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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

SEC-1/187(2)/2015/ 1559 **Dated: September 18, 2015**

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

Sub: (46th) Annual General Meeting of Rural Electrification Corporation Limited held on 16th September, 2015- Declaration of Results of E- voting and voting through ballot at AGM.

Dear Sir(s),

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-voting) to the Members entitled to cast their vote at the Annual General Meeting. The e-voting process was carried out by the Company from Saturday, September 12, 2015 (1000 hours) to Tuesday, September 15, 2015 (1700 Hours) with cut-off date for determining shareholders, being 10th September, 2015.Those shareholders who had not cast their vote through e-voting, were given an option to cast their vote through ballot process on all the Resolutions at the AGM held on 16th September, 2015.

Shri Sanjay Grover, Sanjay Grover and Associates, Practicing Company Secretaries, who was appointed as a Scrutinizer for e-voting as well as voting through ballot process at the AGM has submitted his consolidated Report to the Chairman.

The consolidated voting results in terms of Clause 35 A of the Listing Agreement and the Consolidated Report of the Scrutinizer dated 17th September, 2015 are enclosed herewith.

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 46th Annual General Meeting of the Company have been duly approved & passed by the Shareholders with requisite majority.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

(J.S. Amitabh)
General Manager & Company Secretary

Encl: As above.

RURAL ELECTRIFICATION CORPORATION LIMITED
CIN: L40101DL1969GOI005095

46th Annual General Meeting of the Company
Details of Voting Results under Clause 35A of the Listing Agreement

Date of the AGM: 16th September, 2015

Total number of shareholders on record date: 225952

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group	**1**
Public	**15,135**

No. of Shareholders attended the meeting through Video Conferencing	**Not Applicable (As Video Conferencing facility was not provided)**

(Agenda-wise)

Resolution No. 1- Ordinary Resolution **Mode of Voting (E-Voting & Poll)**

To receive, consider, approve and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2015 along with the Reports of the Board of Directors and Auditors thereon:

Promoter/Public	No.of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	598,767,680	598,767,680	100.00	598,767,680	0	100.00	0
Public-Institutional holders	329,824,898	223,547,942	67.78	223,547,942	0	100.00	0
Public-Others	58,866,422	12,961,219	22.02	12,960,719	500	99.99	Negligible
Total	**987,459,000**	**835,276,841**	**84.59**	**835,276,341**	**500**	**99.99**	**Negligible**

Resolution No. 2- Ordinary Resolution **Mode of Voting (E-Voting & Poll)**

To confirm the payment of Interim Dividend and declare Final Dividend on Equity Shares of the Company for the financial year 2014-15:

Promoter/Public	No.of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	598,767,680	598,767,680	100.00	598,767,680	0	100.00	0
Public-Institutional holders	329,824,898	223,672,328	67.81	223,672,328	0	100.00	0
Public-Others	58,866,422	12,961,279	22.01	12,961,279	0	100.00	0
Total	987,459,000	835,401,287	84.6	835,401,287	-	100.00	0

Resolution No. 3- Ordinary Resolution **Mode of Voting (E-Voting & Poll)**

To appoint a Director in place of Shri Prakash Thakkar (DIN: 01120152), who retires by rotation and being eligible, offers himself for re-appointment:

Promoter/Public	No.of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	598,767,680	598,767,680	100.00	598,767,680	0	100.00	0
Public-Institutional holders	329,824,898	223,672,328	67.81	123,546,059	100,126,269	55.23	44.76
Public-Others	58,866,422	12,960,518	22.01	12,958,695	1,823	99.98	0.01
Total	987,459,000	835,400,526	84.6	735,272,434	100,128,092	88.01	11.99

Resolution No. 4- Ordinary Resolution **Mode of Voting (E-Voting & Poll)**

To fix the remuneration of Auditors for the financial year 2015-16:

Promoter/Public	No.of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	598,767,680	598,767,680	100.00	598,767,680	0	100.00	0
Public-Institutional holders	329,824,898	223,672,328	67.81	223,145,828	526,500	99.76	0.23
Public-Others	58,866,422	12,960,452	22.01	12,958,570	1,882	99.98	0.01
Total	**987,459,000**	**835,400,460**	**84.60**	**834,872,078**	**528,382**	**99.94**	**0.06**

Resolution No. 5 - Special Resolution **Mode of Voting (E-Voting & Poll)**

Issue of Unsecured/Secured Non-Convertible Bonds/ Debentures through Private Placement as per the provisions of the Companies Act, 2013 and Rules made thereunder:

Promoter/Public	No.of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	598,767,680	598,767,680	100.00	598,767,680	0	100.00	0
Public-Institutional holders	329,824,898	223,672,328	67.82	201,910,872	21,761,456	90.27	9.73
Public-Others	58,866,422	12,961,239	22.02	12,960,064	1,175	99.99	0.01
Total	**987,459,000**	**835,401,247**	**84.60**	**813,638,616**	**21,762,631**	**97.39**	**2.61**

Resolution No. 6- Ordinary Resolution **Mode of Voting (E-Voting & Poll)**

Entering into transactions with Energy Efficiency Services Limited (EESL) or any other associate company(ies) of Rural Electrification Corporation Limited in pursuance of the provisions of the Companies Act, 2013 and Rules made thereunder.

Promoter/Public	No.of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	598,767,680	598,767,680	100.00	598,767,680	0	100.00	0
Public-Institutional holders	329,824,898	222,103,546	67.34	137,204,082	84,899,464	61.77	38.23
Public-Others	58,866,422	12,961,004	22.02	12,960,474	530	99.99	Negligible
Total	**987,459,000**	**833,832,230**	**84.44**	**748,932,236**	**84,899,994**	**89.82**	**10.18**

All resolutions as set out in the Notice of 46th Annual General Meeting of Rural Electrification Corporation Limited were duly approved & passed by the shareholders with requisite majority.

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SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST 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 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
RURAL ELECTRIFICATION CORPORATION LIMITED
Core 4, SCOPE Complex, 7 Lodhi Road,
New Delhi - 110003.
(CIN: L40101DL1969GOI005095)

Dear Sir,

I, Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as a Scrutinizer for the purpose of scrutinizing voting process i.e. remote e-Voting and voting through ballot paper (Poll) at the 46th Annual General Meeting (AGM) of Rural Electrification Corporation Limited (REC), under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the resolution(s) mentioned in Notice dated August 7, 2015 for 46th AGM of the Equity Shareholders of the Company held on September 16, 2015 at 11.00 A.M. at Weightlifting Auditorium, Jawaharlal Nehru Stadium, Bhisham Pitamah Marg, Pragati Vihar, Lodhi Colony, New Delhi – 110003.

I submit my report as under:-

1. The remote e-voting period commenced on Saturday, September 12, 2015 at 10:00 A.M. and ended on Tuesday, September 15, 2015 at 05:00 P.M. on the designated website 'https://evoting.karvy.com' via Karvy Computershare Private Limited.

2. The Shareholders of the Company as on the "cut off" date i.e. September 10, 2015 were entitled to avail the facility of remote e-voting as well as voting through polling papers at the AGM venue on the proposed resolutions (item no. 1 to 6) as set out in the Notice dated August 7, 2015.



3. The total paid up Equity Share Capital of the Company as on September 10, 2015 was Rs.987,45,90,000/- (Rupees Nine Hundred Eighty Seven Crores Forty Five Lacs Ninety Thousand Only) divided into 98,74,59,000 (Ninety Eight Crores Seventy Four Lacs Fifty Nine Thousand) equity shares of Rs 10/- (Rupees Ten Only) each.

4. The Chairman ordered for poll at AGM venue as per Rule 20 of Companies (Management and Administration) Rules, 2014.

5. Four (4) ballot boxes were kept for polling and the ballot boxes were locked in my presence.

6. After completion of Poll at the AGM venue, the Ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.

7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.

8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM venue in the presence of two witnesses, Mr. Mahaveer Singh R/O 1E, Vasant Nagar, Vasant Vihar, New Delhi-110057 and Mr. Ankit Dogra R/O C-136, Sindhora Kalan, Near Ashok Vihar, New Delhi-110052 who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Mahaveer Singh

Ankit Dogra

9. The consolidated summary of results of remote e-voting and poll at AGM venue are as under:

   a. **Resolution No. 1**-To receive, consider, approve and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2015 along with the Reports of the Board of Directors and Auditors thereon:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	598,904,623	236,371,718	835,276,341	99.999940
Dissent	0	500	500	0.000060
Total	**598,904,623**	**236,372,218**	**835,276,841**	**100**

Therefore, the resolution No. 1 has been approved with requisite majority. Details of remote e-voting & poll at AGM 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 2014-15:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	598,904,623	236,496,664	835,401,287	100.000000
Dissent	0	-	-	0
Total	**598,904,623**	**236,496,664**	**835,401,287**	**100**

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

c. **Resolution No. 3**- To appoint a Director in place of Shri Prakash Thakkar (DIN: 01120152), who retires by rotation and being eligible, offers himself for re-appointment:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	598,904,623	136,367,811	735,272,434	88.014361
Dissent	0	100,128,092	100,128,092	11.985639
Total	**598,904,623**	**236,495,903**	**835,400,526**	**100**

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

d. **Resolution No. 4**-To fix the remuneration of Auditors for the financial year 2015-16:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	598,903,871	235,968,207	834,872,078	99.936751
Dissent	0	528,382	528,382	0.063249
Total	**598,903,871**	**236,496,589**	**835,400,460**	**100**

Therefore, the resolution No. 4has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure D.**

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries M. No. 3830

e. **Resolution No. 5**: Issue of Unsecured/Secured Non-Convertible Bonds/ Debentures through Private Placement as per the provisions of the Companies Act, 2013 and Rules made there under:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	598,904,623	214,733,993	813,638,616	97.394949
Dissent	0	21,762,631	21,762,631	2.605051
Total	**598,904,623**	**236,496,624**	**835,401,247**	**100**

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

f. **Resolution No. 6**-:Entering into transactions with Energy Efficiency Services Limited (EESL) or any other associate company(ies) of Rural Electrification Corporation Limited in pursuance of the provisions of the Companies Act, 2013 and Rules made there under.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	598,904,623	150,027,613	748,932,236	89.818096
Dissent	0	84,899,994	84,899,994	10.181904
Total	**598,904,623**	**234,927,607**	**833,832,230**	**100**

Therefore, the resolution No. 6has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure F.**

10. The register and all other papers relating to voting by electronic means 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 the register and other related papers to the Company.

Thanking you,

Yours faithfully,

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries C.P. No. 3850

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Countersigned by

New Delhi
September 17, 2015

Sanjay Grover
Scrutinizer
C.P No. 3850

Chairman

Annexure - A

Details of Remote e-voting &Poll at AGM for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity share Capital
			(In Rs.)	(Approx.)
a)Total votes received	85	598,905,444	5,989,054,440	60.651171
b)Less: Invalid Votes	3	821	8,210	0.000083
c) Net Valid votes cast	82	598,904,623	5,989,046,230	60.651088
d) Votes with assent for the Resolution	82	598,904,623	5,989,046,230	60.651088
e) Votes with dissent for the Resolution	0	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	% of Total Paid-up Equity share Capital
			(In Rs.)	(Approx.)
(a)Valid Votes	544	236,372,218	2,363,722,180	23.937421
(b) Votes with Assent	542	236,371,718	2,363,717,180	23.937370
(c) Votes with dissent	2	500	5,000	0.000051

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries

Annexure - B

Details of Remote e-voting &Poll at AGM for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity share Capital (Approx.)
a)Total votes received	85	598,905,444	5,989,054,440	60.651171
b)Less: Invalid Votes	3	821	8,210	0.000083
c) Net Valid votes cast	82	598,904,623	5,989,046,230	60.651088
d) Votes with assent for the Resolution	82	598,904,623	5,989,046,230	60.651088
e) Votes with dissent for the Resolution	0	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.)	% of Total Paid-up Equity share Capital (Approx.)
(a) Valid Votes	546	236,496,664	2,364,966,640	23.950024
(b) Votes with Assent	546	236,496,664	2,364,966,640	23.950024
(c) Votes with dissent	0	0	0	0

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries CP No. 3850

Annexure - C

Details of Remote e-voting &Poll at AGM for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity share Capital (Approx.)
a)Total votes received	85	598,905,444	5,989,054,440	60.651171
b)Less: Invalid Votes	3	821	8,210	0.000083
c) Net Valid votes cast	82	598,904,623	5,989,046,230	60.651088
d) Votes with assent for the Resolution	82	598,904,623	5,989,046,230	60.651088
e) Votes with dissent for the Resolution	0	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.)	% of Total Paid-up Equity share Capital (Approx.)
(a)Valid Votes	543	236,495,903	2,364,959,030	23.949947
(b) Votes with Assent	256	136,367,811	1,363,678,110	13.809972
(c) Votes with dissent	291	100,128,092	1,001,280,920	10.139975

**There were 4 (Four) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.*

SANJAY GROVER & ASSOCIATES Company Secretaries C.P. No. 3150 NEW DELHI

Annexure - D

Details of Remote e-voting &Poll at AGM for Resolution No.-4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity share Capital (Approx.)
a)Total votes received	82	598,904,692	5,989,046,920	60.651095
b)Less: Invalid Votes	3	821	8,210	0.000083
c) Net Valid votes cast	79	598,903,871	5,989,038,710	60.651011
d) Votes with assent for the Resolution	79	598,903,871	5,989,038,710	60.651011
e) Votes with dissent for the Resolution	0	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.)	% of Total Paid-up Equity share Capital (Approx.)
(a)Valid Votes	544	236,496,589	2,364,965,890	23.950016
(b) Votes with Assent	537	235,968,207	2,359,682,070	23.896507
(c) Votes with dissent	7	528382	5,283,820	0.053509

SANJAY GROVER & ASSOCIATES Company Secretaries DELHI

Annexure - E

Details of Remote e-voting &Poll at AGM for Resolution No.-5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity share Capital (Approx.)
a)Total votes received	85	598,905,444	5,989,054,440	60.651171
b)Less: Invalid Votes	3	821	8,210	0.000083
c) Net Valid votes cast	82	598,904,623	5,989,046,230	60.651088
d) Votes with assent for the Resolution	82	598,904,623	5,989,046,230	60.651088
e) Votes with dissent for the Resolution	0	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.)	% of Total Paid-up Equity share Capital (Approx.)
(a)Valid Votes	545	236,496,624	2,364,966,240	23.950020
(b) Votes with Assent	465	214,733,993	2,147,339,930	21.746117
(c) Votes with dissent	84	21,762,631	217,626,310	2.203902

**There were 4 (Four) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.*

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries C.P. No. 8030

Annexure - F

Details of Remote e-voting &Poll at AGM for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity share Capital (Approx.)
a)Total votes received	85	598,905,444	5,989,054,440	60.651171
b)Less: Invalid Votes	3	821	8,210	0.000083
c) Net Valid votes cast	82	598,904,623	5,989,046,230	60.651088
d) Votes with assent for the Resolution	82	598,904,623	5,989,046,230	60.651088
e) Votes with dissent for the Resolution	0	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No of e-voters*	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity share Capital (Approx.)
(a)Valid Votes	536	234,927,607	2,349,276,070	23.7911
(b) Votes with Assent	296	150,027,613	1,500,276,130	15.1933
(c) Votes with dissent	246	84,899,994	848,999,940	8.5978

**There were 6 (Six) equity shareholders who e-voted partially in favour of the resolution and partially against of the resolution.*

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries No. 3250