

एसईसी-1/187(2)/2025/2294

दिनांक : 28 मई, 2025

लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051	कॉर्पोरेट संबंध विभाग, बीएसई लिमिटेड पहली मंजिल, फिरोज जीजीभोय टॉवर्स, दलाल स्ट्रीट, फोर्ट, मुंबई - 400 001
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

विषय: 31 मार्च, 2025 को समाप्त वित्तीय वर्ष के लिए वार्षिक सचिवीय अनुपालन रिपोर्ट।

महोदय / महोदया,

सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएं) विनियम, 2015 के विनियमन 24ए के अनुपालन में, हम आपकी जानकारी और रिकॉर्ड के लिए मैसर्स अग्रवाल एस एंड एसोसिएट्स, कंपनी सेक्रेटरीज द्वारा जारी 31 मार्च, 2025 को समाप्त वित्तीय वर्ष के लिए आरईसी लिमिटेड की "वार्षिक सचिवीय अनुपालन रिपोर्ट" संलग्न कर रहे हैं।

धन्यवाद,

भवदीय,
Jyoti
Shubhra
Amitabh
(जे. एस. अमिताभ)
कार्यकारी निदेशक और कंपनी सचिव

संलग्न : उपरोक्त अनुसार

क्षेत्रीय कार्यालय : बेंगलुरु, भोपाल, भुवनेश्वर, चेन्नई, देहरादून, गुवाहटी, हैदराबाद, जयपुर, जम्मू, कोलकाता, लखनऊ, मुंबई, पंचकूला, पटना, रायपुर, रांची, शिमला, तिरुवनंतपुरम और विजयवाड़ा

राज्य कार्यालय : वड़ोदरा, वाराणसी

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



**SECRETARIAL COMPLIANCE REPORT
OF REC LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025
PURSUANT TO REGULATION 24A OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We, Agarwal S. & Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **REC LIMITED** ("the listed entity" or "REC" or "the Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions 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 SEBI;

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

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the review period)**
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the review period)**
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (h) SEBI (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 listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below: -

Sr. No.	Compliance Requirement (Regulations /circulars /guidelines Including Specific clause) (i)	Regulation/ Circular No. (ii)	Deviations (iii)	Action Taken by (iv)	Type of Action Advisory/ Clarification / Fine/ Show Cause Notice/Warning, etc. (v)	Details of Violation (vi)	Fine Amount (vii)	Observations/ Remarks of the Practicing Company Secretary (PCS) (viii)	Management Response (ix)	Remarks (x)
1.	Regulation 17, 18, 19 of SEBI (Listing Obligations and Disclosure Requirements), 2015.	Regulation 17(1)(a), 17(1)(b), 18(1) (b) and 19(1)(c) of Listing Regulations.	Non-compliance with the requirements pertaining to Composition of Board of Directors of the company was not consisting of Independent Directors since May 14, 2024. From December 27, 2024 onwards, there was no woman	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Fine	The Composition of the Board of Directors, Audit Committee and Nomination & Remuneration Committee was not in compliance with the Listing Regulations. As half of the Board of Directors of the company was not consisting of Independent Directors since May 14, 2024. From December 27, 2024, there was no woman Independent Director on the Board of the Company. The composition of Audit Committee and Nomination and Remuneration	BSE & NSE imposed fine of ₹6,13,600/- each, for the quarter ended December 31, 2024, for non-compliance with various provisions of the said Regulations. Further, BSE & NSE imposed fine of ₹2,83,200/-	Refer Column (vi) of Table (a)	The Company has requested NSE and BSE that REC being a Government Company, the power to appoint Directors on its Board vests with the President of India acting through the Administrative Ministry i.e. Ministry of Power, Government of India ("MoP") and therefore, the Company has no role in the appointment of Directors on its Board. The Company has been regularly requesting & following up with administrative Ministry i.e. MoP and Holding Company (Power Finance Corporation Limited), for expediting the process of appointment of requisite number of Independent Directors on its Board. Due to non-availability of requisite number of Independent Directors,	-

		Independent Director on the Board of the Company.			committee did not comprise of at least two-thirds of the members as Independent Directors since December 27, 2024.	each, for the quarter ended September 30, 2024, for non-compliance with the provisions of Regulation 17(1) of Listing Regulations.		the composition of Board, Audit Committee and Nomination & Remuneration Committee was not complying with the applicable provisions as stipulated under Listing Regulations. However, in line with the best governance practices adopted by the Company, the Audit Committee and Nomination & Remuneration Committee were re-constituted with available Non-Executive Directors in the best possible way and to ensure independence of the Committees. Further, composition of Risk Management Committee comprised of one Independent Director. Therefore, the fines imposed on the Company may be withdrawn/ waived off.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (i)	Observations made in the secretarial compliance report for the year ended March 31, 2024 (ii)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) (iii)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (iv)	Remedial actions, if any, taken by the listed entity (v)	Comments of the PCS on the actions taken by the listed entity (vi)
1.	The Composition of the Board of Directors was not in compliance with Listing Regulations. However, as on March 31, 2024, the composition of the Board of Directors of the Company was in compliance with applicable provision of Listing Regulations.	The Composition of the Board of Directors was not in compliance with Listing Regulations. However, as on March 31, 2024, the composition of the Board of Directors of the Company was in compliance with applicable provision of Listing Regulations.	Reg. 17(1)	The composition of the Board of Directors was not in compliance with the said regulation. NSE and BSE has imposed a fine of ₹21,53,500/- each (for the quarter ended March, June, September and December, 2023).	REC being a Government Company, the power to appoint Directors on its Board vest with the President of India acting through MoP and thereby, the Company has no role in the appointment of Directors on its Board. The Company has been regularly requesting & following up with the MoP and Holding Company (Power Finance Corporation Limited), for expediting the process of appointment of requisite number of Independent Directors on its Board.	As informed to us, NSE & BSE waived off all the fines imposed and outstanding on the Company pertaining till quarter ended March 31, 2024.

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of Directors of the listed entity. <p>All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/guidelines issued by SEBI.</p>	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes	None
4.	<u>Disqualification of Director:</u> None of the director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes NA	The Company does not have any material subsidiary. None

6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent directors and the committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	NA	The Company has informed that the Directors of the Company are appointed/ nominated by the Government of India. Accordingly, the performance evaluation is done by Government of India, being appointing authority. Further, as per notification dated June 5, 2015 issued by the Ministry of Corporate Affairs, Government Companies are exempted from complying with the provisions of section 134(3)(p) of the Companies Act, 2013 with respect to performance evaluation of Board and its Committees.
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes NA	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> The actions taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	Mentioned in Table (a) above

12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the listed entity.	NA	No case of resignation of Statutory Auditors from the listed entity was reported during the review period. Further, the Company does not have any material subsidiary.
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	No additional non-compliance observed during the period under review.

We further, report that the listed entity is in compliance with the disclosure requirement of Employee Benefit Scheme Documents in terms of regulation (46)(2) (za) of the LODR Regulations - **Not Applicable to the Company during the review period.**

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Agarwal S. & Associates,
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 2725/2022

**SACHIN
AGARWAL**

Digitally signed by
SACHIN AGARWAL
Date: 2025.05.27
18:55:29 +05'30'

**CS Sachin Agarwal
Partner**

FCS No.: 5774
CP No.: 5910

Place: New Delhi
Date: 27.05.2025
UDIN: F005774G000460745