

**GOVERNMENT OF INDIA
MINISTRY OF POWER**

Shram Shakti Bhawan,
Rafi Marg, New Delhi-110001
Fax : 2371-7519
Tel. :

Kamlesh K. Mishra
Deputy Secretary
Telephone : 2371-7520
e-mail : kmishra@gov.in

April 10, 2015

To,

Rural Electrification
Corporation
Core- 4, SCOPE Complex, 7,
Lodhi Road
New Delhi - 110003, India.

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Mumbai - 400 001, India.

The Managing Director
National Stock Exchange of India
Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra Kuria Complex
Bandra (East)
Mumbai - 400 051, India.

Dear Sir / Madam

Sub: Filing of report under Regulation 29(2) of the SEBI Takeover Regulations.

In compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations"), we are hereby notifying the information regarding sale of shares made by us on April 8, 2015. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by SEBI.

The above is for your information and records.

Yours sincerely,

On behalf of the President of India

Anil Kumar Mishra
Kamlesh K. Mishra
Deputy Secretary
Ministry of Power, Government of India

KAMLESH K. MISHRA
Deputy Secretary
Ministry of Power
Government of India
New Delhi



DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Rural Electrification Corporation Limited ("the Company")		
2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer	The President of India, acting through and represented by the Ministry of Power, Government of India ("the Seller")		
3. Whether the Seller acquirer belongs to Promoter/Promoter group	Yes, the Seller is the Promoter of the Company.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE")		
5. Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (%)
Before the acquisition- Sale under consideration, holding of:			
a) Shares carrying voting rights			
b) Voting rights (VR) otherwise than by equity shares	64,81,68,218	65.64	65.64 ⁽¹⁾
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
Total (a+b+c)			
Details of acquisition/ sale of shares held by the Seller	64,81,68,218	65.64	65.64 ⁽¹⁾
a) Shares carrying voting rights			
b) VRs acquired/ sold otherwise than by equity shares	4,93,72,950	5.00	5.00
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	Nil	Nil	Nil
Total (a+b+c)			
After the acquisition/ sale, holding of the Seller:	4,93,72,950	5.00	5.00
a) Shares carrying voting rights			
b) VRs otherwise than by equity shares	59,87,95,268	60.64	60.64
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
Total (a+b+c)			
6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	59,87,95,268	60.64	60.64
Offer for Sale by President of India, acting through and represented by the Ministry of Power, Government of India through the stock exchange mechanism in accordance with circular bearing no. CIR/MRD/DP/18/2012 dated July 18,			


 Anil Kumar Mishra
 सचिव/Deputy Secretary
 मंत्रालय/Ministry of Power
 भारत सरकार/Govt. of India
 नई दिल्ली/New Delhi

	2012 notified by the Securities and Exchange Board of India pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by SEBI vide its circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014 and circular number CIR/MRD/DP/32/2014 dated December 1, 2014 read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange - Trading Related (No. CIR/MRD/DP/17/2014) dated May 20, 2014 issued by SEBI.
7. Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	April 8, 2015
8. Equity share capital / total voting capital of the TC before the said acquisition/ sale	Number of Shares: 98,74,59,000 Amount (In Rs.): 9,87,45,90,000 (Face value of Rs. 10/- per equity share)
9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	Number of Shares: 98,74,59,000 Amount (In Rs.): 9,87,45,90,000 (Face value of Rs. 10/- per equity share)
10. Total diluted share/voting capital of the TC after the said acquisition/ sale	Number of Shares: 98,74,59,000 Amount (In Rs.): 9,87,45,90,000 (Face value of Rs. 10/- per equity share)

(1) This is an Offer for Sale by the President of India, acting through and represented by the Ministry of Power, Government of India through the stock exchange mechanism in accordance with circular bearing no. CIR/MRD/DP/18/2012 dated July 18, 2012 notified by the Securities and Exchange Board of India pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by SEBI vide its circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014 and circular number CIR/MRD/DP/32/2014 dated December 1, 2014 read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange - Trading Related (No. CIR/MRD/DP/17/2014) dated May 20, 2014 issued by SEBI, and accordingly there is no dilution in the total share capital from this Offer for Sale.

(*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

Yours sincerely,

On behalf of the President of India

An 10 Apr 2015

Kamlesh K. Mishra
Deputy Secretary

Ministry of Power, Government of India

उप सचिव/Deputy Secretary
शक्ति विभाग/Ministry of Power
नई दिल्ली/Govt. of India
नई दिल्ली/India

Place: New Delhi.
Date: April 10, 2015