



एसईसी – 1/187(2)/2019/157

दिनांक: 29 मई, 2019

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, फिरोज जीजीभोय टॉवर्स, 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), <u>Mumbai-400 051</u>	Corporate Relationship Department, BSE Limited 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, <u>Mumbai - 400 001</u>
Scrip Code-RECLTD	Scrip Code-532955

**विषय : 31 मार्च 2019 को समाप्त वर्ष के लिए सेबी (सूचीबद्धता दायित्व एवं प्रकटीकरण आवश्यकताएँ) विनियम 2015 के अंतर्गत वार्षिक सचिवीय अनुपालन रिपोर्ट प्रस्तुत करना।**

महोदय,

सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएँ) विनियम, 2015 के विनियम 24ए के अनुपालन में, सेबी परिपत्र संख्या सीआईआर/सीएफडी/सीएमडी1/27/2019, दिनांक 08 फरवरी, 2019 के साथ पठित हम आपकी जानकारी और रिकॉर्ड के लिए कंपनी सचिव मैसर्स हेमंत सिंह एंड एसोसिएट्स द्वारा जारी आरईसी लिमिटेड (पूर्व में रूरल इलेक्ट्रिफिकेशन कॉर्पोरेशन लिमिटेड) की "वार्षिक सचिवीय अनुपालन रिपोर्ट" संलग्न कर रहे हैं।

धन्यवाद,

भवदीय,  


(जे. एस. अमिताभ)  
महाप्रबंधक एवं कंपनी सचिव

संलग्न : उपरोक्तानुसार

**क्षेत्रीय कार्यालय:** बेंगलोर, भोपाल, भुवनेश्वर, चेन्नई, गुवाहाटी, हैदराबाद, इम्फाल, जयपुर, जम्मू, कोलकाता,  
लखनऊ, मुंबई, पंचकूला, पटना, रायपुर, रांची, तिरुवनंतपुरम और विजयवाड़ा

**राज्य कार्यालय :** देहरादून, इटानगर, शिलांग, शिमला, वडोदरा और वाराणसी

**प्रशिक्षण केंद्र :** आरईसी इंस्टीट्यूट ऑफ पावर मैनेजमेंट एंड ट्रेनिंग (आरईसीआईपीएमटी), हैदराबाद

**Secretarial Compliance Report of  
REC LIMITED  
(Formerly Rural Electrification Corporation Limited)**  
CIN : L40101DL1969GOI005095  
For the year ended March 31, 2019

**To,**  
**REC Limited**  
Core 4, SCOPE Complex,  
7, Lodi Road,  
New Delhi -110003

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

- a) All the documents and records made available to us and explanation provided by **REC Limited (Formerly Rural Electrification Corporation Limited)** ("the listed entity"),
- b) The filings/ submission made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Website of Securities and Exchange Board of India (SEBI), BSE Limited and National Stock Exchange of India Ltd (NSE).

For the year ended March 31, 2019 ("Review Period") in respect of compliance with the provision of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- b) 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:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable on Company during the review period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not Applicable on Company during the review period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable on Company during the review period);**





- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013; **(Not Applicable on Company during the review period)**;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) 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 (Regulation/circulars/ guidelines including specific clause)	Deviation	Observations/ remarks of the Practicing Company Secretary
1.	Regulation 25 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-appointment of new Independent Director within the time limit prescribed under the said regulation, in place of Shri Arun Singh, Independent Director, who resigned from the Board of the Company on March 8, 2018.	The Company has confirmed that, being a Government Company, the power of appointment of Directors on its Board is vested with 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.  Further, the Ministry of Power, Government of India vide its Order No. 20/6/2017-Coord. dated July 17, 2018, has appointed Dr. Bhagvat Kisanrao Karad as Independent Director on the Board of Company. Thereafter, the Company is in compliance of the extant provision.

- 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.
	Nil	Nil	Nil	Nil

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 ..... The years to be mentioned	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable during the period under review.				

For **Hemant Singh & Associates**  
Company Secretaries

Hemant Kumar Singh  
(Partner)  
FCS No. 6033  
CP No: 6370



Place: New Delhi  
Date: May 29, 2019

