आरईसी REC
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रूरल इलेक्ट्रीफिकेशन कारपोरेशन लिमिटेड
Rural Electrification Corporation Limited
(भारत सरकार का उद्यम) / (A Government of India Enterprise)
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स्वच्छ भारत
एक कदम स्वच्छता की ओर

SEC-1/187(2)/2017/2672 **Dated: September 21, 2017**

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: Proceedings of 48th Annual General Meeting of Rural Electrification Corporation Limited held on 21st September, 2017.

Dear Sir(s),

The 48th Annual General Meeting of Rural Electrification Corporation Limited (REC) was held on 21st September, 2017.

As per requirement of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 48th AGM of REC are enclosed herewith at **Annexure I**.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

(J.S. Amitabh)
GM& Company Secretary

Encl: as above.

ANNEXURE I

PROCEEDINGS OF THE 48TH ANNUAL GENERAL MEETING OF RURAL ELECTRIFICATION CORPORATION LIMITED HELD ON THURSDAY, 21ST DAY OF SEPTEMBER, 2017.

The 48th Annual General Meeting (AGM) of Rural Electrification Corporation Limited was held on Thursday, the 21st day of September, 2017 at 11.00 A.M. at Manekshaw Centre, Parade Road, Delhi Cantonment, New Delhi - 110010, India.

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 48th AGM of REC were as under:-

I. At the outset, Company Secretary extended a warm welcome to the shareholders at the 48th AGM of the Company and confirmed that requisite quorum was present for the Meeting. Company Secretary also welcomed the Chairman of the Meeting, Chairman of the Audit Committee & Stakeholders Relationship Committee, Directors and Authorized Representative of the President of India.

II. Dr. P.V. Ramesh, Chairman & Managing Director, REC took the Chair. The requisite quorum being present, the Chairman then called the Meeting to order & welcomed all the shareholders and others present in the Meeting. Thereafter, the Chairman addressed the shareholders.

III. Thereafter, as requested by the Chairman, Company Secretary read out the observations/comments in the Statutory Auditors' Report & Secretarial Auditors' Report and drew the attention of the members to the Management's Reply thereto, as mentioned in the Board's Report forming part of the Annual Report for the financial year 2016-17.

IV. Company Secretary further stated that in compliance with the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided *remote* e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice from **Monday, September 18, 2017 (1000 hours) to Wednesday, September 20, 2017 (1700 hours)**. Further, it was informed that the Company had fixed Friday, the September 15, 2017 as the Cut-off date for determining the eligibility to vote by electronic means or through ballot process *(Insta Poll)* in the AGM.

V. Company Secretary informed that the Company has appointed Shri Sanjay Grover, Managing Partner of Sanjay Grover & Associates, Practicing Company Secretaries, New Delhi as the Scrutinizer to scrutinize the votes cast by the shareholders through *remote* e-voting and ballot process (*Insta Poll*) at the AGM venue. He further informed that the Company had made arrangements for tablet-voting (*Insta Poll*) at the AGM venue to enable those shareholders, who could not exercise their right to vote through *remote* e-voting, to cast their vote in respect of business mentioned in the Notice of the 48th AGM of the Company. He also informed that those Shareholders who had cast their vote through *remote* e-voting can attend the Meeting but shall not be allowed to vote again at the Meeting.

VI. Thereafter, Company Secretary read the items of the Ordinary and Special Business to be transacted at the 48th Annual General Meeting as detailed below and explained the procedure for casting vote on the resolutions mentioned below through tablet voting (*Insta Poll*):-

Item No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1.	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.	Ordinary
2.	To confirm the payment of Interim Dividend and declare Final Dividend on equity shares of the Company for the financial year 2016-17.	Ordinary
3.	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.	Ordinary
4.	To fix the remuneration of Statutory Auditors for the financial year 2017-18.	Ordinary
SPECIAL BUSINESS		
5.	Approval for Related Party Transactions proposed to be entered by the Company.	Ordinary
6.	Approval for Private Placement of securities.	Special

VII. The Chairman explained the objectives and implications of each of the above resolutions. The Resolutions were thereafter put to vote through tablet voting (*Insta Poll*). Meanwhile, the Chairman interacted with the shareholders and responded to the queries /comments of the shareholders on the items of business.

VIII. The Chairman stated that the results of voting on each resolution shall be determined by aggregating votes cast through *remote* e-voting and tablet voting (*Insta Poll*). He further stated that the results of voting will be announced and uploaded on the website of the Company (www.recindia.nic.in) and on Karvy's website (https://evoting.karvy.com) and will also be submitted to the Stock Exchanges within the prescribed time. Further, it was informed that the above resolutions will be deemed to be passed on the date of AGM, i.e. September 21, 2017, subject to receipt of the requisite number of votes in favour of the Resolutions.

IX. After the tablet voting (Insta Poll) was completed, the Chairman formally announced the closure of business of 48th AGM of the Company. There being no other business to transact, the meeting ended at 12.05 P.M. with a vote of thanks to the chair proposed by Shri J.S. Amitabh, GM & Company Secretary.

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