

| MSEI Symbol | |
|---------------------------------|-----------------------------------|
| Scrip code | 532810 |
| NSE Symbol | PFC |
| MSEI Symbol | |
| ISIN | INE134E01011 |
| Name of the entity | Power Finance Corporation Limited |
| Date of start of financial year | 01-04-2017 |
| Date of end of financial year | 31-03-2018 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2018 |
| 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 | | | | | | | | | | | | Yes | | | |
| 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 for not providing PAN | Notes for not providing DIN |
| 1 | Mr | Rajeev Sharma | ABXPS3315G | 00973413 | Executive Director | Chairperson | CEO-MD | 01-10-2016 | | | 0 | 0 | 0 | | |
| 2 | Mr | Arun Kumar Verma | AATPB0522H | 02190047 | Non-Executive - Nominee Director | Not Applicable | | 13-10-2015 | | | 0 | 0 | 0 | | |
| 3 | Mr | Sitaram Pareek | AAAPP4080B | 00165036 | Non-Executive - Independent Director | Not Applicable | | 06-02-2017 | | 36 | 1 | 1 | 1 | | |
| 4 | Mrs | Gouri Chaudhury | AERPC3560Q | 07970522 | Non-Executive - Independent Director | Not Applicable | | 03-11-2017 | | 36 | 1 | 2 | 1 | | |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| 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 for not providing PAN | Notes for not providing DIN |
|----|-----------------|----------------------|-------------|----------|-------------------------|-------------------------|-------------------------|---|-------------------|--------------------------------|--|---|--|-----------------------------|-----------------------------|
| 5 | Mr | D. Ravi | AEFPD2949L | 00038452 | Executive Director | Not Applicable | | 16-11-2015 | | | 0 | 1 | 0 | | |
| 6 | Mr | Chinmoy Gangopadhyay | AAAGPG8069D | 02271398 | Executive Director | Not Applicable | | 01-01-2017 | | | 0 | 3 | 0 | | |
| 7 | Mr | Naveen Bhushan Gupta | AAAPG0945L | 00530741 | Executive Director | Not Applicable | | 18-08-2017 | | | 0 | 1 | 0 | | |

| Text Block | |
|------------------------|---|
| Textual Information(1) | <ol style="list-style-type: none">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. Sitaram Pareek holds the Membership in one Committee wherein he chairs the Committee.3.Mrs. Gouri Chaudhury holds the Membership in two Committees out of which in one she chairs the Committee. |

| Annexure 1 | |
|--|-----|
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | |
| Is there any change in information of committees compare to previous quarter | Yes |

| Audit Committee Details | | | | | |
|--------------------------------|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00165036 | Sitaram Pareek | Non-Executive - Independent Director | Chairperson | |
| 2 | 07970522 | Gouri Chaudhury | Non-Executive - Independent Director | Member | |
| 3 | 02271398 | Chinmoy Gangopadhyay | Executive Director | Member | |

| Nomination and remuneration committee | | | | | |
|--|------------|---------------------------|--------------------------------------|-------------------------|------------------------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00165036 | Sitaram Pareek | Non-Executive - Independent Director | Chairperson | Textual Information(1) |
| 2 | 07970522 | Gouri Chaudhury | Non-Executive - Independent Director | Member | |
| 3 | 00038452 | D. Ravi | Executive Director | Member | |

| Nomination and remuneration committee Text Block | |
|---|---|
| Textual Information(1) | <p>As on 31st March, 2018, the Nomination and Remuneration Committee comprised of 3 Members. Out of which 2 are Non-Executive Independent Directors and one Whole time 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.</p> |

| Stakeholders Relationship Committee | | | | | |
|--|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 07970522 | Gouri Chaudhury | Non-Executive - Independent Director | Chairperson | |
| 2 | 00530741 | Naveen Bhushan Gupta | Executive Director | Member | |
| 3 | 02271398 | Chinmoy Gangopadhyay | Executive Director | Member | |

| Risk Management Committee | | | | | |
|----------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 02271398 | Chinmoy Gangopadhyay | Executive Director | Chairperson | |
| 2 | 00530741 | Naveen Bhushan Gupta | Executive Director | Member | |

| Corporate Social Responsibility Committee | | | | | |
|--|------------|---------------------------|--------------------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 00165036 | Sitaram Pareek | Non-Executive - Independent Director | Chairperson | |
| 2 | 02271398 | Chinmoy Gangopadhyay | Executive Director | Member | |
| 3 | 00038452 | D. Ravi | Executive Director | Member | |

| 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) |
| 1 | 03-11-2017 | | |
| 2 | 19-12-2017 | | 45 |
| 3 | | 12-02-2018 | 54 |
| 4 | | 26-02-2018 | 13 |
| 5 | | 21-03-2018 | 22 |
| 6 | | 26-03-2018 | 4 |

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 | 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 | 3 | 31-10-2017 | | |
| 2 | Audit Committee | | Yes | 3 | 19-12-2017 | | |
| 3 | Audit Committee | 12-02-2018 | Yes | 3 | | | |
| 4 | Audit Committee | 26-02-2018 | Yes | 3 | | | |
| 5 | Risk Management Committee | | Yes | 2 | 05-10-2017 | | |
| 6 | Risk Management Committee | | Yes | 2 | 27-12-2017 | | |

Annexure 1

IV. Meeting of Committees

| 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 | 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 |
|----|---|---|--|---------------------------|---|--|-------------------------|
| 7 | Risk Management Committee | 23-03-2018 | Yes | 2 | | | |
| 8 | Stakeholders Relationship Committee | 12-02-2018 | Yes | 3 | | | |
| 9 | Corporate Social Responsibility Committee | | Yes | 3 | 18-12-2017 | | |
| 10 | Corporate Social Responsibility Committee | 10-01-2018 | Yes | 3 | | | |
| 11 | Corporate Social Responsibility Committee | 26-02-2018 | Yes | 3 | | | |
| 12 | Corporate Social Responsibility Committee | 26-03-2018 | Yes | 3 | | | |

| 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 | | |
|-------------------------|--|----------------------------|
| 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 | 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) |

| Annexure 1 | | |
|-------------------|-------------------|--------------------|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Mr Manohar Balwani |
| 2 | Designation | Company Secretary |

| 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. |

| 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 | New name and the old name of the listed entity | NA | | |

| 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) | No | As on 31st March, 2018, 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 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | NA | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | Yes | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | 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 | 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 relating to Performance Evaluation of Directors. The appointment of the Functional Directors, Government Nominee Directors and independent Directors of PFC is made by the Government of India. The performance of the Board of the Government Companies is evaluated during the performance evaluation of the MoU signed with the Government of India. Further, Department of Public Enterprises (DPE) on the request of CPSEs had constituted a Committee of Company Secretaries of CPSEs (consisting of CS- NTPC, GAIL(INDIA) Ltd., ONGC, BHEL, NEEPCL) to prepare a statement on exemptions required to be given to Government Companies from certain provisions of SEBI (LODR) Regulations, 2015 (including provisions relating to performance evaluation of Directors and Board), in-line with exemptions granted under the Companies Act, 2013. The said recommendations were submitted to SEBI by DPE through Department of Economic Affairs (DEA). However, SEBI declined the said request. The matter was again forwarded to the Committee of Company Secretaries of CPSEs by DPE through DEA for examination and comments. The Committee of Company Secretaries of CPSEs has further examined the matter and has submitted its recommendations to DPE vide its letter dated 5.01.2017 to be taken up with SEBI through DEA. The matter is under consideration since the reply in the matter is still awaited. |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | No | As on 31st March, 2018, the Nomination and Remuneration Committee comprised of 3 Members. Out of which 2 are Non-Executive Independent Directors and one Whole time 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. |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2), (3),(4) | Yes | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1),(5), (6),(7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | NA | |
| 20 | Approval for material related party transactions | 23(4) | NA | |

| 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 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3), (4),(5) & (6) | Yes | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | 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 | |
| 2 | Designation | |

| 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 | Mr. Manohar Balwani |
| 2 | Designation | Company Secretary |

| Signatory Details | |
|--------------------------|--------------------|
| Name of signatory | Mr Manohar Balwani |
| Designation of person | Company Secretary |
| Place | New Delhi |
| Date | 13-04-2018 |

