

SEC-1/187(2)/2019/ 191

Dated: July 09, 2019

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 June 30, 2019 as **Annexure I.**

This is for information and records of the Stock Exchanges.

Thanking you,

Yours faithfully,



(J.S. Amitabh)
ED & Company Secretary

Encl: as above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - REC Limited
2. Quarter ending - 30-Jun-2019

i. Composition Of Board Of Director

Title (Mr./ Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Sub Cate gory	Date of Appointme nt	Date of cessatio n	Tenure	No of Directors hip in listed entities including this listed entity	No of membershi ps in Audit/ Stakeholde r Committee (s) including this listed entity	No of post of Chairpers on in Audit/ Stakehold er Committee held in listed entities including this listed entity	Membershi p in Committees of the Company	Remar ks
Mr.	Ajeet Kumar Agarwal	02231613	AAQPA4238C	C & 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.	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	3	0	AC,NRC	
Mr.	Aravamudan Krishna Kumar	00871792	ADOPA0102A	ID		13-Nov-2018		12	3	4	3	AC,SC,NRC	
Mrs.	Asha Swarup	00090902	AWDPS4191F	ID		08-Feb-2017		36	1	1	0	AC,RMC,NRC	
Mr.	Bhagvat Kisanrao Karad	00998839	ACSPK0892J	ID		17-Jul-2018		36	1	1	0	AC,RMC,NRC	
Mr.	Praveen Kumar Singh	03548218	ARVPS2332K	NED,ND		18-Jun-2019			2	0	0		

Company Remarks	<ol style="list-style-type: none"> 1. Ministry of Power vide letter No. 27-46/1/2018-RE dated 6th June, 2019 has appointed Shri Praveen Kumar Singh (DIN 03548218) as Nominee Director of Power Finance Corporation Limited, on the Board of REC Limited with effect from 18th June, 2019. 2. Director (Finance) of REC Limited is holding additional charge of CMD as per the directive of Ministry of Power, Government of India.
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	Sanjeev Kumar Gupta	ED	Member	20-Oct-2015	
2	Aravamudan Krishna Kumar	ID	Chairperson	22-Dec-2015	
3	Asha Swarup	ID	Member	22-Mar-2018	
4	Bhagvat Kisanrao Karad	ID	Member	08-Oct-2018	
5	TiruvallurThattai Ram Mohan	ID	Member	22-Dec-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

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

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	Aravamudan Krishna Kumar	ID	Member	22-Dec-2015	
2	Bhagvat Kisanrao Karad	ID	Member	01-Sep-2018	
3	Tiruvallur Thattai Ram Mohan	ID	Chairperson	22-Dec-2015	
4	Asha Swarup	ID	Member	22-Mar-2018	

Company Remarks	
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
04-Jan-2019	26-Apr-2019
05-Feb-2019	24-May-2019
08-Feb-2019	
28-Feb-2019	
06-Mar-2019	
20-Mar-2019	

Company Remarks	
Maximum gap between any two consecutive (in number of days)	36

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	08-Feb-2019	24-May-2019	5	Yes
Stakeholders Relationship Committee	08-Feb-2019	24-May-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	104



v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Not Applicable	
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	Not Applicable
--	-----------------------

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:

Name : **J.S. Amitabh**
 Designation : **Company Secretary**

