



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

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CIN : L40101DL1969GOI005095 | GST No.: 07AAACR4512R1Z3



SEC-1/187(2)/2019/ 57

Dated: March 14, 2019

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: Consent Solicitation in respect of certain senior notes - Notice of results of meetings

Dear Sir(s),

In furtherance of our earlier letters dated March 14, 2019, March 7, 2019, February 28, 2019 and February 20, 2019 on above cited subject, it is informed that Extraordinary Resolutions in respect of the Notes set out in the Consent Solicitation Memorandum dated 20 February 2019 (the "Consent Solicitation Memorandum") were passed at the Meetings held on 14th March 2019. A copy of the detailed announcement in this regard is enclosed herewith.

This is for information and record of the Stock Exchanges.

Thanking you,

Yours faithfully,

(J.S. Amitabh)

General Manager & 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

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

NOTICE OF RESULTS OF MEETINGS

to the holders of

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

Legal Entity Identifier: 335800B4YRYWAMIJZ374

U.S.\$400,000,000 3.068% Notes due 2020 (the "2020 Notes")

(of which U.S.\$400,000,000 is outstanding)

(ISIN: XS1733878810; Common Code: 173387881)

U.S.\$700,000,000 5.250% Notes due 2023 (the "2023 Notes")

(of which U.S.\$700,000,000 is outstanding)

(Rule 144A Registered Global Note – CUSIP: 74947LAA2; ISIN: US74947LAA26; Common Code: 190259978)

(Regulation S Registered Global Note – ISIN: XS1902341939; Common Code: 190234193)

U.S.\$450,000,000 3.875% Notes due 2027 (the "2027 Notes")

(of which U.S.\$450,000,000 is outstanding)

(ISIN: XS1641477119; Common Code: 164147711)

U.S.\$300,000,000 4.625% Notes due 2028 (the "2028 Notes"),

and together with the 2020 Notes, the 2023 Notes and the 2027 Notes, the "Notes")

(of which U.S.\$300,000,000 is outstanding)

(ISIN: XS1791439257; Common Code: 179143925)

NOTICE IS HEREBY GIVEN to holders of the outstanding Notes that the Extraordinary Resolutions in respect of the Notes set out in the Consent Solicitation Memorandum dated 20 February 2019 (the "**Consent Solicitation Memorandum**") were passed at the Meetings held on 14 March 2019. Accordingly, the relevant Amended and Restated Pricing Supplements have been executed to implement the modifications referred to in each of the Extraordinary Resolutions.

In accordance with the terms of the Consent Solicitations, subject to the relevant Extraordinary Resolution in respect of each Series of Notes being effective (which will be immediately prior to the Proposed Transfer Completion Event), the relevant Consent Fees will, therefore, be paid to eligible Noteholders no later than the fifth Business Day following the Effective Date.

Capitalised terms used but not defined in this Notice shall, unless the context otherwise requires, have the meaning set out in the Consent Solicitation Memorandum. The eligibility criteria for receipt of the Consent Fees is also further described in the Consent Solicitation Memorandum.

All documents related to the Consent Solicitations are available on the Consent Website: <https://sites.dfkingltd.com/rec>.

This notice is given by:

REC Limited (formerly known as Rural Electrification Corporation Limited)
14 March 2019