



(एक महारत्न कंपनी)

पावर फाइनेंस कॉर्पोरेशन लिमिटेड

POWER FINANCE CORPORATION LTD.

(भारत सरकार का उपक्रम)

(A Govt. of India Undertaking)

(आई.एस.ओ. 45001:2018 प्रमाणित)

(ISO 45001:2018 Certified)

No: 1:05:138:II:CS

Dated: 28.08.2025

**National Stock Exchange of India Limited,
Listing Department, Exchange Plaza,
Bandra – Kurla Complex, Bandra (E)
MUMBAI – 400 051.**

नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड
लिस्टिंग विभाग, एक्सचेंज प्लाजा,
बान्द्रा-कुर्ला कॉम्प्लेक्स, बान्द्रा (पू), मुंबई-400 051

**BSE Limited,
Department of Corporate Services, Floor – 25,
PJ Towers, Dalal Street,
MUMBAI – 400 001.**

बीएसई लिमिटेड,
कॉर्पोरेट सेवाएं विभाग, मंजिल-25,
पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई-400 001

SUB: Proceedings of 39th AGM of Power Finance Corporation Limited

Madam/Sir,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find attached proceedings of the 39th AGM of the company held today i.e. August 28, 2025.

Submitted for your information and record.

Thanking you,

Yours faithfully,
For Power Finance Corporation Limited

(Manish Kumar Agarwal)
Company Secretary
mk_agarwal@pfcindia.com

POWER FINANCE CORPORATION LIMITED
NEW DELHI

Proceedings of the 39th Annual General Meeting of Power Finance Corporation Limited held during 11:00 A.M. to 12:34 P.M. on Thursday, the 28th August, 2025 through Video Conferencing.

The 39th Annual General Meeting of Power Finance Corporation Limited was held on Thursday, the 28th August, 2025 at 11.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the provisions of the Companies Act and the circulars and guidelines issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Following Directors were present:

- | | | | |
|-----|-------------------------------|---|---|
| 1. | Smt. Parminder Chopra | : | Chairman & Managing Director and Shareholder |
| 2. | Shri Shashank Misra | : | Govt. Nominee Director |
| 3. | Shri Rajiv Ranjan Jha | : | Director (Projects) and Shareholder |
| 4. | Shri Manoj Sharma | : | Director (Commercial) |
| 5. | Shri Sandeep Kumar | : | Director (Finance) and Shareholder |
| 6. | Shri Bhaskar Bhattacharya | : | Independent Director and Chairman of Stakeholders Relationship and Shareholders'/Investors' Grievance Committee |
| 7. | Smt. Usha Sajeev Nair | : | Independent Director and Chairman of Nomination and Remuneration Committee |
| 8. | Shri Prasanna Tantri | : | Independent Director and Chairman of Audit Committee and Board Level Risk Management Committee |
| 9. | Shri Naresh Dhanrajbhai Kella | : | Independent Director and Chairman of Corporate Social Responsibility Committee |
| 10. | Dr. Sudhir Mehta | : | Independent Director, Chairman of Board Level IT Strategy Committee through Video Conferencing |

Shri. Pranav Tayal, (Director -Distribution) Ministry of Power, representing President of India and Smt. Simmi R. Nakra, Chief Vigilance Officer, PFC were also present during the meeting. Further, Shri Manish Kumar Agarwal, Company Secretary was also in attendance. The representatives of Thakur Vaidyanath Aiyar & Co. and Mehra Goel & Co., Joint Statutory Auditors and Smt. Nayan Handa, Partner, M/s Mehta & Mehta, Secretarial Auditor joined the meeting through VC.

In total 145 shareholders holding 1,84,80,29,051 shares attended the AGM through VC.

- I. At the outset, the Company Secretary welcomed Shareholders including Representative of President of India and Auditors to the 39th Annual General meeting of the Company held through Video Conferencing and introduced CMD, Directors and Chief Vigilance Officer to the shareholders. He further confirmed that the requisite quorum for the meeting is present.
- II. Chairman addressed the shareholders wherein she highlighted about the new benchmarks set by PFC- both Financial and Operational, Macroeconomic Backdrop and Sector Resilience, Asset Quality and Risk Management, Leadership in Renewable Energy and Sustainable Financing, Supporting Government Schemes and Strengthening the Distribution Sector, driving ESG and Community Impact, and Corporate Governance and Stakeholder Engagement.

Handwritten signature/initials

- III. Company Secretary informed that the Notice, Directors' report, Auditors' report, report of Comptroller and Auditor General of India, Secretarial Audit Report and the explanations/comments given thereupon by the Board of Directors in its report have been sent by electronic mode to those members whose e-mail addresses are registered with the company or depositories.

It was further informed that Letters have been sent to those members whose email addresses are not registered, containing web links and a QR code to access the annual report. These documents have also been made available on the company's website. Physical copies of these have also been sent to the shareholders who had requested for the same. In view of above, the notice and the auditors' reports may be taken as read.

- IV. Company Secretary informed that the AGM of the company was being held through VC/OAVM in accordance with the provisions of the Companies Act and the circulars and guidelines issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and it has enabled the members to participate in the meeting through two way video conferencing facility arranged through KFin Technologies Limited, Registrars and Transfer Agent of the company. Further, in compliance with provisions of Listing Regulations as well as of the Companies Act, 2013, the Company had provided e-voting facility to the members as on the cut-off date i.e. August 22, 2025 from August 25, 2025 to August 27, 2025. Smt. Nayan Handa, Partner, M/s. Mehta & Mehta, Company Secretaries had been appointed as scrutinizer for the purpose of remote e-voting and e-voting at the AGM.

It was further informed that the shareholders who had casted their votes through remote e-voting were not required to vote again at the meeting. The Statutory Registers and other documents referred in the Notice of the meeting were available for inspection electronically.

- V. Chairman stated that all the efforts made were satisfied by the Company to enable the shareholders to participate and vote at the meeting.
- VI. Chairman thereafter requested Company Secretary to read out the items of the Business for the 39th AGM along with the objective and implications of the proposed resolutions
- VII. The Company Secretary read out the proposed business items seeking approval of the same by passing requisite applicable resolutions for each of the item, as detailed below:

Item No.	Particulars
Ordinary Business	
1.	To receive, consider and adopt: a. the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025 including the Audited Balance Sheet as on March 31, 2025 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors, Statutory Auditor and comments of Comptroller and Auditor General of India thereon. b. the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2025 including the Audited Balance Sheet as on March 31, 2025 and the Statement of Profit & Loss for the year ended on that date and the Reports of Statutory Auditor and comments of Comptroller and Auditor General of India thereon.
2.	To confirm the payment of Interim Dividend and declare Final Dividend on Equity Shares for the financial year 2024-25.
3.	To appoint a Director in place of Shri Rajiv Ranjan Jha (DIN: 03523954), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To fix the remuneration of the Statutory Auditors.

M. Jha
2025

Special Business	
5.	Appointment/Re-appointment of Smt. Usha Sajeev Nair (DIN: 09408454) as Part-Time Non-official Director (Independent Director) of the Company.
6.	Appointment/Re-appointment of Shri Prasanna Tantri (DIN: 06471864) as Part-Time Non-official Director (Independent Director) of the Company
7.	Appointment of Shri Naresh Dhanrajbhai Kella (DIN: 01176450) as Part-Time Non-official Director (Independent Director) of the Company.
8.	Appointment/Re-appointment of Shri Bhaskar Bhattacharya (DIN: 09406292) as Part-Time Non-official Director (Independent Director) of the Company.
9.	Appointment of Dr. Sudhir Mehta (DIN: 00056867) as Part-Time Non-official Director (Independent Director) of the Company.
10.	Appointment of M/s T. Chatterjee & Associates, Company Secretaries, as Secretarial Auditor of the Company.

- VIII. Company Secretary further informed that the e-voting facility at the AGM is activated and shall remain active 15 minutes after the conclusion of the meeting.
- IX. Thereafter, the shareholders who had pre-registered themselves as 'Speakers' for the AGM were invited for an interaction session. The shareholders appreciated the financial and operational performance of the Company and dividend(s) declared during the Financial Year. The Speaker shareholders inquired about the operations and future strategy of the Company. All queries were duly answered by CMD. The Chairman thanked the shareholders for their keen interest in the working of the Company.
- X. CMD announced the closure of the meeting.

The meeting concluded at 12:34 P.M. (IST).

M. Anil Kumar