



## RURAL ELECTRIFICATION CORPORATION LIMITED

Regd. Office : Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi-110003 CIN: L40101DL1969GOI005095

Tel.: +91 11 2436 5161 Fax: +91 11 2436 0644 Email: [complianceofficer@recil.nic.in](mailto:complianceofficer@recil.nic.in) Website: [www.recindia.com](http://www.recindia.com)

### ATTENDANCE SLIP

47<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, SEPTEMBER 21, 2016 AT 11:00 A.M.

At Weightlifting Auditorium, Jawaharlal Nehru Stadium, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Colony, New Delhi-110003

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.	
Client ID No.	
No. of Shares held	
NAME OF PROXY (IN BLOCK LETTERS) to be filled in, if the proxy attends instead of the member	

I/We, hereby record my/our presence at the 47<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 21, 2016 at 11:00 A.M. at **Weightlifting Auditorium, Jawaharlal Nehru Stadium, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Colony, New Delhi-110003.**

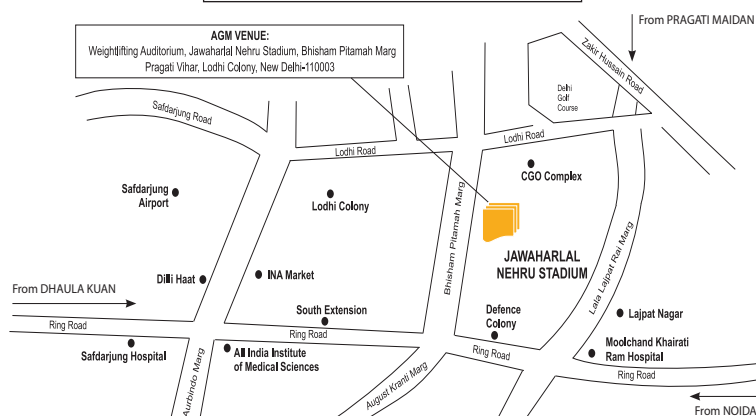
\*Applicable in case of shares held in Physical form.

Signature of Member/ Proxy

#### NOTES:

1. The attendance slip should be signed as per the specimen signature registered with Karvy Computershare Private Limited, Registrar & Transfer Agent (R&TA)/ Depository Participant (DP). Such duly completed and signed Attendance Slip(s) should be handed over at the R&TA counter(s) at the venue against which R&TA will provide Entry Slip. Entry to the hall will be strictly on the basis of Entry Slip as provided by R&TA. Members in person and Proxy holders may please carry photo-ID card for identification/verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. Due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium. Shareholder(s)/ proxy holder(s) will be required to take care of their belonging(s).
4. No gifts/coupons will be distributed at the Annual General Meeting.

#### ROUTE MAP FOR AGM VENUE:



EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD / PIN



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### PROXY FORM (Form No. MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):	Folio No./ DP ID- Client Id:
Registered Address:	
No. of Shares held:	E-mail Id:

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint:

1.	Name:	Signature:
	Address:	
	E-mail Id:	
or failing him/her		
2.	Name:	Signature:
	Address:	
	E-mail Id:	
or failing him/her		
3.	Name:	Signature:
	Address:	
	E-mail Id:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, September 21, 2016 at 11:00 A.M. at Weightlifting Auditorium, Jawaharlal Nehru Stadium, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Colony, New Delhi-110003 and at any adjournment thereof in respect of such businesses as are indicated below:

Sl. No.	Particulars
<b>ORDINARY BUSINESS</b>	
1.	To receive, consider, approve and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2016 along with the Reports of the Board of Directors and Auditors thereon.
2.	To confirm the payment of Interim Dividend and declare Final Dividend on equity shares of the Company for the financial year 2015-16.
3.	To appoint a Director in place of Shri Ajeet Kumar Agarwal (DIN: 02231613), who retires by rotation and being eligible, offers himself for re-appointment.
4.	To fix the remuneration of Auditors for the financial year 2016-17.
<b>SPECIAL BUSINESS</b>	
5.	To appoint Shri Sanjeev Kumar Gupta (DIN 03464342) as a Director of the Company, liable to retire by rotation.
6.	To appoint Shri Arun Singh (DIN 00891728) as Part time Non Official Independent Director of the Company.
7.	To appoint Shri Aravamudan Krishna Kumar (DIN 00871792) as Part time Non Official Independent Director of the Company.
8.	To appoint Professor Tiruvallur Thattai Ram Mohan (DIN 00008651) as Part time Non Official Independent Director of the Company.
9.	Entering into transactions with Energy Efficiency Services Limited (EESL) or any other associate company(ies) (present or future) of Rural Electrification Corporation Limited in pursuance of the provisions of the Companies Act, 2013 and Rules made thereunder.
10.	Increase in Authorised Capital of the Company from ₹ 1200 crore to ₹ 5000 crore.
11.	Alteration of Capital Clause of Memorandum of Association of the Company.
12.	Issue of Bonus shares in the ratio 1:1 to the shareholders of the Company.
13.	Adoption of amended Articles of Association of the Company, in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.
14.	Issue of Unsecured/Secured Non-Convertible Bonds/ Debentures through Private Placement as per the provisions of the Companies Act, 2013 and Rules made thereunder.

Signed this..... day of..... 2016

Signature of Shareholder\_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp of ₹ 1/-

#### Notes:

- (1) This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.