

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 10th Annual General Meeting

Notice is hereby given that due to certain unforeseen circumstances, the 10th Annual General Meeting of the Company, is rescheduled and will now be held on **Friday, 7th September, 2018 at 04:30 P.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.

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 rescheduling 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: 04.09.2018

Place: New Delhi

- Encl: 1) Notice of 10th Annual General Meeting
2) Proxy form and Attendance slip
3) Consent of Shareholders for shorter notice

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REVISED NOTICE

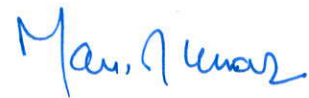
Notice is hereby given that the 10th Annual General Meeting of PFC Consulting Limited will be held on **Friday, the 7th day of September, 2018 at 04:30 P.M.** at Urjanidhi, 1 Barakhamba Lane, Connaught Place, New Delhi-110001, at a shorter notice to transact the following business(s):-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, along with the Auditor's Report and Board's Report thereon.
2. To appoint a Director in place of Shri Rajeev Sharma (DIN 00973413), 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 2018-19, as may be deemed fit by the Board."

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



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

Date: 04.09.2018

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. Proxy so appointed shall not have any right to speak at the meeting.
2. 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 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 2018-19.
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 Annual General Meeting is enclosed with the Notice. Further, the Tenth Annual General Meeting of PFC Consulting Limited shall be held, if the consent is received from not less than ninety five percent of the Members entitled to vote thereat.

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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 10TH ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON FRIDAY, THE 7TH DAY OF SEPTEMBER, 2018 AT 04:30 P.M. AT "URJANIDHI", 1-BARAKHAMBALANE, CONNAUGHT PLACE, NEW DELHI - 110001.

Please ✓ in the box

MEMBER

☐

PROXY

☐

Member's / Proxy's Signature

PFC CONSULTING LIMITED

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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 :
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 10th Annual General Meeting of the company, to be held on Friday the 7th day of September, 2018 at 04:30 P.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, 2018, along with the Auditor's Report and Directors' Report thereon..
2. To appoint a Director in place of Shri Rajeev Sharma, 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.

Signed this..... day of..... 2018

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 Friday, the 7th day of September, 2018 at
04:30 P.M. at a shorter notice, pursuant to the proviso of Section 101 of the
Companies Act, 2013.

Signature_____

Name:

Date: