

| <b>General information about company</b> |                                   |
|--|-----------------------------------|
| Scrip code                               | 532810                            |
| Name of the entity                       | Power Finance Corporation Limited |
| Date of start of financial year          | 01-04-2017                        |
| Date of end of financial year            | 31-03-2018                        |
| Reporting Quarter                        | Quarterly                         |
| Date of Report                           | 30-06-2017                        |
| Risk management committee                | Applicable                        |

## 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)

Is there any change in information of board of directors compare to previous quarter

| Sr | Title (Mr / Ms) | Name of the Director | PAN         | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(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                  |
|----|-----------------|----------------------|-------------|----------|--------------------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|------------------------|
| 1  | Mr              | Rajeev Sharma        | ABXPS3315G  | 00973413 | Executive Director                   | Chairperson             | CEO-MD                  | 01-10-2016                              |                   |                                | 0  | 0   | 0  |                        |
| 2  | Mr              | Arun Kumar Verma     | AAATPV0522H | 02190047 | Non-Executive - Nominee Director     | Not Applicable          |                         | 13-10-2015                              |                   |                                | 0  | 1   | 1  | Textual Information(2) |
| 3  | Mr              | Sitaram Pareek       | AAAPP4080B  | 00165036 | Non-Executive - Independent Director | Not Applicable          |                         | 06-02-2017                              |                   | 36                             | 1  | 1   | 1  | Textual Information(3) |
| 4  | Mr              | R. Nagarajan         | ABKPN5496Q  | 00701892 | Executive Director                   | Not Applicable          |                         | 31-07-2009                              | 01-06-2017        |                                | 0  | 3   | 2  | Textual Information(4) |

| <b>Annexure I</b>   |                 |                      |            |          |                         |                         |                         |   |                   |                                |  |   |  |       |
|---|-----------------|----------------------|------------|----------|-------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-------|
| <b>Annexure I to be submitted by listed entity on quarterly basis</b> |                 |                      |            |          |                         |                         |                         |   |                   |                                |  |   |  |       |
| <b>I. Composition of Board of Directors</b>                           |                 |                      |            |          |                         |                         |                         |   |                   |                                |  |   |  |       |
| Sr  | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 |
| 5   | Mr              | D. Ravi              | AFFPD2949L | 00038452 | Executive Director      | Not Applicable          |                         | 16-11-2015                              |                   |                                | 0  | 3   | 0  |       |
| 6   | Mr              | Chinmoy Gangopadhyay | AAGPG8069D | 02271398 | Executive Director      | Not Applicable          |                         | 01-01-2017                              |                   |                                | 0  | 3   | 0  |       |

| <b>Text Block</b>      |   |
|------------------------|---|
| 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 and a Woman Director on the Board of the Company so that the Company can ensure compliance with the provisions of the Listing Regulations. |
| Textual Information(2) | He holds Membership in one Committee wherein he chairs the Committee.   |
| Textual Information(3) | He holds Membership in one Committee wherein he chairs the Committee.   |
| Textual Information(4) | He was a Member in three Committee wherein he held Chairmanship in 2 Committees upto 31st May, 2017.  |

| <b>Annexure 1</b>  |                                       |                           |  |                         |                         |
|--|---------------------------------------|---------------------------|--|-------------------------|-------------------------|
| <b>II. Composition of Committees</b>   |                                       |                           |  |                         |                         |
| Disclosure of notes on composition of committees explanatory                 |                                       |                           |  | Textual Information(1)  |                         |
| Is there any change in information of committees compare to previous quarter |                                       |                           |  |                         |                         |
| Sr   | Name Of Committee                     | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Name of other committee |
| 1  | Audit Committee                       | Mr. Sitaram Pareek        | Non-Executive - Non Independent Director | Chairperson             |                         |
| 2  | Audit Committee                       | Mr. D. Ravi               | Executive Director                       | Member                  |                         |
| 3  | Audit Committee                       | Mr. Chinmoy Gangopadhyay  | Executive Director                       | Member                  |                         |
| 4  | Nomination and remuneration committee | Mr. Arun Kumar Verma      | Non-Executive - Nominee Director         | Chairperson             |                         |
| 5  | Nomination and remuneration committee | Mr. D. Ravi               | Executive Director                       | Member                  |                         |
| 6  | Nomination and remuneration committee | Mr. Chinmoy Gangopadhyay  | Executive Director                       | Member                  |                         |
| 7  | Stakeholders Relationship Committee   | Mr. Arun Kumar Verma      | Non-Executive - Nominee Director         | Chairperson             |                         |
| 8  | Stakeholders Relationship Committee   | Mr. Chinmoy Gangopadhyay  | Executive Director                       | Member                  |                         |
| 9  | Risk Management Committee             | Mr. Chinmoy Gangopadhyay  | Executive Director                       | Member                  |                         |

| <b>Text Block</b>      |   |
|------------------------|---|
| Textual Information(1) | <ol style="list-style-type: none"><li>1. The details of composition of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee only is being submitted herewith.</li><li>2. Consequent upon reaching the age of superannuation, Shri R. Nagarajan, Director (Finance) has ceased to be a Member of the Board w.e.f. June 1, 2017 and thus accordingly has ceased to be a member of Stakeholders Relationship Committee and chairman of Risk Management Committee w.e.f. June 1, 2017.</li><li>3. 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 and a Woman Director on the Board of the Company so that the Company can ensure compliance with the provisions of the Listing Regulations.</li></ol> |

| <b>Annexure 1</b>  |   |  |   |
|--|---|--|---|
| <b>Annexure 1</b>  |   |  |   |
| <b>III. Meeting of Board of Directors</b>                        |   |  |   |
| 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) |
| 1  | 23-01-2017  |  |   |
| 2  | 13-02-2017  |  | 20  |
| 3  | 20-02-2017  |  | 6   |
| 4  | 24-03-2017  |  | 31  |
| 5  | 31-03-2017  |  | 6   |
| 6  |   | 09-05-2017   | 38  |
| 7  |   | 29-05-2017   | 19  |

**Annexure 1**

**IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory |                                       |   |  |                                     |   |  |                         |
|--|---------------------------------------|---|--|-------------------------------------|---|--|-------------------------|
| Sr   | Name of Committee                     | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
| 1  | Audit Committee                       |   | Yes  |                                     | 23-01-2017  |  |                         |
| 2  | Audit Committee                       | 29-05-2017  | Yes  | All Three Members Present           | 13-02-2017  | 104  |                         |
| 3  | Nomination and remuneration committee |   | Yes  | All Three Members Present           | 23-01-2017  |  |                         |
| 4  | Risk Management Committee             | 17-04-2017  | Yes  | All Three Members Present           | 30-01-2017  |  |                         |

| <b>Annexure 1</b>                    |  |                               |  |
|--------------------------------------|--|-------------------------------|--|
| <b>V. Related Party Transactions</b> |  |                               |  |
| 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   | Yes                           |  |
| 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                            |  |

| <b>Annexure 1</b>       |  |                            |
|-------------------------|--|----------------------------|
| <b>VI. Affirmations</b> |  |                            |
| 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  | No                         |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | No                         |
| 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 100 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)     |

| <b>Text Block</b>      |   |
|------------------------|---|
| 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 and a Woman Director on the Board of the Company so that the Company can ensure compliance with the provisions of the Listing Regulations. |

| <b>Signatory Details</b> |                     |
|--------------------------|---------------------|
| Name of signatory        | Mr. Manohar Balwani |
| Designation of person    | Company Secretary   |
| Place                    | New Delhi           |
| Date                     | 13-07-2017          |

