



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
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CIN : L40101DL1969GOI005095 Website: www.recindia.nic.in



SEC-1/187(2)/2017/ 2554

Dated: July 12, 2017

| | |
|---|--|
| 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 June 30, 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

Zonal Offices : Hyderabad, Kolkata, Mumbai, Panchkula & Lucknow
Project Offices : Bangalore, Bhopal, Bhubaneswar, Chennai, Guwahati, Jaipur, Jammu, Patna, Ranchi, Shillong, Shimla, Thiruvananthapuram & Vadodara
Sub Offices : Dehradun, Raipur
Training Centre : Central Institute for Rural Electrification (CIRE), Hyderabad

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Rural Electrification Corporation Limited
 2. Quarter ending - 30-Jun-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 | | | 2 | 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

| Audit 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 | TiruvallurThattai Ram Mohan | ID | Member |
| 3 | Arun Singh | ID | Member |
| 4 | Aravamudan Krishna Kumar | ID | Chairperson |

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

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

| Nomination and Remuneration Committee | | | |
|--|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | TiruvallurThattai Ram Mohan | ID | Chairperson |
| 2 | Arun Singh | ID | Member |
| 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> |
| 24-Jan-2017 | | 42 |
| 14-Feb-2017 | 06-May-2017 | |
| 24-Mar-2017 | 30-May-2017 | |



| 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 | | | 13-Feb-2017 | 65 |
| Audit Committee | 29-May-2017 | Yes | 24-Mar-2017 | |
| Stakeholders Relationship Committee | 29-May-2017 | Yes | 13-Feb-2017 | |

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

