



(A Govt. of India Undertaking)

POWER FINANCE CORPORATION LIMITED

CIN: L65910DL1986GOI024862

Regd. Office : 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi -110001

Tel: +91 11 23456000, Fax: +91 11 23412545, Email id: investorsgrievance@pfcindia.com

Website: www.pfcindia.com

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the **Extra Ordinary General Meeting** of the Company being held on Tuesday, the March 19, 2019 at 10:30 AM at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalyaya No. 2, Near APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010.

Serial No : _____

Name and Registered Address of the
Sole/First Named Member :

Name(s) of the Joint Member(s), if any :
Regd Folio No. / DP ID /Client ID No. :
Number of shares held :
Name of the Proxy / Representative :

Signature of the Member / Proxy /
Authorized Representative

.....

NAME OF THE HOLDER	FOLIO/DPID/CLIENT ID NO.	NO. OF SHARES

FOR ATTENTION OF MEMBERS

Members may please note the electronic voting particulars are set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Detailed instructions for e-voting are given in the Extra Ordinary General Meeting notice.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please follow the e-voting instructions mentioned in the Notice.



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Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____
Registered Address: _____

I/We, being the member(s) of **Power Finance Corporation Limited** holding _____ shares of the company, hereby appoint:

1. Name: _____ Email ID: _____

Address: _____ Signature: or failing him/her

2. Name: _____ Email ID: _____

Address: _____ Signature: or failing him/her

3. Name: _____ Email ID: _____

Address: _____ Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company being held on Tuesday, the March 19, 2019 at 10.30 a.m. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, Near APS Colony, Gurgaon Road, Delhi Cantt, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
Special Business			
1.	<p>To approve Related Party Transaction</p> <p>“RESOLVED THAT pursuant to the provisions under section 188 and other applicable provisions/ rules, if any, of the Companies Act, 2013, and also the provisions/ rules under other applicable enactments/ regulations, approval be and is hereby accorded for the company to enter into a related party transaction with President of India, acting through Ministry of Power, Government of India (GoI) to acquire GoI's 1,03,93,99,343 fully paid up equity shares of REC Limited together with management control at a price determined in accordance with Regulation 8 and 10(1)(a) of SEBI (Substantial Acquisition and Takeover) Regulations, 2011 (“Takeover Regulations”), including premium as may be decided by the Board of Directors, on the basis including inter alia a valuation report from a valuer appointed by the Company, which shall not exceed the threshold limit of 25% provided under Regulation 10(1)(a) of the Takeover Regulations given that the transaction will be exempt from a requirement of making an open offer under Regulation 10(1)(a)(iii) of the Takeover Regulations.”</p> <p>“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary including but not limited to negotiating, finalizing and signing a share purchase agreement, other agreements, declarations and documents, fixing the price, quantum, consideration, premium, terms of payment including in advance or otherwise etc. for giving effect to the said Related Party Transaction as they may, in their absolute discretion deem necessary.”</p>		

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

(Affix Revenue Stamp of appropriate value)

NOTES:

1. This form of Proxy in order to be effective should be duly completed and stamped and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Extra Ordinary General Meeting.
2. In terms of Clause 6.4.1 of Secretarial Standard – 2 on General Meetings, the Proxy-holder shall prove his identity at the time of attending the Meeting.