



**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  
Date: January 15, 2016

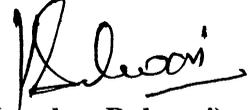
<b>National Stock Exchange of India Limited, Listing Department, Exchange Plaza, Bandra – Kurla Complex, Bandra (E) MUMBAI – 400 051.</b>	<b>Bombay Stock Exchange Limited, Department of Corporate Services, Floor – 25, PJ Towers, Dalal Street, MUMBAI – 400 001.</b>
<b>Kind Attn.: Ms. Rehana Dsouza, Asstt. Vice President</b>	<b>Kind Attn.: Mr. Iyer Gopalkrishnan, GM, Corporate Services</b>
<b>Fax No.: 022-26598237/38, 022- 66418125/26/24</b>	<b>Fax No.: 022-22723121, 022-22722037/39/41/61</b>

**Sub: Quarterly Compliance Report on Corporate Governance for the Quarter ended 31<sup>st</sup> December, 2015**

Sir/Madam,

Pursuant to Regulation 27(2)(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Quarterly Compliance Report on Corporate Governance as Annexure I for the Quarter ended 31<sup>st</sup> December, 2015.

Yours faithfully,  
For Power Finance Corporation Ltd.

  
(Manohar Balwani)  
Company Secretary  
Email: - mb@pfcindia.com

Quarterly Compliance Report on Corporate Governance1. Name of Listed Entity : **Power Finance Corporation Limited**2. Quarter ending : **31<sup>st</sup> December, 2015**

<b>I. Composition of Board of Directors (as on 31<sup>st</sup> December, 2015)</b>								
<b>Title (Mr. / Ms)</b>	<b>Name of the Director</b>	<b>PAN &amp; DIN</b>	<b>Category (Chairperson/Executive/ Non-Executive/ independent&amp; Nominee)</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) #</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr,	M. K. Goel	PAN: AHCPG7197H DIN: 00239813	Chairperson-Executive Director	22.01.2015	-	0	0	0
Mr.	R. Nagarajan	PAN: ABKPN5496Q DIN: 00701892	Executive Director	31.07.2009	-	0	<b>Power Finance Corporation Limited</b> • Stakeholder Relationship and Shareholders'/ Investors' Grievance Committee  <b>PFC Green Energy Limited (Unlisted)</b> • Audit Committee	<b>PFC Capital Advisory Services Limited (Unlisted)</b> • Audit Committee
Mr	A. K. Agarwal	PAN: AAAPA2906R DIN: 01987101	Executive Director	13.07.2012	-	0	<b>Power Finance Corporation Limited</b> • Audit Committee • Stakeholder Relationship and Shareholders'/I	0

							Investors' Grievance Committee  <b>PFC Green Energy Limited (Unlisted)</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul> <b>PFC Capital Advisory Services Limited (Unlisted)</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul>	
Mr	D. Ravi	PAN: AEFPD2949L DIN: 00038452	Executive Director	16.11.2015	-	0	<b>PFC Green Energy Limited (Unlisted)</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul>	0
Mr.	A. K. Verma	PAN: AATPV0522H DIN: 02190047	Nominee -Non-Executive Director	13.10.2015	-	0	0	0
Mr.	J. N. Prasanna Kumar	PAN: ADAPP7910R DIN: 00200233	Independent – Non-Executive Director	Date of Appointment: 22/12/2012  Date of Cessation: 21/12/2015	3 years	1	-	<b>Power Finance Corporation Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Stakeholder Relationship and Shareholders'/Investors' Grievance Committee (upto 21<sup>st</sup> December, 2015)</li> </ul>
Mr	V. M. Kaul	PAN: AAEPK8633P DIN: 00015245	Independent – Non-Executive Director	Date of Appointment: 24/06/2013  Date of Cessation: 23/06/2016	3 years	2	<b>Jyoti Structures Limited</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul>	<b>Uttar Haryana Bijli Vitran Nigam Limited (Unlisted)</b> <ul style="list-style-type: none"> <li>Audit Committee</li> </ul>

Mr	Y. C. Garg	PAN: ACGPG4869B DIN: 01768635	Independent – Non-Executive Director	Date of Appointment: 22/08/2013  Date of Cessation: 21/08/2016	3 years	1	<b>Power Finance Corporation Limited</b> • Audit Committee	-
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# The number of directorships disclosed are limited to directorships in listed entities in the capacity of Independent director.

## II. Composition of Committees (as on 31<sup>st</sup> December, 2015)

<i>Name of Committee</i>	<i>Name of Committee members</i>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>
1. Audit Committee	Mr. J. N. Prasanna Kumar	Chairperson – Independent - Non-Executive (Ceased to be Director w.e.f. 22/12/2015)
	Mr. Y. C. Garg	Independent -Non-Executive
	Mr. A. K. Agarwal	Executive
2. Nomination & Remuneration Committee	Mr. V. M. Kaul	Chairperson - Independent- Non-Executive
	Mr. J. N. Prasanna Kumar	Independent - Non-Executive (Ceased to be Director w.e.f. 22/12/2015)
	Mr. Y. C. Garg	Independent- Non-Executive
3. Risk Management Committee (if applicable)	Mr. R. Nagrajan	Chairperson - Executive
	Mr. A. K. Agarwal	Executive
	Mr. Y. C. Garg	Independent- Non-Executive
4. Stakeholders Relationship Committee'	Mr. J. N. Prasanna Kumar	Chairperson - Independent - Non-Executive (Ceased to be Director w.e.f. 22/12/2015)
	Mr. R. Nagrajan	Executive
	Mr. A. K. Agarwal	Executive

## III. Meeting of Board of Directors

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
20 <sup>th</sup> July, 2015	3 <sup>rd</sup> November, 2015	40 Days (between 23 <sup>rd</sup> September, 2015 and 3 <sup>rd</sup> November, 2015)
14 <sup>th</sup> August, 2015	26 <sup>th</sup> November, 2015	
23 <sup>rd</sup> September, 2015	16 <sup>th</sup> December, 2015	

## IV. Meeting of Committees

<b>Audit Committee</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
13 <sup>th</sup> October, 2015	Yes No. of Members :3 Present: 3	13 <sup>th</sup> August, 2015	60 Days (between 13 <sup>th</sup> August, 2015 and 13 <sup>th</sup> October, 2015)
2 <sup>nd</sup> November, 2015	Yes No. of Members :3 Present: 3		
16 <sup>th</sup> December, 2015	Yes No. of Members :3 Present: 3		
<b>Nomination &amp; Remuneration Committee</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	
13 <sup>th</sup> October, 2015	Yes No. of Members :3 Present: 3	7 <sup>th</sup> July, 2015	
<b>Risk Management Committee</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	
13 <sup>th</sup> October 2015	Yes No. of Members :3 Present: 3	15 <sup>th</sup> July 2015	
<b>Stakeholders Relationship Committee'</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	
2 <sup>nd</sup> November, 2015	Yes No. of Members :3 Present: 3	13 <sup>th</sup> August, 2015	
<b>V. Related Party Transactions</b>			

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

#### **VI. Affirmations**

**1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.**

As on 31<sup>st</sup> December, 2015, the Board of Directors comprised of 7 members. Out of which 4 are whole time directors, 1 government nominee director and 2 independent directors. None of them is a woman director.

Further, in terms of Article 86 of Articles of Association (AoA) of PFC, the directors on the board of PFC are appointed by President of India. Accordingly, the Company has requested Government of India to expedite the process of appointment of the balance number of Independent Directors/Woman Director on the Board of the Company.

**2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015**

**3.**

**a. Audit Committee**

The composition of the Audit Committee was in compliance of the SEBI(Listing obligations and disclosure requirements) Regulations, 2015, however due to the cessation of the term of Shri J. N. Prasanna Kumar, Independent Director from the Board of the Company, he has also ceased to be the Chairman of the Audit Committee w.e.f. 22<sup>nd</sup> December, 2015. The Board of Directors of the Company shall be considering an agenda note on re-constitution of the said Committee in the ensuing Board Meeting scheduled to be held on 21st January, 2016.

**b. Nomination & remuneration committee**

The composition of the Nomination, Remuneration & HR Committee was in compliance of the SEBI(Listing obligations and disclosure requirements) Regulations, 2015, however due to the cessation of the term of Shri J. N. Prasanna Kumar, Independent Director from the Board of the Company, he has also ceased to be the member of the Nomination, Remuneration & HR Committee w.e.f. 22<sup>nd</sup> December, 2015. The Board of Directors of the Company shall be considering an agenda note on re-constitution of the said Committee in the ensuing Board Meeting scheduled to be held on 21st January, 2016.

**c. Stakeholders relationship committee**

The composition of the Stakeholders Relationship and Shareholders'/ Investors' Grievance Committee was in compliance of the SEBI(Listing obligations and disclosure requirements) Regulations, 2015, however due to the cessation of the term of Shri J. N. Prasanna Kumar, Independent Director from the Board of the Company, he has also ceased to be the Chairman of the Stakeholders Relationship and Shareholders'/ Investors' Grievance Committee w.e.f. 22<sup>nd</sup> December, 2015. The Board of Directors of the Company shall be considering an agenda note on re-constitution of the said Committee in the ensuing Board Meeting scheduled to be held on 21st January, 2016.

**d. Risk management committee (applicable to the top 100 listed entities)**

The composition of the Risk Management Committee is in compliance of the SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

3. 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.

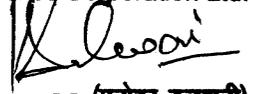
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

Yes.

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

The Report shall be placed in the Board in due course.

कृते पावर फाइनेंस कॉर्पोरेशन लि.  
For Power Finance Corporation Ltd.



(मनोहर बलवानी)  
Manohar Balwani  
Company Secretary / Compliance Officer  
कंपनी सचिव / Company Secretary