



सौभाग्य

प्रधानमंत्री सहज बिजली हर घर योजना

SEC-1/187(2)/2018/ 2990

Dated: October 11, 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 and half year ended on September 30, 2018 as **Annexure I** and **Annexure III**, respectively.

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

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 - Rural Electrification Corporation Limited
2. Quarter ending - 30-Sep-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 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
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
Mr.	Bhagvat Kisanrao Karad	00998839	ACSPK0892J	ID	17-Jul-2018		36	1	0	0

II. Composition of Committees

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



3	Asha Swarup	ID	Member
4	Aravamudan Krishna Kumar	ID	Chairperson

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

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Bhagvat Kisanrao Karad	ID	Member
2	Ajeet Kumar Agarwal	ED	Member
3	Asha Swarup	ID	Chairperson
4	Sanjeev Kumar Gupta	ED	Member

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

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	Maximum gap between any two consecutive (in number of days)
28-May-2018	25-Jul-2018	37
22-Jun-2018	01-Sep-2018	
	14-Sep-2018	
	25-Sep-2018	

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee	25-Jul-2018	4	28-May-2018	57
Audit Committee	31-Aug-2018	4		



Audit Committee	14-Sep-2018	4		
Stakeholders Relationship Committee	14-Sep-2018	3	28-May-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	Yes
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): Ministry of Power, Government of India vide its Order No. 20/6/2017-Coord. dated July 17, 2018, has appointed Dr. Bhagvat Kisanrao Karad (DIN: 00998839) as Non-official Independent Director on the Board of REC for a period of three years from the date of notification of his appointment or till further orders, whichever is earlier, against the vacancy which arose on resignation of Shri Arun Singh (DIN: 00891728), Independent Director of REC w.e.f. March 8,2018. After this appointment, the composition of the Board of the Company, is in due compliance of SEBI (LODR) Regulation 2015.

Name : 
Designation : J.S. Amitabh
Company Secretary



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Note for regulation 19(3) : Prof. T.T. Ram Mohan, Independent Director & Chairman of Nomination and Remuneration Committee was unwell & could not attend the Annual General Meeting held on September 25, 2018 and has authorized Shri A. Krishna Kumar, member of Nomination and Remuneration Committee to reply to shareholder queries, if any.

Name : J.S. AMTABH
Designation : Company Secretary

