



रूरल इलेक्ट्रीफिकेशन कारपोरेशन लिमिटेड
Rural Electrification Corporation Limited

(भारत सरकार का उद्यम) / (A Government of India Enterprise)

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SEC-1/187(2)/2016/2187

Dated: October 6, 2016

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 and the half year ended September 30, 2016 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

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 - 30-Sep-2016

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	02231613	AAQP A4238C	ED	01-Aug-2012			1	2	0
Mr.	Sanjeev Kumar Gupta	03464342	AAVP G9176A	ED	16-Oct-2015			1	2	0
Mr.	Rajesh Sharma	00973413	ABXPS3 315G	C & ED	29-Nov-2011			1	0	0
Mr.	Arun Kumar Verma	02190047	AATPVO 522H	ND	06-Oct-2015			2	0	0
Mr.	Tiruvallur Thattai Ram	00008651	AA GPT 8304C	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	3	2

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	Ajeet Kumar Agarwal	ED	Member
2	Sanjeev Kumar Gupta	ED	Member
3	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 number of days)
27-May-2016	18-Jul-2016	40
27-Jun-2016	11-Aug-2016	
	21-Sep-2016	



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	11-Aug-2016	Yes	27-May-2016	44
Audit Committee	21-Sep-2016	Yes	27-Jun-2016	
Stakeholders Relationship Committee	11-Aug-2016	Yes	27-May-2016	

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:

Note to sub clause 1 of clause VI above: As on September 30, 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, Gol. 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



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
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 "N.A." 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 :
Designation :


J.S. Amitabh
Company Secretary

