

PFC CONSULTING LIMITED

(A wholly owned subsidiary of Power Finance Corporation Limited)

CIN: U74140DL2008GOI175858

Regd. Office: First Floor, Urjanidhi, 1-Barakhamba lane, Connaught Place, New Delhi – 110001.

Revised Notice for the 11th Annual General Meeting

Notice is hereby given that due to certain unforeseen circumstances, the 11th Annual General Meeting of the Company, earlier scheduled to be held on Wednesday, 18th September, 2019 is rescheduled and will now be held on **Tuesday, 24th September, 2019 at 11:00 A.M.** at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi-110001, at a shorter notice to transact the same business(s) as given in the earlier notice dated 12th September, 2019.

The revised notice for the Annual General Meeting (AGM) along with Proxy form, Attendance slip and specimen of the consent letter for convening AGM at a shorter notice is enclosed.

We sincerely regret the inconvenience caused to the members due to the reschedulement of the Annual General Meeting.

**By order of the Board of Directors
For PFC Consulting Limited**



**(Manish Kr. Agarwal)
Company Secretary
FCS No. 5048**

Date: 16.09.2019

Place: New Delhi

- Encl: 1) Notice of 11th Annual General Meeting
2) Proxy form and Attendance slip
3) Consent of Shareholders for shorter notice

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(A wholly owned subsidiary of Power Finance Corporation Limited)

CIN: U74140DL2008GOI175858

Regd. Office: First Floor, Urjanidhi, 1-Barakhamba lane, Connaught Place, New Delhi – 110001.

REVISED NOTICE

Notice is hereby given that the 11th Annual General Meeting of PFC Consulting Limited will be held on **Tuesday, the 24th day of September, 2019 at 11:00 A.M.** at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi-110001, at Shorter Notice to transact the following business(s):-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, along with the Auditor's Report and Board's Report thereon.
2. To appoint a Director in place of Shri Naveen Bhushan Gupta (DIN 00530741), who retires by rotation and being eligible, offers himself for re-appointment.
3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of section 142(1) of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditor(s) of the Company appointed/to be appointed by Comptroller and Auditor General of India for the Financial Year 2019-20, as may be deemed fit by the Board."

SPECIAL BUSINESS:

4. To appoint Shri Praveen Kumar Singh (DIN 03548218) as Director of the Company and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Shri Praveen Kumar Singh, (DIN 03548218) who was appointed as an Additional Director w.e.f. 17th September, 2018 and who hold office upto the date of ensuing Annual General Meeting, being eligible, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To appoint Shri Ravinder Singh Dhillon (DIN 00278074) as Director of the Company and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013, Shri Ravinder Singh Dhillon (DIN 00278074), who was appointed as an Additional Director w.e.f. 2nd August, 2019 and who hold office upto the date of ensuing Annual General Meeting, being eligible, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To maintain statutory registers of the company at a place other than Registered office and in this regard to consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT in pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, including any statutory modification and re-enactment thereof, the approval be and hereby accorded that the statutory registers of the Company be maintained at a place other than Registered office of the Company i.e. "9th Floor Statesman House, Barakhamba Road, Connaught Place, New Delhi 110001"

By order of the Board of Directors
For PFC Consulting Limited



(Manish Kr. Agarwal)
Company Secretary
FCS No. 5048

Date: 16.09.2019

Place: New Delhi

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote instead of him/her and such proxy need not be a member of the Company. Pursuant to the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. Proxy form duly completed must be deposited at the registered

office of the Company, not less than forty eight hours before the commencement of the Annual General Meeting. Blank proxy form is enclosed to Annual Report. Proxy so appointed shall not have any right to speak at the meeting.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4,5 & 6 of the Notice is annexed hereto. The relevant details as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the persons seeking re-appointment as Director under item No. 2,4 & 5 of the Notice are also annexed.
3. All relevant documents including Statutory Registers will be open for inspection by Members at the venue of AGM.
4. Pursuant to Section 139(5) of Companies Act, 2013 the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) within a period of 180 days from the commencement of the financial year and in terms of section 142(1) of the Companies Act, 2013, their remuneration has to be fixed by the Company in Annual General Meeting. The members may authorize the Board of Directors of the Company to fix an appropriate remuneration of auditors appointed/to be appointed by the Comptroller and Auditor General of India for the Financial Year 2019-20.
5. The Annual Report along with the Notice of Annual General Meeting is available on the Company's website www.pfcclindia.com.
6. In accordance with the provisions of Companies Act, 2013 and SS-2- Secretarial Standard on General Meetings, the request for consenting to shorter notice of the members for calling the Annual General Meeting is enclosed with the Notice. Further, the Annual General Meeting of the company shall be held, if the consent is received from not less than ninety five percent of the Members entitled to vote thereat.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

Pursuant to the Office Order No. 134/2018 dated 10th August, 2018 issued by HR Unit of PFC, Shri Praveen Kumar Singh has assumed the charge of Director (Commercial), PFC w.e.f. 10th August, 2017. Accordingly, Shri Praveen Kumar Singh was inducted on the Board as Additional Director w.e.f. 17th September, 2018.

Pursuant to the provision of Section 161(1) and other applicable provisions of the Companies Act 2013, Shri Praveen Kumar Singh will hold office till the date of ensuing Annual General Meeting.

Your Directors recommend the resolution as contained in Item No. 4 of the Notice for approval of the members.

Shri Praveen Kumar Singh is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the Company is in anyway concerned/interested in the proposed resolution.

Item No. 5

Pursuant to the Office Order No. 212/2019 dated 12th July, 2019 issued by HR Unit of PFC, Shri R.S. Dhillon, Director (Projects), PFC was nominated as Director on the Board of the Company. Accordingly, Shri R.S. Dhillon was inducted on the Board as Additional Director w.e.f. 2nd August, 2019.

Pursuant to the provision of Section 161(1) and other applicable provisions of the Companies Act 2013, Shri R.S. Dhillon will hold office till the date of ensuing Annual General Meeting.

Your Directors recommend the resolution as contained in Item No. 5 of the Notice for approval of the members.

Shri R.S. Dhillon is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the Company is in anyway concerned/interested in the proposed resolution.

Item No. 6

The registered office of the company is at "First Floor, 'Urjanidhi', 1, Barakhamba Lane, Connaught Place, New Delhi 110001". However, company has been working from its another office at "9th Floor Statesman House, Barakhamba Road, Connaught Place, New Delhi 110001" (Referred as Statesmen House).

As the company is working its affairs from Statesmen House, all the statutory records, of the Company are required to be placed at Statesmen House.

Your Directors recommend the resolution as contained in Item No. 6 of the Notice for approval of the members.

None of the Directors of the Company is in anyway concerned/ interested in the proposed resolution.

By order of the Board of Directors
For PFC Consulting Limited



(Manish Kr. Agarwal)

Company Secretary

FCS No. 5048

Date: 16.09.2019

Place: New Delhi

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/ RE- APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF PFC CONSULTING LIMITED

Name of Director	Shri N.B. Gupta	Shri Praveen Kumar Singh	Shri R.S. Dhillon
Date of Birth	11-06-1960	20.01.1962	13.05.1963
Date of Appointment	25.08.2017	17.09.2018	02.08.2019
Relationship with Directors	None	None	None
Qualification	<ul style="list-style-type: none"> B.Sc Chartered Accountant 	<ul style="list-style-type: none"> B.Tech (Electrical) M.Tech (Energy & Environment Management) MBA (University of Houston) 	<ul style="list-style-type: none"> B. E. (Electrical)- Thapar Institute of Engineering and Technology, Patiala M. Tech (Power Systems) Indian Institute of Technology (IIT), Delhi.
Experience	Shri Naveen Bhushan Gupta took over as Director (Finance) of Power Finance Corporation Limited in August, 2017. He joined PFC in September, 2005 and before his appointment to the Post of Director (Finance), he was working as Executive Director (Finance) in PFC. He is a member of Institute of Chartered Accountants of India. He has more than 30 years of experience in power sector. Before joining PFC, he served in various capacities in organizations like NHPC, Power Grid Corporation of India Limited also. He carries with him rich experience in the fields of Fund Management, International Finance, internal Audit, Accounts finalization. Lending Policies, resource mobilization etc.	Shri Praveen Kumar Singh has vast experience of working in power sector. Presently, Shri Singh is holding the position of Director (Commercial), Power Finance Corporation Ltd. and has been associated with PFC for last 25 years. Previously Shri Singh has worked in different capacities with BHEL and CIL.	He has more than 34 years of experience in various areas of power sector. An Electrical Engineer with post-graduation in Power Systems from IIT Delhi, he had worked with Bharat Heavy Electricals Ltd. and Central Electricity Authority prior to joining PFC. In PFC, he has worked in various capacities for over 25 years, handling Project Appraisal, Business Development, Stressed Assets Revival and Monitoring of projects. Before his appointment to the post of Director (Projects), he has been working as Executive Director in PFC.
Directorships in other companies	<ul style="list-style-type: none"> Power Finance Corporation Limited Chhattisgarh Surguja Power Limited Cheyur Infra Limited Coastal Tamil Nadu Power Limited Deoghar Mega Power Limited Bihar Mega Power Limited Tatiya Andhra Mega Power Limited 	<ul style="list-style-type: none"> Power Finance Corporation Limited REC Limited Sakthigopal Integrated Power Co. Limited Ghogarpalli Integrated Power Co. Limited Jharkhand Infrapower Limited Orissa Integrated Power Limited Coastal Karnataka Power Limited 	<ul style="list-style-type: none"> Power Finance Corporation Limited Jammu and Kashmir State Power Development Corporation Limited
Chairman/Membership of Committees across all public companies	Power Finance Corporation Limited: <ul style="list-style-type: none"> Member, Stakeholder Relationship Committee 	None	None
Number of Shares held in the company as on 31 st March 2019	None	100 Equity Shares*	100 Equity Shares*

* Nominee of Power Finance Corporation Limited

For detail regarding number of meetings of the board attended during the year in respect of abovementioned Directors, please refer to the Board's Report.

PFC CONSULTING LIMITED

CIN U74140DL2008GOI175858

Regd. Office : First Floor, "Urjanidhi", 1, Barakhamba Lane, Connaught Place, New Delhi -110001

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the company.

NAME OF ATTENDING PERSON
(IN BLOCK LETTERS)

Regd. Folio No.

No. of shares held

I, HEREBY RECORD MY PRESENCE AT THE 11TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON TUESDAY, THE 24TH DAY OF SEPTEMBER, 2019 AT 11:30 A.M. AT "URJANIDHI", 1-BARAKHAMBALANE, CONNAUGHT PLACE, NEW DELHI - 110001.

Please ✓ in the box

MEMBER

☐

PROXY

☐

Member's / Proxy's Signature

PFC CONSULTING LIMITED

CIN U74140DL2008GOI175858

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

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 :
E-MAIL ID:
FOLIO NO/ CLIENT ID :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :E-Mail

ID..... Address

Signature :
or failing him

1. Name :E-Mail

ID..... Address

Signature :
or failing him

1. Name :E-Mail

ID..... Address

Signature :

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the company, to be held on Tuesday the 24th day of September, 2019 at 11:00 A.M. at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi 110001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, along with the Auditor's Report and Directors' Report thereon..
2. To appoint a Director in place of Shri Naveen Bhushan Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of section 142(1) of the Companies Act, 2013.
4. To appoint Shri Praveen Kumar Singh as Director of the Company.
5. To appoint Shri Ravinder Singh Dhillon as Director of the Company.
6. To maintain statutory registers of the company at a place other than Registered office.

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

Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

CONSENT OF SHAREHOLDERS FOR SHORTER NOTICE
[Pursuant to Section 101(1) of Companies Act 2013]

To
The Board of Directors
PFC Consulting Limited
First Floor, Urjanidhi
1, Barakhamba Lane, Connaught Place,
New Delhi – 110001,

I,, S/o, R/o
holding Equity Shares of Rs.10/- each in the company, do hereby give consent
for calling the Annual General Meeting on Tuesday, the 24th day of September, 2019
at 11:00 A.M. at a shorter notice, pursuant to the proviso of Section 101 of the
Companies Act, 2013.

Signature_____

Name:

Date: