

SEC-1/187(2)/2018/ 31 08

Dated: January 14, 2019

<b>Listing Department,</b> National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), <b><u>Mumbai – 400 051.</u></b>	<b>Corporate Relationship Department</b> BSE Limited 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, <b><u>Mumbai – 400 001.</u></b>
<b>Scrip Code-- RECLTD</b>	<b>Scrip Code—532955</b>

**Sub: Submission of Compliance Report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**

Dear Sir(s),

In terms of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SEBI Circular dated September 24, 2015, we are enclosing herewith the Compliance Report on Corporate Governance in the prescribed format, for the quarter ended on December 31, 2018 as **Annexure I.**

This is for information and records of the Stock Exchanges.

Thanking you,

Yours faithfully,



(J.S. Amitabh)

**General Manager & Company Secretary**

Encl: as above

**Regional Offices:** Bangalore, Bhopal, Bhubaneswar, Chennai, Guwahati, Hyderabad, Imphal, Jaipur, Jammu, Kolkata, Lucknow, Mumbai, Panchkula, Patna, Raipur, Ranchi, Thiruvananthapuram & Vijayawada

**State Offices :** Dehradun, Itanagar, Shillong, Shimla, Vadodara & Varanasi

**Training Centre :** REC Institute of Power Management & Training (RECIPMT), Hyderabad

# ANNEXURE I

## Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - REC Limited
2. Quarter ending - 31-Dec-2018

### i. Composition Of Board Of Director

Title (Mr/Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Nominee)	Sub Category	Date of Appointment	Date of cessation	Tenure	No of Directors hip in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr	Ajeet Kumar Agarwal	02231613	AAQPA4238C	ED		01-Aug-2012			2	1	0	SC,RMC	
Mr	Sanjeev Kumar Gupta	03464342	AAVPG9176A	ED		16-Oct-2015			1	2	0	AC,SC,RMC	
Mr.	Penumaka Venkata Ramesh	02836069	BCYPP5385E	C & ED		05-Jan-2017			1	0	0	NA	
Mr	Arun Kumar Verma	02190047	AATPV0522H	NED,ND		06-Oct-2015			3	0	0	NA	
Mr.	TiruvallurThattai Ram Mohan	00008651	AAGPT8304C	ID		13-Nov-2018		12	2	1	0	AC,NRC	The Ministry of Power (MoP) had appointed Prof. T. T. Ram Mohan as Independent Director on the Board of REC w.e.f November 13, 2015 for a period of three years. Further, after completion of his tenure, he has been reappointed by MoP w.e.f. November 13, 2018 as Independent Director for one year period or until further orders, whichever is earlier.

Mr.	Aravamudan Krishna Kumar	00871792	ADOPA0 102A	ID		13-Nov-2018		12	3	4	3	AC,SC,NRC	The Ministry of Power (MoP) had appointed Shri A. Krishna Kumar as Independent Director on the Board of REC w.e.f. November 13, 2015 for a period of three years. Further, after completion of his tenure, he has been reappointed by MoP w.e.f. November 13, 2018 as Independent Director for one year period or until further orders, whichever is earlier.
Mrs.	Asha Swarup	00090902	AWDPS4 191F	ID		08-Feb-2017		36	1	0	0	AC,RMC,NRC	
Mr.	Bhagvat Kisanrao Karad	00998839	ACSPK0 892J	ID		17-Jul-2018		36	1	0	0	AC,NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Aravamudan Krishna Kumar	ID	Chairperson	22-Dec-2015	
2	Asha Swarup	ID	Member	22-Mar-2018	
3	Bhagvat Kisanrao Karad	ID	Member	08-Oct-2018	
4	Sanjeev Kumar Gupta	ED	Member	20-Oct-2015	
5	TiruvallurThattai Ram Mohan	ID	Member	22-Dec-2015	

Company Remarks	Shri A Krishna Kumar was appointed as Chairperson of the Committee from 22 December, 2015 and after his re-appointment continued to be the Chairperson of the Committee. Prof. T T Ram Mohan was appointed as member of the committee from 22 December, 2015 and after his re-appointment continued to be the member of the Committee.
Whether Permanent chairperson appointed	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days)	28

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	25-Jul-2018	12-Oct-2018	4	Yes
Audit Committee	31-Aug-2018	05-Dec-2018	5	Yes
Audit Committee	14-Sep-2018			No
Stakeholders Relationship Committee	14-Sep-2018	05-Dec-2018	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	53

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **Yes**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Aravamudan Krishna Kumar	ID	Chairperson	22-Dec-2015	
2	Sanjeev Kumar Gupta	ED	Member	09-Nov-2015	
3	Ajeet Kumar Agarwal	ED	Member	01-Aug-2012	

Company Remarks	Shri A Krishna Kumar was appointed as Chairperson of the Committee from 22 December, 2015 and after his re-appointment continued to be the Chairperson of the Committee.
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ajeet Kumar Agarwal	ED	Member	01-Aug-2012	
2	Asha Swarup	ID	Chairperson	24-Mar-2017	
3	Bhagvat Kisanrao Karad	ID	Member	01-Sep-2018	
4	Sanjeev Kumar Gupta	ED	Member	22-Dec-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bhagvat Kisanrao Karad	ID	Member	01-Sep-2018	
2	Aravamudan Krishna Kumar	ID	Member	22-Dec-2015	
3	TiruvallurThattai Ram Mohan	ID	Chairperson	22-Dec-2015	
4	Asha Swarup	ID	Member	22-Mar-2018	

Company Remarks	Shri A Krishna Kumar was appointed as Member of the Committee from 22 December, 2015 and after his re-appointment continued to be the Member of the Committee. Prof. T T Ram Mohan was appointed as Chairman of the Committee from 22 December, 2015 and after his re-appointment continued to be the Chairman of the Committee.
Whether Permanent chairperson appointed	Yes

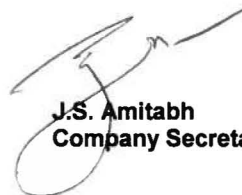
**iii. Meeting of Board of Directors**

Date(s) of Meeting (If any) in the previous quarter	Date(s) of Meeting (If any) in the relevant quarter
25-Jul-2018	12-Oct-2018
01-Sep-2018	10-Nov-2018
14-Sep-2018	05-Dec-2018
25-Sep-2018	20-Dec-2018

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Note to Point No. VI (1): Ministry of Power, Government of India vide its Order No. 20/6/2017-Coord. dated November 22, 2018, has re-appointed Shri A Krishna Kumar (DIN: 00871792) and Prof. T T Ram Mohan (DIN: 00008651) as Non-official Independent Directors on the Board of REC for a period of one year with effect from the date of completion of their existing tenure or until further orders whichever is earlier.**

Name :  
Designation :



**J.S. Amitabh**  
**Company Secretary**