आरईसी REC
असीमित ऊर्जा, अनन्त संभावनाएं
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 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)/2010/ Dated: 08.09.2010

(1) The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), **Mumbai-400051.**	(2) Listing Department, Bombay Stock Exchange Limited, 1st Floor, P.J. Towers, Dalal Street, **Mumbai-400 001.**
Kind Attn. : Shri Nagesh Pai	**Kind Attn. : Shri Rakesh Parekh**
Scrip Code : RECLTD	**Scrip Code : 532955**

Dear Sirs

Sub: Submission of proceedings of 41st Annual General Meeting of the Company

This is in continuation of our letter dated 6th August, 2010 enclosing copies of Notice of 41st Annual General Meeting (AGM) of the Company to be held on 8th September, 2010.

In compliance of Listing Agreement, this is to inform you that the 41st Annual General Meeting of the Company was held at 11:00 AM on Wednesday, the 8th September, 2010 at Air Force Auditorium, Subroto Park, New Delhi-110010.

The items of business transacted/resolution passed at the said Meeting are furnished below:

Sl. No.	Business Transacted/Resolution Passed	Decision
1.	To receive, consider and adopt the audited Balance Sheet as at 31st March, 2010 and Profit and Loss Account for the Financial Year ended on that date along with the Report of the Board of Directors and Auditors thereon. **Resolution** **RESOLVED** **that the Audited Balance Sheet of the Company as at 31st March 2010 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 and the Comments thereon of the Comptroller and Auditor General of India, be and is hereby received, considered and adopted.**	**Passed as an Ordinary Resolution with Requisite Majority.**

2.	To note the payment of Interim Dividend and declare Final Dividend for the financial year 2009-10." **Resolution** **RESOLVED** **that the resolution passed by the Board of Directors at their 358th Meeting held on 30th December, 2009 regarding payment of Interim Dividend @ Rs. 3 per share on the paid up capital of the Company, in respect of which a total sum of Rs. 257,59,80,000 has been paid in January, 2010 be and is hereby noted.** **RESOLVED FURTHER** **that as recommended by the Board of Directors at their 364th Meeting held on 19th May, 2010, a Final Dividend of Rs. 3.50 per share on the paid up capital of the Company, amounting to a total pay-out of Rs. 345,61,06,500, be and is hereby declared out of the profits of the Company for the Financial Year 2009-10, and be paid to the members or their mandates whose names appear on the Company's Register of Members on 8th September, 2010 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 25th August, 2010, as notified under the Notes to the Notice of the Meeting.** **RESOLVED FURTHER** **that the amount of Final Dividend payable for each member be rounded off to the nearest rupee, where applicable, as per Rule 23 of Companies (Central Government's) General Rules and Forms, 1956, resulting in an extra pay-out of Rs. 58,761/-**	**Passed as an Ordinary Resolution with Requisite Majority.**
3.	To appoint a Director in place of Shri Venugopal N. Dhoot, Director, who retires by rotation and being eligible, offers himself for re-appointment. **Resolution** **RESOLVED** **that Shri Venugopal N. Dhoot, 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**	**Passed as an Ordinary Resolution with Requisite Majority.**

	period of office will be liable to determination by retirement of Directors by rotation.	
4.	To appoint a Director in place of Dr. Devi Singh, Director, who retires by rotation and being eligible, offers himself for re-appointment. **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 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.**	**Passed as an Ordinary Resolution with Requisite Majority.**
5.	To fix the remuneration of Auditors **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, to fix and approve the remuneration of Statutory Auditors/Joint Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for the Financial Year 2010-11.**	**Passed as an Ordinary Resolution with Requisite Majority.**
6.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution.** **Resolution** **RESOLVED** **that the consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of Section 293(1) (d) of the Companies Act, 1956 for increasing the total borrowing limit of the Company from Rs. 75,000 Crore (Rupees Seventy Five Thousand Crore only) to Rs. 100,000 Crore (Rupees One Lakh Crore only) for the purpose of the business of the Company notwithstanding that the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves."**	**Passed as an Ordinary Resolution with Requisite Majority.**

7.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution.** **Resolution** **RESOLVED** **that the consent of the Company be and is hereby accorded under the provisions of Section 293 (1) (a) of the Companies Act, 1956 to the Board of Directors of the Company to mortgage and / or create charge on all or any of the immovable and / or movable properties of the Company, both present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company for securing loans upto a total amount of Rs. 100,000 Crore (Rupees One Lakh Crore only) for the purpose of the business of the Company.**	**Passed as an Ordinary Resolution with Requisite Majority.**
8.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution.** **Resolution** **RESOLVED** **that consent of the Company be and is hereby accorded subject to obtaining necessary approval of the Reserve Bank of India and any other Statutory/regulatory authorities as per applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations 2000, the Master Circular No. 01/2009-10 dated July 1, 2009 issued by the Reserve Bank of India and all other applicable statutes, rules, regulations, guidelines and procedures (including any amendments or re-enactments or re-notification thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Foreign Investment Promotion Board, and other concerned authorities and such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, for increasing the limit of total holdings of all Foreign Institutional Investors (FIIs) including their sub-accounts, either by subscription, direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, in the paid up equity share capital of the Company from 24% to 35 %, subject to the condition that the holding of any single FII or each**	**Passed as a Special Resolution with Requisite Majority.**

	SEBI approved sub-account of a FII or the concerned FII group does not exceed 10% of the paid up capital of the company.	
9.	To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:-** **Resolution** **RESOLVED** **that in terms Section 31 and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded for substitution of the existing Articles 82(2) and 82(3) of the Articles of Association of the Company reading as under:** **Quote** **82(2): Appointment of Vice Chairman/ Managing Director and other Directors who are not liable to retire by rotation:** **In addition to the Chairman/ Chairman and Managing Director, President may also appoint Vice Chairman/ Managing Director, whole time functional Director and other Directors in consultation with Chairman/ Chairman and Managing Director. No such consultation will however be necessary in case of appointment of Directors representing the Govt.** ***The total number of Directors including Chairman/ Chairman and Managing Director/ Vice Chairman/ MD/ whole-time functional directors and other Directors appointed under this Article shall not exceed 1/3rd of the total number of Directors of the Company and they shall not be liable to retire by rotation.*** **82(3): Appointment of Directors who are liable to retire by rotation:** **The remaining Directors constituting 2/3rd of the Directors, whether whole time functional Directors or Part time official/ part time Non Official Directors will be appointed in the General Meeting, in accordance with the provisions of the Act. The Directors so appointed shall be liable to retire by rotation.** **Unquote** **with the following revised/amended Articles:-** **Quote**	**Passed as a Special Resolution with Requisite Majority.**

	82(2): Appointment of Vice Chairman/ Managing Director / other Directors: **In addition to the Chairman/ Chairman and Managing Director, President may also appoint Vice Chairman/ Managing Director, whole time functional Director and other Directors in consultation with Chairman/ Chairman and Managing Director. No such consultation will however be necessary in case of appointment of Directors representing the Govt.** **82(3): Appointment of Directors who are liable to retire by rotation:** **Two-third (any fraction to be rounded off to the next number) Directors of the Company shall be persons whose period of office shall be liable to determination by rotation and save as otherwise expressly provided in the Act, be appointed by the company in General Meeting.** **Unquote**	

Copy of Minutes of Proceedings at the 41st AGM held on 08.09.2010 will be forwarded in due course.

Thanking you,

Yours faithfully

(B.R. Raghunandan)
ED & Company Secretary