

General information about company	
Scrip code	532810
NSE Symbol	PFC
MSEI Symbol	
ISIN	INE134E01011
Name of the entity	Power Finance Corporation Limited
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Rajeev Sharma	ABXPS3315G	00973413	Executive Director	Chairperson	CEO-MD	01-06-1960	NA		01-10-2016				1	0	0	0		
2	Mr	Mritunjay Kumar Narayan	ABQPN5499M	03426753	Non-Executive - Nominee Director	Not Applicable		01-01-1970	NA		28-08-2019				3	0	0	0		
3	Mr	R.C Mishra	AFVPM0091H	02469982	Non-Executive - Independent Director	Not Applicable		24-11-1952	NA		11-07-2019			36	1	1	1	1		
4	Mrs	Gouri Chaudhury	AERPC3560Q	07970522	Non-Executive - Independent Director	Not Applicable		19-02-1942	Yes	11-09-2018	03-11-2017			36	1	1	2	1		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	N.B Gupta	AAAPG0945L	00530741	Executive Director	Not Applicable		11-06-1960	NA		18-08-2017				2	0	1	0
6	Mr	P.K Singh	ARVPS2332K	03548218	Executive Director	Not Applicable		20-01-1962	NA		10-08-2018				2	0	0	0
7	Mr	R.S Dhillon	ACHPD6730B	00278074	Executive Director	Not Applicable		13-05-1963	NA		12-06-2019				1	0	2	0
8	Mr	Sitaram Pareek	AAAPP4080B	00165036	Non-Executive - Independent Director	Not Applicable		05-11-1951	NA		06-02-2017		06-02-2020	36	1	1	1	1

Text Block

Textual Information(1)

1. Pursuant to the provisions of Articles of Association of the company, Directors on the board of the Company are appointed by President of India through Ministry of Power (MoP), Government of India. The Company has requested MoP to expedite the process of appointment of the balance number of Independent Directors on the board of the Company so that the Company can ensure Compliance with the provisions of the Listing Regulations.
2. Mr R.C Mishra holds the membership in one Committees wherein he chairs the Committee.
3. Mrs Gouri Chaudhury holds the membership in two Committees wherein she chairs one committee.
4. Mr Sitaram Pareek ceases to be a Director on the Board of the Company w.e.f 06/02/2020 so therefore he also ceases to be the member/chairman in Committees w.e.f 06/02/2020

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

Mr Sitaram Pareek ceases to be a Director on the Board of the Company w.e.f 06/02/2020 so therefore he also ceases to be the member/chairman in Committees w.e.f 06/02/2020.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02469982	R.C Mishra	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	07970522	Gouri Chaudhury	Non-Executive - Independent Director	Member	03-11-2017		
3	00278074	R.S Dhillon	Executive Director	Member	06-02-2020		
4	00165036	Sitaram Pareek	Non-Executive - Independent Director	Member	10-02-2017	06-02-2020	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02469982	R.C Mishra	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	03426753	Mritunjay Kumar Narayan	Non-Executive - Nominee Director	Member	06-02-2020		
3	07970522	Gouri Chaudhury	Non-Executive - Independent Director	Member	03-11-2017		
4	00165036	Sitaram Pareek	Non-Executive - Independent Director	Chairperson	04-09-2017	06-02-2020	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07970522	Gouri Chaudhury	Non-Executive - Independent Director	Chairperson	03-11-2017		
2	00530741	N.B Gupta	Executive Director	Member	18-08-2017		
3	00278074	R.S Dhillon	Executive Director	Member	12-06-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00530741	N.B Gupta	Executive Director	Chairperson	18-08-2017		
2	00278074	R.S Dhillon	Executive Director	Member	12-06-2019		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02469982	R.C Mishra	Non-Executive - Independent Director	Chairperson	13-08-2019		
2	07970522	Gouri Chaudhury	Non-Executive - Independent Director	Member	06-02-2020		
3	03548218	P.K Singh	Executive Director	Member	10-08-2018		
4	00165036	Sitaram Pareek	Non-Executive - Independent Director	Member	10-02-2017	06-02-2020	

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	22-10-2019				Yes	7	2
2	14-11-2019		22		Yes	7	3
3	24-12-2019		39		Yes	8	3
4		12-02-2020	49		Yes	7	2
5		09-03-2020	25		Yes	6	1
6		21-03-2020	11		Yes	4	1

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-11-2019				Yes	3	3
2	Audit Committee	12-02-2020	89			Yes	3	2
3	Stakeholders Relationship Committee	14-11-2019				Yes	3	1
4	Stakeholders Relationship Committee	12-02-2020	89			Yes	3	1
5	Corporate Social Responsibility Committee	22-10-2019				Yes	2	1
6	Corporate Social Responsibility Committee	04-12-2019	42			Yes	3	2

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Corporate Social Responsibility Committee	03-02-2020	60			Yes	3	2
8	Risk Management Committee	23-03-2020	48			Yes	2	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Manohar Balwani
2	Designation	Company Secretary

Text Block

Textual Information(1)

Pursuant to the provisions of Articles of Association of the company, Directors on the board of the Company are appointed by President of India through Ministry of Power (MoP), Government of India. The Company has requested MoP to expedite the process of appointment of the balance number of Independent Directors on the board of the Company so that the Company can ensure Compliance with the provisions of the Listing Regulations.

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.pfcindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.pfcindia.com
3	Composition of various committees of board of directors	Yes		www.pfcindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.pfcindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.pfcindia.com
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.pfcindia.com
8	Policy for determining 'material' subsidiaries	Yes		www.pfcindia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.pfcindia.com

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.pfcindia.com
11	email address for grievance redressal and other relevant details	Yes		www.pfcindia.com
12	Financial results	Yes		www.pfcindia.com
13	Shareholding pattern	Yes		www.pfcindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.pfcindia.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.pfcindia.com
18	Credit rating or revision in credit rating obtained	Yes		www.pfcindia.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.pfcindia.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.pfcindia.com
21	Materiality Policy as per Regulation 30	Yes		www.pfcindia.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.pfcindia.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.pfcindia.com

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	As on 31st March,2020 , the Board of Directors comprised of 7 members, out of which 4 are Whole Time Directors including Chairman and Managing Director, 1 Government Nominee Director and 2 Independent Directors (including a Woman Director). Pursuant to the provisions of Articles of Association of the company, Directors on the board of the Company are appointed by President of India through Ministry of Power (MoP), Government of India. The Company has requested MoP to expedite the process of appointment of the balance number of Independent Directors on the board of the Company so that the Company can ensure Compliance with the provisions of the Listing Regulations.
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	No	The Ministry of Corporate Affairs through Notification dated 5th June, 2015 has exempted Government Companies from the provisions of Performance Evaluation of Directors. The appointment of Functional Directors, Government Nominee Directors and Independent Directors of PFC is made by Government of India. The performance of Board of the Government Companies is evaluated during the performance evaluation of the MoU signed with the Government of India. However, during FY 19-20 the Independent Directors of PFC, in their separate meeting have evaluated the performance of Whole-time Directors of PFC. The evaluation of Independent directors shall be done in due course.
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Manohar Balwani
2	Designation	Company Secretary

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Manohar Balwani
2	Designation	Company Secretary

Signatory Details

Name of signatory	Manohar Balwani
Designation of person	Company Secretary
Place	New Delhi
Date	05-05-2020

