

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.

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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 – PAYMENT OF CONSENT FEES

27 March 2019 – Reference is made to the announcements made by REC Limited (formerly known as Rural Electrification Corporation Limited) (the “**Issuer**”) on 20 February 2019, 28 February 2019, 7 March 2019, 13 March 2019 and 14 March 2019 (the “**Announcements**”) with respect to 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**”) and the Announcements.*

The Issuer wishes to announce that the Extraordinary Resolutions, which were passed at the relevant Meetings on 14 March 2019, are expected to become effective on 28 March 2019 (the “**Effective Date**”). As such, in accordance with the terms of the Consent Solicitations, the Consent Fees shall be paid to each

eligible Beneficial Owner's cash account (or the account through which they hold the Notes) in Euroclear or Clearstream, Luxembourg (in respect of the 2020 Notes, 2027 Notes, 2028 Notes or the 2023 Notes (except for the 2023 DTC Notes)), or into the account specified in the Form of Sub-Proxy (in respect of the 2023 DTC Notes), on or about 29 March 2019, and in any event no later than the fifth Business Day following the Effective Date.

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



(Authorised Signatory)

संजय कुमार / SANJAY KUMAR

महाप्रबंधक (वित्त एवं लेखा) / General Manager (F&A)

आरईसी लिमिटेड

(पूर्ववर्ती नाम रूरल इलेक्ट्रिफिकेशन 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

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(Authorised Signatory)

राजेश कुमार / RAJESH KUMAR

अपर महाप्रबंधक (वित्त) / Addl. General Manager (Fin.)

रूरल इलेक्ट्रिफिकेशन कॉर्पोरेशन लिमिटेड

Rural Electrification Corporation Ltd.

(भारत सरकार का उद्यम / A Govt. of India Enterprise)

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