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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
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Website www.recindia.com & www.recindia.nic.in

SEC-1/187(2)/2012/42 **Dated: October 9, 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 Minutes of the proceedings of the Forty Third Annual General Meeting of Rural Electrification Corporation Limited.

In continuation of our office letter dated September 20, 2012, please find enclosed a copy of the Minutes of the proceedings of the Forty Third Annual General Meeting of the Company held on September 20, 2012 for your information and records.

Thanking you

Yours faithfully,

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

Encl: a.a.

MINUTES OF THE PROCEEDINGS OF THE FORTY THIRD ANNUAL GENERAL MEETING OF RURAL ELECTRIFICATION CORPORATION LIMITED HELD ON THURSDAY , THE 20TH DAY OF SEPTEMBER, 2012 AT 11.00 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI-110010.

PRESENT (on the Dais):

1. Shri Rajeev Sharma	Chairman & Managing Director and Shareholder (in the Chair)
2. Shri Prakash Thakkar	Director (Technical) and Shareholder
3. Shri Ajeet Kumar Agarwal	Director (Finance) and Shareholder
4. Shri Badri Narain Sharma	Government Nominee Director and Chairman-Shareholders/Investors Grievance Committee
5. Dr. Devi Singh	Independent Director
6. Dr. Govinda Marapalli Rao	Independent Director and Chairman- Audit Committee
7. Shri Venkataraman Subramanian	Independent Director
8. Dr. Sunil Kumar Gupta	Independent Director
9. Shri Sanjeev Kumar	Nominee of the President of India
10. Shri Rakesh Kumar Arora	General Manager (Finance)- Resources
11. Shri Jyoti Shubhra Amitabh	General Manager & Company Secretary

BY INVITATION:

Shri R.C. Pandey, Partner of Bansal & Co., Chartered Accountants and Shri K.S. Ponnuswami, Partner of P.K. Chopra & Co., Chartered Accountants, Joint Statutory Auditors of the Company were present.

ATTENDANCE

13,483 Members in person and 516 members through proxy were present in the Meeting.

- General Manager (Finance)- Resources welcomed the Chairman of the Meeting, Chairman of the Audit Committee, Directors and Nominee of the President of India and Company Secretary of the Company. The Members and Proxies, the Partners of the Joint Statutory Auditors and others present at the Meeting were also extended a warm welcome to the Meeting.

- Company Secretary thereafter confirmed that requisite quorum was present for the Meeting.

- **The Chairman then brought the Meeting to order and delivered his speech highlighting Economic Environment of the Country, Outlook on Power Sector, Performance Highlights of the Company, Dividend for the Financial Year 2011-12, Company financing of Power Projects including Generation Projects and Transmission & Distribution Projects, Rajiv Gandhi Grameen Vidyutikaran Yojana, Subsidiary Companies & Joint Venture, Company's initiative in Corporate Governance, Corporate Social Responsibility, MoU Rating & Award, Other Initiatives and Future Strategy of the Company.**

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

- Thereafter, the Company Secretary read out the Auditors' Report.

- The Chairman further directed the Company Secretary to take up the business from the Notice one by one.

ORDINARY BUSINESS- Item No. 1 of the Notice

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.

.....

Company Secretary read the following Resolution to be passed as an **ORDINARY RESOLUTION**:-

"RESOLVED THAT 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, 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, Nominee of the President of India (DP-Client ID: IN301330-20471069) seconded the motion.

The Chairman invited the Members for their comments, 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 confirm Interim Dividend and declare Final Dividend on equity shares for the Financial Year 2011-12.

.....

Company Secretary read the following Resolution to be passed as an **ORDINARY RESOLUTION**:-

"RESOLVED THAT an Interim Dividend @ ₹ 5/- per equity share on the paid up capital of the Company with total pay-out of ₹ 4,937,295,000/- paid by the Company in February, 2012, in terms of the resolution passed by the Board of Directors at their 382nd Meeting held on January 25, 2012 be and is hereby confirmed".

"RESOLVED FURTHER THAT as recommended by the Board of Directors at their 386th Meeting held on May 23, 2012, a Final Dividend of ₹ 2.50/- per equity share on the paid up capital of the Company, amounting to a total pay-out of ₹ 2,468,702,861/- including additional pay-out of ₹ 55,361/- due to the amount payable towards rounding off to the nearest rupee be and is hereby declared out of the profits of the Company for the Financial Year 2011-12, and be paid on Thursday, October 4, 2012 to the members or their mandates whose names appear on the Company's Register of Members on Thursday, September 20, 2012 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 business hours on Wednesday, September 5, 2012 as notified under the Notes to the Notice of the Meeting".

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

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

The Chairman invited the Members for their comments, 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 Prakash Thakkar, who retires by rotation and being eligible, offers himself for re-appointment.

.....

Company Secretary read the following Resolution to be passed as an **ORDINARY RESOLUTION**:-

"RESOLVED THAT Shri Prakash Thakkar, 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 Gurcharan Singh (DP-Client ID: IN300206-10926854) proposed the above motion.

Smt. Akanksha Agarwal (DP-Client ID: IN301428-10016090) seconded the motion.

The Chairman invited the Members for their comments, 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 appoint a Director in place of Dr. Devi Singh, who retires by rotation and being eligible, offers himself for re-appointment.

.....

Company Secretary read the following Resolution to be passed as an **ORDINARY RESOLUTION**:-

"RESOLVED THAT Dr. Devi 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 Section 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 Viresh Chachra (DP-Client ID: 1202060000619076) proposed the above motion.

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

The Chairman invited the Members for their comments, 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. 5 of the Notice

To fix the remuneration of Auditors for the Financial Year 2012-13.

.....

Company Secretary read the following Resolution to be passed as an **ORDINARY RESOLUTION**:-

"RESOLVED THAT 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 2012-13".

Shri Prem Prakash Goel (DP-Client ID: IN300966-10512997) proposed the above motion.

Shri Kuldeep Rai (DP-Client ID: IN302902- 40204845) seconded the motion.

The Chairman invited the Members for their comments, 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 appoint Shri Rajeev Sharma as Chairman and Managing Director of the Company.

.....

Company Secretary read the following Resolution to be passed as an **ORDINARY RESOLUTION**:-

"RESOLVED THAT Shri Rajeev Sharma, be and is hereby appointed as Chairman and Managing Director of the Company, not liable to retire by rotation".

Ms. Manju Gupta (DP-Client ID: IN300394-14789254) seconded the motion.

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

The Chairman invited the Members for their comments, 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 appoint Dr. Sunil Kumar Gupta as Director of the Company.

.....

Company Secretary read the following Resolution to be passed 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".

Shri Praveen Kumar (DP-Client ID: IN301151-21802357) proposed the above motion.

Shri Vijay Kumar Malhotra (DP-Client ID: IN302236-11013136) seconded the motion.

The Chairman invited the Members for their comments, 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 appoint Shri Ajeet Kumar Agarwal as Director (Finance) of the Company.

Company Secretary read the following Resolution to be passed 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".

Shri Dinesh Kumar Gupta (DP-Client ID: 1204470002783013) proposed the above motion.

Ms. Suraksha (DP-Client ID: IN300206-10674239) seconded the motion.

The Chairman invited the Members for their comments, 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 authorise the Board of Directors of the Company to borrow upto ₹ 1,45,000 crore over and above the paid up capital and free reserves for the purpose of the business of the Company.

Company Secretary read the following Resolution to be passed 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 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 ₹ 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".

Shri Bansi Lal (DP-Client ID: 1201410000012013) proposed the above motion.

Shri Ajay Khurana (DP-Client ID: IN300708-10036432) seconded the motion.

The Chairman invited the Members for their comments, 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. 10 of the Notice

To authorise the Board of Directors of the Company to mortgage/create charge on immovable and/or movable properties of the Company, both present and future, for securing loan upto ₹ 1,45,000 crore over and above paid up capital and free reserves for the purpose of the business of the Company.

.....

Company Secretary read the following Resolution to be passed 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 security for the purpose of borrowing funds for the business purpose of the company from time to time not exceeding ₹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".

Shri Dharam Vir (DP-Client ID: 1304140001177531) proposed the above motion.

Shri Praveen Kumar Singhal (DP-Client ID: IN302679-33952840) seconded the motion.

The Chairman invited the Members for their comments, 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.**

After business items set out in the Notice of AGM were taken up, the Chairman invited queries/comments, if any, from the Members on the working/operations of the Company. The shareholders of the Company lauded the performance of the Company which they said was excellent in the backdrop of the volatile Indian Economy and challenges faced by the Power Sector in the Country. They complimented the Company on the descriptive and informative Annual Report and on the arrangements made for the Forty Third AGM of the Company. They further appreciated the Chairman and Managing Director, the Board of Directors and the services rendered by the staff of Company Secretary Division and other employees at the Corporate Office.

There being no other queries/comments from the Members, Chairman announced formal closure of business of the Meeting and thanked the Chairman of the Audit Committee, other Directors, Nominee of the President of India, all other Shareholders, Proxies, Statutory Auditors and others present at the Meeting, for their valuable cooperation and support.

On behalf of the Chairman, General Manager (Finance) - Resources extended a formal vote of thanks to all those present at the Meeting.

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