

SEC-1/187(2)/2017/ 2588

Dated: January 9, 2018

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

**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 December 31, 2017 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  
 1. Quarter ending - 31-Dec-2017

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			1	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	1	1
Mr.	TiruvallurThattai Ram Mohan	00008651	AAGPT8304C	ID	13-Nov-2015		3 years	2	1	0
Mr.	Arun Singh	00891728	AANPS4530Q	ID	13-Nov-2015		3 years	1	1	0
Mr.	Aravamudan Krishna Kumar	00871792	ADOPA0102A	ID	13-Nov-2015		3 years	3	4	3
Mrs.	Asha Swarup	00090902	AWDPS4191F	ID	08-Feb-2017		3 years	1	0	0



## II. Composition of Committees

<b>Audit Committee</b>			
<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	Tiruvallur Thattai Ram Mohan	ID	Member
4	Arun Singh	ID	Member

<b>Stakeholders Relationship Committee</b>			
<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

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

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

<b>III. Meeting of Board of Directors</b>		
<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>
11-Jul-2017	18-Dec-2017	41
11-Aug-2017	06-Nov-2017	
21-Sep-2017	14-Oct-2017	



<b>IV. Meeting of Committees</b>				
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	06-Nov-2017	Yes	11-Jul-2017	86
Audit Committee	18-Dec-2017	Yes	11-Aug-2017	
Stakeholders Relationship Committee	06-Nov-2017	Yes	11-Aug-2017	

<b>V. Related Party Transactions</b>	
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	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:

NIL

Name :  
Designation :

  
J.S. Amitabh  
Company Secretary

