

SEC-1/187(2)/2017/ 2839

Dated: July 12, 2018

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

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 June 30, 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

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Rural Electrification Corporation Limited
2. Quarter ending - 30-Jun-2018

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson / Executive/ Non-Executive/ Independent / Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship 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
Mr.	Ajeet Kumar Agarwal	02231613	AAQPA4238C	ED	01-Aug-2012			2	1	0
Mr.	Sanjeev Kumar Gupta	03464342	AAVPG9176A	ED	16-Oct-2015			1	2	0
Mr.	Penumaka Venkata Ramesh	02836069	BCYPP5385E	C & ED	05-Jan-2017			1	0	0
Mr.	Arun Kumar Verma	02190047	AATPV0522H	NED,ND	06-Oct-2015			3	0	0
Mr.	TiruvallurThattai Ram Mohan	00008651	AAGPT8304C	ID	13-Nov-2015		36	2	1	0
Mr.	Aravamudan Krishna Kumar	00871792	ADOPA0102A	ID	13-Nov-2015		36	3	4	3
Mrs.	Asha Swarup	00090902	AWDPS4191F	ID	08-Feb-2017		36	1	0	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	TiruvallurThattai Ram Mohan	ID	Member
2	Sanjeev Kumar Gupta	ED	Member
3	Aravamudan Krishna Kumar	ID	Chairperson
4	Asha Swarup	ID	Member



Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ajeet Kumar Agarwal	ED	Member
2	Sanjeev Kumar Gupta	ED	Member
3	Aravamudan Krishna Kumar	ID	Chairperson

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Ajeet Kumar Agarwal	ED	Member
2	Asha Swarup	ID	Chairperson
3	Sanjeev Kumar Gupta	ED	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Aravamudan Krishna Kumar	ID	Member
2	TiruvallurThattai Ram Mohan	ID	Chairperson
3	Asha Swarup	ID	Member

III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
06-Feb-2018	28-May-2018	66
06-Mar-2018	22-Jun-2018	
22-Mar-2018		

IV. Meeting of Committees

<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	28-May-2018	4	06-Feb-2018	82
Audit Committee		3	06-Mar-2018	
Stakeholders Relationship Committee	28-May-2018	3	06-Feb-2018	



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. 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**
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): Shri Arun Singh, Independent Director of REC, has resigned from the Board of REC w.e.f. March 8, 2018. Accordingly, as on date vacancy of One Independent Director exists on the Board of REC. Being a Government Company, the Directors on the Board of REC are appointed by President of India through Ministry of Power (MoP), Gol. The Company has requested MoP to fill the said vacancy and our request is under active consideration at the Ministry. Once one Independent Director is appointed on the Board, the Company will be in compliance with the provisions related to the composition of Board.

Name :


J.S. Amitabh

Designation :

Company Secretary

