

4. Approval for authorization to the Board of Directors for fixation of the remuneration of the Statutory Auditors for the FY 2014-15.

Resolution required: Ordinary

Promoter/Public	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
Promoter and Promoter Group	960955589	960955589	100.00	960955589	0	100.00	0.00
Public – Institutional holders	285146867	100723242	35.32	56816765	43906477	56.41	43.59
Public-Others	73938248	1075485	1.45	1074899	586	99.95	0.05
Total	1320040704	1062754316	80.51	1018847253	43907063	95.87	4.13

5. Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Resolution required: Special

Promoter/Public	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
Promoter and Promoter Group	960955589	960955589	100.00	960955589	0	100.00	0.00
Public – Institutional holders	285146867	100446742	35.23	81040610	19406132	80.68	19.32
Public-Others	73938248	1075485	1.45	1075049	436	99.96	0.04
Total	1320040704	1062477816	80.49	1043071248	19406568	98.17	1.83

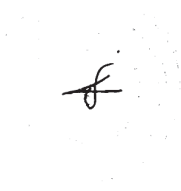
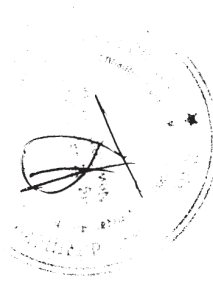



6. Approval to raise funds upto ₹55,000 crore through issue of Bonds/Debentures/notes/debt securities on Private Placement basis.

Resolution required: Special

Promoter/Public	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
Promoter and Promoter Group	960955589	960955589	100.00	960955589	0	100.00	0.00
Public – Institutional holders	285146867	97288180	34.12	77902496	19385684	80.07	19.93
Public-Others	73938248	1075485	1.45	1074068	1417	99.87	0.13
Total	1320040704	1059319254	80.25	1039932153	19387101	98.17	1.83

All Resolutions as set out in the Notice of 28th Annual General Meeting were duly approved by the Shareholders with requisite majority.



BLAK & CO.
Company Secretaries

**SCRUTINIZER'S REPORT
(CONSOLIDATED)**

The Chairman of the 28th Annual General Meeting of the members of
Power Finance Corporation Limited (the Company)
held on Friday, 26th September 2014 at 10 AM
Manekshaw Centre, Parade Road,
Delhi Cantt., New Delhi - 110010

Sub.: Submission of Consolidated Report on e-voting and Physical Ballot Voting
for 28th Annual General Meeting.

Dear Sir,

I, Archana Bansal, Partner of M/s BLAK & CO., Company Secretaries, New Delhi appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and also for the polling process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management & Administration) Rules, 2014 on the resolutions contained in the Notice of the 28th Annual General Meeting of the Company held on Friday, 26th September 2014 at 10 AM at Manekshaw Centre, Parade road, Delhi Cantt, New Delhi - 110010.

I have already submitted interim Scrutinizer Report(s) on e-voting and voting through poll on 23rd September, 2014 and 26th September' 2014 respectively.



The Consolidated Results of E-Voting & Poll are as under:-

1. Resolution No.1 (ORDINARY RESOLUTION)

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31.03.2014.

(i) Voted in favour of the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
533	1062309987	99.94

(ii) Voted against the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
5	323149	0.03

(iii) Invalid votes

Total number of members Whose votes were declared invalid	Total number of votes cast by them
5	365661

2. Resolution No.2 (ORDINARY RESOLUTION)

Confirmation of payment of interim dividend and declare final dividend for the year 2013-14.

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(i) Voted in favour of the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
538	1062754266	99.97

(ii) Voted against the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
2	50	0.00

(iii) Invalid votes

Total number of members Whose votes were declared invalid	Total number of votes cast by them
3	359826

3. Resolution No. 3 (ORDINARY RESOLUTION)

To appoint a Director in place of Shri A.K. Agarwal (DIN: 01987101), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
293	989059562	93.03

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(ii) Voted against the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
248	73392395	6.90

(iii) Invalid votes

Total number of members Whose votes were declared invalid	Total number of votes cast by them
6	662185

4. Resolution No.4 (ORDINARY RESOLUTION)

To fix the remuneration of the Statutory Auditors.

(i) Voted in favour of the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
348	1018847253	95.84

(ii) Voted against the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
200	43907063	4.13

(iii) Invalid votes

Total number of members Whose votes were declared invalid	Total number of votes cast by them
3	359826

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5. Resolution No.5 (SPECIAL RESOLUTION)

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(i) Voted in favour of the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
496	1043071248	98.11

(ii) Voted against the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
44	19406568	1.83

(iii) Invalid votes

Total number of members Whose votes were declared invalid	Total number of votes cast by them
5	636326

6. Resolution No.6 (SPECIAL RESOLUTION)

To raise fund upto Rs.55,000 Crore through issue of bonds/debentures on private placement basis.

(i) Voted in favour of the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
469	1039932153	97.82

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(ii) Voted against the Resolution

Number of members present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
70	19387101	1.82

(iii) Invalid votes

Total number of members Whose votes were declared invalid	Total number of votes cast by them
9	3794888

Accordingly, based on the consolidated voting results (E-voting and Voting through Poll {physical}), all the above mentioned resolutions at Item No.1 to 6 have been passed with requisite majority.

Thanking you,

New Delhi; 26th Sept. 2014

Yours Faithfully,


ARCHANA BANSAL
ACS 17865; COP 11714

Partner - BLAK & CO.
Company Secretaries
Scrutinizer