

NOTICE

Notice is hereby given that the Forty Ninth (49th) Annual General Meeting (AGM) of Rural Electrification Corporation Limited ("REC" or "the Company") (CIN: L40101DL1969GOI005095) will be held on **Tuesday, September 25, 2018** at 11.00 A.M. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi - 110010, India to transact the following businesses:-

ORDINARY BUSINESS

- Item No. 1:** To receive, consider, approve and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2018 along with the Reports of the Board of Directors and Auditors thereon.
- Item No. 2:** To confirm the payment of Interim Dividend and declare Final Dividend on equity shares of the Company for the financial year 2017-18.
- Item No. 3:** To appoint a Director in place of Shri Sanjeev Kumar Gupta (DIN: 03464342), who retires by rotation and being eligible, offers himself for re-appointment.
- Item No. 4:** To fix the remuneration of Statutory Auditors for the financial year 2018-19.

SPECIAL BUSINESS

- Item No. 5:** To accord approval for Related Party Transactions proposed to be entered by the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an **Ordinary Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws/rules under any statute for the time being in force and subject to the approval/consent of such appropriate authorities, consent of the Company be and is hereby accorded for entering into contract(s) or arrangement(s) or transaction(s) to be entered by Rural Electrification Corporation Limited (REC) with Energy Efficiency Services Limited (EESL) or any other associate company(ies) (present or future) of REC, during a period of one year from the date of passing of this Resolution, in the nature of sale/purchase of goods or materials or property of any kind (directly or through an agent), leasing of property of any kind, availing or rendering of services including financial assistance, appointment of manpower, providing support and other services, from time to time, provided that the cumulative value of contract(s) or arrangement(s) or transaction(s) with such related parties shall not exceed two percent (2%) of the turnover of REC for the immediately preceding financial year, i.e. financial year 2017-18."

"RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board be and is hereby authorized to approve the individual contract(s) or arrangement(s) or transaction(s) with EESL or any other associate company(ies) (present or future) of REC within the overall limit of two percent (2%) of the turnover of REC for the financial year 2017-18, including therein the name of the related party and nature of relationship, nature, duration and particulars of the contract or arrangement to be entered with EESL or any other associate company(ies) of REC, material terms of such contract or arrangement *inter-alia* including the value of the contract, advance payment to be made/received, if any, manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract and/or any other matter to be decided in this regard."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be authorized by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution."

- Item No. 6:** To change the name of the Company from "Rural Electrification Corporation Limited" to "REC Limited".

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution:-**

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws/rules under any statute for the time being in force and subject to such other approvals, permissions and sanctions of such appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded to change the name of the Company from "Rural Electrification Corporation Limited" to "REC Limited" or such other name as may be approved by Registrar of Companies, NCT of Delhi and Haryana and accordingly, Clause I of the Memorandum of Association of the Company being the Name Clause, be and is hereby altered and substituted by the following clause:

I. The Name of the company is REC Limited."

"RESOLVED FURTHER THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws/rules under any statute for the time being in force and subject to such other approvals, permissions and sanctions

of such appropriate authorities, as may be necessary, consent of the Company be and is hereby accorded that the existing name of the Company viz. Rural Electrification Corporation Limited, wherever appearing in the Articles of Association of the Company, be substituted by the new name i.e. 'REC Limited' or such other name as may be approved by Registrar of Companies, NCT of Delhi and Haryana."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be authorized by the Board) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary in this regard, including acts or deeds already performed for giving effect to the above resolution."

Item No. 7: To increase the overall Borrowing Limit of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution:-**

"RESOLVED THAT in supersession of earlier resolution passed by the Company through Postal Ballot on June 10, 2014 and pursuant to Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) & any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to borrow such moneys or sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed aggregate of the paid up capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum of ₹3,50,000 crore (Rupees Three Lakh Fifty Thousand Crore Only) in Indian Rupees and in any foreign currency equivalent to USD 8 billion (USD Eight Billion only)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution."

Item No. 8: To create mortgage and/or charge on all or any of the movable and/or immovable properties of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **Special Resolution:-**

"RESOLVED THAT in supersession of earlier resolution passed by the Company through Postal Ballot on June 10, 2014 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board") to create charge, hypothecation, mortgage on any movable and/or immovable properties of the Company wheresoever situated, both present and future and on the whole or substantially the whole of the undertaking or the undertakings of the Company in favour of any banks, financial institutions, hire purchase/lease companies, body corporate or any other persons on such terms and conditions as the Board may think fit, for the benefit of the Company and as agreed between Board and lender(s) towards security for borrowing of funds from time to time, not exceeding ₹3,50,000 crore (Rupees Three Lakh Fifty Thousand Crore Only) in Indian Rupees and in any foreign currency equivalent to USD 8 Billion (USD Eight Billion only) for the purpose of business of the Company or otherwise as per the requirements of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 and any other statutory and procedural formalities to be complied with in this regard."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution."

By order of the Board of Directors
For Rural Electrification Corporation Limited



J. S. Amitabh
General Manager & Company Secretary
Membership No. FCS 4298

Place : Core-4, SCOPE Complex, 7, Lodhi Road,
New Delhi-110003.

Date : August 23, 2018

NOTES:-

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll, if any, instead of himself/herself and such proxy need not be a member of the company. The Proxy Form duly completed and signed must be received at the registered office of the Company, not less than forty eight (48) hours before the commencement of the AGM. Blank Attendance Slip, Proxy Form and Route Map of the venue of the meeting is attached and also available on the Company's website i.e. www.recindia.com.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. A Statement setting out the material facts concerning each item of Special Business, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
3. Brief Resume of the Director seeking re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} is annexed hereto and forms part of Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (both days inclusive)**.
5. The Final Dividend @ ₹1.75 per equity share, as recommended by the Board of Directors in its Meeting held on May 28, 2018, subject to the provisions of Section 123 of the Companies Act, 2013, if approved, by the Members at this Annual General Meeting, will be paid on **Monday, October 15, 2018** to the members or their mandates whose names appear in the Register of Members of the Company after giving effect to all valid share transfer requests lodged with the Company or M/s Karvy Computershare Private Limited, Registrar and Share Transfer Agent (R&TA), on or before **Tuesday, September 18, 2018**, in respect of physical shares. In respect of dematerialized shares, the final dividend shall be payable to the "beneficial owners" of the shares whose names appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of business hours on **Tuesday, September 18, 2018**.

In addition, the Board of Directors in its Meeting held on February 6, 2018 had declared an interim dividend of ₹7.40 per equity share on the paid-up equity share capital of the Company, which was paid on February 27, 2018. The Shareholders are also requested to confirm the same.

6. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and / or change in address or bank account, to R&TA of the Company and in case of shares held in electronic mode, to their respective Depository Participants.
7. Members who have not received/encashed their dividend warrants within its validity period may write to the Company at its Registered Office or R&TA of the Company, for revalidating the warrants or payment in lieu of such warrants in the form of demand draft.

Pursuant to the provisions of the Companies Act, 2013, the dividend amount which remains unpaid/unclaimed for a period of seven years, is required to be transferred to the Investor Education & Protection Fund (IEPF) of the Central Government. Further, pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has already uploaded details of unpaid and unclaimed amounts lying with the Company as on September 21, 2017 (date of last Annual General Meeting) on the website of the Company (www.recindia.com) and also on the website of the Ministry of Corporate Affairs. Further, the investor-wise details of amounts transferred to IEPF during the financial year 2017-18 are available on the website of the Company i.e. www.recindia.com.

8. Corporate Members are requested to send/attach a duly certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the AGM, along with the Proxy Form/ Attendance Slip.
9. **Members are requested to:-**
 - a) **note that copies of Annual Report will not be distributed at the AGM and they will have to bring their copies of Annual Report;**
 - b) **bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the Auditorium will be strictly on the basis of the Entry Slip, which will be available at the counters at the meeting venue in exchange of the Attendance Slip;**

- c) quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;
 - d) note that due to security reasons briefcases, eatables and other belongings shall not be allowed inside the Auditorium; and
 - e) note that no gifts / coupons will be distributed at the AGM.
10. As SEBI has made usage of electronic payment modes for making cash payments to the investors mandatory, therefore members are advised to submit their National Electronic Clearing System (NECS)/National Electronic Fund Transfer (NEFT)/ Direct Credit mandates or changes therein, to enable the Company to make payment of dividend by means of NECS/ NEFT/Direct Credit/Warrants. Shareholders holding shares in physical form may obtain and send the NECS/NEFT/ Direct Credit mandate form to R&TA of the Company at the address i.e. **Karvy Computershare Private Limited, Unit : Rural Electrification Corporation Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032, India**. Shareholders holding shares in electronic form may obtain and send the NECS/NEFT/Direct Credit Mandate Form directly to their Depository Participant (DP). Those who have already furnished the NECS/NEFT/Direct Credit Mandate Form to the Company/ R&TA / DP with complete details, need not send it again.
 11. In order to avoid the incidence of fraudulent encashment of dividend warrants, the Members who do not wish to opt for NECS/ NEFT/Direct Credit facility are advised to submit particulars of their bank account viz. name and address of the branch of the Bank, Bank Account Number, 9-digit MICR code of the Branch, IFS Code, type of account etc. latest by September 18, 2018 to R&TA to enable them to print these details on the Dividend Warrant.
 12. Pursuant to SEBI circular dated April 20, 2018, the Company is required to update the PAN and Bank details of shareholders holding shares in physical form, in case their folios do not have or are having incomplete details with regard to PAN and Bank particulars. Accordingly, the Company has sent reminder letters to such shareholders, requesting them to furnish their PAN and Bank details to the Company for updation. A specimen letter and proforma for updation of PAN, Bank and contact details, forms part of this Annual Report and is also available on the website of the Company. Shareholders holding shares in physical form are requested to update the same in the said proforma along with requisite supporting documents.
 13. SEBI encourages all shareholders to hold their shares in dematerialized form as this eliminates the possibility of damage/loss of physical share certificate(s) & cases of forgery and facilitates the ease and convenience of paperless trading of shares. Further, no stamp duty is payable on transfer of shares held in Demat form. It is also pertinent to mention that SEBI Circular dated June 8, 2018 has prescribed that with effect from December 5, 2018, requests for effecting transfer of securities (except transmission or transposition cases) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, we request you to convert your shareholdings from physical form to demat form at the earliest, in existing demat account or new demat account to be opened with any Depository Participant.
 14. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its R&TA along with relevant Share Certificates. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 15. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are appointed/re-appointed by the Comptroller and Auditor General (C&AG) of India and in terms of Section 142 of the Companies Act, 2013, their remuneration shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may determine.

In the 48th AGM of the Company held on September 21, 2017, the Board of Directors were authorized by the Shareholders in pursuance of Section 142 read with Section 139(5) of the Companies Act, 2013 to fix and approve the remuneration of Statutory Auditors of the Company for the financial year 2017-18, on the recommendation of the Audit Committee. Accordingly, the Board of Directors approved the payment of remuneration of ₹40,00,000/- (Rupees Forty Lakh only) plus taxes as applicable to be shared equally by the Statutory Auditors, M/s G.S. Mathur & Co., Chartered Accountants and M/s A.R. & Co., Chartered Accountants, for the financial year 2017-18. The Board also approved that in addition to the above remuneration, the Statutory Auditors may be paid such actual reasonable traveling allowance and out-of-pocket expenses for outstation audit work, as may be decided by the CMD/Director (Finance).

Further, M/s G.S. Mathur & Co., Chartered Accountants (Firm Reg. No.: 008744N) and M/s AR & Co., Chartered Accountants (Firm Reg. No.: 002744C) have been appointed as Statutory Auditors of the Company for the financial year 2018-19 by the C&AG of India. Accordingly, the Members are requested to authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company, as it deems fit, for the financial year 2018-19.

16. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to the R&TA of the Company in Form SH-13 as prescribed in the Companies (Share Capital and Debentures) Rules, 2014. Blank Nomination form is available on Company's website i.e. www.recindia.com. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).
17. Members desirous of getting any information on any item(s) of business of this meeting are requested to address their queries to the Company Secretary at the Registered Office of the Company at least ten days prior to the date of the Annual General Meeting, so that the information required can be made available at the time of the meeting.
18. The Companies Act, 2013 permits companies to send documents like Notice of Annual General Meeting, Annual Report and other documents through electronic means to its members at their registered email addresses besides sending the same in physical form. Accordingly, the Company proposes to send all documents viz. Notice, Audited Financial Statements, Board's Report and Auditors' Report etc. in electronic form to the shareholders whose e-mail IDs are registered with the Company / R&TA. These documents will also be available on the website of the Company. Please note that as a Member of the Company, you are entitled to receive above mentioned and all other documents required under the law, free of cost, in physical form on receipt of your request in this regard.

Members who have not registered their e-mail addresses so far, are requested to register their e-mail address with the R&TA of the Company / Depository Participant (DP) of respective Member and take part in the 'Think Green Go Green' Initiative of the Company.

19. The Register of Directors and Key Managerial Personnel (KMP) and their Shareholding maintained under Section 170 of the Companies Act, 2013, Register of contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, will be available for inspection by the Members at the Registered Office of the Company on all working days during business hours and at the time of AGM of the Company at the venue of the Meeting.
20. Non-Resident Indian Members are requested to inform R&TA, immediately in respect of (a) Change in their residential status on return to India for permanent settlement and (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code, if not furnished earlier.
21. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has engaged the services of M/s Karvy Computershare Private Limited for providing e-voting facility to enable the Shareholders to exercise their right to vote through electronic means in respect of businesses to be transacted in the AGM. Those Shareholders who do not opt to cast their vote through e-voting, may cast their vote through ballot process (*Insta Poll*) at the AGM.

The Company has appointed Dr. S. Chandrasekaran, Senior Partner or failing him, Shri Rupesh Agarwal, Managing Partner of Chandrasekaran Associates, Company Secretaries, New Delhi as the Scrutinizer to scrutinize the votes cast by the shareholders, both on the e-voting platform and through ballot process (*Insta Poll*) at the Meeting, in a fair and transparent manner.

Further, the Company has fixed **Tuesday, September 18, 2018** as the Cut-off date for determining the eligibility to vote by electronic means or in the general meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The e-voting portal will be open for voting from **Friday, September 21, 2018 (1000 hours) to Monday, September 24, 2018 (1700 hours)**. At the end of the said e-voting period, the e-voting portal shall forthwith be blocked.

Members whose e-mail IDs are registered with the Company / R&TA, will receive an e-mail from R&TA informing user ID and Password. For other Members, the unique Password is printed on the Proxy Form. All members are requested to read the following instructions and other information carefully before casting their vote electronically:

- i. Log on to <https://evoting.karvy.com> or click on the link provided in the e-mail in case a Member receives an e-mail from Karvy. If you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- ii. Otherwise enter the login credentials (i.e. User-ID & password) mentioned at the bottom of the Proxy Form attached to this Notice or in the e-mail received from R&TA. Your folio / DP ID and Client ID will be your User-ID.

User-ID	For Members holding shares in Demat form:-
	a) For NSDL : 8 Character DP ID followed by 8 Digit Client ID
	b) For CDSL : 16 digit beneficiary ID
	For Members holding shares in Physical form:
	EVENT no. followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Proxy form enclosed to the Notice/mentioned in the email as received from Karvy.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the E-Voting Event Number for Rural Electrification Corporation Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: scrutinizer.recl@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”
- xiii. Any person who becomes a member of the Company after dispatch of the Notice of AGM and is holding shares as on the cut-off date may obtain User ID and password for e-voting from the Company’s R&TA.
- xiv. Further, in case of any query pertaining to e-voting, please visit Help & FAQs section on the website: <https://evoting.karvy.com> or contact our R&TA at toll free number 1800 345 4001 or contact Shri S.V. Raju / Shri S. Balaji Reddy, M/s Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad-500032; Phone: 040-67161569 / 67161571; E-mail: raju.sv@karvy.com / balaji.reddy@karvy.com / einward.ris@karvy.com.
22. Once the vote on a resolution is cast by a Shareholder, he / she shall not be allowed to change it subsequently or cast the vote again.

23. Once discussion on all the agenda items is completed in the Meeting, every Resolution will be put to vote through a ballot process (*Insta Poll*) at the Meeting. Those Shareholders who have cast their vote electronically, may also attend the meeting but shall not be allowed to vote again through the ballot process (*Insta Poll*) at the Meeting.
24. The Scrutinizer shall, after the conclusion of the voting through ballot process at the AGM, assess the votes cast at the meeting through ballot process, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Meeting.
25. The results of the voting indicating the number of votes cast in favour or against each of the Resolutions, invalid votes and whether the Resolution(s) has been carried out or not, together with the Scrutinizer's Report, will be displayed on the Notice Board of the Company at its Registered Office and will also be uploaded on the website of the Company (www.recindia.com) and on Karvy's website (<https://evoting.karvy.com>) and will also be submitted to BSE Limited and National Stock Exchange of India Limited within the prescribed time. Further, the resolutions, if passed by requisite majority, shall be deemed to be passed on the date of Annual General Meeting.
26. The Company is not providing Video Conferencing facility for this meeting.
27. The entire Annual Report is also available on the Company's website www.recindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE.

Item No. 5

As per provisions of Section 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company shall not enter into contract or arrangement with a 'Related party' in excess of the limits prescribed under the said Act & Rules, except with the prior consent of the Shareholders. The term 'Related Party' *inter-alia* includes Energy Efficiency Services Limited (EESL) which is an associate company of Rural Electrification Corporation Limited (REC).

REC may be required to enter into contracts/arrangements/transactions with EESL or any other associate company(ies) (present or future) of REC, from time to time, in excess of the limits prescribed under the Companies Act, 2013 and Rules made thereunder. Therefore, it is proposed to seek approval of the shareholders for any contract(s) or arrangement(s) or transaction(s) to be entered by REC during a period of one year from the date of passing of this Resolution, with EESL or any other associate company(ies) (present or future) of REC in the nature of sale/purchase of goods or materials or property of any kind (directly or through an agent), leasing of property of any kind, availing or rendering of services including financial assistance, appointment of manpower, providing support and other services, from time to time, provided that the cumulative value of contract(s) or arrangement(s) or transaction(s) with such related parties shall not exceed two percent (2%) of the turnover of REC for the immediately preceding financial year, i.e. financial year 2017-18.

The provisions of Section 188(1) of the Companies Act, 2013 are not applicable in case of any transaction(s) entered into by the company in ordinary course of business other than transactions which are not on an arm's length basis. Accordingly, the approval proposed to be sought is only for those transactions entered with EESL or any other associate company(ies) (present or future) of REC, which are not on arm's length basis.

Further, the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board shall be authorized to finalize and approve the nature, duration, material terms, monetary value and particulars of the contract(s) or arrangement(s) or transaction(s) to be entered with EESL or any other associate company(ies) (present or future) of REC, within the overall limit of two percent (2%) of the turnover of REC for the financial year 2017-18.

The Board of Directors of the Company in its Meeting held on July 25, 2018 has approved the above proposal and recommends the passing of the proposed Resolution as contained in the Notice, by Members of the Company.

In view of the above, you are requested to grant your consent to the Ordinary Resolution as set out at Item No. 5 of this Notice.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 6

Rural Electrification Corporation Limited (REC) is a Public Financial Institution under Section 4A of the Companies Act, 1956 [corresponding Section 2(72) of the Companies Act, 2013] since 1992 and registered as a Non-Banking Financial Company (NBFC)

under Section 45 IA of the RBI Act, 1934, since 1998. REC has also been categorized as an Infrastructure Finance Company (IFC) by Reserve Bank of India (RBI) in September, 2010. As nodal agency, REC is also channelizing the subsidy under various schemes launched by the Government of India, in the Power Sector.

In day to day interactions, discussions, correspondence with statutory bodies, borrowers, lenders, investors and other stakeholders, the Company is normally using abbreviated names "REC" & "RECL" and these names are well recognized across the industry and market. Further, logo of the Company registered with the Trade Marks Registry, Government of India under Trade Marks Act, 1999 is also containing the word "REC". Further, the name of Company "Rural Electrification Corporation Limited" gives an impression that the company is mainly into the business of rural electrification whereas, the Company is having remarkable presence in the financing of all segments of Indian Power Sector viz. generation, transmission, distribution, renewable energy, etc.

Considering that 'REC' has become a brand name and is recognized by public at large in India and abroad, it is proposed to change the name of the company from "Rural Electrification Corporation Limited" to "REC Limited" subject to such approvals, permissions and sanctions of such appropriate authorities, as may be necessary.

The Board of Directors of the Company in its Meeting held on May 28, 2018 has approved the above proposal and recommends the passing of the proposed Resolution as contained in the Notice, by Members of the Company. Further, Ministry of Power, Government of India vide letter dated August 9, 2018, has also accorded approval for the same.

In view of the above, you are requested to grant your consent to the Special Resolution as set out at Item No. 6 of this Notice.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 7

As per Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company shall, with the consent of the Company by passing a Special Resolution, borrow moneys, which together with the moneys already borrowed by the Company, is in excess of the paid-up capital and free reserves of the Company.

In this regard, the Members of the Company, by passing Special Resolution through Postal Ballot on June 10, 2014, had granted powers to the Board of Directors of the Company to borrow moneys upto a total amount of ₹2,00,000 crore in Indian Rupees and in any foreign currency equivalent to USD 6 billion.

The net amount of borrowings of the Company as on March 31, 2018 was ₹1,98,791 crore and a sum of ₹60,000 crore is likely to be borrowed during the Financial Year 2018-19 for lending activities, from the market by way of issue of bonds to investors and availing long term loans from banks and financial institutions, foreign currency borrowings etc.

The projected level of borrowings during the Financial Year 2018-19 is likely to exceed the presently approved limit. Therefore, the consent of the Members is sought under Section 180(1)(c) of the Companies Act, 2013, for increasing the borrowing limit from ₹200,000 crore to ₹3,50,000 crore in Indian Rupees and in any foreign currency equivalent from USD 6 billion to USD 8 billion, to cover the further requirement of borrowings.

The Board of Directors of the Company in its Meeting held on August 11, 2017 had approved the above proposal and recommended the passing of the proposed Resolution as contained in the Notice, by Members of the Company.

In view of the above, you are requested to grant your consent to the Special Resolution as set out at Item No. 7 of this Notice.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No. 8

In terms of the provisions of Section 180(1)(a) read with Section 110 of the Companies Act, 2013 and Rules made thereunder, a company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the company without the consent of the Shareholders of the Company by way of a Special Resolution through Postal Ballot. However, MCA vide Notification dated February 9, 2018 *inter-alia* amended Section 110 of the Act and prescribed that any item of business required to be transacted by means of postal ballot, may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means.

In terms of the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015, REC is providing the facility to its members to enable them to vote on resolutions at the general meeting, by electronic means. Accordingly, the Special Resolution for creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company, is proposed to be passed in this AGM.

The operations of the Company have increased substantially and in order to meet the growing fund requirements of the Company, additional funds are required to be raised by creation of security on the immovable/movable properties of the Company. Since the creation of charge / mortgage tantamount to otherwise disposing of the undertakings of the Company, it shall be necessary to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013.

Therefore, it is proposed to authorize the Board of Directors of the Company to mortgage/create charge on immovable and/or movable properties of the Company, both present and future, for securing loan up to ₹3,50,000 crore in Indian Rupees and in any foreign currency equivalent to USD 8 Billion or otherwise as per the requirements of Section 180(1)(a) of the Companies Act, 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The Board of Directors of the Company in its Meeting held on August 11, 2017 had approved the above proposal and recommended the passing of the proposed Resolution as contained in the Notice, by Members of the Company.

In view of the above, you are requested to grant your consent to the Special Resolution as set out at Item No. 8 of this Notice.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

**By order of the Board of Directors
For Rural Electrification Corporation Limited**



**J. S. Amitabh
General Manager & Company Secretary
Membership No. FCS 4298**

**Place : Core-4, SCOPE Complex, 7, Lodhi Road,
New Delhi-110003.**

Date : August 23, 2018

BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT AT 49TH ANNUAL GENERAL MEETING TO BE HELD ON SEPTEMBER 25, 2018.

Name	Shri Sanjeev Kumar Gupta, Director (Technical) (DIN 03464342)
Date of Birth	October 4, 1961
Date of Appointment	October 16, 2015
Qualifications	Bachelor's Degree in Electrical Engineering from G.B. Pant University of Agriculture & Technology, Pant Nagar, Uttarakhand.
Expertise in specific Functional area	<p>Shri S.K. Gupta has 36 years of experience in Indian Power Sector across diverse functions i.e. Planning, Design, Construction, O&M, Project Management of large EHV & UHV Transmission projects, financing of Generation, Transmission, Distribution and Renewable Projects, etc. in various power CPSUs such as REC, PGCIL and NHPC.</p> <p>He has been working in the Company since March 16, 2010 at Senior Management positions including as the CEO of REC Transmission Projects Company Limited, a wholly owned subsidiary of REC, as well as the nodal officer for the National Electricity Fund (NEF). He is responsible for all Technical functions and Business Development of the Company.</p>
Directorship held in other Companies	REC Power Distribution Company Limited. REC Transmission Projects Company Limited.
Membership/ Chairmanship of Committees across all Public Companies other than REC	--
Number of shares held in the Company	Nil
Relationships with other Directors, Manager and other Key Managerial Personnel	None of the Directors have inter-se relationship with any Director, Manager and other Key Managerial Personnel of the Company.
Details of remuneration paid / sought to be paid	The details of remuneration paid and number of meetings of the Board attended during the year are mentioned in the Corporate Governance Report forming part of Annual Report of the Company for the financial year 2017-18.
Number of meetings of the Board attended during the year	

ATTENDANCE SLIP

**49TH ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, SEPTEMBER 25, 2018 AT 11:00 A.M.
AT MANEKSHAW CENTRE, PARADE ROAD, DELHI CANTONMENT, NEW DELHI – 110010**

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.	
Client ID No.	
No. of Shares held	
NAME OF PROXY (IN BLOCK LETTERS) to be filled in, if the proxy attends instead of the member	

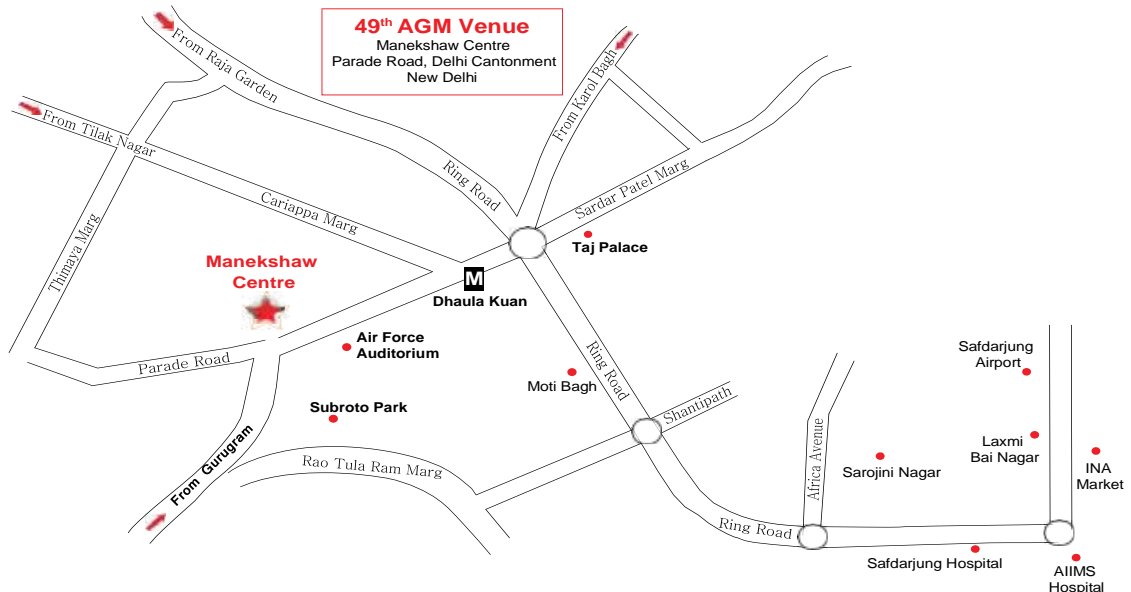
I/We, hereby record my/our presence at the 49th Annual General Meeting of the Company held on **Tuesday, September 25, 2018 at 11:00 A.M. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi - 110 010.**

*Applicable in case of shares held in Physical form.

Signature of Member/ Proxy

NOTES:

1. The attendance slip should be signed as per the specimen signature registered with Karvy Computershare Private Limited, Registrar & Transfer Agent (R&TA)/Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the R&TA counter(s) at the venue against which R&TA will provide Entry Slip. Entry to the hall will be strictly on the basis of Entry Slip as provided by R&TA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Due to strict security reasons, mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/ Proxy holder(s) will be required to take care of their belonging(s).
4. No gifts/coupons will be distributed at the Annual General Meeting.





RURAL ELECTRIFICATION CORPORATION LIMITED

Regd. Office : Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003 CIN: L40101DL1969GOI005095
 Tel.: +91 11 2436 5161 Fax: +91 11 2436 0644 Email: complianceofficer@recl.in Website: www.recindia.com

PROXY FORM (FORM NO. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	Folio No./ DP ID-Client Id:
Registered Address:	
No. of Shares held:	E-mail Id:

I/We, being the member(s) of shares of the above named Company, hereby appoint:

1.	Name:	Signature:	
	Address:		
	E-mail Id:		
or failing him/her			
2.	Name:	Signature:	
	Address:		
	E-mail Id:		
or failing him/her			
3.	Name:	Signature:	
	Address:		
	E-mail Id:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on Tuesday, September 25, 2018 at 11:00 A.M. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi – 110 010 and at any adjournment thereof in respect of such businesses as are indicated below:

Sl. No.	Particulars
ORDINARY BUSINESS	
1.	To receive, consider, approve and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2018 along with the Reports of the Board of Directors and Auditors thereon.
2.	To confirm the payment of Interim Dividend and declare Final Dividend on equity shares of the Company for the financial year 2017-18.
3.	To appoint a Director in place of Shri Sanjeev Kumar Gupta (DIN: 03464342), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To fix the remuneration of Statutory Auditors for the financial year 2018-19.
SPECIAL BUSINESS	
5.	To accord approval for Related Party Transactions proposed to be entered by the Company.
6.	To change the name of the Company from "Rural Electrification Corporation Limited" to "REC Limited".
7.	To increase the overall Borrowing Limit of the Company.
8.	To create mortgage and/or charge on all or any of the movable and/or immovable properties of the Company.

Signed this day of 2018.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp ₹ 1

Notes:

- (1) This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD / PIN