

Details of PFC ESOP 2010 Scheme as required under SEBI circular no. CIR/CFD/DIL/3/2013 dt. January 17, 2013

1. **Name of the Issuer:** POWER FINANCE CORPORATION LIMITED
2. **Name of the Scheme:** PFC ESOP 2010 Scheme
3. **Date of Implementation:** 21st September, 2010
4. **Mode of Implementation :** Direct
(PFC ESOP 2010 scheme stipulate inter-alia that ESOP Scheme shall be administered by the Remuneration Committee. Further, the Remuneration Committee may administer the ESOP scheme through the ESOP Trust.
However, the Remuneration Committee in its meeting approved allotment of shares on exercise of ESOP directly to the employees instead of through ESOP Trust.)
5. **Brief particulars about the Scheme: (modus operandi):**

It is a Performance Related Pay (PRP) based ESOP scheme introduced as per the Guidelines of Ministry of Heavy Industries & Public Enterprises, Department of Public Enterprises (DPE). The maximum number of options to be granted per employee depend on his/her PRP which is decided annually as per the performance appraisal system of the Company.

The scheme envisages administration by the Remuneration Committee which may further administer the ESOP Scheme through a designated ESOP Trust.

The Company has established a 'PFC Employee Welfare Trust' for the benefit of the employees of the company and which may hold cash, purchase/hold/transfer shares or other securities of the company for the purpose of any Employee stock option plan of the Company. However, the Remuneration Committee in its meeting approved allotment of shares on exercise of ESOP directly to the employees instead of through PFC welfare Trust and so far no allotment has been made through the PFC welfare trust and the trust has not acquired any securities of the Company from the secondary market under the ESOP scheme.

Details of Trust, Trustees, and their relationship with Promoters or Directors of the company

Name of Trust	Name of Trustees as on 7.02.2013	Relationship with Promoters or Directors of the Company
PFC Employees Welfare Trust	1. Smt. Shelly Verma, General Manager 2. Sh. R. Murahari, Addl. General Manager 3. Sh. S. Ravindran, Sr. Manager 4. Sh. Narender Kumar, Asstt. Manager	NIL



6. Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements:

Yes, the whole time directors of the Company are beneficiaries in the scheme. Since it is a PRP based ESOP scheme introduced as per the DPE guidelines, their entitlement under the scheme depends upon their PRP which is decided annually as per the performance appraisal system.

7. No. of shares held by Trust/any other agency managing the scheme as on the date of the circular:

Nil.

8. How the Trust/agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013:

Not Applicable.

9. Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid share capital, as on the date of the circular in the following format:

Name of the employee	Whether falling under Promoter/promoter group/directors	No. of entitled shares	% of such entitlement over the paid-up share capital	No. of shares transferred/allotted to them/ benefits of which is passed on to them out of (3)
(1)	(2)	(3)	(4)	(5)
NIL				

10. Details of secondary market purchases/sales by the company/Trust/any other agency managing the scheme if any, since April 01, 2012 in the following format:-

Sl. No.	Date/Time	Type of Transaction (Purchases/Sale)	No. of Securities	Price at which Purchases/ sold
NIL				

