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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 Lodi Road New Delhi 110003
Tele. 24365161 Fax 24360644 Email reccorp@recl.nic.in Gram RECTRIC
Website www.recindia.com & www.recindia.nic.in

SEC-1/187(2)/2012/ 27 **Dated: September 20, 2012**

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.**
Kind Attn.: Shri Hardik Bhuta	**Kind Attn.: Shri Rakesh Parekh**
Scrip Code-- RECLTD	**Scrip Code—532955**

Dear Sirs,

Sub: Submission of outcome of the Forty Third (43rd) Annual General Meeting of Rural Electrification Corporation Limited.

Ref: Provisions of Clause 35A of the Listing Agreement.

It is informed that at the Forty Third (43rd) Annual General Meeting of the Rural Electrification Corporation Limited held on Thursday, September 20, 2012, the shareholders of the Company have approved Final Dividend @ Rs. 2.50/- per equity share (face value Rs.10/- each). The Total Dividend (including Interim Dividend of Rs.5/- per equity share) for the Financial Year 2011-12 is Rs.7.50 per equity share (face value Rs.10/- each). The Pay-out date for Final Dividend shall be **Thursday, October 4, 2012.**

Further, pursuant to Clause 35A of the Listing Agreement, we enclose as Annexure, the voting results for the 43rd Annual General Meeting of Company in the prescribed format for needful action at your end and records.

Thanking you,

Yours faithfully,

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

Encl: a.a.

Voting Results of Forty Third Annual General Meeting of Rural Electrification Corporation Limited

Date of the AGM	Thursday, September 20, 2012
Total number of shareholders on record date	267164
No. of Shareholders present in the meeting either in person or through proxy	
• **Promoters and Promoter Group**	1
• **Public:**	13482 (including 516 proxies)
Total	13483
No. of Shareholders attended the meeting through Video Conferencing	
• **Promoters and Promoter Group**	Nil as this facility was not arranged.
• **Public:**	Nil as this facility was not arranged.

Agenda-wise

Item No.	Detail of the Agenda	Resolution required (Ordinary/ Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)
1.	To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2012 and Statement of Profit and Loss for the Financial Year ended on that date along with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Passed with requisite majority by Show of hands.
2.	To confirm Interim Dividend and declare Final Dividend on equity shares for the Financial Year 2011-12.	Ordinary Resolution	Passed with requisite majority by Show of hands.
3.	To appoint a Director in place of Shri Prakash Thakkar, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Passed with requisite majority by Show of hands.
4.	To appoint a Director in place of Dr. Devi Singh, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Passed with requisite majority by Show of hands.
5.	To fix the remuneration of Auditors for the Financial Year 2012-13.	Ordinary Resolution	Passed with requisite majority by Show of hands.
6.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: **RESOLVED** that Shri Rajeev Sharma, be	Ordinary Resolution	Passed with requisite majority by Show of hands.

	and is hereby appointed as Chairman and Managing Director of the Company, not liable to retire by rotation.		
7.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: **RESOLVED** that Dr. Sunil Kumar Gupta, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation.	Ordinary Resolution	Passed with requisite majority by Show of hands.
8.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: **RESOLVED** that Shri Ajeet Kumar Agarwal, appointed as an Additional Director by the Board of Directors of the Company under Section 260 of the Companies Act, 1956 and designated as Director (Finance) w.e.f August 1, 2012, who holds office upto the date of this AGM and in respect of whom, the Company has received a Notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as Director (Finance) of Company, not liable to retire by rotation.	Ordinary Resolution	Passed with requisite majority by Show of hands.
9.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: **RESOLVED** that in supersession of earlier resolution passed by the Company in its 41st Annual General Meeting of the Company held on September 8, 2010, pursuant to Section 293(1) (d) of the Companies Act, 1956 read with Article 38 of the Articles of Association of the Company and other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow such moneys or sum of moneys from time to time at its discretion with or without security and upon such terms and	Ordinary Resolution	Passed with requisite majority by Show of hands.

	conditions as the Board may think fit for the Business purpose of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans borrowed from the Company's bankers in the ordinary course of business), may exceed the paid up capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed a sum of Rs. 1,45,000 crore (Rupees one lakh forty five thousand crore only) over and above the paid up capital and free reserves of the company. **RESOLVED FURTHER** that the Board of Directors of the company (including committee thereof) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.		
10.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: **RESOLVED** that in supersession of earlier resolution passed by the Company in its 41st Annual General Meeting held on September 8, 2010, pursuant to section 293(1) (a) and other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the Board of Directors of the company to create charge, hypothecate, mortgage, pledge any movable or immovable properties of the company wheresoever situated, both present and future and the whole or substantially the whole of the undertaking of the company in favour of any banks, financial institutions, hire-purchase/lease companies, body corporate or any other persons on such terms and conditions as the Board may think fit for the benefit of the company and agreed between Board and lender towards	Ordinary Resolution	Passed with requisite majority by Show of hands.

	security for the purpose of borrowing funds for the business purpose of the company from time to time not exceeding Rs. 1,45,000 crore (Rupees one lakh, forty five thousand crore only) at any point of time over and above the paid up capital and free reserves of the company. **RESOLVED FURTHER** that the Board of Directors of the company (including committee thereof) be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.		

In case of Poll/Postal ballot/E-voting: Not Applicable

Promoter/Public	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
Promoter and Promoter Group	-N.A.-						
Public – Institutional holders							
Public-Others							
Total							