



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)/2011/2199

Dated: 30.09.2011

(1) The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	(2) The Listing Department, Bombay Stock Exchange Limited 1 st Floor, PJ Towers, Dalal Street, <u>Mumbai – 400 001.</u>
Kind Attn.: Ms. Sapna K Sharma	Kind Attn.: Shri Rakesh Parekh
Scrip Code-- RECLTD	Scrip Code-- 532955

Dear Sirs,

Sub: Submission of Minutes of the proceedings of the 42nd Annual General Meeting of the Company.

In continuation of our letter dated 17.09.2011, please find enclosed a copy of the Minutes of the proceedings of 42nd Annual General Meeting of the Company held on 17th September, 2011 for your information and records.

Thanking you,

Yours faithfully,

(Rakesh Kumar Arora)
GM (F&A) & Company Secretary

Encl:a.a.

**MINUTES OF THE PROCEEDINGS OF THE 42ND ANNUAL GENERAL MEETING OF
RURAL ELECTRIFICATION CORPORATION LIMITED HELD ON SATURDAY, THE
17TH DAY OF SEPTEMBER, 2011 AT 11.00 A.M. AT AIR FORCE AUDITORIUM,
SUBROTO PARK, DHAULA KUAN, NEW DELHI-110010.**

Present (on the Dais):

1. Shri Hari Das Khunteta, CMD & Director (Finance)-(in the Chair)
2. Shri Prakash Thakkar, Director (Technical)
3. Dr. Devi Singh, Part-time Non-official Independent Director
4. Dr. Govinda Marapalli Rao, Part-time Non-official Independent Director and Chairman- Audit Committee
5. Shri Venkataraman Subramanian, Part-time Non-official Independent Director
6. Shri Sanjeev Kumar, Authorised Representative of the President of India

Shri Rakesh Kumar Arora, GM (F&A) & Company Secretary was in attendance.

11004 Members attendance was recorded including 291 Proxies.

Shri D.S. Rawat, Partner of Bansal & Co., Chartered Accountants, and Shri K.S. Ponnuswami, Partner of P.K. Chopra & Co., Chartered Accountants, Statutory Auditors of the Company were also present.

Company Secretary introduced Authorised Representative of the President of India and extended a warm welcome to the Chairman of the Meeting, Chairman of the Audit Committee, other Directors, all the Members and Proxies, the Joint Statutory Auditors and others present at the Meeting.

Company Secretary informed that, five members personally present will form the quorum of the Meeting and thereafter confirmed that requisite quorum was present for the Meeting.

The Chairman then brought the meeting to order and addressed the Meeting covering inter-alia Outlook on Power Sector, Performance Highlights of Fiscal 2011, Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY), REC registration as Infrastructure Finance Company (IFC), MoU Ratings, Accolades and Awards, Compliance with Corporate Governance, Future Strategy of the Company etc.

Copies of Chairman's speech were circulated at the Meeting.

With the consent of the Members present, the Notice convening the meeting was taken as read.

ORDINARY BUSINESS- Item No. 1 of the Notice

To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the Financial Year ended on that date along with the Reports of the Board of Directors and Auditors thereon.



The Auditors Report was read by the Company Secretary.

Chairman read the following Resolution to be passed **as an Ordinary Resolution:-**

RESOLVED

that the Audited Balance Sheet of the Company as at 31st March 2011 and Profit and Loss Account for the Financial Year ended on that date along with the Reports of the Board of Directors and the Auditors thereon, and the Comments of the Comptroller and Auditor General (C&AG) of India, be and is hereby received, considered, approved and adopted.

Shri D.D. Sardana (DP-Client ID: IN300118-10278201) proposed the above motion.

Shri Sanjeev Kumar, Authorised Representative of the President of India (DP-Client ID: IN301330-20471069) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority.**

ORDINARY BUSINESS- Item No. 2 of the Notice

To note the payment of Interim Dividend and declare Final Dividend for the Financial Year 2010-11.

Chairman read the following Resolution to be passed **as an Ordinary Resolution:-**

RESOLVED

that an Interim Dividend @ Rs. 3.50/- per equity share on the paid up capital of the Company with total pay-out of Rs. 345,61,63,716 including an amount of Rs. 57,216 payable towards rounding off to the nearest rupee, paid by the Company in February, 2011, in terms of the resolution passed by the Board of Directors at their 374th Meeting held on 9th February, 2011, be and is hereby noted.

RESOLVED ALSO

that as recommended by the Board of Directors at their 377th Meeting held on 24th May, 2011, a Final Dividend of Rs. 4/- per equity share on the paid up capital of the Company, amounting to a total pay-out of Rs. 394,98,36,000, be and is hereby declared out of the profits of the Company for the Financial Year 2010-11, and be paid on September 28, 2011 to the members or their mandates whose names appear on the Company's Register of Members on September 17, 2011 in respect of physical shares, and in respect of dematerialized shares to the "beneficial owners" of the shares whose name appear in the Statement of Beneficial Ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of

Shri Sanjeev Kumar, Authorised Representative of the President of India (DP-Client ID: IN301330-20471069) proposed the above motion.

Shri Lalit Mohan Verma (DP-Client ID: IN300476- 41876103) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority**.

ORDINARY BUSINESS- Item No. 3 of the Notice

To appoint a Director in place of Shri Devender Singh, Director, who retires by rotation and being eligible, offers himself for re-appointment.

Chairman read the following Resolution to be passed **as an Ordinary Resolution:-**

RESOLVED

that Shri Devender Singh, Director, who retires by rotation in accordance with the provisions of Article 82 (3) & (4) of the Articles of Association of the Company and Sections 255 and 256 of the Companies Act, 1956, be and is hereby re-appointed as a Director of the Company whose period of office will be liable to determination by retirement of Directors by rotation.

Shri Rajendra Kumar Gupta (DP-Client ID: IN302679- 34038730) proposed the above motion.

Shri Narasimha Ratnam (DP-Client ID: IN301151- 24541210) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority**.

ORDINARY BUSINESS- Item No. 4 of the Notice

To fix the remuneration of Auditors to be appointed by the Comptroller and Auditor General (C&AG) of India in terms of Section 619 read with Section 224 of the Companies Act, 1956.

Chairman read the following Resolution to be passed **as an Ordinary Resolution:-**

RESOLVED

that in pursuance of Section 224 (8) (aa) read with Section 619 (2) of the Companies Act, 1956, the Board of Directors be and is hereby authorized, on the recommendation of the Audit Committee of the Board of Directors, to fix and approve the remuneration of Statutory Auditors/Joint Statutory Auditors of the Company appointed by the Comptroller and Auditor General (C&AG) of India for the Financial Year 2011-12.

Shri Jasmeet Singh (DP-Client ID: IN302269-10987503) proposed the above motion.

Shri Prasanta Kumar Mukhopadhyay (DP-Client ID: IN301330- 20813625) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority**.

SPECIAL BUSINESS- Item No. 5 of the Notice

To consider and, if thought fit, to pass with or without modification(s) the following resolution **as an Ordinary Resolution**:

RESOLVED

that Shri Prakash Thakkar, be and is hereby appointed as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation

Shri Jatinder Kumar Bhambri (DP-Client ID: IN302822-10009660) proposed the above motion.

Shri Daljeet Singh Khatri (DP-Client ID: IN303028- 55068864) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority**.

SPECIAL BUSINESS- Item No. 6 of the Notice

To consider and, if thought fit, to pass with or without modification(s) the following resolution **as an Ordinary Resolution**:

RESOLVED

that Dr. Devi Singh, be and is hereby appointed as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

Ms. Poonam Aggarwal (DP-Client ID: IN302404-10172695) proposed the above motion.

Shri Narendra Prasad (DP-Client ID: IN302679-33831053) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority**.

SPECIAL BUSINESS- Item No. 7 of the Notice

To consider and, if thought fit, to pass with or without modification(s) the following resolution **as an Ordinary Resolution**:

RESOLVED

that Dr. Govinda Marapalli, Rao be and is hereby appointed as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

Shri Nirmal Jeet Singh Nayyar (DP-Client ID: IN300206-10895897) proposed the above motion.

Shri S K Kulshrestha (DP-Client ID: IN300394- 13206956) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority**.

SPECIAL BUSINESS- Item No. 8 of the Notice

To consider and, if thought fit, to pass with or without modification(s) the following resolution **as an Ordinary Resolution**:

RESOLVED

that Shri Venkataraman Subramanian, be and is hereby appointed as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

Shri Gurcharan Singh (DP-Client ID: IN300206-10926854) proposed the above motion.

Shri T Sridhar (DP-Client ID: 1204470002821531) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority**.

SPECIAL BUSINESS- Item No. 9 of the Notice

To consider and, if thought fit, to pass with or without modification(s) the following resolution **as a Special Resolution**:

RESOLVED

that in terms of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the amendments/alterations/insertions/deletions in the Articles of Association of Rural Electrification Corporation Limited (REC) as detailed in the Explanatory

Statement annexed to the Notice of 42nd Annual General Meeting of the Company be and are hereby approved.

Shri Surender Kumar Arora (DP-Client ID: 1201410000010109) proposed the above motion.

Shri Inderjit Singh (DP-Client ID: IN300888- 13234665) seconded the motion.

Chairman invited comments/discussions, if any, on the motion. There being no comments from the Members on the same, the above resolution was put to vote by show of hands and the **same was passed with requisite majority**.

Chairman invited queries/comments, if any, from the Members on the working/operations of the Company. There being no queries/comments from the Members, Chairman announced formal closure of business of the Meeting and thanked the Chairman of the Audit Committee, other Directors, Authorised Representative of the President, all other Shareholders, Proxies, Statutory Auditors and others present at the Meeting, for their valuable cooperation and support.

On behalf of the Chairman, Company Secretary extended a formal Vote of thanks to all those present at the Meeting.

