

SEC-1/187(2)/2020/119

Dated: May 08, 2020

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.

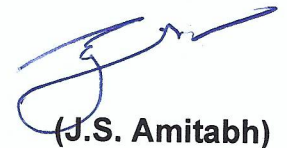
Dear Sir(s),

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 year ended on March 31, 2020 as **Annexure I** and **Annexure II**, respectively.

This is for information and records of the Stock Exchanges.

Thanking you,

Yours faithfully,



(J.S. Amitabh)

Executive Director & 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 - **31/03/2020**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Date of Appointment	Date of Cessation	Tenure	No. of Directorship in listed entities including this listed entity	No of Independent 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	Membership in Committees of the Company	Remarks
Mr.	Ajeet Kumar Agarwal	02231613	AAQP A4238 C	C & ED		01-Aug-2012			2	0	1	0	SC,RC	
Mr.	Sanjeev Kumar Gupta	03464342	AAVP G9176 A	ED		16-Oct-2015			1	0	2	0	AC,SC,RC	
Mrs.	Asha Swarup	00090902	AWD PS419 1F	ID		08-Feb-2017	08-Feb-2020	36	0	0	0	0	AC,R C,NR C	
Mr.	Bhagvat Kisanrao Karad	00998839	ACSP K0892 J	ID		17-Jul-2018	12-Mar-2020	36	0	0	0	0	AC,SC,RC,N RC	
Mr.	Praveen Kumar Singh	03548218	ARVP S2332 K	NED,ND		18-Jun-2019			2	0	0	0		

Mr.	Mritunjay Kumar Narayan	03426753	ABQP N5499 M	NED,ND		02-Sep-2019			3	0	0	0		
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Company Remarks	During the quarter, Smt. Asha Swarup and Dr. Bhagvat Kisanrao Karad ceased to be Independent Directors of the Company w.e.f the dates mentioned against their names above. Further, being a Government Company, the Directors on the Board of REC are appointed by the President of India acting through Ministry of Power (MoP), Government of India. The Company has requested MoP to fill the vacancies of Independent Directors on its Board and our request is under active consideration at the Ministry.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Asha Swarup	ID	Chairperson	16-Dec-2019	08-Feb-2020
2	Bhagvat Kisanrao Karad	ID	Member	08-Oct-2018	12-Mar-2020
3	Sanjeev Kumar Gupta	ED	Member	20-Oct-2015	

Company Remarks	Due to cessation of Independent Directors, they also cease to be members of the above Committee. Once the requisite number of Independent Directors are appointed by the Ministry of Power, the above Committee will be reconstituted in compliance with the applicable statutory provisions.
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	Bhagvat Kisanrao Karad	ID	Chairperson	16-Dec-2019	12-Mar-2020
3	Ajeet Kumar Agarwal	C & ED	Member	01-Aug-2012	

Company Remarks	Due to cessation of Independent Director, he also cease to be member of the above Committee. Once the requisite number of Independent Directors are appointed by the Ministry of Power, the above Committee will be reconstituted in compliance with the applicable statutory provisions.
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Asha Swarup	ID	Chairperson	24-Mar-2017	08-Feb-2020
2	Bhagvat Kisanrao Karad	ID	Member	01-Sep-2018	12-Mar-2020
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	Bhagvat Kisanrao Karad	ID	Member	01-Sep-2018	12-Mar-2020
2	Asha Swarup	ID	Chairperson	22-Mar-2018	08-Feb-2020

Company Remarks	Due to cessation of Independent Directors, they also cease to be members of the above Committee. Once the requisite number of Independent Directors are appointed by the Ministry of Power, the above Committee will be reconstituted in compliance with the applicable statutory provisions.
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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
19-Oct-2019	04-Feb-2020	Yes	6	2
05-Nov-2019	25-Mar-2020	No	4	0

16-Dec-2019				
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Company Remarks	The requirement of quorum was met in all the Board Meetings held during the FY 2019-20, except in one Board Meeting held on March 25, 2020, due to non-availability of any Independent Director on the Board of the Company.
Maximum gap between any two consecutive (in number of days)	49

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	05-Nov-2019	04-Feb-2020	Yes	3	2
Audit Committee	16-Dec-2019		Yes	3	2
Stakeholders Relationship Committee	05-Nov-2019	04-Feb-2020	Yes	3	1
Nomination & Remuneration Committee					
Risk Management Committee		24-March-2020	Yes	2	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	49

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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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	Yes.
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **No**
 - b. Nomination & remuneration committee - **No**
 - c. Stakeholders relationship committee - **No**
 - 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) & (2): Being a Government Company, the Directors on the Board of REC are appointed by the President of India acting through Ministry of Power (MoP), Government of India. The composition of Board and Committees thereof, was in compliance for maximum period of FY 2019-20. However, as on March 31, 2020, the same was not in compliance, due to non-availability of any Independent Director on REC Board. The Company will be in compliance, once the requisite number of Independent Directors are appointed by the Ministry of Power, Government of India.

Name : J. S. Amitabh
Designation : Company Secretary

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.recindia.com
Terms and conditions of appointment of independent directors	Yes		www.recindia.com
Composition of various committees of board of directors	Yes		www.recindia.com
Code of conduct of board of directors and senior management personnel	Yes		www.recindia.com
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.recindia.com
Criteria of making payments to non-executive directors	Yes		www.recindia.com
Policy on dealing with related party transactions	Yes		www.recindia.com
Policy for determining 'material' subsidiaries	Yes		www.recindia.com
Details of familiarization programs imparted to independent directors	Yes		www.recindia.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		www.recindia.com
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		www.recindia.com
Financial results	Yes		www.recindia.com
Shareholding pattern	Yes		www.recindia.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.recindia.com
New name and the old name of the listed entity	Yes		www.recindia.com
Advertisements as per regulation 47 (1)	Yes		www.recindia.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		www.recindia.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.recindia.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.recindia.com

Materiality Policy as per Regulation 30	Yes		www.recindia.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.recindia.com
It is certified that these contents on the website of the listed entity are correct.	Yes		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	

Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Not Applicable	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	The composition of Board and Committees thereof, was in compliance for maximum period of FY 2019-20. However, as on March 31, 2020, the same was not in compliance, due to non-availability of any Independent Director on REC Board. The Company will be in compliance, once the requisite number of Independent Directors are appointed by the Ministry of Power, Government of India.
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name
Designation


: J.S. Amitabh
: Company Secretary