



REC Limited | आर ई सी लिमिटेड

(भारत सरकार का उद्यम) / (A Government of India Enterprise)
Regd. Office: Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi - 110003
Corporate Office: REC World Headquarters, Plot No. I-4,
Near IFFCO Chowk Metro Station, Sector-29, Gurugram - 122001 (Haryana)
Tel: +91 124 444 1300 | Website: www.recindia.com
CIN : L40101DL1969GOI005095 | GST No.: 06AAACR4512R3Z3

SEC-1/187(2)/2022/756

Dated: May 28, 2022

लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - ४०० ०५१	कॉर्पोरेट संबंध विभाग बीएसई लिमिटेड पहली मंजिल, फीरोज जीजीभोय टावर्स दलाल स्ट्रीट, फोर्ट, मुंबई - ४०० ००१
स्क्रिप कोड—RECLTD	स्क्रिप कोड—532955
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 Annual Secretarial Compliance Report under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2022.

Dear Sir(s),

This has reference to compliance under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular no. CIR/CFD/CMD1/27/2019, dated February 8, 2019 for filing "Annual Secretarial Compliance Report".

In this regard, we are enclosing herewith "Annual Secretarial Compliance Report" of REC Limited issued by M/s. Hemant Singh & Associates, Company Secretaries, for the year ended on March 31, 2022 for your information and record.

Thanking you,

Yours faithfully,

(J. S. Amitabh)
Executive Director & Company Secretary

Encl: As above

Regional Offices: Bengaluru, Bhopal, Bhubaneswar, Chennai, Dehradun, Guwahati, Hyderabad, Jaipur, Jammu, Kolkata, Lucknow, Mumbai, Panchkula, Patna, Raipur, Ranchi, Shimla, Thiruvananthapuram & Vijaywada

State Offices : Vadodara

Training Centre : REC Institute of Power Management & Training (RECIPMT), Hyderabad

ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
REC LIMITED
(CIN: 1A0101DL1969GOI005095)
for the year ended on March 31, 2022

To,
REC LIMITED
Registered Office:
Core 4, SCOPE Complex, 7,
Lodi Road, New Delhi - 110003.

We, **Hemant Singh & Associates**, Company Secretaries, have examined:

- All the documents and records made available to us and explanation provided by **REC Limited** ('the listed entity');
- The filings/ submission made by the listed entity to the stock exchanges, i.e. BSE Limited and National Stock Exchange of India Limited (NSE);
- Website of the listed entity; and
- Any other document / filing, as may be relevant, which has been relied upon to make this certification.

For the financial year ended on March 31, 2022 ('Review Period') in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable on the Company during the review period**);
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (**Not Applicable on the Company during the review period**);
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable on the Company during the review period**);
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; (**Not Applicable on the Company during the review period**);



- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the review period:

- a) The Company has complied with the provisions of above Regulations and Circulars/ Guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause)	Deviations	Observations/ remarks of the Practicing Company Secretary
1.	Regulation 17(1)(a), (b), (c) & 2A of SEBI (LODR) Regulations, 2015	During the period under review, the composition of the Board was less than six Directors till November 14, 2021 and there was no woman Independent Director till December 29, 2021. Due to non-availability of any Independent Director, the quorum of meetings of Board held till December 6, 2021, were not in compliance. Further, the composition of Board was not in compliance with respect to requirement of at least half of the Board comprising of Independent Directors.	As on March 31, 2022, the composition of the Board of Directors of the Company was falling short by one Independent Director as mandated in SEBI (LODR) Regulations, 2015. During the year under review, the Company did not have any Independent Director on its Board till November 14, 2021 and Independent Woman Director till December 29, 2021.
2.	Regulation 18(1)(b), (d) & 2(b) of SEBI (LODR) Regulations, 2015	The Composition, Chairmanship and quorum of meetings of the Audit Committee were not in terms of SEBI (LODR) Regulations, 2015 till December 6, 2021.	Further, it is pertinent to mention that REC being a Government Company, the power to appoint Directors on its Board is vested with the President of India acting through Administrative Ministry i.e. Ministry of Power and the Company has no control in the appointment of Directors on its Board.
3.	Regulation 19(1), (2), (2A) & (3) of SEBI (LODR) Regulations, 2015	Composition & Chairmanship of Nomination and Remuneration Committee (NRC) was not in terms of SEBI (LODR) Regulations, 2015 till December 6, 2021. The chairperson of NRC was not present in the Annual General Meeting of the Company held on September 24, 2021, due to non-availability of any member in the Committee.	
4.	Regulation 20(2A) of SEBI (LODR) Regulations, 2015	Composition of Stakeholders Relationship Committee was not in terms of SEBI (LODR) Regulations, 2015 till December 6, 2021.	
5.	Regulation 21 (2) of SEBI (LODR) Regulations, 2015	Composition of Risk Management Committee was not in terms of SEBI (LODR) Regulations, 2015 from	The Company has been requesting &



		May 5, 2021 to December 6, 2021.	following up with the Ministry of Power, Government of India, for appointment of requisite number of Independent Directors on its Board.
6.	Regulation 25 (6) of SEBI (LODR) Regulations, 2015	During the period under review, there was no Independent Director on the Board of the Company till November 14, 2021.	

- b) The Company has maintained proper records under the provisions of the above regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of the actions taken against the Company/its promoters/directors/ material subsidiaries either by SEBI or by Stock Exchange (including the Standard operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circular/guidelines issued thereunder:

Sl. No.	Action Taken By	Details of violation	Detail of action taken E.g. Fines, warning letter, debarment, etc.	Observations/ remarks of Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited (NSE)/ BSE Limited (BSE)	<ul style="list-style-type: none"> - Regulation 17(1), 17(2A), 18(1), 19(1)/19(2) & 20 of SEBI (LODR) Regulations, 2015 for quarter ended on June 30, 2021; September 30, 2021 and December 31, 2021. - Regulation 21 of SEBI (LODR) Regulations, 2015 for quarter ended on September 30, 2021 and December 31, 2021. - Regulation 17(1) of SEBI (LODR) Regulations, 2015 for quarter ended on March 31, 2022. 	NSE & BSE has imposed monetary fines for non-compliance with certain provisions of SEBI (LODR) Regulations, 2015.	The Company has from time to time, requested BSE & NSE to waive off all the fines imposed on the Company, as being a Government Company, the power to appoint Directors on its Board is vested with the President of India acting through Administrative Ministry i.e. Ministry of Power and the Company has no control in the appointment of Directors on its Board.

- d) The Company has taken the following actions to comply with the observations made in previous reports:



Sl. No.	Observations of Practicing Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended March 31, 2021.	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity.
1.	Regulation 17(1)(a), (c) & (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	During the period under review, the composition of the Board was less than six Directors and there was no Independent Woman Director, as required under the said regulation. Due to non-availability of any Independent Director, the quorum of meetings of Board were not in compliance.	As informed by the Company, the power to appoint Directors on the Board of REC is vested with President of India acting through Administrative Ministry i.e. Ministry of Power (MoP). REC had requested MoP for appointment of requisite number of Independent Directors on its Board.	On the request of REC to MoP, two Independent Directors were appointed on the Board of the Company w.e.f. November 15, 2021 and one Woman Independent Director w.e.f. December 30, 2021. Further, it is pertinent to mention that REC being a Government Company, the power to appoint Directors on its Board is vested with the President of India acting through Administrative Ministry i.e. Ministry of Power and the Company has no control in the appointment of Directors on its Board.
2.	Regulation 18(1)(b), (d) & 2(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition, Chairmanship and quorum of meetings of the Audit Committee was not in compliance due to non-availability of Independent Director on the Board.	REC had requested MoP for appointment of requisite number of Independent Directors on its Board.	Accordingly, as on March 31, 2022, the composition of the Board of Directors of the Company was falling short only by one Independent Director as mandated in SEBI (LODR) Regulations, 2015.
3.	Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition, chairmanship and meeting requirements of Nomination and Remuneration Committee was not in compliance due to non-availability of Independent Directors on the Board.	The request for appointment of Independent Directors on the Board of REC was considered & the Ministry of Power has appointed three Independent Directors including one woman Independent Director on the Board of the Company in the month of November/December, 2021.	Further, the Company has been requesting and following up with the Ministry of Power, Government of India, for appointment of requisite number of Independent Directors on its Board.
4.	Regulation 20(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Composition of Stakeholders Relationship Committee was not in compliance due to non-availability of Independent Director on the Board.		
5.	Regulation 25(3) & (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Due to non-availability of any Independent Director on the Board, no meeting of Independent Directors could be held during the year & the said regulation could not be	Thereafter, the	




		complied with.	Company is complying with all the applicable provisions prescribed under SEBI (LODR), 2015 except with the requirement of at least half of the Board comprising of Independent Directors.	
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- c) Being a Government Company, appointment of Statutory Auditors of the Company has been done by the office of the Comptroller and Auditor General Auditor General of India (C&AG). Appointment letter also contains terms of appointment of the Statutory Auditors. Since, terms of appointment were communicated by the C&AG, compliance by listed entity with clause 6(A) and 6(B) of SEBI circular number CIR/CFD/CMD1/114/2019 dated October 18, 2019 is not applicable. However, there is no case of resignation by Statutory Auditors appointed by C&AG.

Place: New Delhi
Date: 27.05.2022

For Hemant Singh & Associates
 Company Secretaries




Hemant Kumar Singh
 (Partner)
Membership No: F6033
COP No: 6370
UDIN: F006033D000403540