



आर ई सी लिमिटेड | REC Limited

(Formerly Rural Electrification Corporation Limited)

(भारत सरकार का उद्यम) / (A Government of India Enterprise)

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CIN : L40101DL1969GOI005095 | GST No.: 07AAACR4512R1Z3



SEC-1/187(2)/2021/396

Dated: September 24, 2021

लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - ४०० ०५१	कॉर्पोरेट संबंध विभाग बीएसई लिमिटेड पहली मंजिल, फीरोज जीजीभोय टावर्स दलाल स्ट्रीट, फोर्ट, मुंबई - ४०० ००१
स्क्रिप कोड—RECLTD	स्क्रिप कोड—532955
Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.	Corporate Relationship Department BSE Limited 1 st Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001.
Scrip Code—RECLTD	Scrip Code—532955

Sub: Proceedings of 52nd Annual General Meeting of REC Limited held on September 24, 2021.

Dear Sir(s),

The 52nd Annual General Meeting of REC Limited (REC) was held on September 24, 2021. As per requirement of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of the 52nd AGM of REC are enclosed herewith at **Annexure I**.

The results of the matters that were put to vote, as required under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 will be submitted separately.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

(J. S. Amitabh)

Executive Director & Company Secretary

Encl.: as above

Regional Offices: Bangalore, Bhopal, Bhubaneswar, Chennai, Guwahati, Hyderabad, Imphal, Jaipur, Jammu, Kolkata, Lucknow, Mumbai, Panchkula, Patna, Raipur, Ranchi, Thiruvananthapuram & Vijayawada

State Offices : Dehradun, Itanagar, Shillong, Shimla, Vadodara & Varanasi

Training Centre : REC Institute of Power Management & Training (RECIPMT), Hyderabad

PROCEEDINGS OF THE 52ND ANNUAL GENERAL MEETING OF REC LIMITED HELD ON FRIDAY, SEPTEMBER 24, 2021 THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS.

The 52nd Annual General Meeting (AGM) of **REC Limited** (“**REC**”) was held on **Friday, September 24, 2021 at 11:00 A.M. (IST)**, through Video Conferencing / Other Audio Visual Means (VC/OAVM), in accordance with the provisions of the Companies Act, 2013 read with the rules made thereunder and the Circulars issued in this regard by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Following Directors were present through VC/OAVM:-

1. Shri Sanjay Malhotra, Chairman and Managing Director (Chairman for the meeting)
2. Shri Sanjeev Kumar Gupta, Director (Technical)
3. Shri Ajoy Choudhury, Director (Finance)
4. Shri Vishal Kapoor, Government Nominee Director and Chairperson of Audit Committee
5. Shri Praveen Kumar Singh, Nominee Director of PFC and Chairperson of Stakeholders Relationship Committee

Shri J.S. Amitabh, Executive Director & Company Secretary was also in attendance. Further, representative of Statutory Auditors namely Shri S. Murthy from M/s S.K. Mittal & Co. and Shri Atul Aggarwal from M/s O.P. Bagla & Co. LLP were present in the meeting through video conferencing. Further, Shri Hemant Kumar Singh from M/s Hemant Singh & Associates, Secretarial Auditors, was present in the meeting through video conferencing.

Shri Manohar Balwani, representative of Power Finance Corporation Limited, the holding company of REC, had also joined the meeting. In addition to the same, 147 shareholders attended the AGM through VC/OAVM.

In terms of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 52nd AGM of REC were as under:-

- I. At the outset, the Company Secretary welcomed the shareholders of the Company to the 52nd AGM being held virtually. He apprised the shareholders about general instructions for attending the AGM through VC/OAVM and e-voting thereat. He also introduced the Chairman, other Directors and representative of PFC present in the meeting. He added that statutory registers and other documents referred to in the Notice are available for inspection; and the proceedings of AGM are being webcast on the Company’s website. He further added that requisite quorum for the meeting is present. Thereafter, he requested the Chairman to conduct the proceedings of AGM.
- II. Shri Sanjay Malhotra took the Chair and welcomed all shareholders and others present in the meeting. The requisite quorum being present, the Chairman called the meeting to order. The Chairman stated that all feasible efforts have been made by the Company, to enable the shareholders to join the AGM through VC/OAVM and to cast their vote on the proposed resolutions. Thereafter, the Chairman addressed the shareholders and made a speech covering the present economic and industrial overview, financial and operational highlights of the Company, various organizational aspects and future outlook.



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- III. The Chairman asked the Company Secretary to read the Notice of AGM and Auditors Reports.
- IV. The Company Secretary informed that Notice of the 52nd AGM has been sent to all shareholders through email. The Notice is also appearing on the Company's website and hence, the same is being taken as read. He also mentioned that the Statutory Auditors have audited the standalone and consolidated financial statements of the Company for the financial year 2020-21; and they have given their report without any qualification, reservation, adverse remark or disclaimer. Further, the Comptroller & Auditor General of India has also given 'Nil' comments on the audited (standalone & consolidated) financial statements of the Company for the financial year 2020-21.
- V. The Company Secretary further informed that the Secretarial Auditors, in their Secretarial Audit Report for the financial year 2020-21, have pointed out that the Company did not have requisite number of Independent Directors including Woman Director on its Board. Further, the composition, chairmanship and quorum of some committees of the Board was also not in compliance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations, 2015, due to non-availability of Independent Directors. Separate meeting of Independent Directors of the Company could also not be held in the last financial year.
- VI. In this regard, the Company Secretary read out the management's comments appearing in the Board's Report, that being a Government Company, REC has already requested the appointing authority, i.e., the Ministry of Power, Government of India to appoint the requisite number of Independent Directors including Woman Independent Director on the Board. He added that the matter is under consideration of the Ministry.
- VII. Thereafter, the Company Secretary read the items of Ordinary and Special Business contained in the Notice of the 52nd AGM, as detailed below:-

Item No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1.	To receive, consider, approve and adopt the audited standalone & consolidated financial statements of the Company for the financial year ended March 31, 2021 along with the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To confirm the payment of interim dividend and declare final dividend on equity shares of the Company for the financial year 2020-21.	Ordinary Resolution
3.	To appoint a Director in place of Shri Praveen Kumar Singh (DIN: 03548218), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4.	To fix the remuneration of Statutory Auditors for the financial year 2021-22.	Ordinary Resolution
SPECIAL BUSINESS		
5.	Approval for private placement of securities.	Special Resolution
6.	Alteration of Objects Clause of Memorandum of Association of the Company.	Special Resolution



- VIII. The Company Secretary informed that in compliance of the applicable statutory provisions, the Company had provided remote e-voting facility from Tuesday, September 21, 2021 (1000 hours) to Thursday, September 23, 2021 (1700 hours), to those shareholders who were holding shares as on the cut-off date i.e., Friday, September 17, 2021, to enable them to cast their votes electronically on the items mentioned in the Notice. He further informed that the shareholders, who have not been able to cast their vote through remote e-voting, would be able to cast their vote in the AGM, by using the e-voting facility provided on NSDL platform. He added that the Company has appointed Shri Hemant Kumar Singh, Partner of M/s Hemant Singh & Associates, as the Scrutinizer for the votes cast for the AGM through remote e-voting, as well as for e-voting during the meeting.
- IX. Thereafter, the shareholders who had pre-registered themselves as 'Speakers' for the AGM, were invited to share their views with the management and ask their questions. The shareholders asked questions pertaining to the medium / long term strategy of the Company, impact of Covid-19 on the employees, women representation in the Company and other aspects related to business and operations. The questions were duly answered by the Chairman and the Director (Finance). The Chairman thanked the shareholders for their keen interest in the working of the Company.
- X. After the question & answer session, the Company Secretary informed that voting on the proposed resolutions would be kept open for 15 minutes after conclusion of the meeting, to enable the members to cast their votes. The results of voting shall be determined by aggregating the votes cast through remote e-voting prior to the AGM and e-voting facility provided during the AGM. The consolidated results would be filed with the Stock Exchanges and also posted on the website of the Company (www.recindia.nic.in) and on the NSDL portal (<https://www.evoting.nsdl.com>), within the prescribed statutory timelines.
- XI. There being no other business to transact, Shri J.S. Amitabh, Executive Director & Company Secretary, proposed a vote of thanks to the Chair.

Thereafter, the CMD announced closure of business of the meeting.

The meeting concluded at **12:28 P.M. (IST)** (including the time allowed for e-voting).

