



## REC Limited | आर ई सी लिमिटेड

(भारत सरकार का उद्यम) / (A Government of India Enterprise)  
Regd. Office: Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi - 110003  
Corporate Office: REC World Headquarters, Plot No. 1-4,  
Near IFFCO Chowk Metro Station, Sector-29, Gurugram - 122001 (Haryana)  
Tel: +91 124 444 1300 | Website: www.recindia.com  
CIN : L40101DL1969GOI005095 | GST No.: 06AAACR4512R3Z3

SEC-1/187(2)/2022/ 930

Dated: September 26, 2022

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 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001.

Sub: Postal Ballot Notice dated September 26, 2022.

महोदय / महोदया,

In compliance with Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015 and in furtherance of our earlier letter dated September 16, 2022, please find enclosed the Postal Ballot Notice, which has been sent through e-mail to all the members whose email IDs are registered, on September 26, 2022, for seeking their approval by means of Postal ballot through remote e-voting, for the following businesses:-

Item No. 1	<b>Special Resolution</b> - Alteration of Objects Clause of Memorandum of Association of the Company.
Item No. 2	<b>Ordinary Resolution</b> - Appointment of Shri Piyush Singh (DIN: 07492389) as Government Nominee Director.

The remote e-voting period shall commence on Wednesday, September 28, 2022 (0900 hours) and will end on Thursday, October 27, 2022 (1700 hours). Further, the results of the Postal Ballot along with Scrutinizer's Report will be declared within the prescribed time as per statutory provisions.

यह आपकी जानकारी के लिए है। This is for your kind information.

धन्यवाद,

भवदीय,

(जे. एस. अमिताभ)  
कार्यकारी निदेशक और कंपनी सचिव

संलग्न : ए / ए

**Regional Offices:** Bengaluru, Bhopal, Bhubaneswar, Chennai, Dehradun, Guwahati, Hyderabad, Jaipur, Jammu, Kolkata, Lucknow, Mumbai, Panchkula, Patna, Raipur, Ranchi, Shimla, Thiruvananthapuram & Vijaywada

**State Offices :** Vadodara

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



## REC Limited

[CIN L40101DL1969GOI005095]

**Registered Office:** Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi - 110003

**Corporate Office:** REC World Headquarters, Plot no. I-4, Sector 29, Gurugram, Haryana - 122001

**Phone:** +91-124-444 1300 | **Email:** [complianceofficer@recl.in](mailto:complianceofficer@recl.in) | **Website:** [www.recindia.nic.in](http://www.recindia.nic.in)

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### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder]

To,  
The Members,  
REC Limited

**NOTICE** of Postal Ballot (“Notice”) is hereby given to the Members of REC Limited (“the Company” / “REC”) pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard-2”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 read with other relevant circulars and General Circular no. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India in the backdrop of Covid-19 pandemic (collectively referred to as “MCA Circulars”) and/or any other applicable law, rules or regulations for the time being in force, to transact the items of special businesses, as set out in this Postal Ballot Notice and to seek approval of the Members through voting by electronic means (“remote e-voting”) only.

#### **SPECIAL BUSINESS:**

**Item no. 1: Alteration of Objects Clause of the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and other applicable laws for the time being in force and such other approvals, permissions and sanctions, as may be necessary, and pursuant to the approval of Ministry of Power, Government of India vide letter No. F.No.24-3/2/2019-PFC (MoP) dated August 25, 2022, consent of the Company be and is hereby accorded



for insertion of following new sub-clause (9) in the Objects Clause [Clause III(a)] of Memorandum of Association of REC Limited:-

**9. “To lend to logistics and infrastructure sectors to the extent permitted by the Government of India.”**

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee duly constituted by the Board or any authority as may be authorized by the Board) 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.”

**Item no. 2: Appointment of Shri Piyush Singh (DIN: 07492389) as Government Nominee Director.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made thereunder, Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company read with Office Order dated September 14, 2022 issued by the Ministry of Power (MoP), Government of India, **Shri Piyush Singh (DIN: 07492389)**, who was appointed by the Board of Directors, on recommendation of the Nomination & Remuneration Committee, as Government Nominee Director on the Board of the Company with effect from September 14, 2022 and until further orders, and in respect of whom the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Government Nominee Director and he shall be liable to retire by rotation.”

**By Order of the Board of Directors  
For REC Limited**

**(J.S. Amitabh)  
Executive Director & Company Secretary**

**Date: September 26, 2022**

**Place: REC World Headquarters  
Plot no. I-4, Sector 29,  
Gurugram, Haryana – 122001**



## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, SEBI LODR Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the items of Special Business set out in Item Nos. 1 and 2 of this Postal Ballot Notice, is annexed hereto. Further, brief resume of the Director seeking appointment, in terms of Regulation 36 of SEBI LODR Regulations and Secretarial Standard-2, is also annexed hereto.
2. Due to outbreak of Covid-19, the Ministry of Corporate Affairs, Government of India (MCA), vide its General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 3/2022 dated May 5, 2022 and other relevant circulars (collectively referred to as “MCA Circulars”), has *inter-alia* permitted conduct of postal ballot process in electronic form only.
3. Accordingly, this Postal Ballot Notice alongwith Explanatory Statement and Instructions for E-voting is being sent by email to those shareholders, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of members / list of beneficial owners of the Company as on **Tuesday, September 20, 2022** (i.e., the “**Cut-off Date**”) as provided by the Depositories. Physical copy of this Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members. Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.
4. In compliance of the MCA Circulars referred above, Regulation 44 of SEBI LODR Regulations read with SEBI Circular dated December 9, 2020 on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-voting to its Members, to enable them to cast their votes electronically on the resolutions set out in this Postal Ballot Notice. For this purpose, the Company has engaged the services of **National Securities Depository Limited (“NSDL”)**.
5. **The remote e-voting period shall commence on Wednesday, September 28, 2022 (0900 hours) India Standard Time (IST) and end on Thursday, October 27, 2022 (1700 hours) (IST), both days inclusive.** Shareholders holding equity shares of the Company as on the **Cut-off Date i.e., Tuesday, September 20, 2022** (“Eligible Members”) shall be entitled to exercise their voting rights through remote e-voting on the resolutions set out in this Notice. In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).

The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.