

SEC-1/187(2)/2017/ 2698

Dated: October 11, 2017

<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 and half year ended on September 30, 2017 as **Annexure I** and **Annexure III**, 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

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

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

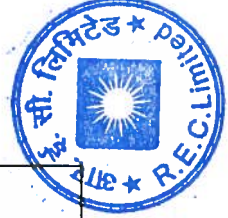
<b>Audit Committee</b>			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Arun Singh	ID	Member
2	TiruvallurThattai Ram Mohan	ID	Member
3	Sanjeev Kumar Gupta	ED	Member
4	Aravamudan Krishna Kumar	ID	Chairperson

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

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

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

<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
30-May-2017	21-Sep-2017	41	
06-May-2017	11-Aug-2017		
	11-Jul-2017		



IV. Meeting of Committees				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)
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				
Audit Committee	11-Jul-2017	Yes	29-May-2017	42			
Audit Committee	11-Aug-2017	Yes					
Stakeholders Relationship Committee	11-Aug-2017	Yes	29-May-2017				

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

#### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **Yes**
- 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**
- 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**
  - This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - Any comments/observations/advice of Board of Directors may be mentioned here:

NIL



Name : J.S. Amritabh  
Designation : Company Secretary

### Annexure III

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> <sup>refer note below</sup>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

#### Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "NA." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

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

