

TRACK RECORD OF THE PUBLIC ISSUES MANAGED BY THE MERCHANT BANKER IN THE LAST 3 FINANCIAL YEARS

POWER FINANCE CORPORATION LIMITED

1. Type of issue

Public Issue of tax free bonds of face value Rs.1000 each in the nature of secured, redeemable, non convertible debentures, having benefits under section 10 (15)(iv)(h) of The Income Tax Act, 1961, as amended (“Bonds”) aggregating upto Rs. 3875.90 crores (“Shelf Limit”)* (“Issue”). The Bonds will be issued at par in one or more tranches up to the Shelf Limit, on terms and conditions as set out in separate Tranche Prospectus(es) for each Tranche Issue, which would be read together with the Shelf Prospectus. The Tranche- I Issue is of Bonds for an amount of Rs.750 crores with an option to retain oversubscription upto Rs. 3875.90 crores (“Tranche – I Issue”). The Tranche – I Issue is being offered by way the Prospectus Tranche – I containing interalia the terms and conditions of Tranche – I Issue (“Prospectus Tranche – I”), which shall be read together with the Shelf Prospectus of the Issue. The Shelf Prospectus read with Prospectus Tranche – I shall constitute “Prospectus”).

**The Company is also considering raising funds through private placements of the Bonds in one or more tranches during the process of the present Issue, within the Shelf Limit, at its discretion. The Company will ensure that Bonds issued through public issue and/or on private placement basis together shall not exceed Rs.5000 crores and the Bonds issued on private placement basis shall not exceed 30% of the total allocated limit.*

2. Issue size (Rs crores)*

The Tranche-I Issue by the Issuer is of Bonds for ann amount of Rs. 750crores with an option to retain over subscription upto Rs. 3,875.90 crores.*

** The Company raised Rs. 3,875.90 crores in the Tranche-I Issue.*

** Source: Minutes of the meeting dated November 13, 2013*

3. Rating of instrument alongwith name of the rating agency

Particular	Rating Agency	Rating
(i) As disclosed in the offer document	CRISIL Limited	“CRISIL AAA/Stable”
	Credit Analysis and Research Limited	“CARE AAA”
	ICRA Limited	“[ICRA] AAA”
(ii) At the end of 1 st FY (March 31, 2014)^	CRISIL Limited	“CRISIL AAA/Stable”
	Credit Analysis and Research Limited	“CARE AAA”
	ICRA Limited	“[ICRA] AAA”
(iii) At the end of 2 nd FY (March 31, 2015)*	--	--
(iv) At the end of 3 rd FY (March 31, 2016)*	--	--

* Rating not disclosed as reporting for the relevant fiscal years has not been completed

^Source- <http://www.careratings.com/>

<http://www.crisil.com/index.jsp>

<http://www.icra.in/>

4. Whether the security created is adequate to ensure 100% asset cover for the debt securities* : Yes

* Source – Unattested Debenture Trust cum Hypothecation Deed on November 14, 2013.

5. Subscription level (number of times)*:

After considering the cheque returns and before technical rejections, the Issue was subscribed 5.9329 times the Base Issue Size and 1.1480 times the Overall Issue Size.

* Source – Minutes of the Meeting between the Company, Registrar and Lead Managers, in consultation with BSE Limited, dated November 13, 2013.

6. Financials of the issuer (as per the annual financial results submitted to stock exchanges under Clause 29 of the listing agreement or debt securities)

(Standalone)

(Rs In Crores)

Parameters	1st FY (March 31, 2014)*	2nd FY (March 31, 2015)*	3rd FY (March 31, 2016)*
<i>Income from operations[#]</i>	21522.42	NA	NA
<i>Net Profit for the period</i>	5417.75	NA	NA
<i>Paid-up equity share capital</i>	1320.04	NA	NA
<i>Reserves excluding revaluation reserves</i>	26054.57	NA	NA

(Consolidated)

(Rs In Crores)

Parameters	1st FY (March 31, 2014)*	2nd FY (March 31, 2015)*	3rd FY (March 31, 2016)*
<i>Income from operations[#]</i>	21614.53	NA	NA
<i>Net Profit for the period</i>	5461.84	NA	NA
<i>Paid-up equity share capital</i>	1320.04	NA	NA
<i>Reserves excluding revaluation reserves</i>	26202.23	NA	NA

Income from operations include other operating income.

**Financials not disclosed as reporting for the relevant fiscal years has not been completed*

7. Status of the debt securities (whether traded, delisted, suspended by any stock exchange, etc.)[#]

Particular	
(i) At the end of 1st FY (March 31, 2014)	Listed on BSE Limited and available for trading.
(ii) At the end of 2nd FY (March 31, 2015)*	NA
(iii) At the end of 3rd FY (March 31, 2016)*	NA

[#] Bonds are listed on the BSE Limited w.e.f November 20, 2013

* Trading status not disclosed as reporting for the relevant fiscal years has not been completed

8. Change, if any, in directors of issuer from the disclosures in the offer document

Particular	Name of Director	Appointment / Resignation
(i) At the end of 1st FY (March 31, 2014) [#]	Ajit Prasad	cessation
	Krishna Mohan Sahni	cessation
(ii) At the end of 2nd FY (March 31, 2015) [^]	NA	NA
(iii) At the end of 3rd FY (March 31, 2016)*	NA	NA

[#] Source : Stock exchange filings

[^] However please note that till December 31, 2014 of the current fiscal year, no changes have taken place in the Board.

* Changes in Directors not disclosed in the above table as reporting for the relevant fiscal years has not been completed.

9. Status of utilization of issue proceeds

(i) As disclosed in the offer document	The funds raised through the Issue will be utilised towards general lending operations of the Company and other associated business objectives and to discharge existing debt obligations which were generally undertaken for business operations.
(ii) Actual utilization	The funds raised from the Issue were utilized towards lending purposes and debt servicing.*
(iii) Reasons for deviation, if any	NA

**Source – Annual Report*

10. Delay or default in payment of interest/ principal amount (Yes/ No) (If yes, further details of the same may be given)

(i) Disclosures in the offer document on terms of issue	The Debenture Trustee will protect the interest of the Bondholders in the event of default by the Company in regard to timely payment of interest and repayment of principal and they will take necessary action at Company's cost.
(ii) Delay in payment from the due date*	None
(iii) Reasons for delay/ non-payment, if any	NA

** As on December 31, 2014 no information regarding delay or default in payment of interest/ principal amount has been reported on the website of the Stock Exchanges/ Debenture Trustees*

11. Any other material information

Announcement	Date
PFC Consulting Limited (a wholly owned subsidiary of Power Finance Corporation Limited) has transferred on November 13, 2013, its wholly owned subsidiary namely "Patran Transmission Company Limited", incorporated for development of Independent Transmission System for Patran 400 kV S/S to "Techno Electric and Engineering Company Limited", successful bidder selected through "Tariff based Competitive Bidding Guidelines for Transmission services" issued by Ministry of Power, Government of India	18- Nov- 13
Power Finance Corporation Ltd has informed BSE regarding Incorporation of Two (2) wholly Owned Subsidiaries of Power Finance Corporation Ltd (1) Cheyyur Infra Limited w.e.f. January 21, 2014 (2) Odisha Infrapower Limited w.e.f. January 23, 2014	30-Jan-14
Power Finance Corporation Ltd has informed BSE that PFC Consulting Limited (a wholly owned subsidiary of Power Finance Corporation Limited) has transferred on March 12, 2014, its wholly owned subsidiary namely "RAPP Transmission Company Limited", incorporated for development of Transmission System for Part ATS of RAPP U-7&8 in Rajasthan to "Sterlite Grid Limited", successful bidder selected through "Tariff based Competitive Bidding Guidelines for Transmission services" issued by Ministry of Power, Government of India.	18-Mar-14
Power Finance Corporation Ltd has informed BSE that the Board of Directors of the Company at its meeting held on March 27, 2014 have allotted 732 equity shares of Rs. 10/- each of the Company to the Employees upon exercise of stock options under the Company's	28-Mar-14

<p>Employee Stock Option Scheme i.e. PFC ESOP 2010 Scheme. On allotment, the equity share capital of the Company stands increased to Rs. 13,20,04,07,040/- consisting of 1,32,00,40,704 equity shares of Rs. 10 each.</p>	
<p>Power Finance Corporation Ltd has informed BSE that the Board of Directors of the Company at its meeting held on May 02, 2014, has approved the following :</p> <p>1. Conduct of Postal Ballot seeking approval of the shareholders on the following proposals</p> <p>a) Raising of resources through private placement of non-convertible debentures pursuant to the provisions of Section 42 of the Companies Act, 2013 read with rule 14(2) of Companies (Prospectus and allotment of securities) rules, 2014.</p> <p>(b) Enhancement of the borrowing power for the purpose of business of the company pursuant to The provisions of Section 180 (1) (c) of the Companies Act, 2013 read with the applicable rules.</p> <p>(c) Authorization to the Board of Directors for mortgaging and/or creating charge on the assets of the company for securing borrowings for the purpose of the company pursuant to the provisions of Section 180 (1) (a) of the Companies Act. 2013 read with the applicable rules.</p> <p>2. Fixation of May 09, 2014 as the cut-off date for reckoning voting rights of the shareholders.</p>	<p>02-May-14</p>
<p>Power Finance Corporation Ltd has informed has informed the Exchange that Company at its Annual General Meeting held on September 26, 2014 approved the proposal with requisite majority to raise Rs. 55000 crore through Issue of Bonds/ Debentures / Notes / Debt Securities on a Private Placement basis .</p>	<p>26-Sep-14</p>

<p>The Exchange has sought clarification from Power Finance Corporation Ltd with respect to news article appearing on Business Line on December 19, 2014 titled "PFC to extend Rs.1112-cr loan to AP power sector".</p>	<p>19-Dec-14</p>
<p>Power Finance Corporation Ltd has informed BSE that Securities and Exchange Board of India has granted a certificate of registration as a Debenture Trustee to PFC Capital Advisory Services Limited, a wholly owned subsidiary of Power Finance Corporation Limited (PFC).</p>	<p>22-Dec-14</p>
<p>Power Finance Corporation Ltd replied stating "We would like to inform you that Power Finance Corporation Ltd. (PFC) is a govt. of India enterprise under the administrative control of Ministry of Power, Gol and is categorized as NBFC catering to the funding needs of power sector.As on 31/3/2014 PFC has a cumulative sanctions of Rs 4,57,315 Crores and had loan assets worth Rs 1,89,231 Crores.</p> <p>The Board of Directors of Power Finance Corporation Ltd. in its meeting held on 16/12/2014 had inter alia approved proposal to sanction transitional loan of Rs. 600 crs to Southern Power Distribution Co. of Andhra Pradesh Ltd. (APSPDCL) and Rs. 400 crs. to Eastern Power Distribution Co. of Andhra Pradesh Ltd. (APEPDCL). Also 'PFC green energy limited' - a wholly owned subsidiary of Power Finance Corporation Ltd. has sanctioned loans of Rs 62 crores to Southern Power Distribution Co. of Andhra Pradesh Ltd and Rs 25 crores to Eastern Power Distribution Co. of Andhra Pradesh Ltd for solar power pump sets. Further a proposal to sanction a loan of Rs. 24.4 crores(appox) to Southern Power Distribution Co. of Andhra Pradesh Ltd for solar power pump sets is under consideration of competent authority in Power Finance Corporation Ltd."</p>	<p>30-Dec-14</p>

Source: Stock Exchange Filings

All the above information is updated as on December 31, 2014 unless indicated otherwise.