

<b>General information about company</b>	
Scrip code	532810
NSE Symbol	PFC
MSEI Symbol	NOTLISTED
ISIN	INE134E01011
Name of the entity	POWER FINANCE CORPORATION LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 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

Disqualification of Directors under section 164 of the Companies Act, 2013

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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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	Ravinder Singh Dhillon	ACHPD6730B	00278074	Executive Director	Chairperson	CEO-MD	13-05-1963	No				Active	NA		01-06-2020	01-06-2020			1	0	0	0		
2	Mr	Ajay Tewari	ACCPT0045Q	09633300	Non-Executive - Nominee Director	Not Applicable		05-08-1970	No				Active	NA		09-06-2022	09-06-2022			1	0	0	0		
3	Mr	Bhaskar Bhattacharya	ADKPB8657M	09406292	Non-Executive - Independent Director	Not Applicable		15-07-1958	No				Active	NA		23-12-2021	23-12-2021		15.07	1	1	1	0		
4	Mrs	Usha Sajeev Nair	AIYPN5768N	09408454	Non-Executive - Independent Director	Not Applicable		02-07-1976	No				Active	NA		23-12-2021	23-12-2021		15.07	1	1	1	1		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether 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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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
5	Mr	Prasanna Tantri	AHZPT6239Q	06471864	Non-Executive - Independent Director	Not Applicable		14-10-1981	No				Active	NA		23-12-2021	23-12-2021		15.07	1	1	1	1		
6	Mrs	Parminder Chopra	ABRPC7988H	08530587	Executive Director	Not Applicable		30-04-1967	No				Active	NA		01-07-2020	01-07-2020			3	0	3	0		
7	Mr	Rajiv Ranjan Jha	ACBPJ2598R	03523954	Executive Director	Not Applicable		26-04-1966	No				Active	NA		28-10-2021	28-10-2021			1	0	2	0		
8	Mr	Manoj Sharma	ABBPS8923L	06822395	Executive Director	Not Applicable		10-03-1966	No				Active	NA		29-08-2022	29-08-2022			1	0	0	0		

**Text Block**

Textual Information(1)

Pursuant to provisions of AoA of Co, Directors on board are appointed by President of India through MoP, GoI.The Co. has requested MoP to expedite process of appointment of balance number of two Independent Directors on the board so that Co. can ensure Compliance with provisions of Listing Regulations.

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

**Annexure 1 Text Block**

Textual Information(1)

1. Audit Committee- Shri Prasanna Tantri, previously Member of the Committee has become Chairman w.e.f. 18.07.2022
2. Nomination & Remuneration Committee- Smt. Usha Sajeev Nair, previously Member of the Committee has become Chairman w.e.f. 18.07.2022.
3. Board Level Risk Management Committee- Shri Bhaskar Bhattacharya, previously Chairman of the Committee has become member w.e.f. 17.12.2022

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	06471864	Prasanna Tantri	Non-Executive - Independent Director	Chairperson	23-12-2021		
2	09406292	Bhaskar Bhattacharya	Non-Executive - Independent Director	Member	18-07-2022		
3	03523954	Rajiv Ranjan Jha	Executive Director	Member	28-10-2021		

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	09408454	Usha Sajeev Nair	Non-Executive - Independent Director	Chairperson	23-12-2021		
2	09406292	Bhaskar Bhattacharya	Non-Executive - Independent Director	Member	23-12-2021		
3	06471864	Prasanna Tantri	Non-Executive - Independent Director	Member	23-12-2021		

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	09408454	Usha Sajeev Nair	Non-Executive - Independent Director	Chairperson	23-12-2021		
2	08530587	Parminder Chopra	Executive Director	Member	01-07-2020		
3	03523954	Rajiv Ranjan Jha	Executive Director	Member	23-12-2021		

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	00278074	R. S. Dhillon	Executive Director	Chairperson	17-12-2022		
2	08530587	Parminder Chopra	Executive Director	Member	01-07-2020		
3	03523954	Rajiv Ranjan Jha	Executive Director	Member	28-10-2021		
4	06822395	Manoj Sharma	Executive Director	Member	18-07-2022		
5	09406292	Bhaskar Bhattacharya	Non-Executive - Independent Director	Member	23-12-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06471864	Prasanna Tantri	Non-Executive - Independent Director	Chairperson	18-07-2022		
2	09408454	Usha Sajeev Nair	Non-Executive - Independent Director	Member	23-12-2021		
3	08530587	Parminder Chopra	Executive Director	Member	09-11-2020		
4	03523954	Rajiv Ranjan Jha	Executive Director	Member	18-07-2022		
5	06822395	Manoj Sharma	Executive Director	Member	18-07-2022		

<b>Other Committee</b>						
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							Textual Information(1)	No. of Independent Directors attending the meeting*
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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	
1	10-11-2022				Yes	8	8	3
2	22-11-2022		11		Yes	8	8	3
3	17-12-2022		24		Yes	8	8	3
4		13-01-2023			Yes	8	8	3
5		21-01-2023	7		Yes	8	5	1
6		13-02-2023	22		Yes	8	7	3
7		16-02-2023	2		Yes	8	7	2
8		21-03-2023	32		Yes	8	7	3
9		23-03-2023	1		Yes	8	8	3

**Text Block**

Textual Information(1)

1. The Board Meeting that was held on 21.01.2023 was an adjourned meeting of the Board initially held on 13.01.2023.
1. The Board Meeting that was held on 16.02.2023 was an adjourned meeting of the Board initially held on 13.02.2023

**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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	09-11-2022				Yes	3	3	2	0
2	Audit Committee	22-11-2022	12			Yes	3	3	2	0
3	Audit Committee	13-01-2023	51			Yes	3	3	2	0
4	Audit Committee	13-02-2023	30			Yes	3	3	2	0
5	Nomination and remuneration committee	16-12-2022				Yes	3	3	3	0
6	Stakeholders Relationship Committee	09-11-2022				Yes	3	3	1	0

**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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Stakeholders Relationship Committee	13-02-2023	95			Yes	3	3	1	0
8	Risk Management Committee	16-12-2022				Yes	4	3	1	0
9	Risk Management Committee	21-03-2023	94			Yes	5	5	1	0
10	Corporate Social Responsibility Committee	28-10-2022				Yes	5	5	2	0
11	Corporate Social Responsibility Committee	09-11-2022	11			Yes	5	4	2	0
12	Corporate Social Responsibility Committee	13-01-2023	64			Yes	5	5	2	0
13	Corporate Social Responsibility Committee	21-03-2023	66			Yes	5	5	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	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	

**Annexure 1**

<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	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 1000 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 provisions of AoA of Co., Directors on board of Co. are appointed by President of India through MoP, GoI. The Co. has requested MoP to expedite the process of appointment of balance number of two Independent Directors on board of Co.so that Co.can ensure Compliance of provisions of Listing Regulations.
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**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	Pursuant to provisions of AoA of Co, Directors on board are appointed by President of India through MoP, Gol. The Co. has requested MoP to expedite process of appointment of balance number of two Independent Directors on the board so that Co. can ensure Compliance with provisions of 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)	Yes	
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	1. The Ministry of Corporate Affairs through Notification dated 5th June, 2015 has exempted Government Companies from the provisions of Performance Evaluation of Directors. 2. In terms of Clause 86 of Articles of Association (AoA) of the Company, the appointment of Functional Directors, Government Nominee Directors and Independent Directors of PFC is made by Government of India (GoI) after thorough evaluation and are subjected to periodic performance review. The terms & conditions of such appointment vests with the GoI. 3 Further, the Company's performance is also periodically reviewed with reference to annual MoU signed between PFC and Government.
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 and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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 and Compliance Officer

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	Textual Information(3)
Name	Parminder Chopra		

Designation	CFO		
Place	NEW DELHI		
Date	18-04-2023		

**Text Block**

<b>Text Block</b>	
Textual Information(2)	The above disclosures exclude any loan(or other form of debt), guarantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt to the entities specified in note to annexure IV of circular no SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dt 31.05.2021
Textual Information(3)	Same as above note.

<b>Signatory Details</b>	
Name of signatory	Manohar Balwani
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	18-04-2023

