

SEC-1/187(2)/2014/

Dated: February 26, 2014

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.
Kind Attn.: Shri Hardik Bhuta	Kind Attn.: Shri Rakesh Parekh
Scrip Code-- RECLTD	Scrip Code—532955

Sub: Filing of Amendment in the Shelf Prospectus and Prospectus Tranche-II with Registrar of Companies- Public Issue of Tax Free Secured Redeemable Non-convertible Bonds during the Fiscal 2014.

Dear Sirs,

This is to inform that in terms of CBDT Notification dated 13th February, 2014 and Letter of SEBI dated 21st February, 2014, Rural Electrification Corporation Limited (REC) has filed an amendment in the Shelf Prospectus dated 26th August, 2013 for increasing the shelf limit to ₹6000 crore from ₹5000 crore, with the office of Registrar of Companies (RoC), NCT of Delhi and Haryana on 25th February, 2014. The Company has also filed Prospectus Tranche-II for raising an amount of ₹250 crore with an option to retain Over-Subscription upto ₹809.3958 crore aggregating upto ₹ 1059.3958 crore through Public Issue of Tax Free Secured Redeemable Non-convertible Bonds of face value of ₹1000 crore, in the nature of Debentures, during the Fiscal Year 2014, with the RoC, NCT of Delhi and Haryana on 25th February, 2014. A Copy acknowledging the receipt of documents received from the office of RoC in enclosed.

Further it is also informed that the Public Issue of Tax Free Secured Redeemable Non-convertible Bonds, in the nature of Debentures of REC **will open on February 28, 2014 for subscription and is scheduled to close on March 14, 2014.**

Thanking you,

Yours faithfully,

(J.S. Amitabh)

General Manager & Company Secretary

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES
NCT OF DELHI & HARYANA
4TH FLOOR, IFCI, TOWER, NEHRU PLACE, NEW DELHI-110019**

No. TC/ROC/L40101DL1969GOI005095/ 11883

Dated: 25-02-2014

MEMORANDUM ACKNOWLEDGING THE RECEIPT OF THE DOCUMENT IN THE FORMAT AS PRESCRIBED UNDER SCHEDULE-II TO THE COMPANIES ACT, 1956.

THE REGISTRAR OF COMPANIES ACKNOWLEDGES THE RECEIPT OF UNDER MENTIONED DOCUMENT RELATING TO RURAL ELECTRIFICATION CORPORATION LIMITED.

DESCRIPTION OF DOCUMENT- SHELF PROSPECTUS

DATED 24-02-2014.

PUBLIC ISSUE BY RURAL ELECTRIFICATION CORPORATION LIMITED ("REC" OR "ISSUER" OR THE "COMPANY") OF TAX FREE SECURED REDEEMABLE NON CONVERTIBLE BONDS OF FACE VALUE OF Rs. 1000 EACH IN THE NATURE OF DEBENTURES HAVING TAX BENEFITS UNDER SECTION 10 (15)(iv)(h) OF THE INCOME TAX ACT, 1961, AS AMENDED ("BONDS") IN ONE OR MORE TRANCHE IN THE FISCAL 2014. EACH TRANCHE ISSUE WILL BE OFFERED BY WAY OF A TRANCHE PROSPECTUS CONTAINING, *INTER ALIA*, THE TERMS AND CONDITIONS OF SUCH TRANCHE ISSUE ("TRANCHE PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED AUGUST 26, 2013 OF THE ISSUE. THE SHELF PROSPECTUS TOGETHER WITH THE RESPECTIVE TRANCHE PROSPECTUS FOR A SPECIFIC TRANCHE ISSUE SHALL CONSTITUTE THE "PROSPECTUS".

THE REFERENCE OF THE SHELF LIMIT WHEREVER APPERARING IN THE SHELF PROSPECTUS OF RURAL ELECTRIFICATION CORPORATION LIMITED DATED AUGUST 26, 2013 SHALL HENCE FORTH BE READ AS Rs. 6000 CRORES INSTEAD AND IN PLACE OF Rs. 5000 CRORES IN TERMS OF CBDT NOTIFICATION DATED FEBRUARY 13, 2014 AND SEBI LETTER DATED FEBRUARY 21, 2014.

HOWEVER, THIS IS SUBJECT TO COMPLIANCES OF THE SEBI (ILDS) REGULATIONS, 2008 AS AMENDED (SEBI DEBT REGULATIONS). FOR FILING OF PROSPECTUS WITH SEBI AND DESIGNATED STOCK EXCHANGE.

Place: New Delhi
Dated: 25-02-2014




(P.L. MALIK)
DY. REGISTRAR OF COMPANIES
NCT OF DELHI & HARYANA

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES
NCT OF DELHI & HARYANA**

4TH FLOOR, IFCI, TOWER, NEHRU PLACE, NEW DELHI-110019

No. TC/ROC/L40101DL1969GOI005095/ 11884

Dated: 25-02-2014

MEMORANDUM ACKNOWLEDGING THE RECEIPT OF THE DOCUMENT IN THE FORMAT AS PRESCRIBED UNDER SCHEDULE-II TO THE COMPANIES ACT, 1956.

THE REGISTRAR OF COMPANIES ACKNOWLEDGES THE RECEIPT OF UNDER MENTIONED DOCUMENT RELATING TO **RURAL ELECTRIFICATION CORPORATION LIMITED.**

DESCRIPTION OF DOCUMENT- PROSPECTUS TRANCHE-II DATED 24-02-2014

PUBLIC ISSUE BY RURAL ELECTRIFICATION CORPORATION LIMITED ("REC" OR "ISSUER" OR THE "COMPANY") OF TAX FREE SECURED REDEEMABLE NON CONVERTIBLE BONDS OF FACE VALUE OF ₹ 1,000 EACH IN THE NATURE OF DEBENTURES HAVING TAX BENEFITS UNDER SECTION 10 (15) (iv) (h) OF THE INCOME TAX ACT, 1961, AS AMENDED ("BONDS") FOR AN AMOUNT OF ₹ 250 CRORES WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UPTO ₹ 809.3958 CRORES AGGREGATING UPTO ₹1059.3958 CRORES (RESIDUAL SHELF LIMIT) ("TRANCHE-II"). THIS TRANCHE-II ISSUE IS BEING OFFERED BY WAY OF THIS PROSPECTUS TRANCHE-II CONTAINING, *INTER ALIA*, THE TERMS AND CONDITIONS OF TRANCHE-II ISSUE ("PROSPECTUS TRANCHE-II"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED AUGUST 26, 2013 AND THE AMENDMENT TO THE SHELF PROSPECTUS DATED FEBRUARY 24, 2014 (SHELF PROSPECTUS) OF THE ISSUE. THE SHELF PROSPECTUS TOGETHER WITH THIS PROSPECTUS TRANCHE-II SHALL CONSTITUTE THE "PROSPECTUS" FOR THE TRANCHE-II ISSUE.

ISSUE PROGRAM: ISSUE OPENS ON FEBRUARY 28, 2014 AND CLOSES ON MARCH 14, 2014.

HOWEVER, THIS IS SUBJECT TO COMPLIANCES OF THE SEBI (ILDS) REGULATIONS, 2008 AS AMENDED FOR FILING OF PROSPECTUS WITH SEBI AND DESIGNATED STOCK EXCHANGE.

**Place: New Delhi
Dated: 25-02-2014**




**(P L MALIK)
DY. REGISTRAR OF COMPANIES
NCT OF DELHI & HARYANA**