



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)/2017/2438

Dated: April 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 Reports 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 Disclosures Requirements) Regulations, 2015 & SEBI Circular dated September 24, 2015, we are enclosing herewith the following in the prescribed format:-

1. Compliance Report for quarter ended on March 31, 2017(**Annexure I**).
2. Compliance Report for whole financial year ended on March 31, 2017(**Annexure II**).

This is for information and records of the Stock Exchanges.

Thanking you,

Yours faithfully,

(J.S. Amitabh)

General Manager & Company Secretary

Encl: a.a.

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



एक कदम स्वच्छता की ओर

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-2017**

I. Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DI N	P A N	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	02 23 16 13	AA QP A42 38C	ED	01-Aug-2012			1	1	0
Mr.	Sanjeev Kumar Gupta	03 46 43 42	AA VP G91 76A	ED	16-Oct-2015			1	2	0
Mr.	Penukuma Venkata Ramesh	02 83 60 69	BCY PP5 385 E	C & ED	05-Jan-2017			1	0	0
Mr.	Arun Kumar Verma	02 19 00 47	AAT PVO 522 H	NED,ND	06-Oct-2015			2	1	1
Mr.	Tiruvallur Thattai Ram	00 00 86 51	AA GPT 830 4C	ID	13-Nov-2015		3 Year s	2	1	0

	Mohan									
Mr.	Arun Singh	00891728	AA NPS 453 0Q	ID	13-Nov-2015		3 Years	1	1	0
Mr.	Aravamudan Krishna Kumar	00871792	AD OP A01 02A	ID	13-Nov-2015		3 Years	2	4	3
Mrs.	Asha Swarup	00090902	AW DPS 419 1F	ID	08-Feb-2017		3 Years	1	0	0

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
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

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

Risk Management Committee

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

Nomination and Remuneration Committee

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

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	Maximum gap between any two consecutive (in

09-Nov-2016	24-Jan-2017	number of days) 75
	14-Feb-2017	
	24-Mar-2017	

IV. Meeting of Committees

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	13-Feb-2017	Yes	09-Nov-2016	95
Audit Committee	24-Mar-2017	Yes		
Stakeholders Relationship Committee	13-Feb-2017	Yes	09-Nov-2016	

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
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	Not Applicable

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:

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Name :
Designation :


J.S. Amitabh
Company Secretary



ANNEXURE II

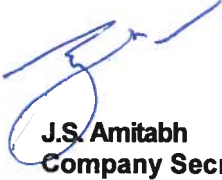
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

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
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Not Applicable
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

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. - **Not Applicable**

Name :  J.S. Amitabh
Designation : Company Secretary

