



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)/2016/ 2288

Dated: January 12, 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 December 31, 2016 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

**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-Dec-2016

<b>I. Composition of Board of Directors</b>										
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.	Bhagwati Prasad Pandey*	01393312	AKZ PP1 334 R	C & ED	01-Oct-2016			1	0	0
Mr.	Ajeet Kumar Agarwal	02231613	AA QP A42 38C	ED	01-Aug-2012			1	2	0
Mr.	Sanjeev Kumar Gupta	03464342	AA VP G91 76A	ED	16-Oct-2015			1	2	0
Mr.	Arun Kumar Verma	02190047	AAT PVO 522 H	ND	06-Oct-2015			2	0	0
Mr.	Tiruvallur Thattai Ram	00008651	AA GPT 830 4C	ID	13-Nov-2015		3 Years	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

\* Shri Bhagwati Prasad Pandey (IAS – UK:1983) Special Secretary in the Ministry of Power was given the additional charge of Chairman and Managing Director of REC for a period of three months i.e 01.10.2016 to 31.12.2016 or until further orders, whichever is earlier.

## II. Composition of Committees

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

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

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

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 number of days)
18-Jul-2016	09-Nov-2016	48
11-Aug-2016		
21-Sep-2016		



<b>IV. Meeting of Committees</b>				
<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	09-Nov-2016	Yes	21-Sep-2016	48
Stakeholders Relationship Committee	09-Nov-2016	Yes	11-Aug-2016	

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

**Note to sub clause 1 of clause VI above: As on December 31, 2016, Vacancy of one Woman Independent Director exist on the Board. REC being a Government Company, the Directors are appointed by President of India through MoP, Govt. The Company has requested MoP to fill the vacancy of one Woman Independent Director. Our request is under active consideration at MoP and once one Woman Independent Director is appointed, the Company will be in Compliance with SEBI (LODR) Regulations, 2015.**

Name :  
Designation :

  
**J.S. Amitabh**  
Company Secretary

