



रूरल इलेक्ट्रीफिकेशन कारपोरेशन लिमिटेड
Rural Electrification Corporation Limited

(भारत सरकार का उद्यम) / (A Government of India Enterprise)
Regd. Office: Core-4, SCOPE Complex, 7 Lodhi Road, New Delhi 110 003
Tel: +91-11-43091500 | Fax: +91-11-2436 0644 | Website: www.recindia.nic.in
CIN : L40101DL1969GOI005095 | GST No.: 07AAACR4512R1Z3



सौभाग्य

प्रधानमंत्री सहज बिजली हर घर योजना

SEC-1/187(2)/2018/2713

Dated: April 11, 2018

Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	Corporate Relationship Department BSE Limited 1 st Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001.
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, 2018 as **Annexure I** and **Annexure II**, 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 - 31-Mar-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.	TiruvallurThat tai Ram Mohan	00008651	AAGPT8304C	ID	13-Nov-2015		36	2	1	0
Mr.	Arun Singh	00891728	AANPS4530Q	ID	13-Nov-2015	08-Mar-2018	28	1	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			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Asha Swarup	ID	Member
2	Aravamudan Krishna Kumar	ID	Chairperson
3	Sanjeev Kumar Gupta	ED	Member
4	TiruvallurThattai Ram Mohan	ID	Member

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

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

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Asha Swarup	ID	Member
2	TiruvallurThattai Ram Mohan	ID	Chairperson
3	Aravamudan Krishna Kumar	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>
14-Oct-2017	06-Feb-2018	49
06-Nov-2017	06-Mar-2018	
18-Dec-2017	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	06-Feb-2018	Yes	06-Nov-2017	49
Audit Committee	06-Mar-2018	Yes	18-Dec-2017	
Stakeholders Relationship Committee	06-Feb-2018	Yes	06-Nov-2017	

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

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 March 31, 2018 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. During the quarter ending March 31, 2018, REC was in compliance of SEBI (LODR) Regulations, 2015, in line with the Regulation 25 (6) which inter-alla requires that the vacancy of an independent director who resigns from the board of directors be replaced by a new independent director at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later.

Name :
Designation :


J.S. Amitabh
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 (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
<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)	Yes
<i>Meeting of Board of directors</i>	17(2)	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>Composition of Audit Committee</i>	18(1)	Yes




Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	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
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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

I II Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been Complied. - **Not Applicable**

Name
Designation

: 
: J.S. Amitabh
Company Secretary

