आरईसी REC
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Endless energy. Infinite possibilities.

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
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CIN : L40101DL1969GOI005095 Website: www.recindia.nic.in

SEC-1/187(2)/2015/ 1399

Dated: May 28, 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**

Dear Sirs,

Sub: Revised Code for Prevention of Insider Trading in REC equity shares / securities and Code of practices & procedure for Fair Disclosure of Unpublished Price Sensitive Information of Rural Electrification Corporation Limited.

In terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular dated 11th May, 2015, it is hereby informed that the Board of Directors of the Company, in its 413th Meeting held on 28th May, 2015 has approved the revised Code for Prevention of Insider Trading in REC equity shares / securities and Code of practices & procedure for Fair Disclosure of Unpublished Price Sensitive Information.

A copy of the said Code is enclosed for your information and record.

Thanking you,

Yours faithfully,

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

Encl: As above

CODE FOR

PREVENTION OF INSIDER TRADING IN REC EQUITY SHARES / SECURITIES

[Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

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CHAPTER I

1.1 Preliminary

This Code of Conduct for Prevention of Insider Trading is framed pursuant to **Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015**. This Code is being framed with an aim that the Employees and Connected persons and his /her immediate relatives, as defined in the Code, do not derive any benefit or assist others to derive any benefit from the access to and possession of **Unpublished** Price Sensitive Information (UPSI) about the Company which is not in the public domain and thus constitutes Insider information.

The objective of the Code is to regulate, monitor and report trading in securities of the Company by Designated employees and other Connected Persons towards achieving compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code also provides for Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

CHAPTER II
DEFINITIONS

In this Code, unless the context otherwise requires:

(i) **"SEBI Act"** or **"Act"** means the Securities and Exchange Board of India Act, 1992;

(ii) **"Regulations"** means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

(iii) **"the Company"** means Rural Electrification Corporation Limited (REC);

(iv) **"Code"** means this Code of Conduct for Prevention of Insider Trading;

(v) **"Compliance officer"** means any senior officer, designated so and reporting to the Board of Directors or Head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Listed company or the Head of an organization, as the case may be.

(vi) **"Connected Person"** means-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

(a) an immediate relative of connected persons specified in clause (i); or
(b) a holding company or associate company or subsidiary company; or
(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of Board of Trustees of a Mutual Fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the Board of Directors or an employee, of a Public Financial Institution as defined in section 2(72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
(i) a Banker of the company; or
(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

(vii) **"Dealing in Securities"** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the Securities of the Company either as principal or agent.

(viii) **"Designated Employees"** shall mean:-

a. All members of the Board of Directors of the Company, Key Managerial Personnel and Chief Vigilance Officer.
b. All employees working in the offices of Chairman and Managing Director and Whole-time Directors of the Company.
c. All employees working in Corporate Office.
d. All ZMs / CPMs / employees in the level of Manager and above, posted in Zonal / Project / CIRE / Sub-Offices of the Company, from time to time.
e. The Directors and Employees of the subsidiary companies.
f. Immediate relatives of (a) to (e) above.
g. Any other employee, whether permanent or contractual, as may be notified by the Compliance Officer, with the approval of CMD.
h. Insiders having possession of unpublished price sensitive information.

In case any of the Designated Employee leaves the services of the Company, he/she shall continue to be considered as Designated Employee for a further period of six months subsequent to the date of his/her leaving the Company.

(ix) **"Director"** means a member of the Board of Directors of the Company.

(x) "**Free Period**" means any period other than "**Prohibited Period**".

(xi) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis. For this purpose, Information published on the website of a stock exchange, would ordinarily be considered generally available.

(xii) **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

(xiii) **"Insider"** means any person who is:
i) a connected person; or
ii) in possession of or having access to unpublished price sensitive information;

(xiv) **"Insider Trading"** means when Insiders use Unpublished Price Sensitive Information to arrive at Securities trading (including buying as well as selling) decisions, the action is referred to as Insider Trading.

(xv) **"Key Managerial Personnel**" or "KMP", in relation to a company means:-

(a) Chief Executive Officer or the managing director or the manager;
(b) Whole-time director;
(c) Company Secretary;
(d) Chief Financial Officer; and
(e) Such other officer as may be prescribed.

(xvi) **"Officer"** means any person as defined in Section 2(*59*) of the Companies Act, 2013, i.e. including any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act and **includes any person having contractual or fiduciary relation with the Company such as auditors, accountancy firms, law firms, analysts, consultants etc. assisting or advising the Company**.

(xvii) **"Prohibited Period"** means the period during which the "Trading Window" is closed. Such Prohibited Period normally begins with 15 days prior to the date of the meeting in which the Board of Directors are to consider any Price Sensitive Information and ending after **48 hours** after the conclusion of the Board Meeting. In addition, such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman & Managing Director.

(xviii) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

(xix) **"Securities"** includes the following securities issued by the Company to public from time to time and listed in any Stock Exchange :

(a) shares, scrip, bonds, debentures, debenture stock or other marketable securities of like nature;
(b) any kind of derivatives in the Securities of the Company; and
(c) such other instruments recognized as securities under the Securities Contracts (Regulation) Act, 1956 and issued by the Company from time-to-time **except units of a mutual fund**;

(xx) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

(xxi) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed;

(xxii) "**Trading Window"** means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed;

(xxiii) **"Unpublished Price Sensitive Information"** or **"UPSI"** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

(i) Financial Results;
(ii) Dividends;
(iii) Change in capital structure;
(iv) Mergers, de-mergers, acquisitions, Delistings, disposals and expansion of business and such other transactions;
(v) Changes in Key Managerial Personnel; and
(vi) Material events in accordance with the Listing Agreement.
(vii) Any other matter as may be declared as Price Sensitive Information by the Compliance Officer under this Code;

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time or Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules made thereunder, as the case may be.

CHAPTER III

APPLICABILITY

This Code shall be applicable to and binding on all Directors, Key Managerial Personnel, Officers and Designated Employees of the Company and their immediate relatives for dealing in Securities of the Company with effect **from 15th May, 2015**.

CHAPTER IV

COMPLIANCE OFFICER

4.1 COMPLIANCE OFFICER

The Company Secretary shall be the Compliance Officer for the purposes of this Code. In his absence, any other official not below the rank of Deputy Manager - CS Division, as the case may be shall act as the Compliance Officer. The Compliance Officer shall report to the Chairman & Managing Director of the Company and shall provide reports, if any, to the Chairman of Audit Committee and to the Board of Directors.

In order to discharge his functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his functions. In the performance of his duties, the Compliance Officer shall have access to all information and documents relating to the Securities, Designated Employees and Price Sensitive Information of the Company.

The Compliance Officer shall maintain a Register of all Officers, Directors and Designated Employees and all changes taking place in the list from time to time shall be incorporated therein.

The Compliance Officer shall act as the focal point for dealing with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

4.2 DUTIES OF THE COMPLIANCE OFFICER:

a. He shall maintain a record of Designated Employees and any changes made to the list of Designated Employees in the prescribed form **(Form I)**.

b. He may in consultation with the Chairman & Managing Director and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.

c. He shall maintain a record of Prohibited Period specified from time to time in the prescribed format **(Form II).**

d. He shall be responsible for setting forth policies, procedures, monitoring adherence to the Rules for the preservation of 'Unpublished Price Sensitive Information', 'Pre-clearing of trades of employees and connected persons, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.

e. He shall maintain records of all the declarations submitted in the appropriate form given by the Promoters, Directors, Key Managerial Personnel and Employees for a minimum period of five years.

f. He shall place before the Chairman & Managing Director, on a monthly basis all the details of the dealing in the Securities by the Designated Employees, Directors and Officers of the

Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules.

g. Maintaining and implementation of the Code under the overall supervision of the Board of Directors of the Company.

h. Assisting all the Officers and Designated Employees to whom this code is applicable in addressing any clarifications regarding the Regulations and this Code.

i. Any other responsibilities as assigned under this Code or under SEBI (Prohibition of Insider Trading) Regulations, 2015.

CHAPTER V

PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

5.1 All Insiders including Directors, Officers and Designated employees shall maintain the confidentiality of Unpublished Price Sensitive Information coming into their possession or control. All information shall be handled within the organization on a need-to-know basis, i.e. the same shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their respective professional duties and whose possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

5.2 No Insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Further, to comply with this confidentiality obligation, no Insider shall, *inter alia*:

(i) pass on Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company, or
(ii) disclose Price Sensitive Information to their family members, friends, business associates or any other individual, or
(iii) discuss Price Sensitive Information in public places, or
(iv) disclose Price Sensitive Information to any other employee who does not need to know the information for discharging his or her professional duties, or
(v) recommend to anyone that they may undertake dealing in Securities of the Company while being in possession, control or knowledge of Price Sensitive Information, or
(vi) be seen or perceived to be dealing in Securities of the Company on the basis of Unpublished Price Sensitive Information.

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law.

5.3 No person shall procure from or cause the communication by any Insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be

listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.4 Notwithstanding anything contained in the Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

(i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company;
(ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available atleast two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

5.5 For the purpose of the Clause 5.4, the parties shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 5.4 and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

5.6 For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code regarding practice & procedure for Fair Disclosure set out at **Annexure-A**.

5.7 Limited access to confidential information - Files containing confidential information shall be kept secured. Computer files must have adequate security of log-in and password, etc.

CHAPTER VI

TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
(ii) in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making

individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(iii) Trades were pursuant to a Trading Plan set up in accordance with this Code.

In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons.

CHAPTER VII

TRADING WINDOW

7. Trading Restriction:

All **Directors, Key Managerial Personnel, Officers and Designated Employees** shall be subject to trading restrictions as enumerated below :-

7.1 Trading Window

The Company shall specify a trading period, to be called "trading window", for trading in the Company's securities. All Insiders, including Directors, Key Managerial Personnel, Officers and Designated Employees shall not trade in securities of the Company when Trading Window is closed. The period during which Trading Window is closed shall be termed as **Prohibited Period.**

7.2 The trading window shall be, inter alia, closed at the time of:—

(a) Declaration of Financial Results (quarterly, half-yearly and annually).
(b) Declaration of Dividends (interim and final).
(c) Changes in capital structure including issue of securities by way of public/rights/bonus etc.
(d) Any major expansion plans or execution of new projects.
(e) Amalgamation, mergers, de-mergers, acquisitions, takeovers, de-listings, disposals and buy-back.
(f) Disposal of whole or substantially whole of the undertaking.
(g) Any changes in policies, plans or operations of the company, disruption of operations due to natural calamities.
(h) Any proposed Joint Venture/Foreign Collaboration and major Consultancy work in India or abroad.
(i) Appointment or Removal of Key Managerial Personnel (KMP)
(j) Any other material events in accordance with Listing Agreement or as may be notified by the Company from time to time.

7.3 The period of closure shall be effective from **15 clear days prior** to the date on which the meeting of the Board of Directors is proposed to be held and extend **upto 48 hours** after the information is made public.

The said period of Closure of Trading window shall exclude the date of Notice of Closure of Trading Window and the date of Board Meeting. *For instance, if the Meeting of the Board of Directors is scheduled on 16th January, the Trading window shall be required to be closed from 1st January to 18th January and the Notice in respect of the same will have to be given on or before 31st December.*

However, in exceptional circumstances and for reasons recorded in writing, the period of closure of Trading Window prior to the Board meeting may be increased / decreased with prior approval of Chairman and Managing Director of the Company.

7.4 All Directors, Key Managerial Personnel, Officers and Designated Employees shall conduct all their dealings in the securities of the Company only during the Valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the Prohibited Periods or during any other period as may be specified by the Company from time to time.

7.5 In case of Employee Stock Option Plans (ESOPs), exercise of option and sale of shares allotted on exercise of ESOPs shall be governed as per Insider Trading Regulations prescribed by SEBI from time to time.

CHAPTER-VIII

PRE-CLEARANCE OF DEALINGS IN SECURITIES

8.1 Applicability

All Directors, Key Managerial Personnel and Designated Employees who intend to deal in the Securities either in own name or in the name of their immediate relatives beyond the minimum threshold limits mentioned below shall obtain Pre-clearance of the transactions as per the pre dealing procedure as described hereunder:-

Application for Pre-clearance shall be made for trades to be executed only during valid Trading Window period. Applications submitted for trade to be executed during a period when the Trading Window is closed shall be invalid and will be deemed to have been automatically rejected. Further, no Insider shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

Pre-clearance will not be necessary if the deal is for 5000 or less Equity Shares in a single transaction and/or less than 20000 Equity Shares to be traded in series of transactions within one week.

8.2 Pre-Clearance Procedure

An application for Pre-clearance of trade may be made in the prescribed form **(Form III)** to the Compliance Officer during valid Trading Window.

An undertaking shall be executed in favour of the Company by such Director, Key Managerial Personnel and Designated Employees incorporating, *inter-alia* the following clauses as may be applicable:

(a) That he/she does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the Undertaking.

(b) That in case he/she has access to or receives "Unpublished Price Sensitive Information" after the signing of the Undertaking but before the execution of the transaction, he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from dealing in the Securities of the Company till the time such information becomes public.

(c) That he or she has not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

(d) That he or she has made a full and true disclosure in the matter.

8.3 Approval

The Compliance Officer shall process the Pre-clearance applications and if Pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the Pre-clearance immediately but not later than 48 hours from the time of receiving the application.

For Pre-clearance of dealing in Securities by the Compliance Officer, approval of Chairman & Managing Director shall be required.

Every approval letter shall be issued in such format (**Form IV**). Every approval shall be dated and shall be valid for a period of seven trading days from the date of such approval. Trades that have been pre-cleared have to be executed within a period of **seven trading days** from the date of approval, failing which fresh pre-clearance would be needed for the trades to be executed.

However, such approval is automatically deemed to be withdrawn if such period is superseded by closure of Trading Window.

The Compliance Officer shall retain copies of all applications and acknowledgements and also maintain the Register of Pre-clearance of trade in prescribed format **(Form V)**.

In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any Unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.

8.4. Trading Plans

8.4.1 An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

8.4.2 Such trading plan shall:–

(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
(iii) entail trading for a period of not less than twelve months;
(iv) not entail overlap of any period for which another trading plan is already in existence;
(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
(vi) not entail trading in securities for market abuse.

8.4.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

8.4.4 The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

8.4.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

8.5 Other Restrictions

8.5.1 All Directors, Key Managerial Personnel and Designated Employees and their immediate relatives shall execute their order in respect of Securities of the Company within seven trading days from date of approval of pre-clearance. If the order is not executed within seven trading days from the date of approval, such designated persons must obtain fresh pre-clearance in respect of the same.

8.5.2 Further, all Directors, Key Managerial Personnel and Designated Employees and their immediate relatives who buy or sell any number of shares of the Company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. Further, such persons shall also not take positions in derivative transactions in the shares of the Company at any time.

The Compliance Officer, with the approval of Chairman and Managing Director, may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to Investor Protection and Education Fund administered by SEBI under the Act.

In the case of subscription in the primary market (Initial public offer / Further Public Offer), the above mentioned entities shall hold their investments for a minimum period of 30 days. Their holding period would commence when the securities are actually allotted.

8.5.3 In cases where of sale of Securities is necessitated by personal emergency, the Compliance Officer may waive the Holding Period after recording in writing, his or her reasons in this regard. An application for waiver of Holding Period shall be made to the Compliance Officer who shall maintain a Register of 'Waiver of restriction on holding investment in the Securities' for a minimum period of Six Months (30 days in case of IPO / FPO Allotment) in the prescribed form **(Form VI).**

8.6. Completion of Pre-cleared Dealing

(a) All Directors, Key Managerial Personnel and Designated Employees shall file within seven days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In the event of executing the transaction or not executing the transaction, a report to that effect shall be filed with the Compliance Officer **(Form VII)**.

(b) If a deal is not executed pursuant to the approval granted by the Compliance Officer within seven trading days, then such person shall apply once again to the Compliance Officer for Pre-clearance of the transaction covered under the said approval.

CHAPTER IX

DISCLOSURES

9.1 Initial Disclosures

(i) Every Promoter, Key Managerial Personnel and Director of the Company shall disclose his/her holding of securities of the Company as on the date of these regulations taking effect (i.e. 15th May, 2015), in **Form A** to the Compliance Officer within thirty days of these Regulations taking effect.

(ii) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a Promoter in **Form B**, to the Compliance Officer within seven days of such appointment or becoming a Promoter.

9.2 Continual Disclosures

(a) Every Promoter, Director and employee of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, **aggregates to a traded value in excess of Rupees Ten lakh** in **Form C.**

(b). The Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed, **within two trading days of receipt of the disclosure or from becoming aware of such information.**

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in Clause 9(2)(a). Further, disclosures to be made by any person under Clause 9.1 and 9.2 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

(c) **Annual Disclosure -** Annual statements of all holdings of Directors, Key Managerial Personnel and Employees and their immediate relatives in Securities of the Company as on 31st March of each year shall be furnished to the Compliance Officer by the **7th** of **next month in Form VIII**.

9.3 Disclosures by other connected persons

Any other connected person or class of connected persons, as may be specified by the Compliance Officer, with the approval of CMD, shall make disclosures of holdings and trading in securities of the Company in **Form D**.

9.4 Records of disclosures received by the Company

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of five years.

The Compliance Officer shall place before the Chairman and Managing Director, on a monthly basis, all the details of the dealing in the Securities by the Directors, Designated Employees, Officers of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in the Code.

CHAPTER X

PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Any Director or Designated Employee who trades in Securities or communicates any information for trading in Securities, in contravention of the Code of conduct, may be penalized and appropriate action may be taken by the Company.

Further, any contravention of SBI (Prohibition of Insider Trading) Regulations, 2015 shall be dealt by SEBI in accordance with the Act. Further, Officers and Designated Employees of the

Company who violate the Code of Conduct shall also be subject to sanctions and disciplinary action by the Competent Authority, including wage freeze, suspension etc. as per Employees (Conduct, Discipline and Appeal) Rules of the Company for the contravention of the Code of Conduct. However, the Competent Authority may grant relaxation from the strict applicability of the provisions of this Code provided that such relaxation do not violate the Regulations.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Under Section 15G of the SEBI Act, any insider who indulges in Insider Trading in contravention of Regulation 3 is liable to **penalty of ₹ 25 Crore or three times of the amount of profits made out of Insider Trading, whichever is higher**.

Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a **maximum period of ten years or with fine which may extend to ₹ 25 Crores or with both.**

Without prejudice to its rights under Section 24 of the SEBI Act, SEBI can also pass any or all of the following order to an Insider-

- Directing him/her not to deal in the Company's Securities in any particular manner.
- Prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
- Restraining him/her from communicating or counseling any of the person to deal in Company's Securities.
- Declaring the transitions in Securities as null and void.
- Directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the seller the price as provided.
- Directing him/ her to transfer specified amount to Investor Protection Fund of a recognized Stock Exchange.

Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case, it is observed by the Company and /or the Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed promptly by the Company.

CHAPTER XI
AMENDMENT

Chairman & Managing Director (CMD) of the Company shall have the power to amend any of the provisions of this Code in the light of changes in regulatory provisions or any new forms for disclosures, as may be prescribed by SEBI / Stock Exchanges, from time to time.

CHAPTER XII
MISCELLANEOUS

12.1 Disclosure of the Code to the Stock Exchanges

The Code for Prevention of Insider Trading of REC and Code for practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.

Further, the said Code shall also be uploaded on the website of the Company.

12.2. Further, it shall be ensured that the Company deals with only such market intermediary / every other person, who is required to handle UPSI, who have formulated a code of conduct as per the requirements of the Regulations.

12.3 Clarification

For any clarification concerning this Code, the Directors, Key Managerial Personnel, Officers and Employees may please contact the Compliance Officer.

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ANNEXURE-A

RURAL ELECTRIFICATION CORPORATION LIMITED
CODE OF PRACTICES & PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. **Overseeing and Coordinating disclosure**

The Company Secretary and in his absence any Executive not below the rank of General Manager as may be nominated by the Chairman & Managing Director, shall be the Chief Investor Relations Officer (CIRO) for prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery, as soon as credible and concrete information come into being in order to make such information generally available.

He shall also be responsible for prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.

CIRO, with the approval of the Chairman & Managing Director shall be responsible for uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to the Stock Exchanges, analysts, shareholders, media and educating staff.

2. **Responding to market rumours**

The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumours received from Stock Exchanges or from the Press or Media or from any other source to CIRO.

CIRO shall on receipt of requests as aforesaid, consult the Chairman & Managing Director as the case may be and respond to the same without delay.

CIRO shall be also responsible for deciding, in consultation with the Chairman and Managing Director of the Company, appropriate and fair response to queries on news reports and ~~as to~~ necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

All the requests/ queries received shall be documented and so far as practicable, CIRO shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the CIRO unless the Chairman and Managing Director approves the same.

3. **Timely reporting of shareholdings/ownership and changes in ownership**

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownerships of major shareholders and disclosure of changes in ownership as required under the Listing Agreements and/or any rules, regulations made under the Securities and Exchange Board of India Act, 1992 are made timely and in adequate manner.

Any such shareholding/ownership reporting by the Compliance Officer shall also be reported to the Chairman and Managing Director from time to time.

4. **Disclosure/ dissemination of Price Sensitive Information to Analysts, Institutional Investors and Research Personnel**

Other than Directors, no person, except those authorized by CIRO shall disclose any information relating to the Company's Securities to Analysts, Institutional Investors and Research Personnel. CIRO shall be invited to meetings/conferences organized by the Company with the Analysts/Institutional Investors.

Further, all Directors, KMP and Employees of the Company should follow the guidelines given hereunder while dealing with Analysts and Institutional Investors.

(i) **Sharing of Non Public Information**

The Directors, Officers and Employees shall provide only published information to the Analysts /Research Persons/Institutional Investors. In case, unpublished price sensitive information is proposed to be provided, the person proposing to so provide information shall consult CIRO and in such cases shall ensure that the information provided to the Analyst/Research Person /Investor as above is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with Analyst's questions that raises issues outside the intended scope of discussion.

(ii) **Handling of unanticipated Questions**

CIRO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Chairman & Managing Director. If the answer to any question requires dissemination of Price Sensitive Information, the Public Spokesperson shall report the same to the Chairman & Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement of such price Sensitive Information aforesaid and respond to such unanticipated questions.

(iii) **Recording of discussion**

All the meetings with Analysts, Broker or Institutional Investor shall be attended by CIRO who may make transcripts and arrange for recording of proceedings of the meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures.

(iv) **Simultaneous release of information**

Whenever the Company proposes to organize meetings with Investment Analysts/Institutional Investors, the Company shall make a Press Release or post relevant information on its website after every such meeting. The Company may also consider live web casting of analyst meets.

CIRO shall be responsible for drafting of the Press Release or the text of the information to be posted on the Company's website, in consultation with the Chairman & Managing Director.

5. **Medium of disclosure/dissemination**

CIRO**,** in consultation with the Compliance Officer and with the approval of Chairman & Managing Director shall disseminate all Price Sensitive Information on a continuous and in a timely manner to Stock Exchanges where its Securities are listed and thereafter to the Press.

As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website CIRO. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.

The Information filed by the Company with the Stock Exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.

6. **Handling of all unpublished price sensitive information on a need-to-know basis**

All information shall be handled within the organization on a need-to-know basis, i.e. the same shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their respective professional duties and whose possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

Further, it shall be ensured that all unpublished price sensitive information shall be handled within the Company on a 'need-to-know' basis and shall not be communicated, provided or allowed access to, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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FORM-I

REGISTER OF DESIGNATED EMPLOYEES

SL NO.	NAME	DESIGNATION	DEPARTMENT	PLACE OF WORK	EMP.NO.	DATE OF JOINING

DATE OF BECOMING DESIGNATED EMPLOYEE	DATE OF CESSATION AS DESIGNATED EMPLOYEE	DP ID OR FOLIO NO.	REMARKS

FORM – II

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW/PROHIBITED PERIOD

SL NO.	PURPOSE FOR WHICH TRADING WINDOW CLOSED	START DATE OF CLOSURE OF TRADING WINDOW	DATE OF NOTIFYING CLOSURE OF TRADING WINDOW, IF ANY	DATE OF OPENING OF TRADING WINDOW	DATE OF NOTIFYING OPENING OF TRADING WINDOW	REMARKS

FORM-III

APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES

To

The Compliance Officer

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code for Prevention of Insider Trading in REC Equity shares / securities, I seek approval for purchase/sale/ subscription of the Securities (give description) of the Company as per the details given below:

Name & Designation :

Department :

Date of Joining / becoming Director/Officer/:
Designated Employee

SL NO.	**No. Of Securities held (including the dependent members) as on the date of application**	**Folio No. /DP ID & Client ID**	**Nature of new transaction for which approval is sought**	**Estimated number of securities to be dealt**

Estimated consideration value	**Whether proposed transaction is in the self name or in the name of dependent family member**	**Name of the dependent, if the transaction is in the name(s) of the dependent(s)**	**Date of Purchase /allotment**	**Previous approval no. and date of Purchase/allotment**

UNDERTAKING

In this connection I solemnly confirm and declare:

a) **THAT** I do not have access and /or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking.

b) **THAT** in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.

c) **THAT** I have not contravened the Code for Prevention of Insider Trading in REC Equity shares / securities, as notified by the Company from time to time.

d) **THAT** I have not entered into any sale transaction of the shares of the Company in the last six months prior to the proposed date of purchase/ THAT I have not entered into any purchase transaction of the shares of the Company in the last six months (30 days in case of IPO allotment) prior to the proposed date of sale.
e) I undertake to submit the necessary report within seven days of execution of the transaction/or Nil report if the transaction is not undertaken.
f) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
g) I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.
h) I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.

Pre-clearance may kindly be accorded in terms of provisions of the Code for Prevention of Insider Trading in REC equity shares / securities and Code of practices & procedure for fair disclosure of unpublished price sensitive information of REC.

.

Date…….
Place…….

Signature……
Name & Designation……..

FOR OFFICE USE

Serial number of the application received _____
Date & time of receipt of the Application_____
Date & time of communication of the pre-clearance or otherwise_____
Reasons for not giving pre-clearance_____

Signature of the Compliance Officer /
Authorised Officer

FORM-IV

Letter of intimation of Pre-clearance

Director/Officer/Designated employees
Employee No……..
Designation……

Dear Sir,

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorized /not authorized to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the Code for Prevention of Insider Trading in REC equity shares / securities, the above-mentioned transaction is to be completed within ……. i.e. within seven trading days from the date of such pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till …… (i.e. for 7 trading days from the date of this approval). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within seven {7} trading days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Kindly also note that in terms of the Code for Prevention of Insider Trading in REC equity shares / securities and Code of practices & procedure for fair disclosure of unpublished price sensitive information of REC, you shall not enter into an opposite transaction i.e. sell or buy any number of shares of the Company for a period of six months following this transaction of purchase or sale.

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of
Rural Electrification Corporation Limited

Compliance Officer/Authorised Officer

FORM-V

REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES

Sl No.	Name	Designation	Department	Date & time of Receipt of pre-clearance application	Nature of Transaction (purchase or Sale)	Estimated number Of securities Indicated in the Application

Estimated Consideration Value indicated In the Application	Name of the Dependent if the Transaction is in the name of the Dependent	Date of Communication of the Clearance by The Compliance Officer	Reasons for Non Clearance, if Not cleared	Date of Placement Before Grievance Committee	Number of Securities Actually Traded, if Intimated	Remarks

FORM-VI

REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITIES WITHIN 6 MONTHS (30 DAYS IN CASE OF IPO/FPO ALLOTMENT) OF ACQUSITION

Sl No.	Name	Designation	Department	Name of the dependent, if the Shares held in the name of Dependent	Number of Shares

Consideration Value	Reasons for waiver	Date of Communication of Waiver	Remarks

FORM-VII
FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS
(To be submitted within 7 days of transaction /Dealing in Securities of the Company)

Date

To,
The Compliance Officer
Rural Electrification Corporation Limited

Dear Sir,

DETAILS OF PRE-APPROVED TRANSACTION
Ref: Your Approval letter No. ……. dated……..

I hereby inform you that I
• **have not bought /sold / subscribed any securities**
• **have bought/sold/subscribed to the …….Securities (give description) as mentioned below on …….(insert date)**

Name of the holder	**First or joint holder ****	**No. of Securities dealt with**	**Bought /Sold/ Subscribed**	**DP ID/Client ID (electronic form) where the securities will be debited or credited or Folio no. for physical securities**	**Price (₹)**

** "F" first holder "J" joint holder

In connection with the aforesaid transaction (s), I hereby undertake to preserve, for a period of 3 (Three) Years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of Payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions.)
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Insider Trading Code and /or applicable laws /regulations have been contravened for effecting the above said transaction(s).

I declare that I have not entered and would not enter into an opposite transaction i.e. Purchase or Sale in the shares of the Company for a period of 6 Months (30 days in case of IPO/FPO allotment) from the date of this transaction. In case there are any urgent need to sale the securities within said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase/ subscription).

Yours truly,
Signature:……..
Name :…….
Emp No:…….
Dept/Div……

FORM-VIII
PROFORMA FOR CONTINUOUS DISCLOSURE OF SECURITIES HOLDING TO BE SUBMITTED BY DIRECTORS AND DESIGNATED EMPLOYEES.

Dear Sir,

I …….. Director/ Designated Employee of REC, furnish below the details of transaction(s) in the securities of REC, during the financial year…… as well as shareholding as on 31st March……..

Name & Designation of the Director/Officer/
Designated Employee :
Department of Designated Employee :
Date of Joining /becoming Director/Officer/
Designated employee :

I. Details of transaction /shareholding in own name

No. of securities held as on……(date of previous disclosure)	**Date of transaction**	**Details of securities purchased during the year**		**Details of securities Sold during the year**		**No. of securities as on….(date of present disclosure)**	**Folio No./DP ID & Client ID**
		No.	**Consideration**	**No.**	**Consideration**		

II. Details of transaction /shareholdings of dependent family members.

Name of the dependent	**Relationship**	**No. of securities held as on…… (date of previous disclosure)**	**Date of transaction**	**Details of securities Purchased**		**Details of securities sold**		**No. of securities Held as on….. (date of present disclosure)**	**Folio No./ DP ID & Client ID**
				No.	**Value**	**No.**	**Value**		

I declare that I will comply/ have complied with the requirements of not entering into an opposite transaction in the shares of the Company for a minimum period of 6 Months (30 days in case of IPO/FPO allotment) following a prior transaction.

Date:
Place: Signature

E-mail ID:

Mobile No.:

PAN:

RURAL ELECTRIFICATION CORPORATION LIMITED
CIN : L40101DL1969GOI005095 ISIN: INE020B01018

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:
Date:
Place:

RURAL ELECTRIFICATION CORPORATION LIMITED
CIN : L40101DL1969GOI005095 ISIN: INE020B01018

FORM B
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:
Date:
Place:

RURAL ELECTRIFICATION CORPORATION LIMITED
CIN : L40101DL1969GOI005095 ISIN: INE020B01018

FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2)]

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address of Promoter/	Category of Person (Promoters/ KMP/ Directors /immediate relatives/ others etc)	Securities held prior to acquisition/ disposal		Securities acquired /Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares, specify		Date of intimation to Company	Mode of acquisition (market purchase/ public rights/ preferential offer/ off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
Employee/ Director with contact nos.		Type of security (For eg. – Shares, Warrants Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4			5		6		7						

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:
Date:
Place:

RURAL ELECTRIFICATION CORPORATION LIMITED
CIN : L40101DL1969GOI005095 ISIN: INE020B01018

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(3) – Transactions of Other connected persons as identified by the Company]

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address of connected persons, as identified by the Company with contact nos.	Connection with the Company	Securities held prior to acquisition/ disposal		Securities acquired /Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares, specify		Date of intimation to Company	Mode of acquisition (market purchase/ public rights/ preferential offer/ off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4			5		6		7						

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:
Date:
Place: