

रूरल इलेक्ट्रीफिकेशन कारपोरेशन लिमिटेड **Rural Electrification Corporation Limited**

(भारत सरकार का उद्यम) / (A Government of India Enterprise) Regd. Office: Core-4, SCOPE Complex, 7 Lodhi Road, New Delhi 110 003 Tel: +91-11-4102 0101 Fax: +91.11.2436 0644 E-mail: reccorp@recl.nic.in CIN: L40101DL1969GOI005095 Website: www.recindia.nic.in



Dated: September 22, 2017

SEC-1/187(2)/2017/2675

Listing Department,	Corporate Relationship Department
National Stock Exchange of India Limited	BSE Limited
Exchange Plaza, Bandra Kurla Complex,	1st Floor, Phiroze Jeejeebhoy Towers
Bandra (East),	Dalal Street, Fort,
<u>Mumbai – 400 051.</u>	Mumbai – 400 001.
Scrip Code—RECLTD	Scrip Code—532955

Sub: 48th Annual General Meeting of Rural Electrification Corporation Limited held on September 21, 2017 - Declaration of Results of remote e-voting and tablet voting (Insta Poll) conducted at AGM venue.

Dear Sir(s),

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company had provided remote e-voting facility to the members entitled to cast their vote at the 48th AGM. The e-voting process was carried out from Monday, September 18, 2017 (1000 hours) to Wednesday, September 20, 2017 (1700 hours) with cut-off date for determining the eligibility of shareholders to vote being September 15, 2017. Those Shareholders who had not cast their vote through e-voting, were given an option to cast their vote through tablet voting (Insta Poll) on all resolutions as mentioned in the Notice of 48th AGM.

Shri Sanjay Grover, Managing Partner of Sanjay Grover & Associates, Practicing Company Secretaries, New Delhi who was appointed as the Scrutinizer to scrutinize the votes cast by the shareholders through remote e-voting and tablet voting (Insta Poll) has submitted his Consolidated Report dated September 22, 2017. The consolidated voting results in terms of Regulation 44(3) of the SEBI (LODR) Regulations, 2015 and Consolidated Report of the Scrutinizer dated September 22, 2017 are enclosed herewith at Annexure I & II respectively.

Based on the Consolidated Report of the Scrutinizer, it is hereby informed that all Resolutions as set out in the Notice of 48th AGM of the Company have been duly approved & passed by the shareholders with requisite majority.

This is for your kind information and dissemination.

Thanking you,

Yours faithfully,

General Manager & Company Secretary

Encl: as above

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 (CIRE), Hyderabad

General information about company	ıny
Scrip code	532955
Name of the company	Rural Electrification Corporation Limited
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	21-09-2017
Start time of the meeting	11:00 AM
End time of the meeting	12:05 PM

Voting results	
Record date	15-09-2017
Total number of shareholders on record date	300281
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	25335
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	9
Disclosure of notes on voting results	



			B	Resolution (1)				
Resolution 1	Resolution required: (Ordinary / Special)			Ordinary				
Whether promoter/agenda/resolution?	Whether promoter/promoter group are interested in the agenda/resolution?	terested in the		No				
Description	Description of resolution considered	17		To receive, consi financial statemen along with the Rep	der, approve ts of the Com oorts of the Bo	and adopt the spany for the ard of Direct	To receive, consider, approve and adopt the audited standalone & financial statements of the Company for the financial year ended Ma along with the Reports of the Board of Directors and Auditors thereon;	To receive, consider, approve and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2017 along with the Reports of the Board of Directors and Auditors thereon;
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
0	E-Voting		0	0	0	0	0	0
Promoter and	Poll	1162504472	1162504472	100	1162504472	0	100	0
Promoter	Postal Ballot (if applicable)		0	0	0	0	0	0
dnoin	Total	1162504472	1162504472	100	1162504472	0	100	0
	E-Voting	æ	465760201	73.5574	465288087	472114	9868.66	0.1014
Public-	Poll	633193247	0	0	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	633193247	465760201	73.5574	465288087	472114	9868.66	0.1014
	E-Voting		375809	0.2097	374745	1064	6912166	0.2831
Public-	Poll	179220281	17	0	17	0	100	0
Institutions	Postal Ballot (if applicable)	ŵ.	0	0	0	0	0	0
* 37/2	Total	179220281	375826	0.2097	374762	1064	99.7169	0.2831
सी	Total	Total 1974918000	1628640499	82.4662	82.4662 1628167321	473178	6026.66	0.0291
							-	

Yes

hether resolution is Pass or Not.

Resolution requir	: 0							
	Resolution required: (Ordinary / Special)			Ordinary				
Whether promoter/agenda/resolution?	Whether promoter/promoter group are interested in the agenda/resolution?	rested in the		No	=			6 1
Description of rea	Description of resolution considered		# #	To confirm the payment of Interim Dividend and declashares of the Company for the financial year 2016-17.	tyment of Interpany for the fi	rim Dividend inancial year	To confirm the payment of Interim Dividend and declare Final Dividend on equity shares of the Company for the financial year 2016-17.	ividend on equity
Category Moo	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		0	0	0	0	0	0
Promoter Poll and		1162504472	1162504472	100	1162504472	0	100	0
Promoter Pos	Postal Ballot (if applicable)		0	0	0	0	0	0
Total	lal	1162504472	1162504472	100	1162504472	0	100	0
E-V	E-Voting		466735233	73.7113	466735233	0	100	0
Public- Poll		633193247	0	0	0	0	0	0
Institutions Pos	Postal Ballot (if applicable)		0	0	0	0	0	0
Total	tal	633193247	466735233	73.7113	466735233	0	100	0
E-V	E-Voting		375859	0.2097	375415	444	618816	0.1181
Public- Poll	1	179220281	17	0	17	0	100	0
tions	Postal Ballot (if applicable)		0	0	0	0	0	0
* 377. Total	al	179220281	375876	0.2097	375432	444	6188.66	0.1181
सी.		Total 1974918000	1629615581	82.5156	1629615137	444	100	0
Whether resolution	Whether resolution is Pass or Not.						Yes	

			R	Resolution (3)				
Resolution	Resolution required: (Ordinary / Special)			Ordinary			8	
Whether promoter/agenda/resolution?	Whether promoter/promoter group are interested in the agenda/resolution?	terested in the		No				-
Description	Description of resolution considered			To appoint a Dire retires by rotation	ctor in place or and being elig	f Dr. Arun K gible, offers h	To appoint a Director in place of Dr. Arun Kumar Verma (DIN: 02190047), who retires by rotation and being eligible, offers himself for re-appointment	02190047), who
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*10	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		0	0	0	0	0	0
Promoter and	Poll	1162504472	1162504472	100	1162504472	0	100	0
Promoter	Postal Ballot (if applicable)		0	0	0	0	0	0
dnoin	Total	1162504472	1162504472	100	1162504472	0	100	0
	E-Voting		466735233	73.7113	462292568	4442665	99.0481	0.9519
Public-	Poll	633193247	0	0	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	633193247	466735233	73.7113	462292568	4442665	99.0481	0.9519
	E-Voting		375375	0.2094	371713	3662	99.0244	0.9756
Public-	Poll	179220281	<i>L</i> 1	0	17	0	100	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
ALE * P	Total	179220281	375392	0.2095	371730	3662	99.0245	0.9755
सी.	Total	1974918000	1629615097	82.5156	1625168770	4446327	99.7272	0.2728
Whether	retisepresolution is Pass or Not.						Yes	

the financial yer fvotes in our on votes ed color of the financial sed colo				R	Resolution (4)				
No Page region of resolution considered No. of votes No. o	Resolution r	equired: (Ordinary / Special)			Ordinary				
Description of resolution considered To fix the remuneration of Statutory Auditors for the financial year shares held shares held polled and considered No. of votes polled on the financial years outs and considered shares held polled and considered No. of votes polled on the financial years outs and considered shares held polled on the polled on the polled on the polled on the polled of conput to the polled on the polled on the polled on the polled on the polled of conput to the polled on the polled on the polled on the polled of conput to the polled on the polled o	Whether proagenda/reso	omoter/promoter group are intellution?	rested in the		No				0
Category Mode of voting states held states held states held states held states held be polled states held states held states held held states held states held held held states held held states held held states held held states held held held states held held held states held held held held states held held held held held held held held	Description	of resolution considered			To fix the remune	eration of Statu	tory Auditors	s for the financial ya	ear 2017-18.
Promoter and from the political	Category	Mode of voting	No. of shares held		% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and bromoter and bromoter and and bromoter and bro			(1)	(2)	(3)=[(2)/(1)]*10	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Poul Lough And Circup And Lough And Lough And Circup A	6	E-Voting		0	0	0	0	0	
Promoter Group Postal Ballot (if applicable) 0 <td> Promoter and </td> <td>Poll</td> <td>1162504472</td> <td>1162504472</td> <td>100</td> <td></td> <td>0</td> <td>100</td> <td></td>	Promoter and	Poll	1162504472	1162504472	100		0	100	
Total Tota	Promoter	Postal Ballot (if applicable)		0	0	0	0	0	
Publications Potal Ballot (if applicable) 466735233 73.7113 465918370 816863 99.82 Publications Postal Ballot (if applicable) 633193247 466735233 73.7113 465918370 816863 99.82 Publications E-Voting 466735233 73.7113 465918370 816863 99.077 Publicand Postal Ballot (if applicable) 179220281 17 0 17 0 10 Astrictions Postal Ballot (if applicable) 179220281 375876 0.2097 372408 3468 99.077 Astriction is Pass or Not. Total 179418000 1629615581 82.5156 1628795250 820331 99.949	dron	Total	1162504472	1162504472	100		0	100	
Public-Institutions Postal Ballot (if applicable) 633193247 466735233 73.7113 465918370 816863 99.82 Public- Non Institutions Postal Ballot (if applicable) 179220281 179220281 179220281 179220281 375876 0.2097 372408 99.077 A		E-Voting		466735233	73.7113	465918370	816863	99.825	0.175
Institutions Postal Ballot (if applicable) 633193247 466735233 73.7113 465918370 816863 99.82 Public- Non Institutions Postal Ballot (if applicable) 179220281 17 0 </td <td>Public-</td> <td>Poll</td> <td>633193247</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td>0</td> <td></td>	Public-	Poll	633193247	0	0	0	0	0	
Public- Non Institutions Postal Ballot (if applicable) 179220281 466735233 73.7113 465918370 816863 99.87 **31 E-Voting 375859 0.2097 372391 3468 99.077 Public- Non Institutions Postal Ballot (if applicable) 179220281 0 0 0 0 **37 Total 179220281 375876 0.2097 372408 3468 99.077 **37 Total 1974918000 1629615581 82.5156 1628795250 820331 Vess	Institutions	Postal Ballot (if applicable)		0	0	0	0	0	
Public- Non Institutions A ** 317.6 E-Voting 375859 0.2097 372391 3468 99.077 Public- Non Institutions A ** 317.6 Postal Ballot (if applicable) 179220281 375876 0<		Total	633193247	466735233	73.7113	465918370	816863	99.825	0.175
Public- Non Institutions Institutions Institutions A state in the postal Ballot (if applicable) 179220281 17 0 17 0 10 10 Total Total Total Total Angle of the postal Ballot (if applicable) Total		E-Voting		375859	0.2097	372391	3468	99.0773	0.9227
Institutions Postal Ballot (if applicable) 0	Public- Non		179220281	17	0	17	0	100	
Total Total Total 1974918000 1629615581 82.5156 1628795250 820331 Vest	Institutions	Postal Ballot (if applicable)		0	0	0	0	0	
Total 1974918000 1629615581 82.5156 1628795250 820331	× 311/2	Total	179220281	375876	0.2097	372408	3468	99.0774	0.9226
	सी.	Total		1629615581	82.5156	1628795250	820331	99.9497	0.0503
	Whether pes	olution is Pass or Not.						Yes	

Resolution required: (Ordinary / Special) No dinary Resolution required: (Ordinary / Special) No of agential resolution resolution considered No of resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No of votes agential resolution considered No of votes No o									
Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered No. of shares held polled No. of votes Category Mode of voting (1) (2) 0 Promoter and Ciroup E-Voting (1) (2) 0 Promoter and Dromoter and Dromot	Resolution r	equired: (Ordinary / Special)			Ordinary				
Description of resolution considered Category Mode of voting No. of shares held polled No. of votes shares held polled Promoter and Promoter Group E-Voting (1) (2) 0 Promoter and Promoter Action Postal Ballot (if applicable) 1162504472 1162504472 1162504472 Promoter Action Postal Ballot (if applicable) 633193247 461075708 0 Public- Non Public- Non Institutions Postal Ballot (if applicable) 633193247 461075708 17 Public- Non Poll Postal Ballot (if applicable) 179220281 17 17 Protal Postal Ballot (if applicable) Action 0 0 0 Public- Non Postal Ballot (if applicable) Action Action 0 0 0 Action Postal Ballot (if applicable) Action Action 0 0 0 0 Action Postal Ballot (if applicable) Action Action 0 0 0 0 Action Postal Ballot (if applicable) Action Action 0 0 0	Whether pro agenda/resol	nmoter/promoter group are interution?	ested in the		°Z				
Category Mode of voting No. of votes shares held and category No. of votes polled on cutstanding shares held shares No. of votes polled on cutstanding shares No. of votes votes votes votes against and croup No. of votes votes votes votes votes against again	Description	of resolution considered			Approval for Relat	ed Party Trans	sactions prop	osed to be entered b	y the Company.
Promoter and bullice. Non light in stitutions late at the bullice. Non light in spatial ballot (if applicable) (1) (2) (3)=[(2)/(1)]*100 (4) (5) Promoter and bull bull bull bull bull bull bull bul	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and bromoter and bromoter and longer and and longer and bromoter and and longer and and longer and bromoter and and longer and longe	50		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter Group Poll Ballot (if applicable) 1162504472 1162504472 100 1162504472 0 <t< td=""><td>-</td><td>E-Voting</td><td></td><td>0</td><td>0</td><td>0</td><td>0</td><td>0</td><td></td></t<>	-	E-Voting		0	0	0	0	0	
Promoter Group Postal Ballot (if applicable) 0	Promoter and	Poll	1162504472	1162504472	100	1162504472	0	100	
Publication Factoring Total 1162504472 1162504472 100 1162504472 0	Promoter	Postal Ballot (if applicable)		0	0	0	0	0	
Public-Institutions Potal Ballot (if applicable) 633193247 461075708 72.8175 257967693 203108015 55.9 Public-Non Postal Ballot (if applicable) 633193247 461075708 72.8175 257967693 203108015 55.9 Public-Non E-Voting 375859 0.2097 368858 7001 98.1 Institutions Postal Ballot (if applicable) 179220281 375876 0.2097 368875 7001 98.1 Total 179220281 375876 0.2097 368875 7001 98.1 Whethererelevellation is Pass or Not.	diodi)	Total	1162504472	1162504472	100	1162504472	0	100	
Public-Institutions Institutions I		E-Voting		461075708	72.8175	257967693	203108015	55.9491	44.0509
Institutions Postal Ballot (if applicable) 633193247 461075708 0 0 0 0 0 0 55.9 Postal Ballot (if applicable) Fe-Voting 461075708 72.8175 257967693 203108015 55.9 Public- Non Institutions Postal Ballot (if applicable) 179220281 17 0 17 0	Public-	Poll	633193247	0	0	0	0	0	
Public- Non Institutions F-Voting 633193247 461075708 72.8175 257967693 203108015 55.9 Public- Non Institutions Postal Ballot (if applicable) 179220281 17 0 17 0 98.1 Total Total 179220281 375876 0.2097 368875 7001 98.1 Whether Person Not.	Institutions	Postal Ballot (if applicable)		0	0	0	0	0	
E-Voting 375859 0.2097 368858 7001 98.1 Poll 179220281 17 0 0 0 0 0 0 0 98.1 Total 179220281 375876 0.2097 368875 7001 98.1 Total 1974918000 1623956056 82.229 1420841040 203115016 87.4		Total	633193247	461075708	72.8175	257967693	203108015	55.9491	44.0509
Poll Total 179220281 17 0 17 0		E-Voting		375859	0.2097	368858	7001	98.1373	1.8627
Postal Ballot (if applicable) 0	Public- Non		179220281	17	0	17	0	100	
Total 1974918000 1623956056 82.229 1420841040 203115016	Institutions	Postal Ballot (if applicable)		0	0	0	0	0	
Total 1974918000 1623956056 82.229 1420841040 203115016		Total	179220281	375876	0.2097	368875	7001	98.1374	1.8626
Whether resolution is Pass or Not.	* * and	Total		1623956056	82.229	1420841040		87.4926	12.5074
	3	olution is Pass or Not.						Yes	

Productor Prod					Resolution (6)				
Whether promoter group are interested in the agendarresolution? No. of shares ponded or voting No. of shares polled or voting No. of shares polled or voting No. of shares polled or voting shares polled or voting poled or voting polled or	Resolution 1	equired: (Ordinary / Special)			Special				
Description of resolution considered Approval for Private Placement of securities. Category Mode of voting No. of shares polled on substanding should on the led shares and should on substanding should on substanding should on substanding should on substanding should sho	Whether progenda/reso	omoter/promoter group are inte lution?	rested in the		No OX				
Category Mode of voting No. of shares held No. of votes polled outstanding No. of votes votes votes a polled outstanding No. of votes a polled a polled a polled outstanding No. of votes a polled a polled a polled a polled outstanding No. of votes a polled a polled a polled a polled a polled outstanding No. of votes a polled a polled a polled a polled outstanding No. of votes a polled a po	Description	of resolution considered			Approval for Priva	te Placement o	of securities.		
Promoter Anomous Incomplements E-Voting (1) (2) (3)=[(2)/(1)]*100 (4) (5) (6)=[(4)/(2)]*1 Promoter Anomous Incomplements Postal Ballot (if applicable) 1162504472 1162504472 100 1162504472 0	Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
Promoter and Oroup Indication Specific Postal Ballot (if applicable) 1162504472			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)] * 1 00	(7)=[(5)/(2)]*100
Postal Ballot (if applicable) Postal Ballot (if applicable) I162504472 I162		E-Voting		0	0	0	0	0	0
Promoter Group Promoter Group Promoter Group Promoter Group Prostal Ballot (if applicable) 1162504472 1162504472 0 <td>and</td> <td>Poll</td> <td>1162504472</td> <td>1162504472</td> <td>100</td> <td>1162504472</td> <td>0</td> <td>100</td> <td>0</td>	and	Poll	1162504472	1162504472	100	1162504472	0	100	0
Public-Institutions Institutions And Institution Inst	Promoter	Postal Ballot (if applicable)		0	0	0	0	0	0
Publication Institutions Institutions A Machine Institution Institution Institution Institution Institution Institution Institution I I I I I I I I I I I I I I I I I I I	dnoio	Total	1162504472	1162504472	100	1162504472	0	100	0
Public-Institutions Poll Poll Poll (if applicable) 633193247 466735233 0.0 0		E-Voting		466735233	73.7113	361935045	104800188	77.5461	22.4539
Institutions Postal Ballot (if applicable) 633193247 466735233 73.7113 361935045 104800188 77.5 Public- Non Institutions Postal Ballot (if applicable) 179220281 17 0<	Public-	Poll	633193247	0	0	0	0	0	0
Total 633193247 466735233 73.7113 361935045 104800188 77.5 Public- Non Institutions Abelian Complete Co	Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
Public- Non Institutions Africation is Pass or Not. E-Voting Publicable And Institutions Postal Ballot (if applicable) 179220281 177 0 17 0 <		Total	633193247	466735233	73.7113	361935045	104800188	77.5461	22.4539
Public- Non Institutions Postal Ballot (if applicable) 179220281 179220281 375340 0		E-Voting		375323	0.2094	367553	7770	97.9298	2.0702
Institutions Postal Ballot (if applicable) 0	Public- Non		179220281	17	0	17	0	100	0
Total 179220281 375340 0.2094 367570 7770 7770	Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
Whether execution is Pass or Not. Total 1974918000 1629615045 82.5156 1524807087 104807958 Yes		Total	179220281	375340	0.2094	367570	7770	97.9299	2.0701
Whetherwesolution is Pass or Not.				1629615045	82.5156	1524807087	104807958	93.5685	6.4315
	7	olution is Pass or Not.						Yes	
		8							

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1 Floor Defence Colony, New Delhi - 110 024
Tel (011) 4679 0000, Fax (011) 4679 0012
e-mail contact@cssanjaygrover in
website: www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 read with rule 21 of the Companies (Management and Administration) Rules, 2014]

To.

THE CHAIRMAN

RURAL ELECTRIFICATION CORPORATION LIMITED

(CIN: L40101DL1969GOI005095)

CORE – 4, SCOPE COMPLEX, 7, LODHI ROAD.

NEW DELHI - 110003

Dear Sir.

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the Annual General Meeting and voting process, i.e. remote e-voting and voting through ballot process (Insta-Poll) at the48thAnnual General Meeting(AGM), under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolution(s) mentioned in Notice of 48thAGM dated August 21, 2017of the members of the Company held on September 21, 2017 at 11:00A.M. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi - 110010.



I submit my report as under:-

- The remote e-voting period commenced on Monday, September 18, 2017at 10:00 A.M. and ended on Wednesday, September 20, 2017 at 5:00 P.M., via e-voting Platform on the designated website of Karvy Computershare Private Limited viz. https://www.evoting.karvy.com
- 2. The Shareholders of the Company as on the "cut off" date i.e. Friday, September 15, 2017 were entitled to avail the facility of remote e-voting as well as voting through ballot process (Insta-Poll) at the AGM, as the case may be, on the proposed resolutions (item no. 1 to 6) as set out in the Notice dated August 21, 2017.
- 3. The total paid up Equity Share Capital of the Company as on September 15, 2017was Rs. 1974,91,80,000/- (Rupees One Thousand Nine Hundred Seventy Four Crore Ninety One Lakh Eighty Thousand only) divided into 197,49,18,000 (One Hundred Ninety Seven Crore Forty Nine Lakh Eighteen Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each.
- 4. The Chairman ordered for poll at the AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and thereafter voting through tablet-voting (Insta-Poll) at AGM was made available through M/s Karvy Computershare Private Limited at the AGM venue.
- 5. After completion of Insta-Poll at the AGM, the votes cast through Insta-Poll were unblocked first and thereafter, the votes cast through remote e-voting were unblocked, in the presence of two witnesses, Mr. Viresh Luthra R/o C-41, Hari Nagar, New Delhi-110064 and Ms. Geetu Hasija R/o 96, Nilgiri Apartments, Alaknanda, New Delhi-110019, who were not in the employment of the company. They have signed below confirming their presence at the time of unblocking of e-votes:

Viresh Luthra

Geetu Hasija



- 6. The details of the shareholders who participated in e-voting were also entered in a register.
- 7. The consolidated summary of results of remote e-voting and Insta-Poll at the AGM are as under:
- a. <u>Resolution No. 1</u>:-To receive, consider, approve and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2017 along with the Reports of the Board of Directors and Auditors thereon.

	Ordi	nary Resolution	1	
	Nun	nber of Valid Vo	tes	
Particulars	Insta-Poll	e-votes	Total	Percentage
Assent	1,16,25,04,489	46,56,62,832	1,62,81,67,321	99.97
Dissent	0	4,73,178	4,73,178	0.03
Total	1,16,25,04,489	46,61,36,010	1,62,86,40,499	100.00

Therefore, the resolution No. 1 has been approved with requisite majority. Details of Insta – Poll at AGM & remote e-voting are given in **Annexure- A**.

b. Resolution No. 2:-To confirm the payment of Interim Dividend and declare Final Dividend on equity shares of the Company for the financial year 2016-17.

	Ordi	nary Resolution	1	
Particulars	Nun	nber of Valid Vo	tes	Dorsontago
raiticulais	Insta-Poll	e-votes	Total	Percentage
Assent	1,16,25,04,489	46,71,10,648	1,62,96,15,137	100.00
Dissent	0	444	444	0.00
Total	1,16,25,04,489	46,71,11,092	1,62,96,15,581	100.00



Therefore, the resolution No. 2 has been approved with requisite majority. Details of Insta-Poll at AGM& remote e-voting are given in **Annexure B**.

c. <u>Resolution No. 3:-</u>To appoint a Director in place of Dr. Arun Kumar Verma (DIN: 02190047), who retires by rotation and being eligible, offers himself for re-appointment.

	Ordi	nary Resolution	1.	*
D 4 - 1	Nun	nber of Valid Vo	tes	Davasantaga
Particulars	Insta-Poll	e-votes	Total	Percentage
Assent	1,16,25,04,489	46,26,64,281	1,62,51,68,770	99.73
Dissent	0	44,46,327	44,46,327	0.27
Total	1,16,25,04,489	46,71,10,608	1,62,96,15,097	100.00

Therefore, the resolution No. 3 has been approved with requisite majority. Details of Insta-Poll at AGM & remote e-voting are given in **Annexure C.**

d. <u>Resolution No. 4</u>:-To fix the remuneration of Statutory Auditors for the financial year 2017-18.

Ordinary Resolution						
Particulars	Nun	Number of Valid Votes				
Particulars	Insta-Poll	e-votes	Total	Percentage		
Assent	1,16,25,04,489	46,62,90,761	1,62,87,95,250	99.95		
Dissent	0	8,20,331	8,20,331	0.05		
Total	1,16,25,04,489	46,71,11,092	1,62,96,15,581	100.00		



Therefore, the resolution No. 4 has been approved with requisite majority. Details of Insta-Poll at AGM & remote e-voting are given in <u>Annexure-D.</u>

e. <u>Resolution No.5</u>:-Approval for Related Party Transactions proposed to be entered by the Company.

	Ordi	nary Resolution	1	
Particulars	Nun	Percentage		
Particulars	Insta-Poll	e-votes	Total	reiceillage
Assent	1,16,25,04,489	25,83,36,551	1,42,08,41,040	87.49
Dissent	0	20,31,15,016	20,31,15,016	12.51
Total	1,16,25,04,489	46,14,51,567	1,62,39,56,056	100.00

Therefore, the resolution No. 5 has been approved with requisite majority. Details of Insta-Poll at AGM & remote e-voting are given in **Annexure-E**.

f. Resolution No.6:- Approval for Private Placement of securities.

Special Resolution					
Particulars	Nun	Davaantawa			
rarticulars	Insta-Poll	e-votes	Total	Percentage	
Assent	1,16,25,04,489	36,23,02,598	1,52,48,07,087	93.57	
Dissent	0	10,48,07,958	10,48,07,958	6.43	
Total	1,16,25,04,489	46,71,10,556	1,62,96,15,045	100.00	

Therefore, the resolution No. 6 has been approved with requisite majority. Details of Insta-Poll at AGM & remote e-voting are given in <u>Annexure-F.</u>



8. The registers, ballot papers and all other related documents shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over these documents to the company.

Thanking you,

For SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

Sanjay Grover

Scrutinizer CP No.: 3850

September 22, 2017

New Delhi

Countersigned by

Chairman/ Authorized

Signatory

September 22, 2017

New Delhi

Annexure - A

Details of Insta-poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH INSTA-POLL:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(a)Net Valid Votes	6	1,16,25,04,489	11,62,50,44,890
(b) Votes with Assent	6	1,16,25,04,489	11,62,50,44,890
(c) Votes with dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	735	46,97,93,023	4,69,79,30,230
b) Less: Abstained Votes	14	36,57,013	3,65,70,130
c) Net Valid votes cast	721	46,61,36,010	4,66,13,60,100
d) Votes with assent for the Resolution	717	46,56,62,832	4,65,66,28,320
e) Votes with dissent for the Resolution	4	4,73,178	47,31,780



Annexure - B

Details of Insta-poll at AGM &remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH INSTA-POLL:

Particulars	No. of e-voters	No. of Equity	Paid-up value of the Equity Shares (In Rs.)
(a)Net Valid Votes	6	1,16,25,04,489	11,62,50,44,890
(b) Votes with Assent	6	1,16,25,04,489	11,62,50,44,890
(c) Votes with dissent	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	735	47,01,38,010	4,70,13,80,100
b) Less: Abstained Votes	11	30,26,918	3,02,69,180
c) Net Valid votes cast	724	46,71,11,092	4,67,11,10,920
d) Votes with assent for the Resolution	721	46,71,10,648	4,67,11,06,480
e) Votes with dissent for the Resolution	3	444	4,440



Annexure - C

Details of Insta-poll at AGM &remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH INSTA-POLL:

Particulars	No. of e-voters	No. of Equity	Paid-up value of the Equity Shares
			(In Rs.)
(a)Net Valid Votes	6	1,16,25,04,489	11,62,50,44,890
(b) Votes with Assent	6	1,16,25,04,489	11,62,50,44,890
(c) Votes with dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	735	47,01,38,010	4,70,13,80,100
b) Less: Abstained Votes	13	30,27,402	3,02,74,020
c) Net Valid votes cast	722	46,71,10,608	4,67,11,06,080
d) Votes with assent for the Resolution	703	46,26,64,281	4,62,66,42,810
e) Votes with dissent for the Resolution	19	44,46,327	4,44,63,270



Annexure -D

Details of Insta-poll at AGM &remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH INSTA-POLL:

Particulars	No. of No	No. of Equity Shares	Paid-up value of the Equity Shares	
			(In Rs.)	
(a)Net Valid Votes	6	1,16,25,04,489	11,62,50,44,890	
(b) Votes with Assent	6	1,16,25,04,489	11,62,50,44,890	
(c) Votes with dissent	0	0	0	

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
a) Total votes received	735	47,01,38,010	4,70,13,80,100
b) Less: Abstained Votes	11	30,26,918	3,02,69,180
c) Net Valid votes cast	724	46,71,11,092	4,67,11,10,920
d) Votes with assent for the Resolution	717	46,62,90,761	4,66,29,07,610
e) Votes with dissent for the Resolution	7	8,20,331	82,03,310



Annexure -E

Details of Insta-poll at AGM &remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH INSTA- POLL:

Particulars	No. of e-voters	No. of Equity	Paid-up value of the Equity Shares
			(In Rs.)
(a)Net Valid Votes	6	1,16,25,04,489	11,62,50,44,890
(b) Votes with Assent	6	1,16,25,04,489	11,62,50,44,890
(c) Votes with dissent	0	0	0

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
b) Less: Abstained Votes	22	86,86,443	8,68,64,430
c) Net Valid votes cast	713*	46,14,51,567	4,61,45,15,670
d) Votes with assent for the Resolution	446	25,83,36,551	2,58,33,65,510
e) Votes with dissent for the Resolution	277	20,31,15,016	2,03,11,50,160

^{*}Ten members have voted partially for assent and dissent.



Annexure -F

Details of Insta-poll at AGM &remote e-voting for Resolution No.-6 are as under:

F1. VOTING THROUGH INSTA-POLL:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
(b) Votes with Assent	6	1,16,25,04,489	11,62,50,44,890
(c) Votes with dissent	0	0	» » O

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)
b) Less: Abstained Votes	14	30,27,454	3,02,74,540
c) Net Valid votes cast	721*	46,71,10,556	4,67,11,05,560
d) Votes with assent for the Resolution	582	36,23,02,598	3,62,30,25,980
e) Votes with dissent for the Resolution	146	10,48,07,958	1,04,80,79,580

^{*}Seven members have voted partially for assent and dissent.

