

SEC-1/187(2)/2015/1492

Dated: August 20, 2015

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: Notice for a) 46th Annual General Meeting of Rural Electrification Corporation Limited (REC) to be held on Wednesday, September 16, 2015; and
b) Book Closure and Pay-Out Date for payment of Final Dividend for the Financial Year 2014-15 under Clause 16 and 20 of the Listing Agreement**

Dear Sirs,

In compliance of Listing Agreement, this is to inform that the 46th Annual General Meeting of Rural Electrification Corporation Limited will be held on **Wednesday, September 16, 2015 at 11.00 A.M. at Weightlifting Auditorium, Jawaharlal Nehru Stadium, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Colony, New Delhi-110003, India.**

Pursuant to clause 16 of the Listing Agreement, it is informed that the Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 11, 2015 to Wednesday, September 16, 2015 (both days inclusive)** for the purpose of ensuing 46th Annual General Meeting of the Company and for ascertaining the eligibility of shareholders for payment of Final Dividend on equity shares for the Financial Year 2014-15.

The Final Dividend @ Rs. 2.70 per equity share for the financial year 2014-15, as recommended by the Board of Directors in its Meeting held on May 28, 2015 and subject to the provisions of Section 123 of the Companies Act, 2013, if approved by the Members at 46th Annual General Meeting of the Company, will be paid on **Wednesday, October 7, 2015** 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/ R&TA, on or before **Thursday, September 10, 2015** 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 **Thursday, September 10, 2015.**

Pursuant to Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is providing e-voting facility to the shareholders to enable them to exercise their right to vote by electronic means in respect of businesses to be transacted at the Annual General Meeting. For this purpose, the Company has engaged M/s Karvy Computershare Private Limited for providing e-voting facility. The e-voting platform will be open for voting from **Saturday, September 12, 2015 (1000 hours) to Tuesday, September 15, 2015 (1700 hours)** and shareholders of the Company, holding shares either in physical form or in

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

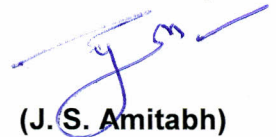
Training Centre : Central Institute for Rural Electrification (CIRES), Hyderabad

dematerialized form, as on the Cut-off date, i.e. **September 10, 2015** may cast their vote electronically in respect of businesses to be transacted at the Annual General Meeting. E-voting shall not be allowed beyond the said date and time.

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 Annual Reports for the financial year 2014-15 and Notice of AGM are being sent electronically to those members, whose E-mail IDs are already registered with R&TA/Depository Participant and who have not opted for receiving Annual Report in physical form. The Annual Report/AGM Notice and other documents are also available on Company's website at www.recindia.gov.in.

Thanking you,

Yours faithfully,



(J. S. Amitabh)
GM & Company Secretary

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