

4/13/2017

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General information about company	
Scrip code	532810
Name of the entity	Power Finance Corporation Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Applicable

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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
1	Mr	Rajeev Sharma	ABXPS3315G	00973413	Executive Director	Chairperson	CEO-MD	01-10-2016			0	0	0	
2	Mr	Arun Kumar Verma	AATPV0522H	02190047	Non-Executive - Nominee Director	Not Applicable		13-10-2015			0	1	1	Textual Information(2)
3	Mr	Sitaram Pareek	AAAAPP4086B	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			0	3	2	Textual Information(4)

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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
5	Mr	D Ravi	AFFPI2949L	00038452	Executive Director	Not Applicable		16-11-2015			0	3	0	
6	Mr	Chirnoy Gangopadhyay	AAGPG8069D	02271398	Executive Director	Not Applicable		01-01-2017			0	3	0	

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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 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 holds Membership in three Committees wherein he holds Chairmanship in 2 Committees.

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Annexure I					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					Textual Information(1)
Is there any change in information of committees compare to previous quarter					Yes
Sl	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 - 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 Verna	Non-Executive - Nominee Director	Chairperson	
5	Nomination and remuneration committee	Mr. Chinmoy Gangopadhyay	Executive Director	Member	
6	Nomination and remuneration committee	Mr. D. Ravi	Executive Director	Member	
7	Stakeholders Relationship Committee	Mr. Arun Kumar Verna	Non-Executive - Nominee Director	Chairperson	
8	Stakeholders Relationship Committee	Mr. R. Nagarajan	Executive Director	Member	
9	Stakeholders Relationship Committee	Mr. Chinmoy Gangopadhyay	Executive Director	Member	
10	Risk Management Committee	Mr. R. Nagarajan	Executive Director	Chairperson	

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Annexure 1					
II. Composition of Committees					
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
11	Risk Management Committee	Mr. Chinmoy Gangopadhyay	Executive Director	Member	

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Text Block	
Textual Information(1)	<p>1. The details of composition of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee only is being submitted herewith.</p> <p>2. 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.</p>

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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	28-10-2016		
2	09-11-2016		11
3	28-12-2016		48
4		23-01-2017	25
5		13-02-2017	20
6		20-02-2017	6
7		24-03-2017	31
8		31-03-2017	6

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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	All Three Members Present	09-11-2016		
2	Audit Committee	23-01-2017	Yes	All Three Members Present	28-12-2016	25	
3	Audit Committee	13-02-2017	Yes	All Three Members Present			
4	Nomination and remuneration committee	23-01-2017	Yes	All Three Members Present			
5	Stakeholders Relationship Committee		Yes	All Three Members Present	09-11-2016		
6	Risk Management Committee	30-01-2017	Yes	All Three Members Present	08-12-2016	52	

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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	

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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	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)

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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 and a Woman Director on the Board of the Company so that the company can ensure compliance with the provisions of the 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

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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
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		

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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, 2017, the Board of Directors comprised of 6 Members. Out of which 4 are Whole time directors including Chairman and Managing Director, 1 Government Nominee Director and 1 Independent Director. None of them is 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 and a Woman Director 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	

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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)	NA	
12	Composition of Audit Committee	18(1)	No	As on 31st March, 2017, the Audit Committee comprised of 3 Members. Out of which 1 is Independent Director who also Chairs the Committee and balance number are Whole time directors. 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.
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	No	As on 31st March, 2017, the Nomination and Remuneration Committee comprised of 3 Members. Out of which 1 is Non-Executive Nominee Director who also Chairs the Committee and balance number are Whole time directors. 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	

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Text Block	
External Information File	For S No 5- 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.

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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	

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Signatory Details	
Name of signatory	Mr. Manohar Balwani
Designation of person	Company Secretary
Place	New Delhi
Date	13-04-2017