आर ई सी
REC
असीमित ऊर्जा, अनन्त संभावनाएं
Endless energy. Infinite possibilities.

आर ई सी लिमिटेड | REC Limited
(Formerly Rural Electrification Corporation Limited)
(भारत सरकार का उद्यम) / (A Government of India Enterprise)
Regd. Office: Core-4, SCOPE Complex, 7, Lodhi Road, New Delhi 110 003
Tel: +91-11-4309 1500 | Fax: +91-11-2436 0644 | Website: www.recindia.com
CIN : L40101DL1969GOI005095 | GST No.: 07AAACR4512R1Z3

स्वच्छ भारत
एक कदम स्वच्छता की ओर

SEC-1/187(2)/2019/37 **Dated: February 28, 2019**

Listing Department, National Stock Exchange of India Limited Exchange Plaza, BandraKurla Complex, Bandra (East), **Mumbai – 400 051.**	**Corporate Relationship Department** BSE Limited 1st Floor, Phiroze Jeejeebhoy Towers Dalal Street, Fort, **Mumbai – 400 001.**
Scrip Code—RECLTD	**Scrip Code—532955**

Sub: Consent Solicitations in connection with certain Senior Notes - Extension of Consent Fee Deadline reg.

Dear Sir/Madam,

This is with reference to our earlier letter dated February 20, 2019 announcing a Consent Solicitation Exercise in relation to certain Senior US$ Notes. It is now informed that REC Limited has extended the consent fee deadline from March 1, 2019 to March 8, 2019. A copy of the detailed announcement in this regard is enclosed herewith.

This is for information and records of the stock exchanges.

Thanking you,

Yours faithfully,

(J.S. Amitabh)
General Manager & Company Secretary

Encl: a/a

This announcement is not a solicitation of consent with respect to any Notes (as defined below). The Consent Solicitations are being made solely pursuant to the Consent Solicitation Memorandum (as defined below) and related documents which set forth the complete terms of the Consent Solicitations.

This announcement and any materials relating to the Consent Solicitations do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law, including India.

The distribution of this announcement in certain jurisdictions, including India, may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions.

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REC Limited (formerly known as Rural Electrification Corporation Limited)
(incorporated with limited liability in the Republic of India)

CONSENT SOLICITATIONS IN CONNECTION WITH CERTAIN SENIOR NOTES – EXTENSION OF CONSENT FEE DEADLINE

28 February 2019 – Reference is made to the announcement made by REC Limited (formerly known as Rural Electrification Corporation Limited) (the "**Issuer**") on 20 February 2019 (the "**Announcement**") with respect to the commencement of the consent solicitation exercise in relation to its:

(a) U.S.$400,000,000 3.068% Notes due 2020 (ISIN: XS1733878810; Common Code: 173387881) (the "**2020 Notes**");

(b) U.S.$700,000,000 5.250% Notes due 2023 (Rule 144A Registered Global Note – CUSIP: 74947LAA2; ISIN: US74947LAA26; Common Code: 190259978) (Regulation S Registered Global Note – ISIN: XS1902341939; Common Code: 190234193) (the "**2023 Notes**");

(c) U.S.$450,000,000 3.875% Notes due 2027 (ISIN: XS1641477119; Common Code: 164147711) (the "**2027 Notes**"); and

(d) U.S.$300,000,000 4.625% Notes due 2028 (ISIN: XS1791439257; Common Code: 179143925) (the "**2028 Notes**", and together with the 2020 Notes, the 2023 Notes and the 2027 Notes, each referred to as a "Series", together the "**Notes**").

*Capitalised terms used and not otherwise defined in this announcement have the meanings given in the consent solicitation memorandum dated 20 February 2019 (the "**Consent Solicitation Memorandum**").*

The Issuer wishes to announce that, pursuant to the terms of the Consent Solicitation Memorandum, it is hereby extending the Consent Fee Deadline to 5:00 p.m. (CET), 8 March 2019 (the "**New Consent Fee Deadline**"). Accordingly, all references in the Consent Solicitation Memorandum and each Notice of Meeting to the "Consent Fee Deadline" shall be deemed to refer to the "New Consent Fee Deadline", and all references to "1 March 2019" shall be deemed to refer to "8 March 2019".

For the avoidance of doubt, only Noteholders delivering Consent Instructions in favour of the relevant Extraordinary Resolution by the New Consent Fee Deadline will be eligible to receive the Consent Fee, and payment of the Consent Fee will be subject to the relevant Extraordinary Resolution being passed, the relevant Amended and Restated Pricing Supplement in respect of each Series of Notes being executed and the relevant Extraordinary Resolution being effective.

Beneficial Owners of the Notes will not be eligible for the Consent Fee if they (i) appoint a proxy other than the Information and Tabulation Agent (or its nominee) to attend and vote at the relevant Meeting or are not represented at the relevant Meeting, (ii) attend the relevant Meeting in person, (iii) submit a Consent Instruction against the relevant Extraordinary Resolution or in favour of the Extraordinary Resolution but after the New Consent Fee Deadline, or do not vote at all, (iv) revoke their Consent Instructions (in the limited circumstances permitted) or unblock their Notes before the relevant Meeting, or (v) are a Sanctions Restricted Person.

(*Authorised Signatory*)

संजय कुमार / SANJAY KUMAR
महाप्रबंधक (वित्त एवं लेखा) / General Manager (F&A)
आरईसी लिमिटेड
(पूर्ववर्ती नाम रूरल इलेक्ट्रीफिकेशन कॉर्पोरेशन लिमिटेड)
REC LIMITED
(Formerly Rural Electrification Corporation Limited)
(भारत सरकार का उद्यम / A Govt. of India Enterprise)
कोर-4, स्कोप परिसर / Core-4, SCOPE Complex
7, लोधी रोड, नई दिल्ली / 7, Lodhi Road, New Delhi-03

(*Authorised Signatory*)

राजेश कुमार / RAJESH KUMAR
अपर महाप्रबंधक (वित्त) / Addl. General Manager (Fin.)
रूरल इलेक्ट्रीफिकेशन कॉरपोरेशन लिमिटेड
Rural Electrification Corporation Ltd.
(भारत सरकार का उद्यम / A Govt. of India Enterprise)
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