



(A Govt. of India Undertaking)

POWER FINANCE CORPORATION LIMITED

CIN No. - L65910DL1986GOI024862

Urjanidhi, 1, Barakhamba Lane Connaught Place, New Delhi-110001, India

Tel : +91 11 23456000; Fax: + 91 11 23412545, Email id : investorsgrievance@pfcindia.com Website: www.pfcindia.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS

Notice is hereby given that the Extra Ordinary General Meeting of the members of Power Finance Corporation Limited will be held on Tuesday, the March 19, 2019 at 10:30 A.M. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, Near APS Colony, Gurgaon Road, Delhi Cantt, New Delhi- 110010, to transact the following **special business**:-

1. Approval of Related Party Transaction

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Ordinary Resolutions**:

“RESOLVED THAT pursuant to the provisions under section 188 and other applicable provisions/rules, if any, of the Companies Act, 2013, and also the provisions/rules under other applicable enactments/regulations, approval be and is hereby accorded for the company to enter into a related party transaction with President of India, acting through Ministry of Power, Government of India (Gol) to acquire Gol's 1,03,93,99,343 fully paid up equity shares of REC Limited together with management control at a price determined in accordance with Regulation 8 and 10(1)(a) of SEBI (Substantial Acquisition and Takeover) Regulations, 2011 (“Takeover Regulations”), including premium as may be decided by the Board of Directors, on the basis including inter alia a valuation report from a valuer appointed by the Company, which shall not exceed the threshold limit of 25% provided under Regulation 10(1)(a) of the Takeover Regulations given that the transaction will be exempt from a requirement of making an open offer under Regulation 10(1)(a)(iii) of the Takeover Regulations.”

“RESOLVED FURTHER THAT 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) be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary including but not limited to negotiating, finalizing and signing a share purchase agreement, other agreements, declarations and documents, fixing the price, quantum, consideration, premium, terms of payment including in advance or otherwise etc. for giving effect to the said Related Party Transaction as they may, in their absolute discretion deem necessary.”

By the Order of Board of Directors

(Manohar Balwani)
Company Secretary

Registered office:

Urjanidhi, 1, Barakhamba Lane,
Connaught Place,
New Delhi- 110001
CIN: L65910DL1986GOI024862
Date: 20.02.2019

Notes:

1. A Member entitled to attend and vote at the Extraordinary General Meeting (Meeting/EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a Member of the Company. The instrument appointing a proxy duly completed, stamped and signed should, however, be deposited at the registered office of the Company, not less than forty eight hours before the commencement of the Meeting. Blank proxy form is enclosed and can also be obtained free of charge from the registered office of the Company. Proxy so appointed shall not have any right to speak at the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
4. Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
5. 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 the item to be transacted at this Meeting. The Company has engaged the services of Karvy Fintech Private Limited (Karvy) (erstwhile Karvy Computershare Private Limited) for facilitating remote e-voting for EGM. The user-id & password is mentioned at the bottom of the Attendance Slip/ email forwarded through the electronic notice. Procedure and Instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

Further, the facility for voting through electronic voting system/ ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by Remote E-voting shall be able to exercise their right at the meeting.

The Company has appointed Shri Sachin Agarwal, FCS 5774, Practicing Company Secretary and Smt. Karishma Singh, ACS: 26054, Practicing Company Secretary to act as Joint Scrutinizers, to scrutinize the remote e-voting process and electronic voting system/ ballot or polling paper voting process at the meeting in a fair and transparent manner.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- I. Launch an internet browser and open <https://evoting.karvy.com>.
- II. Initial Password is provided, as follows, at the bottom of the Attendance Slip/E-mail.

EVEN(E-Voting Event Number)	USER ID	PASSORD
4468	<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 printed on the Attendance Slip sent / email forwarded through the electronic notice.

(A) In case a Member receives an email from Karvy Fintech Private Limited [for Members whose email IDs are registered with the Company/Depository Participants(s)]:

- i. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- ii. After entering these details appropriately, click on “LOGIN”.
- iii. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email 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.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the E-voting Event of ‘POWER FINANCE CORPORATION LIMITED’.
- vi. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. March 13, 2019 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.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- 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, 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.
- 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 Scrutinizer(s) at email ID: sachinag1981@gmail.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_Event No.”

(B) In case of Members receiving physical copy of Notice of EGM and Attendance Slip [for Members whose email IDs are not registered with the Company/Depository Participants(s) or are requesting Physical copy]:

- i. Enter the login credential (please refer to the USER ID and initial password mentioned in the attendance slip of the EGM).
- ii. Please follow all steps from Sl. No. (i) to (x) above to cast your vote by electronic means.

- III. In case of any queries, you may refer to the 'Help & Frequently Asked Questions (FAQs)' and 'e-voting user manual' available at the download section of Karvy's website <https://evoting.karvy.com> or contact Mr. B Srinivas (Unit: POWER FINANCE CORPORATION LIMITED) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at einward.ris@karvy.com or phone no. 040 6716 2222 or call Karvy's toll free No. 1-800-3454-001 for any further clarifications.
- IV. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- V. 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 EGM. Accordingly, the voting period shall commence at 10.00 a.m. on March 16, 2019 and will end at 5.00 p.m. on March 18, 2019. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 13, 2019 may cast their votes electronically.
- VI. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- VII. 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.
- VIII. Members who have not voted through remote e-voting can cast their vote at the venue.
- IX. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the EGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- X. Members who have acquired shares after the dispatch of the Notice of EGM but on or before the cut-off date i.e. March 13, 2019, 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 Karvy's toll free number 1-800-3454-001
- c. Member may send an e-mail request to einward.ris@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- XI. The Results on resolutions shall be declared at or after the Extra Ordinary General Meeting of the Company and the resolutions will be deemed to be passed on the Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- XII. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.pfcindia.com) and on Karvy's website (<https://evoting.karvy.com>) and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
- XIII. 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).
6. 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 voting at the EGM through Ballot Paper. 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.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Members are requested to:-
- deliver duly completed and signed Attendance Slip at the entrance of the meeting venue as entry to the Auditorium will be strictly on the basis of the Entry Slip available at the counters at the venue to be exchanged with the Attendance Slip.
 - quote their Folio/Client ID & DP ID Nos. in all correspondence.
 - note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.
 - note that no gifts/coupons will be distributed at the Extra Ordinary General Meeting.
 - note that 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.

9. In support of the "Green Initiative" announced by the Government of India, electronic copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Company / Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, will be sent to them in the permitted mode. **Further, to support this green initiative of the Government in full measure, the members who have not registered their e-mail addresses, so far, are requested to register their email id, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold the shares in physical form are requested to get their e-mail id registered with Karvy, RTA of the Company.**
10. All relevant documents referred in the accompanying notice along with the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days (barring Saturday and Sunday) between 11:00 hrs. to 13:00 hrs. prior to the Extra Ordinary General Meeting.
11. The Route Map to Dr. SRKVS Auditorium is enclosed herewith.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

Item no.1

Approval of Related Party Transaction

PFC is a Navratna, CPSE under the administrative control of Ministry of Power, Government of India(Gol) and as such GOI and PFC are related parties in accordance with Section 2(76) of the Companies Act.

Section 188 of the Companies Act states that no company shall enter into any contract or arrangement with a related party except with the consent of the Board of Directors given by a resolution at a meeting of the Board.

First proviso to Section 188 (1) further stipulates that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or transactions exceeding such sums, as may be prescribed, shall be entered into except with the prior approval of the company by a resolution. The second proviso further states that no member of the company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 specify the limits for transactions beyond which related party transaction shall require approval of the shareholders. With regard to the category of "sale, purchase or supply of any goods or materials", limit has been prescribed as 10% or more of turnover or Rs.100 Crore, whichever is lower. The said threshold applies to transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year. The transaction between Gol and PFC for sale and purchase of 1,03,93,99,343 equity shares of the Gol in REC shall exceed the threshold limit set out under Rule 15(3) of the Rules.

MCA vide Notification No. G.S.R. 463(E), dated 5 June 2015, exempted the application of the first and second proviso to Section 188(1), to a Government company in respect of contracts or arrangements entered into by it with any other Government Company. However, there is no such exemption for a transaction between the Government and a Government Company. Accordingly the transaction is required to be approved by the shareholders (except Government) by way of an Ordinary resolution.

Accordingly, approval of the Shareholders under Section 188 and other applicable provisions, if any, of the Companies Act, 2013, and also the provisions/rules under other applicable enactments regulations, is sought:

1. To enter into a related party transaction with President of India, acting through Ministry of Power, Government of India (Gol) to acquire Gol's 1,03,93,99,343 fully paid up equity shares of REC Limited together with management control at a price determined in accordance with Regulation 8 and 10(1)(a) of SEBI (Substantial Acquisition and Takeover) Regulations, 2011 ("Takeover Regulations"), including premium as may be decided by the Board of Directors, on the basis including inter alia a valuation report from a valuer appointed by the Company, which shall not exceed the threshold limit of 25% provided under Regulation 10(1)(a) of the Takeover Regulations given that the transaction will be exempt from a requirement of making an open offer under Regulation 10(1)(a)(iii) of the Takeover Regulations.
2. To authorize 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 all such acts, deeds and things as may be deemed necessary including but not limited to negotiating, finalizing and signing a share purchase agreement, other agreements, declarations and documents, fixing the price, quantum, consideration, premium, terms of payment including in advance or otherwise etc. for giving effect to the said Related Party Transaction as they may, in their absolute discretion deem necessary.

Further, pursuant to the Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the particulars of the proposed related party transaction are set-out below:

- (a) Name of the related party:** The President of India acting through Ministry of Power, Government of India
- (b) Name of the Director or Key Managerial Personnel who is related, if any:**
The President of India has nominated Dr. Arun Kumar Verma, Joint Secretary, Ministry of Power, Government of India as Government Nominee Director on the Board of the Company.
- (c) Nature of relationship:** The President of India is the promoter of the Company and holds 1,62,32,31,514 equity shares of the Company, representing 61.48% of the share capital of the Company.

(d) Nature, material terms, monetary value and particulars of the contract or arrangements:

The Company to enter into a related party transaction with Government of India to acquire Gol's 1,03,93,99,343 fully paid up equity shares of REC Limited together with management control at a price, including premium as may be decided by the Board of Directors after deliberating upon various factors including inter alia a valuation report from a valuer appointed by the Company. The premium shall not exceed the threshold limit of 25% provided under Regulation 10(1)(a) of SEBI (Substantial Acquisition and Takeover) Regulations, 2011 ("Takeover Regulations") given that the transaction will be exempt from a requirement of making an open offer under Regulation 10(1)(a)(iii) of the Takeover Regulations. By way of illustration only, based on the price of Rs. 113.96 per equity share determined in accordance with Regulation 10(1)(a) of Takeover Regulations as on 18.02.2019 together with maximum premium of 25%, the acquisition value shall not exceed Rs.14806.24 crores @142.45 per equity share. The Company will acquire such shareholding of REC Limited from the Gol free from all liens and with corresponding voting rights and other benefits appertaining thereto. The acquisition shall be subject to fulfillment of conditions precedent for both Company and Gol. The Company shall enter into a share purchase agreement with the Gol which shall inter alia capture these commercial terms.

(e) Any other information relevant or important for the members to take a decision on the proposed resolution:

The Government has, on several occasions, articulated its vision on consolidation of CPSUs through mergers and acquisitions with a view to achieve better synergies, economies of scale, ability to take higher investment decisions and to create more value to their Shareholders. Keeping in view this stated vision, the Union Government has recently decided on the first such measure in the Power Sector value chain through a takeover of the Government's stakes in REC Ltd. by Power Finance Corporation Ltd.(PFC).

This decision would enable increased efficiencies in lending processes, and policies across both the Institutions, and would create substantial public value by offering better loan products to the Sector. A common management thread between the two institutions would lead to better cross fertilization of specific institutional expertise in diverse areas, across Rural and Urban areas, as well as between Generation, Transmission, Renewable & Distribution sub-sectors. The convergence between the entities as combined group entities would help the Power sector reap benefits from a decentralized outreach of REC, and a professional project finance expertise of PFC. Further, the ensuing diversification of assets of the group, as well as portfolio risk would help these Institutions manage the resolution of stressed Power Sector assets in a better and coordinated manner.

This convergence would help the Sector leverage diverse loan products. A synergetic approach between PFC and REC for raising funds in both Domestic and International markets would reduce the underlying inefficiencies associated with timing and pricing the markets. This would reduce the risk of crowding out of funds available for borrowing by both the Institutions, thereby making the institutions more competitive with respect to their peers.

The decision of PFC taking over REC internalizes the likely encumbrances, both administrative and financial, with a view that after the said integration, both the institutions remain adequately capitalized, and are able to operate in the lending space as NBFC-IFCs from a position of strength.

SEBI has granted specific exemption to this transaction from the compliance under regulation 23(2), 23(3) and 23(4) of the Listing Regulations vide its letter dated 27th December, 2018.

Reserve Bank of India, vide its communication dt.12.02.2019, has granted its approval for the proposed change in shareholding of REC Ltd. (formerly Rural Electrification Corporation Limited) i.e. transfer of 52.63% of Gol's shareholding in REC Ltd. to Power Finance Corporation Limited in terms of RBI's Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions, 2016 as amended.

Competition Commission of India, vide its communication dt.31.01.2019, has informed that the commission in its meeting held on 31.01.2019 has approved the proposed Transaction of transfer of 52.63% of Gol's shareholding in REC Ltd. to Power Finance Corporation Limited which falls into the definition of the Combination as per the Competition Act, 2002.

Board recommends the resolution for the approval of the members.

None of the Directors except to the extent of their individual shareholding in the Company and except the nominee of Government of India on the board of the Company, Key Managerial Personnel and their relatives is interested in the resolution.

All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hrs. to 13:00 hrs. up to the date of declaration of the result of the Extra Ordinary General Meeting.

By the Order of Board of Directors



**(Manohar Balwani)
Company Secretary**



(A Govt. of India Undertaking)

POWER FINANCE CORPORATION LIMITED

CIN: L65910DL1986GOI024862

Regd. Office : 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi -110001

Tel: +91 11 23456000, Fax: +91 11 23412545, Email id: investorsgrievance@pfcindia.com

Website: www.pfcindia.com

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the **Extra Ordinary General Meeting** of the Company being held on Tuesday, the March 19, 2019 at 10:30 AM at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalyaya No. 2, Near APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010.

Serial No : _____

Name and Registered Address of the
Sole/First Named Member :

Name(s) of the Joint Member(s), if any :
Regd Folio No. / DP ID /Client ID No. :
Number of shares held :
Name of the Proxy / Representative :

Signature of the Member / Proxy /
Authorized Representative

NAME OF THE HOLDER	FOLIO/DPID/CLIENT ID NO.	NO. OF SHARES

FOR ATTENTION OF MEMBERS

Members may please note the electronic voting particulars are set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Detailed instructions for e-voting are given in the Extra Ordinary General Meeting notice.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please follow the e-voting instructions mentioned in the Notice.



(A Govt. of India Undertaking)
POWER FINANCE CORPORATION LIMITED

CIN: L65910DL1986GOI024862

Regd. Office: 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi -110001
Tel: +91 11 23456000, Fax: +91 11 23412545, Email id: investorsgrievance@pfcindia.com
Website: www.pfcindia.com

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____
Registered Address: _____

I/We, being the member(s) of **Power Finance Corporation Limited** holding _____ shares of the company, hereby appoint:

1. Name: _____ Email ID: _____

Address: _____ Signature: or failing him/her

2. Name: _____ Email ID: _____

Address: _____ Signature: or failing him/her

3. Name: _____ Email ID: _____

Address: _____ Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company being held on Tuesday, the March 19, 2019 at 10.30 a.m. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, Near APS Colony, Gurgaon Road, Delhi Cantt, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
Special Business			
1.	<p>To approve Related Party Transaction</p> <p>“RESOLVED THAT pursuant to the provisions under section 188 and other applicable provisions/ rules, if any, of the Companies Act, 2013, and also the provisions/ rules under other applicable enactments/ regulations, approval be and is hereby accorded for the company to enter into a related party transaction with President of India, acting through Ministry of Power, Government of India (GoI) to acquire GoI's 1,03,93,99,343 fully paid up equity shares of REC Limited together with management control at a price determined in accordance with Regulation 8 and 10(1)(a) of SEBI (Substantial Acquisition and Takeover) Regulations, 2011 (“Takeover Regulations”), including premium as may be decided by the Board of Directors, on the basis including inter alia a valuation report from a valuer appointed by the Company, which shall not exceed the threshold limit of 25% provided under Regulation 10(1)(a) of the Takeover Regulations given that the transaction will be exempt from a requirement of making an open offer under Regulation 10(1)(a)(iii) of the Takeover Regulations.”</p> <p>“RESOLVED FURTHER THAT 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) be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary including but not limited to negotiating, finalizing and signing a share purchase agreement, other agreements, declarations and documents, fixing the price, quantum, consideration, premium, terms of payment including in advance or otherwise etc. for giving effect to the said Related Party Transaction as they may, in their absolute discretion deem necessary.”</p>		

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

(Affix Revenue Stamp of appropriate value)

NOTES:

1. This form of Proxy in order to be effective should be duly completed and stamped and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Extra Ordinary General Meeting.
2. In terms of Clause 6.4.1 of Secretarial Standard – 2 on General Meetings, the Proxy-holder shall prove his identity at the time of attending the Meeting.

The Route Map
for
Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium),
Kendriya Vidyalaya No. 2, Near APS Colony, Gurgaon Road Delhi Cantt, New Delhi-110010

