



RURAL ELECTRIFICATION CORPORATION LIMITED

(A Government of India Undertaking)

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INFORMATION MEMORANDUM

PRIVATE PLACEMENT OF NON-CONVERTIBLE, NON-CUMULATIVE, SECURED, RATED, UNLISTED, REDEEMABLE TAXABLE BONDS IN THE NATURE OF DEBENTURES OF RS. 10,000/- EACH FOR CASH AT PAR ON "ON TAP" BASIS WITH BENEFITS UNDER SECTION 54EC OF THE INCOME TAX ACT, 1961, SERIES XII ("BONDS"), AGGREGATING TO RS. 1,000 CRORE PLUS GREEN SHOE OPTION TO RETAIN OVERSUBSCRIPTION.

TRUSTEE FOR THE BONDHOLDERS	REGISTRAR TO THE ISSUE
SBICAP Trustee Company Ltd. Registered Office 202, Maker Tower 'E', Cuffe Parade, Mumbai- 400005	Karvy Computershare Pvt. Ltd. Corporate office: Karvy Selenium, Tower B, Plot number 31 & 32, Financial District Gachibowli - Hyderabad 500 032 Nodal Officer - Name : Mr. Nagesh Govu Email : govu.nagesh@karvy.com Tel.: +91 40 6716 1503, Fax. : +91 40 2343 0814

List of Mobilizers to the issue: visit at

<http://www.recindia.nic.in/uploads/files/MobilisersList54ECSeriesX.pdf>

BANKERS TO THE ISSUE	
HDFC BANK	CANARA BANK
IDBI BANK	INDUSIND BANK
YES BANK	ICICI BANK
AXIS BANK	

For list of branches of the Bankers to the issue:

<http://www.recindia.nic.in/uploads/files/CollectBankBranch15-16.pdf>

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I. DISCLAIMER

This information memorandum dated March 31, 2018 ("**Information Memorandum**") is neither a Prospectus nor a statement in lieu of Prospectus. It does not and shall not deem to constitute an offer or an invitation to the Public to subscribe to the Bonds issued by Rural Electrification Corporation Limited ("**REC**" or "**Company**" or "**Issuer**"). This Information Memorandum is not intended for distribution and is for the consideration of the person to whom it is addressed and should not be reproduced/ redistributed by the recipient. It cannot be acted upon by any person other than to whom it has been specifically addressed. Multiple copies hereof given to the same entity shall be deemed to be offered to the same person. The bonds mentioned herein are being issued strictly on a private placement basis and this offer does not and shall not deem to constitute a public offer/invitation.

This Information Memorandum is not intended to form the basis of evaluation for the potential investors to whom it is addressed and who are willing and eligible to subscribe to these Bonds issued by REC. This Information Memorandum has been prepared to give general information regarding REC to parties proposing to invest in this issue of Bonds and it does not purport to contain all the information that any such party may require. REC believes that the information provided in this Information Memorandum as of the date hereof is true and correct in all respects. REC and the Mobilizers do not undertake to update this Information Memorandum to reflect subsequent events and thus, it should not be relied upon without first confirming its accuracy with REC.

Potential investors are required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risks of investing in the Bonds. It is the responsibility of potential investors to have obtained all consents, approvals or authorizations required by them to make an offer to subscribe for and purchase the Bonds. It is the responsibility of the potential investors to verify if they have necessary power and competence to apply for the Bonds under the relevant laws and regulations in force. Potential investors should conduct their own investigation, due diligence and analysis before applying for the Bonds. Potential investors should neither rely solely on information provided in the Information Memorandum or by the Mobilizers, nor should providing of such information by the Mobilizers be construed as advice or recommendation by the Issuer or by the Mobilizers to subscribe to and purchase the Bonds. Potential investors also acknowledge that the Mobilizers do not owe them any duty of care in respect of their offer to subscribe for and purchase of the Bonds. Potential investors should also consult their own tax advisors on the tax implications of the acquisitions, ownership and redemption of Bonds and income arising thereon. REC reserves the right to withdraw the Private Placement prior to the closing date at its discretion. In such an event, the Issuer may, at its sole discretion, will make the allotment under the new series of REC 54EC bonds, if open for subscription at that time.

This Information Memorandum is issued by REC and is signed by its authorized signatory.

S/d-
(Daljeet Singh Khatri)
Additional General Manager (Finance)
Rural Electrification Corporation Limited

Place: New Delhi
Date: March 31, 2018

II. DEFINITIONS/ABBREVIATIONS

Issuer Related Terms

The Corporation/REC/ Issuer/Company	Rural Electrification Corporation Limited, incorporated on July 25, 1969 under the Companies Act, 1956.
Issue/Offer/Private Placement	Private Placement of Non-Convertible, Non-Cumulative, Secured, Rated, Unlisted, Redeemable, Taxable, Bonds in the nature of debentures of Rs. 10,000/- each for cash at par on “on tap” basis with benefits under Section 54EC of the Income Tax Act, 1961 aggregating to Rs. 1,000 Crore plus a green shoe option to retain oversubscription.
The Act/Companies Act	The Companies Act, 2013 (to the extent notified and in force) and the Companies Act, 1956 (to the extent in force and applicable) and in each case, any modifications, clarifications, re-enactments or amendments thereto from time to time.
The Bond(s)	Non-Convertible, Non-Cumulative, Secured, Rated, Unlisted, Redeemable, Taxable Bonds in the nature of the debentures of Rs. 10,000/- each for cash at par on “on tap” basis with benefits under Section 54EC of the Income Tax Act, 1961, as amended, aggregating to Rs. 1,000 Crore plus a green shoe option to retain oversubscription
Bondholder	The holder of the Bonds
DP/Depository Participant	Depository Participant as defined under the Depositories Act, 1996
Registered Bondholder	Bondholder whose name appears in the register of Bondholders maintained by the Corporation or its Registrar (in case of investors opting for physical certificates) and beneficial owners (in case of investors opting for demat option).
Registrar	M/s Karvy Computershare (P) Ltd., have been appointed by REC as Registrar and Transfer Agent (R&TA) to monitor the applications while the Private Placement is open and co-ordinate the post Private Placement activities of allotment, change in details etc. Contact Address: CORPORATE OFFICE “Karvy Selenium Tower B”, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad 500 032, Telangana <u>Nodal Officer -</u> Name : Mr. Nagesh Govu Email : govu.nagesh@karvy.com Tel.: +91 40 6716 1503, Fax. : +91 40 2343 0814
Trustee for the Bondholders	SBICAP Trustee Company Ltd. Registered Office: 202, Maker Tower – ‘E’, Cuffe Parade, Colaba, Mumbai 400 005; and Apeejay House, 6th floor, 3, West Wing, Dinshaw Wachha Road, Churchgate, Mumbai 400 020 Also having one of the offices at: 424-425, 4th Floor, World Trade Centre, Babar lane, New Delhi – 110001

III. ISSUE HIGHLIGHTS

Issue of Non-Convertible, Non-Cumulative, Secured, Rated, Unlisted, Redeemable, Taxable Bonds in the nature of Debenture of Rs. 10,000/- each for cash at par with Benefits U/S 54EC of the Income Tax Act, 1961, on Private Placement-Series XII – On Tap Basis.

ISSUE	REC Capital Gains Tax Exemption Bonds Series-XII
CREDIT RATING	'ICRA AAA' by ICRA Limited. 'IND AAA' by India Ratings & Research Private Ltd. "CRISIL AAA/Stable" by CRISIL Limited
ISSUE SIZE	Rs. 1000 Crore plus green shoe option to retain the oversubscription
FACE VALUE	Rs. 10,000/- per bond
ISSUE PRICE	Rs. 10,000/- per bond
COUPON RATE	5.75% annually
ISSUE DATE	Issue Opening Date: April 2, 2018, Issue Closing Date: March 31, 2019 (at the close of the banking hours) or at a date as may be decided by REC in its absolute discretion.
MINIMUM APPLICATION SIZE	Two Bonds of Rs. 10,000/- each. (i.e. Minimum Rs. 20,000)
MAXIMUM APPLICATION SIZE	500 Bonds of Rs. 10,000/- each in a financial year (Subject to provisions of Section 54EC of Income Tax Act, 1961, as amended)
MODE OF SUBSCRIPTION	Private Placement
CHEQUE / DRAFT TO BE DRAWN IN THE NAME OF	'Rural Electrification Corporation Limited - 54EC Bonds'
DEEMED DATE OF ALLOTMENT	Last day of each month in which the subscription money is received and credited to REC 54EC collection account
INTEREST PAYMENT & DATE	Annually on June 30 of each year
TENOR	60 months
REDEMPTION / MATURITY	At par, at the end of 60 months from the Deemed Date of Allotment
TRANSFERABILITY	Non-transferable, Non-negotiable and cannot be offered as a security for any loan or advance.
TRUSTEE	SBICAP Trustee Company Ltd., Mumbai
BANKERS TO ISSUE	HDFC Bank, Canara Bank, IDBI Bank, Indusind Bank, Yes Bank, ICICI Bank, Axis Bank (For Designated Branches please visit our website: http://www.recindia.nic.in/capital-gain-tax-exemption)

Note:

1. REC reserves the right to revise the coupon rate and/or extend and/or close the issue by giving notice on its website. The investors are advised to consult REC/Mobilisers, before depositing the application with bank.
2. All applications submitted but rejected by REC would be returned by REC to the applicant/ collection banker, without any Interest.
3. Application for minimum Rs.20,000/- (in multiples of Rs 10,000/- thereafter) will be accepted, any amount received in fraction will be refunded to the investor without interest.

IV. NAME AND ADDRESS OF REGISTERED / HEAD OFFICE OF THE ISSUER

Name of the Issuer	:	Rural Electrification Corporation Ltd.
Registered/Head Office/ Corporate Office	:	Core-4, SCOPE Complex, 7, Lodi Road, New Delhi – 110003
Telephone Number	:	+91 11 2436 1320/ 4309 1527
Fax Number	:	+91 11 2436 8553
Website	:	www.recindia.com
E-mail	:	investorcell@recl.in
Statutory Auditors	:	1. M/s G S Mathur & Co. A-60 Ground Floor, Defence Colony, New Delhi -110024. Date of Appointment: 11.07.2017 2. M/s. A R & Co. A 403, Gayatri Apartments, Airlines Group Housing Society, Plot No.27, Sector 10, Dwarka, New Delhi- 110075 Date of Appointment: 11.07.2017

V. OUR MANAGEMENT

Under our Articles of Association, we are required to have not less than three directors and not more than fifteen directors. We currently have seven (7) directors out of which three (3) are Whole Time Official Directors including the Chairman and Managing Director and one (1) is Government Nominee Director and three (3) are Part time Non Official Independent Directors including one Woman Director.

Our Board

The following table sets forth details regarding our Board as on the date of this Information Memorandum.

Name, Father's Name, Designation, Occupation, DIN, Age and Nationality	Residential Address	Director of the Company Since	Other Directorships	Appointment / Resignation
Dr. P.V. Ramesh S/o Shri Penumaka Subba Rao Chairman and Managing Director Occupation: Service (IAS) DIN: 02836069 Age: 58 years Nationality: Indian	B-326, Chandgi Ram Block, Asian Games Village Complex, Near Siri Fort Auditorium, New Delhi - 110049, India.	January 5, 2017	- REC Transmission Projects Company Limited - REC Power Distribution Company Limited - Indian Energy Exchange Limited	MoP Order No. 46/8/2011-RE dated February 16, 2017
Shri Ajeet Kumar Agarwal S/o Late Shri Shree Gopal Agarwal Director (Finance) Occupation: Service DIN: 02231613 Age: 57 years Nationality: Indian	C-601, Plot GH-7, Shiksha Niketan Apartment, Sector 5, Vasundhara, Ghaziabad, 201012, Uttar Pradesh, India	August 1, 2012	- REC Transmission Projects Company Limited - Indian Energy Exchange Limited - REC Power Distribution Company Limited	MoP Order No. 46/9/2011-RE dated May 17, 2012 read with MoP Order No. 46/9/2011-RE dated 19 th July, 2017
Shri Sanjeev Kumar Gupta S/o Shri Bhukan Saran Gupta Director (Technical) Occupation: Service DIN: 03464342 Age: 56 years Nationality: Indian	16-C, Nilgiri-1 Apartment, Sector 34, Noida 201307, Uttar Pradesh, India	October 16, 2015	- REC Power Distribution Company Limited - REC Transmission Projects Company Limited	MoP Order No. 46/14/2014-RE dated October 16, 2015
Dr. Arun Kumar Verma S/o Late Shri Siya Kant Prasad Government Nominee Director Occupation: Service	E-203, Central Government Residential Complex, Deen Dayal Upadhyay Marg, New Delhi - 110002, India	October 6, 2015	- Power Finance Corporation Limited - PTC India Limited	MoP Order No. 46/8/2015-RE dated October 6, 2015

Name, Father's Name, Designation, Occupation, DIN, Age and Nationality	Residential Address	Director of the Company Since	Other Directorships	Appointment / Resignation
DIN: 02190047 Age: 58 years Nationality: Indian				
Shri Aravamudan Krishna Kumar S/o Shri K. Aravamudan Part time Non Official (Independent) Director Occupation: Retired Banker DIN: 00871792 Age: 63 years Nationality: Indian	Flat No. 1001, Block C, Fortune Towers, Madhapar, Hyderabad – 500081, India	November 13, 2015	- Andhra Bank - Suraksha Asset Reconstruction Private Limited - Sathguru Catalyst Advisors Private Limited - Central Depository Services (India) Limited - TVS Wealth Private Limited	MoP Order No. 46/2/2010-RE-Vol.II (Part-IV) dated November 13, 2015
Prof. Tiruvallur Thattai Rammohan S/o Shri T.T. Vijayaraghavan Part time Non Official (Independent) Director Occupation: Professor DIN:00008651 Age: 62 years Nationality: Indian	House No. 306, Indian Institute of Management, Vastrapur, Ahmedabad – 380015, India	November 13, 2015	- SBICAP Securities Limited - IndusInd Bank Limited - Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited	MoP Order No. 46/2/2010-RE-Vol.II (Part-IV) dated November 13, 2015
Smt. Asha Swarup W/o Shri Dev Swarup Part time Non Official (Independent) Director Occupation: Retired IAS Officer DIN: 00090902 Age: 67 years Nationality: Indian	"UDAY", Lower Ramnagar, Near Dr. Mahajan's Clinic, Dharamsala, District Kangra, Himachal Pradesh – 176215 India	February 8, 2017	-None-	MoP Order No. 46/2/2010-RE-Vol.II (Part-IV) dated February 8, 2017

None of the current Directors of the Issuer appear in the RBI's defaulter list and/or ECGC default list.

Relationship with other Directors

None of the Directors of the Company are, in any way, related to each other.

Corporate Governance

Our Company has been complying with the requirements of Corporate Governance as prescribed under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. As on date, the composition of the Board of Directors is three (3) Whole time Official Directors including the Chairman and Managing director, three (3) Part-time Non-official (Independent) Directors including one (1) woman director and one (1) Government Nominee Director.

It is informed that recently, Shri Arun Singh, Part-time Non-official Independent Director has resigned from the Company, w.e.f. 8th March, 2018, due to personal reasons. Hence, the Company is required to appoint one (1) Part-time Non-official Independent Director in his place within the time stipulated for this purpose under the statutory provisions. At present, the Company is in compliance with the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Borrowing powers of our Board

Pursuant to a resolution passed by our shareholders through Postal Ballot on June 10, 2014 and in accordance with the provisions of the Section 180 (1)(c) of Companies Act, 2013, our Board has been authorised to borrow such sums of money, not exceeding Rs. 2,00,000 crores in Indian Rupees and in any foreign currency equivalent to USD 6 billion, for the purposes of the business of our Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by our Company (apart from temporary loans obtained from our Company's bankers, in the ordinary course of the business) would exceed the aggregate of our paid-up capital and free reserves.

VI. MANAGEMENT PERCEPTION OF RISK FACTOR

The Investor should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below before making an investment in the Bonds. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, prospects, results of operations and financial condition.

RISK RELATING TO BUSINESS OR INDUSTRY

1. Our business depends upon policies and support provided by GoI. We are also regulated by other laws i.e. Companies Act, guidelines by RBI, SEBI, stock exchanges and other applicable laws. GoI may withdraw its support, tax incentives etc. and can come up with the policies/regulations/laws which may be inconsistent with our business objectives. Any such adverse change in policies of the GoI may affect our business. Also, as a majority stake holder and Promoter, GoI could require us to take actions designed to serve the public interest in India and not necessarily to maximize our profits.
2. Our competitive efficiency depends on our capacity to maintain low cost of funds. Any increase in cost of funds will adversely affect our business. Adverse change in exchange rates on account of our foreign currency borrowings and volatility of interest rates both in international and domestic debt markets may lead to increase in the cost of funds.
3. Any negative trends or financial difficulties, particularly among the borrowers and borrower groups to whom we have the greatest exposure, including State Electricity Boards (SEBs) and State Power Utilities (SPUs), could increase the level of NPAs in our portfolio and that may make us unable to service our outstanding indebtedness. SEBs which were our borrowers and have been restructured may not have transferred their liabilities related with loans to new entity, which may affect our ability to enforce the applicable provisions of the original agreement.
4. We may face potential liquidity risks due to varying periods over which our assets and liabilities mature.
5. We are involved in large number of litigations and any adverse decision in these cases may affect our financial conditions.
6. We may not have obtained sufficient security and collateral from our borrowers, or we may not be able to recover or enforce, or there may be a delay in recovering or enforcing, the expected value from any security and collateral which could have a material adverse effect on our business, financial condition and results of operations.
7. The escrow account mechanism for the payment obligations of our state sector borrowers may not be effective, which may reduce our recourse in the event of defaulted loans and could have a material adverse effect on our business, financial condition and results of operations.
8. We have granted loans to the private sector on a non-recourse or limited recourse basis, which may increase the risk of non-recovery and could expose us to significant losses.
9. Our Directors may have interests in companies/entities similar to ours, which may result in a conflict of interest that may adversely affect future financing opportunity referrals and there can be no assurance that these or other conflicts of interest will be resolved in an impartial manner. We have entered and may enter into certain transactions with related parties, which may not be on an arm's length basis or may lead to conflicts of interest.

10. We are subject to restrictive covenants, in the agreements entered into with certain banks and financial institutions for our borrowings, like to maintain credit ratings, financial ratios etc. Such restrictive covenants may restrict our operations or ability to expand and may adversely affect our business. Further non-compliance by our borrowers to comply with terms and conditions like security and insurance etc. will affect our ability to recover the loan.
11. Power projects carry various project specific and general risk, which are beyond control of REC including non conversion of letter of assurance/ MoU by coal suppliers into binding fuel supply agreement, delays in development of captive coal mines, adverse changes in demand for, or the price of, power generated or distributed by the projects to which we lend, the willingness and ability of consumers to pay for the power produced by projects to which we lend, increased cost due to environmental changes etc. Any adverse change in such conditions may affect our business.
12. We have been granted certain exemption by various authorities like RBI etc. Withdrawal of such exemptions may affect our competitive strength.
13. We may not be in compliance with certain regulations like corporate governance etc. and the same may result in imposition of penalties on us.
14. With the computerization of the accounting, payroll, human resource systems and other areas of our Company, there is every possibility of cybercrimes and frauds related to hacking of internal systems, possibility of manual intervention which may lead to destruction of our data.

RISKS RELATING TO INVESTMENT IN THE BONDS

1. Our ability to pay interest and redemption depends on variety of factors including our financial conditions, Indian and global market conditions, event of bankruptcy, winding up and liquidation. We cannot assure you of payment of principal amount or interest in a timely manner or at all.
2. NBFCs are exempt from creation of a Debenture Redemption Reserve in case of private placement of debentures and accordingly no Debenture Redemption Reserve is envisaged against the Bonds being issued under the terms of this Information Memorandum. In absence of Debenture Redemption Reserve investor may find it difficult to recover their money.

EXTERNAL RISK FACTOR

1. A slow- down in economic growth of India, shortages in the supply of crude oil, natural gas or coal political instability, labour unrest, strikes, or changes in the government, international financial regulations, natural calamity, act of terrorism, war, riot etc. may affect our business. Any adverse change in such conditions may result in difficulties in obtaining funding on attractive terms.
2. Any adverse revisions to India's sovereign credit ratings for domestic and international debt by credit rating agencies may adversely impact the interest rates and other commercial terms at which such financing is available to us.
3. The Indian capital market is developing and maturing at good pace and the same may cause a shift in the pattern of power sector financing. In case our borrowers start directly accessing the market same may affect our business.

VII. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

INTERESTS OF OUR DIRECTORS

Except as otherwise stated in “Financial Statements – Related Party Transactions” our Company has not entered into any contract, agreements and arrangement during the three financial years preceding the date of this Information Memorandum in which the directors are interested directly or indirectly and no payments have been made to them in respect of such contracts or agreements.

All our Directors, including our Independent Director, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses payable to them.

None of our Directors have any financial or other material interest in the offer of Bonds under this Information Memorandum.

INTEREST OF KEY MANAGERIAL PERSONS (KMPs)/PROMOTERS IN THE OFFER

All KMPs, may be deemed to be interested to the extent of remuneration and reimbursement of expenses if any payable to them, as well as to the extent of shareholding held by them in the Company.

Promoter (i.e. President of India) may be deemed to be interested to the extent of shareholding held in the Company.

None of the key managerial personnel or Promoters of our Company have any financial or other material interest in the offer of Bonds under this Information Memorandum.

LITIGATION

Since the Government of India is the Promoter of the Company, it is not possible to give details of litigations, legal actions or directions pending or taken by any Ministry or Department of the Government or a statutory authority against the Promoter of the Company during the last three years immediately preceding the year of the circulation of this Information Memorandum.

REMUNERATION OF DIRECTORS

Chairman and Managing Director and Whole Time Directors

The following table sets forth the details of remuneration paid to the Whole Time Directors during fiscal 2018 (up to December 31, 2017):

Name of the Director	Salary & Allowances, Performance linked Incentive/Ex-gratia (₹)#	Perquisites, other Benefits (₹) ##	Total (₹)
Shri. P.V. Ramesh, CMD	22,43,965	3,34,196	25,78,161
Shri Ajeet Kumar Agarwal, Director (Finance)	40,24,482	5,88,562	46,13,044
Shri Sanjeev Kumar Gupta, Director (Technical)	41,99,019	7,39,840	49,38,859

Note :

The above salaries & allowances are as per Sec 17(1) of Income Tax Act, 1961 include allowances exempt u/s 10 & taxable medical payments but exclude exempt medical and uniform reimbursements.

This includes Perquisites as per Sec 17(2) of Income Tax Act, 1961 and Employer Share towards Provident Fund and Superannuation Fund but excludes EEH payments, TA related payments, gratuity contribution paid by company, based on actuarial valuation to the REC Gratuity Fund.

The following table sets forth the details of remuneration paid to the Whole Time Directors during the Fiscal 2017:

Name of the Director	Salary & Allowances, Performance linked Incentive/Ex-gratia (₹)#	Perquisites, other Benefits (₹)##	Total (₹)
Shri. P.V. Ramesh, CMD (w.e.f. January 5, 2017)	7,27,792	2,010	7,29,802
Shri Bhagwati Prasad Pandey, CMD (w.e.f. October 5, 2016) *	0	0	0
Shri Rajeev Sharma, CMD (upto October 1, 2016)	36,21,986	11,41,999	47,63,985
Shri Ajeet Kumar Agarwal, Director (Finance)	45,28,339	10,53,756	55,82,095
Shri Sanjeev Kumar Gupta, Director (Technical)	41,01,989	8,62,004	49,63,993

Note :

- # The above salaries & allowances are as per Sec 17(1) of Income Tax Act, 1961, include taxable medical payments but exclude exempt medical and uniform reimbursements.
- ## This includes Perquisites as per Sec 17(2) of Income Tax Act, 1961 and Employer Share towards Provident Fund and Superannuation Fund but excludes EEH payments, TA related payments, gratuity contribution paid by company, based on actuarial valuation to the REC Gratuity Fund.
- * Shri Bhagwati Prasad Pandey was given additional charge of CMD of REC.

The following table sets forth the details of remuneration paid to the Whole Time Directors during the Fiscal 2016:

Name of the Director	Salary & Allowances, Performance linked Incentive/Ex-gratia (₹)	Perquisites, other Benefits (₹)	Total (₹)
Shri Rajeev Sharma, CMD	47,77,084	10,48,630	58,25,714
Shri Ajeet Kumar Agarwal, Director (Finance)	42,46,990	2,60,905	45,07,895
Shri Prakash Thakkar, Director (Technical) upto 12.10.2015	47,07,475	11,61,156	58,68,631
Shri Sanjeev Kumar Gupta, Director (Technical) w.e.f 16.10.2015	20,00,858	2,20,612	22,21,470

The following table sets forth the details of remuneration paid to the Whole Time Directors during the Fiscal 2015:

Name of the Director	Salary & Allowances, Performance linked Incentive/Ex-gratia (₹)	Perquisites, other Benefits (₹)	Total (₹)
Shri Rajeev Sharma, CMD	54,96,408	10,64,892	65,61,300
Shri Ajeet Kumar Agarwal, Director (Finance)	40,55,935	7,32,450	47,88,385
Shri Prakash Thakkar, Director (Technical)	47,46,923	11,18,630	58,65,553

Remuneration of Part-time Non official Directors

The Part- time Non official Independent Directors do not have any material pecuniary relationship or transaction with the Company. The sitting fee Part time Non-official Independent Directors for Board/Committee was approved by the Board of Directors in their meeting held on May 28, 2013.

S. No	Meetings	Sitting fees per Meeting (₹)
1	Board Meeting	20,000
2	Committee Meeting	20,000

Set forth below are the details of the sitting fees paid to Part-time Non-official Independent Directors during Fiscal 2018:

Sl. No.	Name of Part-time Non-official Independent Director	Sitting Fees		Total
		Board Meeting	Committee Meeting	
1.	Shri Arun Singh	1,00,000	1,00,000	2,00,000
2.	Shri A. Krishna Kumar	1,60,000	3,20,000	4,80,000
3.	Prof. T.T. Ram Mohan	1,00,000	1,80,000	2,80,000
4.	Ms. Asha Swarup	1,20,000	1,40,000	2,60,000

Set forth below are the details of the sitting fees paid to Part-time Non-official Independent Directors during Fiscal 2017:

Sl. No.	Name of Part-time Non-official Independent Director	Sitting Fees		Total
		Board Meeting	Committee Meeting	
1.	Shri Arun Singh	1,40,000	1,60,000	3,00,000
2.	Shri A. Krishna Kumar	1,80,000	4,60,000	6,40,000
3.	Prof. T.T. Ram Mohan	1,80,000	3,60,000	5,40,000
4.	Ms. Asha Swarup	40,000	40,000	80,000

Set forth below are the details of the sitting fees paid to Part-time Non-official Independent Directors during Fiscal 2016

Sl. No.	Name of Part-time Non-official Independent Director	Sitting Fees		Total
		Board Meeting	Committee Meeting	
1.	Shri Arun Singh	60,000	60,000	1,20,000
2.	Shri A. Krishna Kumar	80,000	1,40,000	2,20,000
3.	Prof. T.T. Ram Mohan	80,000	1,20,000	2,00,000

Set forth below are the details of the sitting fees paid to Part-time Non-official Independent Directors during Fiscal 2015

S. No	Name of the Part time Non official Independent Directors	Sitting fees (in ₹)		Total (in ₹)
		Board Meeting	Committee Meeting	
1	Dr. Devi Singh*	40,000	1,00,000	1,40,000
2	Shri Venkataraman Subramanian	40,000	60,000	1,00,000
3	Dr. Sunil Kumar Gupta	1,80,000	2,60,000	4,40,000

* Dr. Devi Singh was additionally paid ₹10,000 by way of honorarium for attending meeting of Departmental Promotion Committee (DPC).

Relationship with other Directors

None of the Directors of the Company are, in any way, related to each other.

RELATED PARTY TRANSACTIONS

Related party transactions entered during the last 3 financial years immediately preceding the year of circulation of this Private Placement Offer Letter including with regard to loans made or guarantees given or securities provided:

Details of amount due from/ to the related parties:

(₹ in Crores)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015
Long-term Debt			
RECTPCL	60.00	60.00	60.00
RECPDCL	10.44	10.44	7.00
Key Managerial Personnel	0.10	0.10	0.17
Loans & Advances			
RECTPCL	0.28	0.22	2.04
RECPDCL	1.07	0.73	-
Key Managerial Personnel	0.50	0.83	0.29
Other Current Liabilities			
RECPDCL	1.51	5.37	2.27
RECTPCL	-	-	1.05

Details of Transactions with the related parties:

(₹ in Crores)

Particulars	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015
Long Term Debt - Amount Invested			
RECTPCL	-	-	-
RECPDCL	-	3.44	-
Key Managerial Personnel	-	0.01	-
Loans & Advances			
Key Managerial Personnel	0.06	0.53	0.04
Sale of Fixed Assets			
RECPDCL	-	0.01	-
Investment in Share Capital (including applied for)			
EESL	-	124.00	-
Disbursement from Subsidy/ Grant Received from Govt. of India			
RECPDCL	-	6.90	-
Dividend from Subsidiaries			
RECTPCL	8.65	9.51	0.10
RECPDCL	10.85	0.50	0.25
Interest Income - Loans & Advances			
RECTPCL	-	-	-
Key Managerial Personnel	0.03	0.04	0.06
Apportionment of Employee Benefit and Other Expenses			
RECTPCL	2.56	2.35	2.58
RECPDCL	4.65	4.32	2.20
Finance Cost			
Interest Paid to RECTPCL	4.70	4.70	4.70
Interest Paid to RECPDCL	0.82	0.64	0.54
Interest Paid to Key Managerial Personnel	0.01	0.01	0.01
Employee Benefits Expense - Managerial Remuneration	2.09	2.33	1.91

Particulars	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015
CSR Expenses			
RECPDCL	14.25	91.77	19.04
EESL	0.86	0.28	1.59
Other Expenses			
RECPDCL	30.65	2.22	7.31

DETAILS OF DEFAULT, IF ANY, INCLUDING THEREIN THE AMOUNT INVOLVED, DURATION OF DEFAULT AND PRESENT STATUS, IN REPAYMENT OF STATUTORY DUES, DEBENTURES AND INTEREST THEREON, DEPOSITS AND INTEREST THEREON AND LOAN FROM ANY BANK OR FINANCIAL INSTITUTION AND INTEREST THEREON.

NIL

DETAILS OF ANY INQUIRY, INSPECTIONS OR INVESTIGATIONS INITIATED OR CONDUCTED UNDER THE COMPANIES ACT, 2013 OR ANY PREVIOUS COMPANY LAW IN THE LAST THREE YEARS IMMEDIATELY PRECEDING THE YEAR OF CIRCULATION OF INFORMATION MEMORANDUM FOR PRIVATE PLACEMENT AGAINST THE COMPANY OR ITS SUBSIDIARIES

There has been no inquiry, inspection or investigation initiated or conducted against the Company or its subsidiaries under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of Information Memorandum for Private Placement. Further there was no prosecution filed or pending, fines imposed, compounding of offences against the Company or its any of its subsidiaries in the last three years immediately preceding the year of circulation of Information Memorandum for Private Placement.

DETAILS OF DEFAULT(S) AND/OR DELAY(S) IN PAYMENTS OF ANY KIND OF STATUTORY DUES, DEBENTURES/ BONDS/ DEBT SECURITIES AND INTEREST THEREON, DEPOSITS AND INTEREST THEREON, LOANS FROM ANY BANK OR FINANCIAL INSTITUTION AND INTEREST THEREON AND OTHER FINANCIAL INDEBTEDNESS INCLUDING CORPORATE GUARANTEE ISSUED BY THE COMPANY

The Issuer has not defaulted or made delay in payment of any kind of statutory dues to the Government of India, State Government(s), statutory/ regulatory bodies, authorities, departments etc., since inception.

The main constituents of the Issuer's borrowings are generally in form of debentures/ bonds/ debt securities, commercial paper, medium term notes ("MTNs"), external commercial borrowings ("ECBs"), loans from banks and financial institutions, assistance from multilateral and bilateral financing agencies etc. In respect of such borrowings, the Issuer certifies that:

- it has serviced all the principal and interest liabilities on all its borrowings on time and there has been no instance of delay or default since inception; and
- it has not affected any kind of roll over or restructuring against any of its borrowings in the past.

The Issuer has not defaulted on any of its payment obligations arising out of any corporate guarantee issued by it to any counterparty including its subsidiaries, joint venture entities, group companies etc. in the past.

DETAILS OF ACTS OF MATERIAL FRAUDS COMMITTED AGAINST THE COMPANY IN THE LAST THREE YEARS, IF ANY, AND IF SO, THE ACTION TAKEN BY THE COMPANY

There has been no act of material fraud committed against the Company in the last three years immediately preceding the year of circulation of Information Memorandum for Private Placement.

OUTSTANDING BORROWINGS/ DEBT SECURITIES ISSUED FOR CONSIDERATION OTHER THAN CASH, WHETHER IN WHOLE OR PART, AT A PREMIUM OR DISCOUNT, OR IN PURSUANCE OF AN OPTION

Other than and to the extent mentioned elsewhere in the Information Memorandum for Private Placement, the Issuer has not issued any debt securities or agreed to issue any debt securities or availed any borrowings for a consideration other than cash, whether in whole or in part, at a premium or discount or in pursuance of an option since inception.

AUDITORS' QUALIFICATIONS

Details with respect to qualifications, reservations and adverse remarks of the auditors of the Company in the last five financial years immediately preceding the year of circulation of Information Memorandum for Private Placement and their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said qualifications, reservations and adverse remarks are given as under:

Financial Year	Auditors' qualifications, reservations and adverse remarks
2016-17	Nil
2015-16	Nil
2014-15	Nil
2013-14	Nil
2012-13	Nil

PROFITS OF THE COMPANY, BEFORE AND AFTER MAKING PROVISION FOR TAX, FOR THE THREE FINANCIAL YEARS IMMEDIATELY PRECEDING THE DATE OF CIRCULATION OF THIS INFORMATION MEMORANDUM

Please refer Annexure B.

DIVIDENDS DECLARED BY THE COMPANY IN RESPECT OF THE SAID THREE FINANCIAL YEARS; INTEREST COVERAGE RATIO FOR THE LAST THREE YEARS (CASH PROFIT AFTER TAX PLUS INTEREST PAID / INTEREST PAID)

Please refer Annexure B.

ANY CHANGE IN ACCOUNTING POLICIES DURING THE LAST THREE YEARS AND ITS EFFECT ON THE PROFITS AND THE RESERVES OF THE COMPANY

Please refer Annexure B.

VIII. BRIEF SUMMARY OF BUSINESS/ ACTIVITIES OF ISSUER AND ITS LINE OF BUSINESS

OVERVIEW

We are public financial institution in the Indian power infrastructure sector and are engaged in the financing and promotion of transmission, distribution and generation including renewable energy projects throughout India. We commenced our operations in 1969 for the purpose of developing the power infrastructure in rural areas. We have contributed to the development of rural India and India's agriculture through our funding of transmission and distribution projects in rural areas. Our mandate has evolved in accordance with the development priorities of GoI and since Fiscal 2003, we are permitted to finance all segments of the power sector, including generation, transmission and distribution, throughout the country. Our mandate was further extended to include financing other activities with linkages to power projects, such as coal and other mining activities, fuel supply arrangements for the power sector and other power-related infrastructure. In June 2011, we have set up a separate division for funding renewable projects in order to further achieve the goal of conserving fossil fuels and reducing our carbon foot prints. REC is one of only 15 Indian public sector undertakings to be granted "Navratna" status by the Department of Public Enterprise by virtue of our operational efficiency and financial strength. The GoI has rated our performance as "Excellent" continuously since Fiscal 1994. We have also been ranked among the top ten public sector undertakings in India by the Ministry of Heavy Industries and Public Enterprises for Fiscal 2000, Fiscal 2001, Fiscal 2002, Fiscal 2004 and Fiscal 2005. Domestically, we hold the highest credit rating for long-term borrowing consisting of domestic credit rating from each of IRRPL, CRISIL, ICRA and CARE. On an international basis, we hold long-term borrowing ratings from Fitch and Moody's that are at par with sovereign ratings for India.

The President of India, acting through nominees from the Ministry of Power ("MoP"), currently holds 58.32% of the issued and paid up equity capital of our Company. The GoI, acting through the MoP, oversees our operations and has the power to appoint Directors to our Board. We have a branch network of 18 regional offices and 5 state offices and 1 Training center spread across India. The registered office at New Delhi looks at the matters relating to Planning and Policy formulation, Resource Mobilization, Financial Operations etc. Project/Field offices attend functions relating to preliminary processing of new schemes, monitoring of on-going schemes, scrutiny of loan claims, recovery of dues and maintain liaison with SEBs and State Governments for effective implementation of rural electrification programme funded by the Corporation.

Our Strengths

We believe that the following are our primary strengths:

- Our financial position is strong and our business is profitable.
- We are uniquely positioned to access and appraise borrowers in the Indian power sector.
- We occupy a key strategic position in the GoI's plans for growth of the power sector.
- We have an experienced management team with sector expertise.
- Pan India presence through our zonal/project offices in most of state capitals.

Our Strategy

The key elements of our business strategy are as follows:

- Continue to fund the increased investment in the Indian power sector.
- Maintain the diversity of our asset portfolio and seek higher yielding loan assets.
- Increase our involvement in consortium lending and private sector participation in the Indian power sector.
- Increase our fee-based income.
- Implement technological innovation to manage our growth and remain a dynamic organisation.

OUR PRODUCTS

Long-term Loans

We offer our long-term loans to central-sector power utilities, state-sector power utilities, joint-sector power utilities, state power departments, private sector power utilities and rural electricity cooperatives. Our long-term loans generally are sanctioned with respect to a specific power-related project at project inception or as bulk loans for procurement of equipment. Our long-term loans to the public sector for transmission and distribution projects typically require the borrower to obtain a state government guarantee of the loan and/or hypothecate a portion of its existing assets or hypothecate all of its project assets to secure the loan. The percentage of guarantee and hypothecation of assets differs on a case-to-case basis.

Short-term Loans

We offer short-term loans to our state sector borrowers to meet their immediate working capital requirements, including for the purchase of fuel for power plants, system and network maintenance, including transformer repairs, the purchase of power, the purchase of materials and minor equipment.

Others

- **Debt Refinancing**

We may offer a debt refinancing scheme for borrowers who have borrowed funds from other lending institutions at a higher rate of interest. The refinancing facility is available generally for commissioned projects. We offer our debt refinancing products on the same interest rate terms as our long-term loans; however, the maturity of our debt refinancing products is generally not later than the maturity of the refinanced indebtedness.

- **Bridge Loans**

We may provide short-term bridge loan financing for borrowers that have been sanctioned financial assistance from or through us, primarily in the form of grants or long-term loans, and have received a sanction letter for the funding but are awaiting disbursements pending formalities or clearances.

- **Short-term Loans to Equipment Manufacturers**

We may offer short-term loans to manufacturers of equipment or materials. To be eligible to receive these loans the equipment manufacturers must have been awarded a firm order for executing contracts in power projects in India by power utilities. We do not currently have any such loans outstanding.

- **Medium-term Loans**

We offer medium-term loans (MTL) to the Central/State Government Power Utilities and State Governments that are not in default to our Company for the following purposes:

- a) purchase of fuel for power plant
- b) system and network maintenance including transformer repairs
- c) purchase of power
- d) any other requirement due to inadequate tariff revision, repayment of loan obligation, delay in receipt of support from Govt. etc.

MTL are not provided to the following category of customer:

- a) who are in default to REC, or
- b) utilities categorised as Grade "C"
- c) utilities that have availed Transitional Financing Loan (TFL) facility

These loans have a loan period of more than one to three years. As on March 31st 2017, MTL outstanding amounted to ₹ 5680.06 crores.

Loans for Power Purchase through Indian Energy Exchange

In December 2009, our Board of Directors approved a new scheme pursuant to which we intend to finance power purchases made through the Indian Energy Exchange, which is one of two energy exchanges operating in India. It is currently intended that these power purchase loans may be offered to our existing public sector borrowers for the purpose of non-speculative purchases of power through the exchange with a maturity of 90 days from disbursement. Power purchase loans will be secured by escrow arrangements or bank guarantees, at the discretion of the borrower.

Deendayal Upadhyaya Gram Jyoti Yojana

Government of India, in April 2005, launched the "Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY) Scheme of Rural Electricity Infrastructure and Household Electrification" vide O.M. No. 44/19/2004-D(RE), dated March 18, 2005 for providing access to electricity to all rural households. REC is the Nodal Agency for implementation of the Scheme. Under the scheme 90% capital subsidy is being provided by GoI which is released through REC to the respective Implementing Agencies of the State. Subsequently, RGGVY scheme has been subsumed in new 'Deendayal Upadhyaya Gram Jyoti Yojana' (DDUGJY) scheme which was approved by Government of India vide OM No. 44/44/2014-RE dated December 03, 2014. Under DDUGJY, 60% of the project cost (85% for special States) is provided as grant by Government of India and additional grant upto 15% (5% for special States) is provided by Government of India on achievement of prescribed milestones.

The main components of the scheme are as under:

- i. Separation of agriculture and non-agriculture feeders facilitating judicious fostering of supply to agricultural & non- agricultural consumers in the rural areas; and
- ii. Strengthening and augmentation of sub-transmission & distribution infrastructure in rural areas, including metering of distribution transformers/feeders/consumers; and
- iii. Rural electrification for completion of the targets laid down under RGGVY for 12th and 13th Plans by carrying forward the approved outlay for RGGVY to DDUGJY.

The components at (i) and (ii) will have an estimated outlay of INR 43,033 Crores including budgetary support of INR 33,453 Crore from GOI during the entire implementation period. For component (iii) above, scheme cost of INR 39,275 Crore including a budgetary support of INR 35,447 Crores has been approved.

Rural Electrification Corporation Limited (REC) is the Nodal Agency for operationalization of the scheme and REC would be paid 0.5% of the total project cost as Agency fee.

National Electricity Fund (NEF)

National Electricity Fund (NEF) - Interest Subsidy Scheme, has become operational during the year 2012-13. The scheme has been introduced by GoI to promote the capital investment in the distribution sector. The scheme shall provide interest subsidy, linked with reform measures, on loans taken by private and public power distribution utilities for approved power Distribution Infrastructure projects.

NEF would provide interest subsidy aggregating to INR 84,660 million (USD 1,355 million spread over maximum loan tenure of 13 years against loan amount of INR 250,000 million (USD 4,000 million)) for distribution projects approved during 2012-13 and 2013-14. The pre-conditions for eligibility are linked to certain reform measures to be achieved by Discoms. Interest subsidy to the tune of 3-7%, is linked to the achievement of mainly two efficiency benchmark i.e., reduction of AT&C losses & reduction in revenue gap (ACS & ARR).

Rural Electrification Corporation is the Nodal Agency for the scheme with a mandate to operationalize the scheme and pass on the benefit of interest subsidy to eligible distribution utilities. REC will receive service charges at the rate of 0.5% of the total loan amount approved by the NEF Steering Committee.

REC, during Fiscal 2013 & Fiscal 2014, has conveyed approval for projects of loan amounting to INR 264,067 million (USD 4,226 million) to 25 discoms of 15 states. The interest subsidy shall be released on the basis of continual improvement in performance of discom (mainly reduction of AT&C losses & reduction in revenue gap-ACS & ARR) to be evaluated on annual basis during the loan tenure. Independent Evaluators have been appointed for evaluation of interest subsidy proposal. It is expected that NEF scheme will supplement the efforts of Govt. of India and result in improvement in distribution sector in the country. NEF scheme has given an opportunity to REC to enhance its business prospects in the power distribution sector.

NEF Steering Committee till 31st March, 2017, has approved interest subsidy amounting to INR 593.44 million to eligible Discoms based on the performance criterion evaluated by Independent Evaluators and REC. Discoms have started getting the interest subsidy amount under the Scheme and the benefits shall ultimately be passed on to the consumers of the respective Discoms.

UDAY SCHEME

The recent initiative by Ministry of Power, Government of India through Ujwal DISCOM Assurance Yojana (UDAY), launched in November 2015, is a path breaking reform for realizing the Hon'ble Prime Minister's vision of affordable and accessible 24x7 power for all. It is another decisive step furthering the landmark strides made in the Power sector over the past two years, with the sector witnessing a series of historic improvements across the entire value chain, from fuel supply (highest coal production growth in over 2 decades), to generation (highest ever capacity addition), transmission (highest ever increase in transmission lines) and consumption (over 2.3 crore LED bulbs distributed).

Financially stressed DISCOMs are not able to supply adequate power at affordable rates, which hampers quality of life and overall economic growth and development. Efforts towards 100% village electrification, 24X7 power supply and clean energy cannot be achieved without performing DISCOMs. Power outages also adversely affect national priorities like "Make in India" and "Digital India".

Due to legacy issues, DISCOMs are trapped in a vicious cycle with operational losses being funded by debt. Outstanding debt of DISCOMs has increased from about 2.4 lakh crore at the end of 2011-12 to about 4.3 lakh crore at the end of 2014-15. UDAY assures the rise of vibrant and efficient DISCOMs through a permanent resolution of past as well as potential future issues of the sector. It empowers DISCOMs with the opportunity to break even in the next 2-3 years. This is through four initiatives (i) Improving operational efficiencies of DISCOMs; (ii) Reduction of cost of power; (iii) Reduction in interest cost of DISCOMs; and (iv) Enforcing financial discipline on DISCOMs through alignment with State finances.

ERP and Information Security Management System (ISMS)

REC remains committed to use of technology to increase its efficiency, and in its efforts to increase its efficiency by use of technology and reduce the time involved in business functions like Central Accounting, Project Appraisal and Sanction, Disbursement etc., REC has implemented Enterprise Resource Planning (ERP) system in the Corporation, which has resulted in increase in efficiency and greater customer satisfaction. Employee processes are also on-line through HR-ERP System. Towards achieving efficient e-governance and transparency, in procurement, now all procurement of goods and services above a cut-off value are being done through the E-procurement system which is also capable of conducting e-Reverse Auction. Additionally, Document Management System ("DMS") and other in-house developed systems viz. Annual Property Return, Bill Payment and Tracking System, Visitor Management System, File Movement System etc. have been implemented to improve the efficiency of REC. Also, for better operational environment & internal control and to mitigate security risk, REC Data Centre and Disaster Recovery Centre comply with Information Security Management System ("ISMS") policies and are ISO/IEC 27001:2013 certified, which is the global security standard, by British Standard Institution (BSI).

Pradhan Mantri Sahaj Bijli Har Ghar Yojana

Pradhan Mantri Sahaj Bijli Har Ghar Yojana – ‘Saubhagya’ was launched by the Hon’ble Prime Minister to provide free electricity connections to balance 4 Crore (approx.) un-electrified households in the country by December 2018. Rural Electrification Corporation (REC) has been designated as its nodal agency for the Saubhagya scheme. To expedite and monitor the electrification process under Saubhagya a dedicated web portal (www.saubhagya.gov.in), thus providing transparency and greater accountability to this initiative. The scheme has been formulated with total expected cost of INR 16,320 Cr including Gross Budgetary Support of INR 12,320 Cr during the implementation period.

Resource Mobilisation

We generally fund our assets, primarily comprising loans to the power sector, with borrowings of various maturities in the domestic and international markets. Our market borrowings include bonds, short-term loans, medium-term loans, long-term loans and external commercial borrowings. As on March 31, 2017, we had total outstanding borrowing of Rs. 1,67,517.38 crores. The following table sets forth our indebtedness classified by Rupee-denominated and foreign currency-denominated sources and the percentages such resources constituted of our total indebtedness as on March 31, 2015, 2016 and 2017. The Rupee equivalents of foreign currency-denominated debts (other than those that are already fully hedged) are translated with reference to rates of exchange prevailing as at the end of all the periods indicated.

(All figures are in (INR) crores, except percentages)

Resource Denomination	As on March, 31 st					
	2015		2016		2017	
	Amount	%	Amount	%	Amount	%
Rupee	126,995.92	84.09	147,182.66	87.04	146,436.84	87.42
Foreign currency	24,028.20	15.91	21,923.72	12.96	21,080.54	12.58
Total	151,024.12	100	169,106.38	100	167,517.38	100

Domestic Borrowings

In terms of domestic resources, a significant proportion of our Rupee denominated funds are raised through privately placed bond issues in the domestic market and term loans. We have a diverse investor base of banks, financial institutions, mutual funds, insurance companies, provident fund trusts, gratuity fund trusts and superannuation trusts and individuals. The following table sets forth our outstanding Rupee-denominated indebtedness by type and the percentage such indebtedness constituted of our total Rupee-denominated indebtedness as on March 31, 2015, 2016 and 2017.

(All figures are in (INR) crores, except in percentages)

Rupee Denominated	As on March 31					
	2015		2016		2017	
	Amount	%	Amount	%	Amount	%
Taxable bonds	97,068.18	76.43	1,09,677.54	74.52	1,13,449.39	77.47
54EC Capital Gain Tax Exemption bonds	15,590.94	12.28	17,164.39	11.66	19,477.40	13.30
Infrastructure bonds	376.32	0.30	242.39	0.17	111.64	0.08
Tax-free bonds	11,648.41	9.17	12,648.41	8.59	12,648.41	8.64
Term loans	1,575	1.24	1,100.00	0.75	750.00	0.51
Govt loans	3.07	0.00	0.00	0.00	0.00	0.00
Commercial paper	0.00	0.00	5,600.00	3.80	0.00	0.00
WCDL	734.00	0.58	749.93	0.51	0.00	0.00
Total	1,26,995.92	100.00	1,47,182.66	100.00	1,46,436.84	100.00

Taxable Bonds

We issue secured/ unsecured, non-convertible, non-cumulative, redeemable, taxable, senior/subordinate bonds typically with a maturity of three to ten years from the date of issuance and bearing a fixed interest rate that depends upon market conditions at the time of issuance.

54EC – Capital Gain Tax Exemption Bonds

We began issuing 54 EC – Capital Gain Tax Exemption bonds from Fiscal 2001. Section 54EC of the Income Tax Act, 1961 relates to exemption of taxes on long term capital gains, if invested in these bonds, subject to limits and qualifications. We are, therefore, able to price such bonds at a lower rate of interest than would otherwise be available to us. Since January 2007, the GoI has limited the amount of our bonds that an individual investor can utilise to offset long term capital gains to INR 0.50 crore in a financial year which has reduced the amount of bonds we have been able to offer for subsequent periods. Earlier in order to avail tax exemption these bonds were required to be held for a period of 3 years however as per amendment proposed by Finance Bill 2018-19, tenure of such bonds have been increased to 5 years and only long term capital gains arising from transfer of land/building shall be eligible for benefits of this section.

The 54EC – capital gain tax exemption bonds are offered on a domestic private placement basis and are not listed on any exchange.

Infrastructure Bonds

We have issued infrastructure bonds, in Fiscal 2002 to 2005 u/s 88 of the Income Tax Act, and in Fiscal 2011 and 2012, u/s 80CCF of the Income Tax Act. Under provisions of Section 88 of the Income Tax Act, 1961, deduction is allowed from the amount of income tax (as computed before allowing the deductions under Chapter VI) on investor's total income, on investment of these bonds. Under provisions of Section 80CCF of the Income Tax Act, 1961, deduction is allowed from gross total income of an assessee on investment in these bonds and terms of the issue were subject to Notification No. 48/2010/F NO 149/84/2010-SO (TPL) issued by CBDT.

Our infrastructure bonds typically have a maturity of ten and fifteen years from the date of issuance and bear a fixed interest rate with buyback option after specified years i.e., 5/6/7/8/9 years. The infrastructure bonds were offered on a domestic private placement basis and bond issued in Fiscal 2011 & 2012 are listed on NSE and tradable after lock in period.

Tax-free Bonds

We have issued tax-free bonds up to Fiscal 2002 and thereafter issued in Fiscal 2012 to Fiscal 2014 and Fiscal 2016. Under provisions of the Income Tax Act, interest on these bonds was tax exempt for bondholders and we were therefore able to price such bonds at a lower rate of interest that would otherwise have been available to us. The weighted average annualised cost of borrowing on all of our outstanding tax free bonds as on March 31, 2017 was 8.07%.

The tax-free bonds issued up to Fiscal 2002, were offered on a domestic private placement basis and listed on the "whole sale debt market segment" of the NSE. The tax-free bonds issued in Fiscal 2012, were offered under domestic public issue and listed on the "whole sale debt market segment" of the BSE. The tax-free bonds issued in Fiscal 2013 & Fiscal 2014, were offered under domestic public issue & private placement and listed on the "retail debt market segment" and "whole sale debt market segment" respectively of the BSE and NSE. The tax-free bonds issued in Fiscal 2016 were offered under domestic public issue & private placement and listed on the "retail debt market segment" and "whole sale debt market segment" respectively of the BSE. Our tax free bonds typically have a maturity of ten, fifteen and twenty years from the date of issuance and bear a fixed interest rate.

Term loans from commercial banks and financial institutions

As on March 31, 2017, we had a total of three Rupee denominated secured term loan facilities from Life Insurance Corporation of India having outstanding balance of ₹ 750 crore as on 31/03/2017. These facilities are obtained on commercial terms and have varying maturity dates and interest rates. The weighted average annualised interest rate on all of our outstanding indebtedness under term loan facilities from commercial banks and financial institutions as on March 31, 2017 was 7.08%.

WCDL: As on March 31, 2017, an amount of ₹ NIL is outstanding on account of WCDL.

STL: As on March 31, 2017, nothing is outstanding on account of STL.

Loans from GoI: As on March 31, 2017, nothing is outstanding on account of GoI.

Commercial Paper: The Company mobilised funds through Commercial Paper during various years. These are obtained on varying maturity dates and interest rates. The weighted average annualised interest rate on all new borrowings through Commercial Paper during Fiscal 2016-17 was 6.71%. Commercial Paper of ₹ Nil are outstanding as on March 31, 2017.

Foreign Currency Resources

We first began arranging for foreign currency borrowings during Fiscal 2007. As on March 31, 2017, outstanding foreign currency loans are ₹ 21,080.54 crores.

External Commercial borrowings in foreign currency

In Fiscal 2015, the Issuer raised ECB as under:

- Syndicated loan agreement through State Bank of India and Mizuho Bank Limited for USD 250 million. Loan under this agreement bear a variable interest at a spread of 170 basis points over six-month USD LIBOR and will mature in Fiscal 2020. As on March 31, 2017, this loan facility was fully drawn and USD 190 million hedged through principal only swap at 5.9160% pa and the balance is unhedged. Out of this agreement, USD 192.50 million has been repriced by the existing lenders at a variable interest at a spread of 75 basis points over six-month USD LIBOR. The balance USD 57.50 million have been prepaid through a fresh loan of balance maturity which bear a variable interest at a spread of 35 basis points over six-month USD LIBOR and will mature in Fiscal 2020.
- Syndicated loan agreement through State Bank of India, Hong Kong and Shanghai Banking Corporation, The Bank of Tokyo-Mitsubishi UFJ, Bank of India, BNP Paribas and The Australia and New Zealand Banking Group Limited for USD 400 million. Loan under this agreement bear a variable interest at a spread of 150 basis points over six-month USD LIBOR and will mature in Fiscal 2020. As on March 31, 2017, this loan facility was fully drawn and hedged through principal only swap at 5.4157% p.a. This loan has been fully prepaid on Dec 27, 2017 through the proceeds of 3 Year 3.068% USD 400 million Reg-S Bonds. Also, the derivatives undertaken on the aforesaid loan have been unwinded.
- Syndicated loan agreement through Mizuho Bank, Ltd, State Bank of India and Sumitomo Mitsui Banking Corporation for USD 400 million. Loan under this agreement bear a variable interest at a spread of 117 basis points over six-month USD LIBOR and will mature in Fiscal 2020. As on March 31, 2017, this loan facility was fully drawn and USD 300 million hedged through principal only swap at 4.8877% pa and the balance is unhedged.

In Fiscal 2016, the Issuer raised ECB as under:

- Syndicated loan agreement through Mizuho Bank, Ltd, State Bank of India and Bank of Baroda for USD 300 million. Loan under this agreement bear a variable interest at a spread of 100 basis points over six-month USD LIBOR and will mature in Fiscal 2021. As on March 31, 2017, this loan facility was fully drawn and entire USD 300 million hedged through principal only swap at 4.9155% pa.
- Syndicated loan agreement for USD 250 million through Sumitomo Mitsui Banking Corporation, Mizuho Bank Ltd. and The Bank of Tokyo-Mitsubishi UFJ Ltd. to refinance the ECB of USD 250 Million raised in Fiscal 2013, as per approval of RBI. Loan under this agreement bear a variable interest at a spread of 70 basis points over six-month USD LIBOR and will mature in Fiscal 2019. As on March 31, 2017, this loan facility was fully drawn and USD 50 million hedged through principal only swap at 5.5295% pa, USD 50 million hedged through call spread options at 4.4985% pa and balance USD 150 million is unhedged.
- Syndicated loan agreement through State Bank of India and HSBC Banks (Mauritius) Limited for USD 300 million. Loan under this agreement bear a variable interest at a spread of 105 basis points over six-month USD LIBOR and will mature in Fiscal 2021. As on March 31, 2017, this loan facility was fully drawn and USD 75 million hedged through principal only swap at 4.9760% pa and USD 225 million hedged through call spread options at 4.0088% pa
- Syndicated loan agreement for USD 250 million through Mizuho Bank Ltd. and The Bank of Tokyo-Mitsubishi UFJ Ltd. to refinance the ECB of USD 250 Million raised in Fiscal 2013, as per approval of RBI. Loan under this agreement bear a variable interest at a spread of 65 basis points over six-month USD LIBOR and will mature in Fiscal 2019. As on March 31, 2017, this loan facility was fully drawn and entire USD 300 million hedged through call spread options at 4.1859% pa.
- Syndicated loan agreement for USD 120 million through Australia and New Zealand Banking Group Limited to part-refinance the ECB of USD 250 Million raised in Fiscal 2013, as per approval of RBI. Loan under this agreement bear a variable interest at a spread of 95 basis points over six-month USD LIBOR and will mature in Fiscal 2019. As on March 31, 2017, this loan facility was fully drawn and entire USD 75 million hedged through call spread options at 4.44% pa.

In Fiscal 2017, the Issuer raised ECB as under:

- Bilateral loan agreement for USD 100 million through The Bank of Tokyo-Mitsubishi UFJ Ltd. Loan under this agreement bear a variable interest at a spread of 80 basis points over three-month USD LIBOR and will mature in Fiscal 2022. As on March 31, 2017, this loan facility was fully drawn and entire USD 100 million hedged through call spread options at 4.3195% pa.
- Syndicated loan agreement through The Bank of Tokyo-Mitsubishi UFJ Ltd., Mizuho Bank, Ltd., and Australia and New Zealand Banking Group Limited for USD 230 million. Loan under this agreement bear a variable interest at a spread of 80 basis points over one-month USD LIBOR and will mature in Fiscal 2022. As on March 31, 2017, this loan facility was fully drawn and entire USD 230 million hedged through call spread options at 3.5433% pa.

Bilateral credit agreements: We also have five foreign currency loan facilities from external bilateral credit agencies.

- In Fiscal 2006, we also entered into a loan agreement with JICA for financial assistance of JPY 20,629 million restated to 16,949.38 million w.e.f. 29.08.2012. This agreement bears a fixed interest rate of 0.75% per annum and matures in 2021. The GoI has guaranteed borrowings under this facility for which we pay a guarantee fee. As of March 31, 2017, entire outstanding amount of JPY 16,949.38 million has been drawn under this facility.

- In Fiscal 2008, we entered into a second loan agreement with JICA for financial assistance of JPY 20,902 million restated to JPY 13,000 million w.e.f. 18.02.2012 and further restated to JPY 11,809 million w.e.f. 31.03.2016. This agreement bears a fixed interest rate of 0.65% per annum and matures in Fiscal 2023. The GoI has guaranteed borrowings under this facility for which we pay a guarantee fee. As on March 31, 2017, JPY 11,809 million have been fully drawn under this facility.
- In Fiscal 2007, we entered into a loan agreement with KfW for financial assistance of Euro 70 million. Loans under this agreement bear a fixed interest rate of 3.73% per annum and mature in 2018. The GoI has guaranteed borrowings under this facility for which we pay a guarantee fee. As of March 31, 2017, entire loan amount of Euro 70 million has been drawn under this facility.
- In Fiscal 2009, we entered into a second loan agreement with KfW for financial assistance of Euro 70 million. This agreement bears a fixed interest rate of 2.89% per annum and matures in 2020. The GoI has guaranteed borrowings under this facility for which we pay a guarantee fee. As of March 31, 2017, entire loan amount of Euro 70 million has been drawn under this facility.
- In Fiscal 2012, we entered into a third loan agreement with KfW for financial assistance of Euro 100 million. This agreement bears a fixed interest rate of 1.86% per annum and matures in 2024. The GoI has guaranteed borrowings under this facility for which we pay a guarantee fee. As March 31, 2017, Euro 100 million has been fully drawn under this facility.

Business details of subsidiaries and their special purpose vehicles (SPVs) (as on March 28, 2018):

REC Transmission Projects Company Limited

RECTPCL was incorporated on January 8, 2007 as a public limited company and its registered office is situated at Core-4, SCOPE Complex, 7, Lodi Road, New Delhi 110 003, India. It received its certificate of commencement of business on February 5, 2007. RECTPCL is engaged inter alia in the business of, to promote, organise or carry on the business of consultancy services and/or project implementation in any field of activity relating to transmission and distribution of electricity in India or abroad.

REC Power Distribution Company Limited

RECPDCL was incorporated on July 12, 2007 as a public limited company and its registered office is situated at Core-4, SCOPE Complex, 7, Lodi Road, New Delhi 110 003, India. It received its certificate of commencement of business on July 31, 2007. RECPDCL is presently engaged inter alia in the business of, to promote, develop, construct, own, operate, distribute and maintain 66KV and below voltage class electrification, distribution, electric supply lines or distribution system.

It is pertinent to mention that the Board of Directors of REC in its Meeting held on 6th February, 2018 inter-alia accorded approval to the Scheme of Amalgamation of REC Transmission Projects Company Limited ('Transferor Company') with REC Power Distribution Company Limited ('Transferee Company'). Further, the said Scheme of Amalgamation along with all related documents have been filed for approval of Central Government i.e. Ministry of Corporate Affairs, Government of India on 27th March, 2018. The approval of Central Government is awaited in this regard.

Dinchang Transmission Limited

Dinchang Transmission Limited has been incorporated as a Special Purpose Vehicle, as a wholly owned subsidiary of REC Transmission Projects Company Limited December 2, 2015 as transmission service provider for Transmission system for Phase-I Generation Projects in Arunachal Pradesh. A two stage Bidding process featuring separate Request for Qualification (RFQ) and Request for Proposal (RFP) has been adopted in accordance with tariff based competitive bidding guidelines of Ministry of Power, GoI for selection of developer as Transmission Service Provider. The RFQ of the project was issued on December 4, 2015. Five bidders have participated at the RFQ stage and all five bidders have qualified to participate

in next stage of bidding i.e. RFP. The RFP for the project has been issued w.e.f April 13, 2016. However, the bidding process has been kept in abeyance as per the instructions from Central Electricity Authority (CEA).

Ghatampur Transmission Limited

Ghatampur Transmission Limited has been incorporated as a Special Purpose Vehicle, as a wholly owned subsidiary of REC Transmission Projects Company Limited on December 2, 2016 as transmission service provider for evacuation of Power from 3x660 MW Ghatampur Thermal Power Project. A two stage Bidding process featuring separate Request for Qualification (RFQ) and Request for Proposal (RFP) has been adopted in accordance with tariff based competitive bidding guidelines of Ministry of Power, GoI for selection of developer as Transmission Service Provider. The RFQ of the project was issued on September 3, 2016. Four bidders participated at the RFQ stage out of which three bidders have qualified to participate in next stage of bidding i.e. RFP. The RFP for the project was issued on 19th January, 2018.

Chandil Transmission Limited

Chandil Transmission Limited has been incorporated as a Special Purpose Vehicle, as a wholly owned subsidiary of REC Transmission Projects Company Limited on 14th March, 2018 to undertake activities for development of various elements of Transmission System Strengthening in Jharkhand State. A two stage Bidding process featuring separate Request for Qualification (RFQ) and Request for Proposal (RFP) has been adopted in accordance with tariff based competitive bidding guidelines of Ministry of Power, GoI for selection of developer as Transmission Service Provider. The RFQ for the project has been issued on 10th February, 2018 and evaluation of the same is in process.

Koderma Transmission Limited

Koderma Transmission Limited has been incorporated as a Special Purpose Vehicle, as a wholly owned subsidiary of REC Transmission Projects Company Limited on 19th March, 2018 to undertake activities for development of various elements of Transmission System Strengthening in Jharkhand State. A two stage Bidding process featuring separate Request for Qualification (RFQ) and Request for Proposal (RFP) has been adopted in accordance with tariff based competitive bidding guidelines of Ministry of Power, GoI for selection of developer as Transmission Service Provider. The RFQ for the project has been issued on 10th February, 2018 and evaluation of the same is in process.

Dumka Transmission Limited

Dumka Transmission Limited has been incorporated as a Special Purpose Vehicle, as a wholly owned subsidiary of REC Transmission Projects Company Limited on 23rd March, 2018 to undertake activities for development of various elements of Transmission System Strengthening in Jharkhand State. A two stage Bidding process featuring separate Request for Qualification (RFQ) and Request for Proposal (RFP) has been adopted in accordance with tariff based competitive bidding guidelines of Ministry of Power, GoI for selection of developer as Transmission Service Provider. The RFQ for the project has been issued on 10th February, 2018 and evaluation of the same is in process.

Mandar Transmission Limited

Mandar Transmission Limited has been incorporated as a Special Purpose Vehicle, as a wholly owned subsidiary of REC Transmission Projects Company Limited on 26th March, 2018 to undertake activities for development of various elements of Transmission System Strengthening in Jharkhand State. A two stage Bidding process featuring separate Request for Qualification (RFQ) and Request for Proposal (RFP) has been adopted in accordance with tariff based competitive bidding guidelines of Ministry of Power, GoI for selection of developer as Transmission Service Provider. The RFQ for the project has been issued on 10th February, 2018 and evaluation of the same is in process.

IX. BRIEF CORPORATE HISTORY OF OUR COMPANY CHANGES IN THE REGISTERED AND CORPORATE OFFICE MAJOR EVENTS MILESTONES AND SUBSIDIARIES

Brief Corporate History of our Company

Our Company was incorporated as a private limited company under the Companies Act, 1956 on July 25, 1969 at New Delhi as “Rural Electrification Corporation Private Limited”. The word “private” was deleted from the name of our Company on June 03, 1970. Our Company became a deemed public limited company with effect from July 01, 1975. Our Company was converted into a public limited company with effect from July 18, 2003.

Our Company was declared a ‘Public Financial Institution’ under Section 4A of the Companies Act, 1956 pursuant to a notification (S.O. 128(E)) dated February 11, 1992 issued by the then Department of Company Affairs, Ministry of Law, Justice and Company Affairs, GoI. We are also registered with the RBI as an NBFC with effect from February 10, 1998. Further, RBI vide its letter dated September 17, 2010 categorised REC as an Infrastructure Finance Company (“IFC”), in terms of their circular dated February 12, 2010.

Changes in the Registered and Corporate Office

Our Registered and Corporate Office is currently situated at Core-4, SCOPE Complex, 7, Lodi Road, New Delhi 110 003, India. Our registered office was initially situated at Floor No. 3, Jeevan Vihar, Parliament Street, New Delhi 110 001, India, pursuant to a resolution of our Board dated September 5, 1969. The table below encapsulates changes in our registered office since our incorporation.

Date of shareholders’ resolution	Change in address of the Registered Office
September 5, 1969	Floor No. 3, Jeevan Vihar, Parliament Street, New Delhi 110 001, India.
March 3, 1970	D-5, NDSE, Part-II, South Extension, New Delhi 110 049, India.
November 30, 1976	2nd and 3rd Floor, DDA Building, Nehru Place, New Delhi 110 019, India.
November 28, 1995	Core-4, SCOPE Complex, 7, Lodi Road, New Delhi 110 003, India.

Major Events and Milestones

Calendar Year	Event
1969	Incorporation of our Company.
1970	Commenced lending operations to SEBs.
1974	Authorised by the Ministry of Irrigation and Power to finance rural electrification under the ‘Minimum Needs Programme’.
1979	CIRE set up in Hyderabad.
1988	Launch of KutirJyoti and JalDhara programmes for rural electrification.
1992	Declared a Public Financial Institution under Section 4A of the Companies Act, 1956.
1993	Entered into MoU with the Ministry of Power for the year 1993-1994 for the first time to achieve certain performance related targets.
1998	Registered as a NBFC under Section 45(IA) of the RBI Act, 1934.
2001	Allowed to issue Capital Gains Tax Exemption Bonds under Section 54 EC of the IT Act.
	Up gradation from Schedule ‘B’ to Schedule ‘A’ Corporation
2002	Grant of Mini Ratna- I status
2005	Appointed as the nodal agency for RGGVY (presently known as Deendayal Upadhyaya Gram Jyoti Yojana).
2006	Entered into agreement with Japan International Cooperation Agency for availing a loan facility of JPY 20,629 million.

Calendar Year	Event
	Entered into agreement with KfW, Frankfurt am Main for availing a loan facility of Euro 70 million.
2008	Launch of Initial Public Offer and dilution of Promoter's shareholding from 100% to 81.82%. Gross proceeds from IPO were Rs. 819.63 crores. Listed Equity Shares of the Company on NSE and BSE. Accorded "Navratna" status by the Department of Public Enterprise, GoI for our operational efficiency and financial strength, which affords greater operational freedom and autonomy in decision making. Entered into agreement with Japan International Cooperation Agency for availing a loan facility of JPY 20,902 million.
2009	Entered into agreement with KfW, Frankfurt am Main for availing a loan facility of Euro 70 million. Received 'LAAA' rating from ICRA in relation to Rs. 25,000 crores long term borrowing programme for the Fiscal 2010.
2010	Follow-on issue of Equity Shares resulting in (a) raising Rs. 2,647.53 crores of gross proceeds through fresh issue and (b) GoI reducing its ownership to 66.80%. RBI categorised REC as an Infrastructure Finance Company ("IFC"). REC was included in the MSCI emerging marketing index.
2011	REC successfully priced a USD 500 million 4.25% 5-year Reg S Senior Unsecured Notes transaction. REC was the first Indian NBFC -IFC to enter into the international debt market.
2012	CHF Bonds through Reg S for CHF 200 million were issued by REC, which were listed in the SIX Swiss Exchange, Switzerland. Entered into agreement with KfW, Frankfurt am Main for availing a loan facility of Euro 100 million. National Electricity Fund (Interest Subsidy Scheme) has been set up by Ministry of Power to provide interest subsidy on loans disbursed to the State Power Utilities, Distribution Companies (DISCOMS) - both in public and private sector, to improve the infrastructure in distribution sector. REC is the nodal agency for the scheme with a mandate to operationalize the scheme through which amount for interest subsidy will be provided.
2013	REC received DSIJ PSU Award, 2012 for "Fastest Growing Operational Metrics" in Non-Manufacturing Navratna Category. REC received CIDC Vishwakarma Award 2013 in the category of "Achievement Award for Industry Doyen. REC received Award in the Category of "Non-Banking Financial Services" by India Pride Awards, Dainik Bhaskar and DNA.
2014	Entered into offshore syndicated facility agreements for availing loan facility of USD 285 million from Hong Kong and Shanghai Banking Corporation Limited, State Bank of India, Singapore Branch and Sumitomo Mitsui Banking Corporation as Mandated Lead Arrangers and Book runners (MLAB's) in November.

Calendar Year	Event
	REC named 'Best Employer India 2013' and also been awarded 'The Aon Hewitt Voice of Employee Award Public Sector Enterprise India 2013' by Aon Hewitt. Received 'Best HR Practices' Award in the Navratna PSU's category from India Today PSUs Award 2014 REC received DSIJ PSU Award, 2014 for "Fastest Growing Navratna of the Year in Non-Manufacturing Category. 'Rural sector PSE of the Year making Grass Root Infrastructure Impact' from IPSE Award 2014. 'Best Power Financing Company' for outstanding contribution in terms of providing financial assistance and promoting Rural electrification Projects all over the Country having consistent record of Excellent all round Performance Growth and Profitability since inception and Contribution to the Growth of Nation from CBIP "Best Governed Company" by Institute of Company Secretaries of India and REC has been awarded "ICSI National Award for excellence in corporate governance". Nodal Agency for operationalization of Deendayal Upadhyaya Gram Jyoti Yojana on December 3, 2014 (including Rural Electrification (RE) component - the erstwhile Rajiv Gandhi Grameen Vidyutikaran Yojana - RGGVY) mainly for separation of agriculture and non-agriculture feeders; strengthening and augmentation of sub-transmission & distribution infrastructure in rural areas; and rural electrification for completion of the targets laid down under RGGVY for XII and XIII Plans.
2015	"Fastest Growing Navratna PSU" award from India Today. Third Largest Financier in RE in FY 2015-16 from Ministry of Non-Conventional and Renewable Energy (MNRE)
2016	Rated "Excellent" for Fiscal 2016 in terms of MoU signed with GoI for the 23rd year in succession, Nodal Agency for implementation of Outage Management System and 11 KV Rural Feeder Management System. Received "Best Power Financing Company" award in CBIP Awards 2017. Won Gold Trophy for "SCOPE Meritorious award for Best Public Sector Financing Institution or Insurance Company" for the year 2014-15. Received "SCOPE Award for Excellence and Outstanding Contribution to the Public Sector Management" for the year 2014-15.
2017	REC stock included in 'Nifty Next 50' on National Stock Exchange. REC launched Saubhagya scheme REC raised USD 400 million Reg S Bond for refinancing issued & listed on LSE & SGX REC issued Green Bond listed on London Stock Exchange. Received "Best Power Finance Company" award in CBIP Awards 2018.

DETAILS REGARDING ACQUISITION OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS

Our Company has neither acquired any entity, business or undertakings nor undertaken any mergers, amalgamation, or revaluation of assets in the last Fiscal.

HOLDING ENTITY- OUR PROMOTER

Our Promoter is the President of India, acting through the Ministry of Power, holding 58.32% of our Equity Share Capital as on December 31, 2017.

JOINT VENTURES

Energy Efficiency Services Limited ("EESL")

REC, along with three other PSUs, namely Power Grid Corporation of India Limited, NTPC and PFC as partners, has formed a Joint Venture Company by the name Energy Efficiency Services Limited (EESL) on December 10, 2009. During the financial year 2016-17, the Equity investment of REC in EESL was increased to 14,65,00,000 Equity Shares of ₹ 10/- each w.e.f April 25, 2016. Accordingly, as on date REC holds 31.70% of the paid up equity share capital of EESL.

EESL is formed to create & sustain market access of energy efficient technologies particularly in the public facilities like municipalities, buildings, agriculture, industry etc. and to implement several schemes of Bureau of Energy Efficiency, Ministry of Power, Government of India. EESL is also leading the market related activities of the National Mission for Enhanced Energy Efficiency (NMEEE), one of the 8 national missions under National Action Plan on Climate Change. The Business verticals of the company inter-alia include implementing projects in Energy Service Company (ESCO) mode in Agriculture Demand Side Management (AgDSM), Municipal Demand Side Management (MuDSM), Distribution Energy Efficiency projects, Building, Small & Medium Enterprises (SMEs), Perform, Achieve and Trade-Joint Implementation Plan (PAT-JIP), Corporate Social Responsibility activities, etc. Currently, EESL is implementing Municipal Street Lighting projects with various Municipal Corporation and AgDSM projects for replacement of inefficient Agricultural Pump sets in agriculture sector, Unnat Jyoti by Affordable LEDs for all formerly Domestic Efficient Lighting Programme (DELP) in domestic residential sector in ESCO mode with various Utilities and CSR projects of various companies.

ENTITIES IN WHICH WE HAVE EQUITY INVESTMENT

Indian Energy Exchange Limited ("IEX")

Pursuant to the approval of Board of Directors in year 2007, our Company acquired 5% (12,50,000 equity shares of face value of ₹10 each) of the then equity share capital of IEX. Certain significant details of IEX are provided hereunder:

IEX was incorporated on March 26, 2007 and received its certificate of commencement of business on April 17, 2007. Its registered office is situated at Unit No. 3-6, 4th Floor, TDI Centre, District Centre, Jasola, New Delhi – 110025. IEX offers national level electronic platform to facilitate trading in electricity, subject to supervision of the Central Electricity Regulatory Commission ('CERC'). Entities listed to undertake trading in electricity, distribution licensees and grid connected entities use the platform offered by IEX to purchase and sell electricity. Currently, IEX operates Day-Ahead Market (DAM) and Term-Ahead Market (TAM) in electricity as well as Renewable Energy Certificate (REC) Market. The Exchange provides a transparent, demutualised and automated platform enabling efficient price discovery and price risk management for participants. As on December 31, 2017, REC holds 4.12% in the equity share capital of IEX. IEX recently got listed on stock exchanges on 23 October 2017.

‘Small is Beautiful’ Fund (“SBF”)

SBF is an Indian venture capital fund organised and settled as a contributory trust and registered with SEBI as a Venture Capital Fund. KSK Trust Private Limited is the trustee for SBF. The office of SBF is situated at Plot No. 84, Kaveri Hills, Phase II, Madhapur, Hyderabad – 500033, Andhra Pradesh, India. SBF is engaged in the business of making investments in power generation and other allied projects in Indian power sector. REC has invested ₹ 22.50 Crore in ‘Small is Beautiful’ Fund (SIB) in FY 2003-04 along with other banks & financial institutions. REC’s contribution amounted to 9.74% of the fund corpus. As on December 31, 2017, the outstanding investment of SBF amounts to ₹ 63.23 Crore.

Investment in NHPC

REC has invested in 26,05,42,050 equity shares of NHPC Limited at the rate of ₹ 21.78 per share (including STT, brokerage and other charges) amounting to ₹ 567.50 Crore in April 2016 during disinvestment by Government of India through OFS route.

REC holds around 2.35% total equity share capital of NHPC Ltd.

NHPC Limited, a Govt. of India Enterprise, was incorporated in the year 1975 with an objective to plan, promote and organise an integrated and efficient development of hydroelectric power in all aspects. Later on NHPC expanded its objects to include development of power in all its aspects through conventional and non-conventional sources in India and abroad. At present, NHPC is a Mini Ratna Category-I Enterprise of the Govt. of India with an authorised share capital of ₹15,000 crores and issued share capital is ₹ 11,070.67 crores.

NHPC has been assigned credit rating of AAA / stable by CRISIL.

REC sold 7,65,30,185 number of equity shares in the Buyback offer by NHPC Limited in February 2017. As on December 31, 2017 REC holds 18,40,11,865 equity shares of NHPC Limited with an investment amount of ₹ 400.80 Crore which amounts to around 1.79% total equity share capital of NHPC Ltd.

Housing & Urban Development Corporation Limited (“HUDCO”)

REC has invested in 3,47,429 equity shares of Housing & Urban Development Corporation Limited at the rate of Rs.60 per share amounting to Rs. 2.08 Crore in May 2017 during the Initial Public Offer by HUDCO.

HUDCO was incorporated on April 25, 1970. HUDCO is a 100% GoI owned entity. HUDCO was notified as a public financial institution under Section 4A of the Companies Act, 1956 on December 9, 1996, by the Department of Company Affairs, Ministry of Finance, GoI. HUDCO is a Miniratna (Category-I PSE) with excellent MoU ratings for last 3 years. HUDCO has a credit rating of AAA for Long Term Debt.

Lanco Teesta Hydro Power Limited (“LTHPL”)

REC has acquired the equity shares of the value of Rs.102 crores in the project SPV (i.e. LTHPL) through conversion of debt into equity under the implementation of SDR scheme, as per RBI guidelines. The consortium lenders are discussing & deliberating on the various options under the Joint Lenders Forum (JLF) including takeover of the project by Government of Sikkim or any other entity.

X. CAPITAL STRUCTURE

The equity share capital of our Company, as on December 31, 2017, is set forth below:

(₹ in crores, except share data)

	Aggregate value at nominal value
A) AUTHORISED SHARE CAPITAL	
500,00,00,000 Equity Shares of face value of ₹10/- each	5,000.00
B) ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL	
197,49,18,000 Equity Shares of face value of ₹10/- each fully paid up	1974.92
C) SECURITIES PREMIUM ACCOUNT	2236.54

Notes:

Since the present offer comprises of issue of non-convertible debt securities, it shall not affect the paid-up equity share capital or share premium account of the Company after the offer.

Changes in the Capital Structure for last five years

There is no change in the capital structure of the Company as on December 31, 2017, for the last five years other than as mentioned below.

Share Capital History

Date of Issue/ allotment	No. of equity shares of our Company	Face Value (₹)	Issue price (₹)	Nature for allotment	Consideration in Cash/ other than cash	Cumulative Share Premium	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)
October 7, 1969	2,000	1,000	1,000	Initial subscription ⁽¹⁾	Cash	Nil	2,000,000	2,000,000
January 30, 1970	28,000	1,000	1,000	Further issue	Cash	Nil	28,000,000	30,000,000
December 2, 1970	60,000	1,000	1,000	Further issue	Cash	Nil	60,000,000	90,000,000
April 30, 1971	20,000	1,000	1,000	Further issue	Cash	Nil	20,000,000	110,000,000
January 28, 1972	10,000	1,000	1,000	Further issue	Cash	Nil	10,000,000	120,000,000
August 28, 1972	80,000	1,000	1,000	Further issue	Cash	Nil	80,000,000	200,000,000
September 27, 1973	70,000	1,000	1,000	Further issue	Cash	Nil	70,000,000	270,000,000
March 23, 1974	40,000	1,000	1,000	Further issue	Cash	Nil	40,000,000	310,000,000
October 31, 1974	100,000	1,000	1,000	Further issue	Cash	Nil	100,000,000	410,000,000
February 20, 1975	90,000	1,000	1,000	Further issue	Cash	Nil	90,000,000	500,000,000
March 8, 1976	50,000	1,000	1,000	Further issue	Cash	Nil	50,000,000	550,000,000
August 17, 1976	50,000	1,000	1,000	Further issue	Cash	Nil	50,000,000	600,000,000
July 30, 1977	70,000	1,000	1,000	Further issue	Cash	Nil	70,000,000	670,000,000
September 4, 1978	100,000	1,000	1,000	Further issue	Cash	Nil	100,000,000	770,000,000
July 25, 1979	100,000	1,000	1,000	Further issue	Cash	Nil	100,000,000	870,000,000
April 23, 1980	40,000	1,000	1,000	Further issue	Cash	Nil	40,000,000	910,000,000

Date of Issue/ allotment	No. of equity shares of our Company	Face Value (₹)	Issue price (₹)	Nature for allotment	Consideration in Cash/ other than cash	Cumulative Share Premium	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)
August 23, 1980	15,000	1,000	1,000	Further issue	Cash	Nil	15,000,000	925,000,000
September 22, 1980	75,000	1,000	1,000	Further issue	Cash	Nil	75,000,000	1,000,000,000
July 27, 1981	100,000	1,000	1,000	Further issue	Cash	Nil	100,000,000	1,100,000,000
May 10, 1982	16,600	1,000	1,000	Further issue	Cash	Nil	16,600,000	1,116,600,000
August 16, 1982	83,400	1,000	1,000	Further issue	Cash	Nil	83,400,000	1,200,000,000
May 28, 1983	16,600	1,000	1,000	Further issue	Cash	Nil	16,600,000	1,216,600,000
August 3, 1983	83,400	1,000	1,000	Further issue	Cash	Nil	83,400,000	1,300,000,000
August 17, 1984	110,000	1,000	1,000	Further issue	Cash	Nil	110,000,000	1,410,000,000
May 29, 1985	30,000	1,000	1,000	Further issue	Cash	Nil	30,000,000	1,440,000,000
August 6, 1985	60,000	1,000	1,000	Further issue	Cash	Nil	60,000,000	1,500,000,000
December 17, 1985	110,000	1,000	1,000	Further issue	Cash	Nil	110,000,000	1,610,000,000
May 21, 1986	40,000	1,000	1,000	Further issue	Cash	Nil	40,000,000	1,650,000,000
July 16, 1986	220,000	1,000	1,000	Further issue	Cash	Nil	220,000,000	1,870,000,000
June 8, 1987	47,000	1,000	1,000	Further issue	Cash	Nil	47,000,000	1,917,000,000
August 6, 1987	239,000	1,000	1,000	Further issue	Cash	Nil	239,000,000	2,156,000,000
May 27, 1988	53,300	1,000	1,000	Further issue	Cash	Nil	53,300,000	2,209,300,000
July 30, 1988	266,700	1,000	1,000	Further issue	Cash	Nil	266,700,000	2,476,000,000
June 14, 1989	58,300	1,000	1,000	Further issue	Cash	Nil	58,300,000	2,534,300,000
July 20, 1989	291,700	1,000	1,000	Further issue	Cash	Nil	291,700,000	2,826,000,000
November 15, 1990	300,000	1,000	1,000	Further issue	Cash	Nil	300,000,000	3,126,000,000
January 28, 1991	70,000	1,000	1,000	Further issue	Cash	Nil	70,000,000	3,196,000,000
May 27, 1991	30,000	1,000	1,000	Further issue	Cash	Nil	30,000,000	3,226,000,000
August 21, 1991	200,000	1,000	1,000	Further issue	Cash	Nil	200,000,000	3,426,000,000
November 27, 1991	200,000	1,000	1,000	Further issue	Cash	Nil	200,000,000	3,626,000,000
June 11, 1992	65,000	1,000	1,000	Further issue	Cash	Nil	65,000,000	3,691,000,000
September 17, 1992	210,000	1,000	1,000	Further issue	Cash	Nil	210,000,000	3,901,000,000
June 18, 1993	190,000	1,000	1,000	Further issue	Cash	Nil	190,000,000	4,091,000,000
September	295,000	1,000	1,000	Further issue	Cash	Nil	295,000,000	4,386,000,000

Date of Issue/ allotment	No. of equity shares of our Company	Face Value (₹)	Issue price (₹)	Nature for allotment	Consideration in Cash/ other than cash	Cumulative Share Premium	Equity Share Capital (₹)	Cumulative Equity Share Capital (₹)
10, 1993								
February 23, 1994	40,000	1,000	1,000	Further issue	Cash	Nil	40,000,000	4,426,000,000
August 23, 1994	200,000	1,000	1,000	Further issue	Cash	Nil	200,000,000	4,626,000,000
November 22, 1994	240,000	1,000	1,000	Further issue	Cash	Nil	240,000,000	4,866,000,000
August 25, 1995	240,000	1,000	1,000	Further issue	Cash	Nil	240,000,000	5,106,000,000
September 13, 1995	240,000	1,000	1,000	Further issue	Cash	Nil	240,000,000	5,346,000,000
August 27, 1996	370,000	1,000	1,000	Further issue	Cash	Nil	370,000,000	5,716,000,000
November 21, 1996	110,000	1,000	1,000	Further issue	Cash	Nil	110,000,000	5,826,000,000
July 31, 1997	170,000	1,000	1,000	Further issue	Cash	Nil	170,000,000	5,996,000,000
September 5, 1997	310,000	1,000	1,000	Further issue	Cash	Nil	310,000,000	6,306,000,000
June 29, 1998	160,000	1,000	1,000	Further issue	Cash	Nil	160,000,000	6,466,000,000
September 4, 1998	340,000	1,000	1,000	Further issue	Cash	Nil	340,000,000	6,806,000,000
December 14, 2000	500,000	1,000	1,000	Further issue	Cash	Nil	500,000,000	7,306,000,000
March 13, 2002	500,000	1,000	1,000	Further issue	Cash	Nil	500,000,000	7,806,000,000
<i>The face value of equity shares of our Company were split from a face value of ₹ 1,000 per equity share to ₹10 per equity share pursuant to a resolution of our shareholders dated September 27, 2002.</i>								
March 5, 2008	78,060,000	10	105	Initial public offering	Cash	***	780,600,000	8,586,600,000
March 5, 2010	128,799,000	10	(193-215)	Further public offering	Cash	***	1,287,990,000	9,874,590,000
September 30, 2016	98,74,59,000	10	NIL	Bonus shares	--	--	987,45,90,000	1974,91,80,000

Our Company has issued Bonus shares in the ratio 1:1 to the shareholders of the Company on September 30, 2016. Apart from this, our Company has not made any issue of Equity Shares during the preceding one year from the date of this Private Placement Offer Letter.

Our Shareholding Pattern

The table below represents the shareholding pattern of our Company as SEBI (Listing Obligation and Disclosure Requirements), 2015, as on December 31, 2017:

Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V) +(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+ C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	1151678783	0	0	1151678783	58.32	1151678783	0	1151678783	58.32	0	58.32	0	0.00	0	0.00	1151678783
(B)	Public	328163	823239217	0	0	823239217	41.68	823239217	0	823239217	41.68	0	41.68	0	0.00	NA	NA	823184218
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total:	328164	1974918000	0	0	1974918000	100.00	1974918000	0	1974918000	100.00	0	100.00	0	0.00	0	0.00	1974863001

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Share holding as a % of total no of shares calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Share- holding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C2)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																		
(a)	Individuals/ Hindu undivided Family		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Central Government/ State Government (s)		1	1151678783	0	0	1151678783	58.32	1151678783	0	1151678783	58.32	0	58.32	0	0.00	0	0.00	1151678783
	PRESIDENT OF INDIA	EXEMPTCATG	1	1151678783	0	0	1151678783	58.32	1151678783	0	1151678783	58.32	0	58.32	0	0.00	0	0.00	1151678783
(c)	Financial Institutions/ Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(1)		1	1151678783	0	0	1151678783	58.32	1151678783	0	1151678783	58.32	0	58.32	0	0.00	0	0.00	1151678783
(2)	Foreign																		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0

	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)	(XIII)	(XIV)
(e)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	1151678783	0	0	1151678783	58.32	1151678783	0	1151678783	58.32	0	58.32	0	0.00	1151678783

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities Including Warrants	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No. As a % of total Shares held	No. As a % of total Shares held			
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Institutions																		
(a)	Mutual Funds		39	101735363	0	0	101735363	5.15	101735363	0	101735363	5.15	0	5.15	0	0.00	NA	NA	101735363
	HDFC TRUSTEE COMPANY LIMITED-HDFC EQUITY FUND	AAATH1809A	9	43389538	0	0	43389538	2.20	43389538	0	43389538	2.20	0	2.20	0	0.00	NA	NA	43389538
	RELIANCE ETF-JUNIOR BEES INVESTMENT A/C	AAATR0090B	6	25181507	0	0	25181507	1.28	25181507	0	25181507	1.28	0	1.28	0	0.00	NA	NA	25181507
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors		556	465209711	0	0	465209711	23.56	465209711	0	465209711	23.56	0	23.56	0	0.00	NA	NA	465209711
	EAST BRIDGE CAPITAL MASTER FUND LIMITED	AACCE9888M	1	22228558	0	0	22228558	1.13	22228558	0	22228558	1.13	0	1.13	0	0.00	NA	NA	22228558
	THE PRUDENTIAL ASSURANCE COMPANY LIMITED	AACCP0514H	1	34106733	0	0	34106733	1.73	34106733	0	34106733	1.73	0	1.73	0	0.00	NA	NA	34106733
(f)	Financial Institutions/Banks		16	8096184	0	0	8096184	0.41	8096184	0	8096184	0.41	0	0.41	0	0.00	NA	NA	8096184

	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)	(XIII)	(XIV)		
(g)	Insurance Companies		30	66718180	0	0	66718180	3.38	66718180	0	66718180	3.38	0	3.38	0	0.00	NA	NA	66718180
	LIC OF INDIA HEALTH PROTECTION PLUS FUND	AAACL0582H	25	55216880	0	0	55216880	2.80	55216880	0	55216880	2.80	0	2.80	0	0.00	NA	NA	55216880
(h)	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other																		
	FOREIGN NATIONALS		1	129000	0	0	129000	0.01	129000	0	129000	0.01	0	0.01	0	0.00	NA	NA	129000
	Sub Total (B)(1)		642	641888438	0	0	641888438	32.50	641888438	0	641888438	32.50	0	32.50	0	0.00	NA	NA	641888438
(2)	Central Government/State Government(s)/President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(3)	Non-Institutions																		
(a)	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs		320927	103203963	0	0	103203963	5.23	103203963	0	103203963	5.23	0	5.23		0.00	NA	NA	103148964
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		403	26333600	0	0	26333600	1.33	26333600	0	26333600	1.33	0	1.33		0.00	NA	NA	26333600
(b)	NBFCs Registered with RBI		21	274571	0	0	274571	0.01	274571	0	274571	0.01	0	0.01	0	0.00	NA	NA	274571
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs)(Balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other																		
	ALTERNATIVE INVESTMENT FUND		1	40000	0	0	40000	0.00	40000	0	40000	0.00	0	0.00	0	0.00	NA	NA	40000
	CLEARING MEMBERS		278	2504139	0	0	2504139	0.13	2504139	0	2504139	0.13	0	0.13	0	0.00	NA	NA	2504139
	I E P F		1	54751	0	0	54751	0.00	54751	0	54751	0.00	0	0.00	0	0.00	NA	NA	54751
	BODIES CORPORATES		1861	39755107	0	0	39755107	2.01	39755107	0	39755107	2.01	0	2.01	0	0.00	NA	NA	39755107
	NON RESIDENT INDIANS		2731	2984864	0	0	2984864	0.15	2984864	0	2984864	0.15	0	0.15	0	0.00	NA	NA	2984864
	NON RESIDENT INDIAN NON REPATRIABLE		1255	1650031	0	0	1650031	0.08	1650031	0	1650031	0.08	0	0.08	0	0.00	NA	NA	1650031
	TRUSTS		43	4549753	0	0	4549753	0.23	4549753	0	4549753	0.23	0	0.23	0	0.00	NA	NA	4549753
	Sub Total (B)(3)		327521	181350779	0	0	181350779	9.18	181350779	0	181350779	9.18	0	9.18	0	0.00			181295780
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		328163	1823239217	0	0	1823239217	41.68	1823239217	0	1823239217	41.68	0	41.68	0	0.00			823184218

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Share-holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Share-holding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Share-holding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
															(IX)				
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)			(XIII)		(XIV)
(1)	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(2)	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00			0

President of India has offloaded 0.55% equity shares through ETF in November 2017.

Except as set forth below, none of our Directors hold any Equity Shares as on December 31, 2017

1.	Dr. P.V. Ramesh	-	NIL
2.	Mr.Ajeet Kumar Agarwal	-	484 Equity Shares
3.	Mr.Sanjeev Kumar Gupta	-	NIL
4.	Dr. Arun Kumar Verma	-	NIL
5.	Mr. Aravamudan Krishna Kumar	-	NIL
6.	Mr. T.T. Ram Mohan	-	NIL
7.	Smt. Asha Swarup	-	NIL

Our top ten shareholders and the number of Equity Shares held by them, as on December 31, 2017 are as follows:

Sl. No.	Name	Shares	% to Equity	Category
1	PRESIDENT OF INDIA	1151678783	POI	58.3153
2	LIFE INSURANCE CORPORATION OF INDIA	45359430	INS	2.2968
3	THE PRUDENTIAL ASSURANCE COMPANY LIMITED	34106733	FPI	1.727
4	EAST BRIDGE CAPITAL MASTER FUND LIMITED	22228558	FPI	1.1255
5	CPSE ETF	18474093	MUT	0.9354
6	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	17120000	MUT	0.8669
7	EASTSPRING INVESTMENTS - DEVELOPED AND EMERGING ASIA EQUITY FUND	16561685	FPI	0.8386
8	HDFC TRUSTEE COMPANY LIMITED-HDFC EQUITY FUND	13783000	MUT	0.6979
9	COPTHALL MAURITIUS INVESTMENT LIMITED	12161774	FPI	0.6158
10	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUND	11841965	FPI	0.5996

List of Top ten Bondholders of the Company as on December 31, 2017:

S. No.	Name	Total face value amount of bonds held in ₹
1.	CBT EPF	1,67,90,20,00,000.00
2.	LIFE INSURANCE CORPORATION OF INDIA	1,57,77,80,00,000.00
3.	STATE BANK OF INDIA	81,10,00,00,000.00
4.	NPS TRUST- A/C	54,78,00,00,000.00
5.	RELIANCE CAPITAL TRUSTEE CO LTD.	45,21,70,00,000.00
6.	PUNJAB NATIONAL BANK	27,48,52,47,000.00
7.	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	27,32,80,00,000.00
8.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED	24,98,20,00,000.00
9.	HDFC TRUSTEE COMPANY LTD.	24,52,00,00,000.00
10.	SBI DEBT FUND SERIES	21,96,00,00,000.00

No Equity Shares of the Company as on December 31, 2017 are pledged or otherwise encumbered by the Promoters.

Our Company has issued Bonus shares in the ratio 1:1 to the shareholders of the Company on September 30, 2016. Apart from this, the Company has not issued any Equity Shares or debt securities for consideration other than cash, whether in whole or part, since its incorporation.

Our Company has not undertaken any acquisition or amalgamation in the last one year prior to filing of this Private Placement Offer Letter.

Our Company has not undergone any reorganization or reconstruction in the last one year prior to issue of this Private Placement Offer Letter.

Other than debt securities issued by the Company, outstanding as on December 31, 2017 as detailed below, our Company has not issued any debt securities:

- for consideration other than cash;
- at a premium or a discount; and/or
- in pursuance of an option.

(i) Zero Coupon Bonds:

Sr. No.	Instrument Type	Date of Issuance	Number of Bonds/instruments	Face Value per Bond (₹)	Discount Per Bond (₹)
1.	Zero Coupon Bonds	December 15, 2010	3,92,700	30,000	16,422
2.	Zero Coupon Bonds	February 03, 2011	89,510	30,000	17,033

(ii) Foreign Currency Bonds:

Sr. No.	Instrument Type	Date of Issuance	Issue Size	Issue Value (%)	Discount (%)
1.	International Bonds	07-Jul-2017	USD 450 million	99.263	0.737

(iii) Commercial Papers

S.No.	Date of Issue/ Value Date	Number of Commercial Papers (CP/s) issued	Face Value per CP (₹)	Discount Per CP (₹)
1.	Nil	Nil	Nil	Nil

(iv) Bonds issued at premium

Sr. No.	Date Of Issuance/Value Date	Number of Bonds/ instrument	Face Value per Bond (₹)	Premium per Bond (₹)
1.	November 29, 2012	500	1000000	1000
2.	August 29, 2013	13500	1000000	726
3.	October 11, 2013	1500	1000000	1727
4.	July 23, 2015	3000	1000000	954

Amount of corporate guarantees issued by the Issuer in favour of various counter parties including its Subsidiaries, Joint Venture entities, Group Companies etc. – Nil

FINANCIAL INDEBTEDNESS (ON STANDALONE BASIS)

Set forth below is a brief summary of our Company's significant outstanding secured borrowings of ₹56,826.60 crores and unsecured borrowings of ₹1,23,767.88 crores, as on December 31, 2017 together with a brief description of certain significant terms of such financing arrangements.

(1) Secured term loans from banks and financial institutions availed by our Company

(All figures are in ₹) crores, except in percentages)

Sr. No.	Name of the Lender	Loan documentation	Facility/ Amount Sanctioned (₹crores)	Amount outstanding (₹crores) as on December 31, 2017	Rate of interest (%)	Repayment Date/Schedule	Security
1	LIC	Term loan Agreement dated August 6, 2004	2000.00	400.00	7.35 being 48 annualized G-Sec for 10 years + 100 bps, for a period of seven days reckoned two working days prior to the date of disbursement.	Repayable in 10 equal annual installments after a moratorium of 5 years starting from October 1, 2010	The term loans are secured by a charge on the receivables of our Company, both present and future, save and except certain specific receivables hypothecated to VISTRA ITCL (INDIA) LIMITED (formerly known as IL&FS Trust Company Limited) on the basis of joint hypothecation agreement dated September 24, 2010 in favour of IDBI Trusteeship Services Limited.
Total of Term Loans from banks and financial institutions				400.00			

(2) Unsecured loans availed by our Company

Set forth below is a brief summary of our outstanding unsecured borrowings.

(All figures are in ₹) crores, except in percentages)

Sr. No.	Name of the Lender	Loan documentation	Facility/ Amount Sanctioned (₹crores)	Amount outstanding, as on December 31, 2017	Rate of interest (% p.a.)	Repayment Date/ Schedule
A.	Unsecured Term Loans; Nil					
B.	Unsecured Long term loans availed by our Company from the MoF Nil					
C.	Foreign Currency Borrowings					
1	Japan Bank for International Cooperation	Loan Agreement No. ID-P169 dated March 31, 2006 ⁽¹⁾	JPY 16,949 million (Revised	₹181.320 crores i.e. JPY 3196.71	0.75%	15 years tenor with a moratorium of 5 years. Repayable in semi-annual equal instalments beginning

Sr. No.	Name of the Lender	Loan documentation	Facility/Amount Sanctioned (₹crores)	Amount outstanding, as on December 31, 2017	Rate of interest (% p.a.)	Repayment Date/ Schedule
			wef August 29, 2012)	million		March 20, 2011 of JPY 982.34 million, and instalment on Sep 20, 2018 of JPY 638.94 million & Instalment of JPY 148.27 million each from March 20, 2019 till March 20, 2021
2	Japan Bank for International Cooperation	Loan Agreement No ID-P190 dated March 10, 2008 ⁽¹⁾	JPY 11,809 million (Revised wef March 31, 2016)	₹117.66 crores i.e. JPY 2074.37 million	0.65%	15 years tenor with a moratorium of 5 years. Repayable in semi-annual equal instalments beginning March 20, 2013 of JPY 995.34 million, and instalment on Sep 20, 2017 of JPY 777.11 million & Instalment of JPY 188.58 million each from March 20, 2018 till March 20, 2023
3	KfW, Frankfurt am Main [^]	Loan Agreement dated August 8, 2006 ⁽¹⁾	Euro 70 million	₹56.29 crores i.e. Euro 7.37 million	3.73%	12 years tenor with a moratorium of 3 years. Repayable in 19 semi-annual instalments beginning December 30, 2009
4	KfW, Frankfurt am Main [^]	Loan agreement dated March 16, 2009 ⁽¹⁾	Euro 70 million	₹178.24 crores i.e. Euro 23.33 million	2.89%	12 years tenor with a moratorium of 3 years. Repayable in 18 semi-annual instalments beginning June 30, 2012
5	KfW, Frankfurt am Main [^]	Loan agreement dated March 30, 2012 ⁽¹⁾	Euro 100 million	₹522.65 crores i.e. Euro 68.42 million	1.86%	12 years tenor with a moratorium of 3 years. Repayable in 19 semi-annual instalments beginning June 30, 2015
6	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated November 22, 2013	USD 285 million	₹1821.93 crores i.e. USD 285 million	6 months USD LIBOR plus 1.50%	5 years Tenor. Repayable USD 285 Million on December 02, 2018
7	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated May 21, 2014	USD 250 million	₹1230.60 crores i.e. USD 192.50 million	6 months USD LIBOR plus 1.70%	5 years Tenor. Repayable USD 250 Million on May 29, 2019
8	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated March 02, 2015	USD 400 million	₹2557.09 crores i.e. USD 400 million	6 months USD LIBOR plus 1.17%	5 years Tenor. Repayable USD 400 Million on March 12, 2020
9	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated July 17, 2015	USD 300 million	₹1917.82 crores i.e. USD 300 million	6 months USD LIBOR plus 1.00%	5 years Tenor. Repayable USD 300 Million on July 29, 2020
10	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated September 04, 2015	USD 250 million	₹1598.18 crores i.e. USD 250 million	1 month USD LIBOR plus 0.70%	3 years Tenor. Repayable USD 150 Million on September 18, 2018 and USD 100 Million on November 19, 2018.
11	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated	USD 300 million	₹1917.82 crores i.e. USD 300 million	1 month USD LIBOR plus 1.05%	5 years Tenor. Repayable USD 300 Million on December 01, 2020

Sr. No.	Name of the Lender	Loan documentation	Facility/Amount Sanctioned (₹crores)	Amount outstanding, as on December 31, 2017	Rate of interest (% p.a.)	Repayment Date/ Schedule
		November 16, 2015		million		
12	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated January 27, 2016	USD 250 million	₹1598.18 crores i.e. USD 250 million	1 month USD LIBOR plus 0.65%	3 years Tenor. Repayable USD 250 Million on February 05, 2019
13	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated March 11, 2016	USD 120 million	₹767.13 crores i.e. USD 120 million	6 months USD LIBOR plus 0.95%	3 years Tenor. Repayable USD 120 Million on March 21, 2019
14	Bilateral Unsecured Borrowings	Bilateral Facility Agreement dated Sept 26, 2016	USD 100 million	₹639.27 crores i.e. USD 100 million	3 months USD LIBOR plus 0.80%	5 years Tenor. Repayable USD 100 Million on Oct 05, 2021
15	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated January 09, 2017	USD 230 million	₹1470.33 crores i.e. USD 230 million	1 month USD LIBOR plus 0.80%	5 Years and 1 day Tenor, Repayable on January 19, 2022
16	Syndicated Unsecured Borrowings	Syndicated Facility Agreement dated July 30, 2017	USD 200 million	₹1278.55 crores i.e. USD 200 million	3 month USD LIBOR plus 0.65%	5 Years and 1 day Tenor, Repayable on July 28, 2022
17	USD Green Reg-S Bonds	10 Year USD Green Bonds under Reg-S	USD 450 million	₹2876.73 crores i.e. USD 450 million	3.875% (Fixed)	10 Years. Repayable on July 07, 2027
18	Bilateral Unsecured Borrowings	Bilateral Facility Agreement dated Nov 23, 2017	USD 57.50 million	₹367.58 crores i.e. USD 57.50 million	6 months USD LIBOR plus 0.35%	1.5 years Tenor. Repayable USD 57.50 Million on May 29, 2019
19	USD Reg-S Bonds	3 Year USD Green Bonds under Reg-S	USD 400 million	₹2557.09 crores i.e. USD 400 million	3.068% (Fixed)	3 Years. Repayable on Dec 18, 2020
	Total Unsecured Loans from MoF, Foreign Banks and other Institutions			23,654.46		
	Total Unsecured Loans - (2) (A + B + C)			23,654.46		

** These loans were sanctioned for relending to the state governments to be used for relending to state governments/state electricity board for rural electrification programme in the state plans under the 'Minimum Needs Programme'. There is a rebate of 0.25% for prompt repayment or interest payments on these loans.

(1) The loan shall be utilized only for such purposes for which the facility has been granted and is secured by a guarantee provided by the Republic of India, represented by its President for the entire amount

^ Our Company has also entered into three financing agreements with KfW, dated August 8, 2006, March 16, 2009 and March 30, 2012 for a grant of Euro 500,000 each, to be utilized for strengthening the power distribution companies by capacity building measures initiated by our Company. The amount received by our Company under this agreement is not repayable except in the event that (a) certain obligations cast upon our Company are violated, or (b) the said amount is not used for the stipulated purpose(s).

(3) Secured & Unsecured Bonds issued by our Company

(All figures are in ₹crores, except in percentages)

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
A.	Secured taxable bonds Set forth below is a brief summary of our secured outstanding taxable bonds.									See Below Table

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
1	Secured non-convertible redeemable 'taxable bonds - 2018' ('83 rd Series') in the nature of debentures	February 28, 2008	685.20	685.20	9.07 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment.	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
2	Secured non-convertible redeemable 'taxable bonds - 2018' ('85 th Series') in the nature of debentures.	June 13, 2008	500.00	500.00	9.68 payable annually	5 years	Redeemable at par on the expiry of 10 years from the date of allotment. June 13, 2018	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
3	Secured non-convertible redeemable 'taxable bonds - 2018' ('86 th A Series') in the nature of debentures	July 29, 2008	500.00	500.00	10.70 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment. July 29, 2018	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
4	Secured non-convertible redeemable 'taxable bonds - 2018' ('86 th B - III Series') in the nature of debentures.	August 14, 2008	432.00	432.00	10.85 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment. August 14, 2018	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
5	Secured non-convertible redeemable 'taxable bonds -	September 30, 2008	657.40	657.40	10.85 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH:	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	2018' ('87 th - II Series') in the nature of debentures.						allotment September 30, 2018	AAA(ind) A		
6	Secured non-convertible redeemable 'taxable bonds - 2018' ('87 th A - III Series') in the nature of debentures.	October 24, 2008	61.80	61.80	11.15% payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment. October 24, 2018	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
7	Secured non-convertible redeemable 'taxable bonds - 2019' ('88 th Series') in the nature of debentures	January 15, 2009	1495.00	1495.00	8.65 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment. January 15, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
8	Secured non-convertible redeemable 'taxable bonds - 2019' ('90 th Series') in the nature of debentures	August 3, 2009	2000.00	2000.00	8.80 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment. August 03, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
9	Secured non-convertible redeemable 'taxable bonds - 2019' ('90 th B Series-II') in the nature of debentures	September 4, 2009	868.20	868.20	8.72 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment. September 04, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
10	Secured non-	October	1040.00	1040.00	8.80, payable	10 years	Redeemable at par	CRISIL: AAA/Stab	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	convertible redeemable 'taxable bonds – 2019' ('90 th C Series-II') in the nature of debentures.	6, 2009			annually		on the expiry of 10 years from the date of allotment. October 6, 2019	le; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA		
11	Secured non-convertible redeemable 'taxable bonds – 2019' ('91 st Series- II') in the nature of debentures	November 17, 2009	995.90	995.90	8.80 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment. November 17, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
12	Secured non-convertible redeemable 'taxable bonds – 2020' ('92 nd Series- II') in the nature of debentures	January 22, 2010	945.30	945.30	8.65 payable annually	10 years	Redeemable at par on the expiry of 10 years from the date of allotment. January 22, 2020	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
13	Secured non-convertible redeemable 'taxable bonds – 2018' ('116 Series- II') in the nature of debentures	October 17, 2013	850.00	850.00	9.24 payable annually	5 years	Redeemable at par on the expiry of 5 years from the date of allotment. October 17, 2018	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
14	Secured non-convertible redeemable 'taxable bonds – 2018' ('117 Series') in the nature	November 06, 2013	2878.00	2878.00	9.38 payable annually	5 years	Redeemable at par on the expiry of 5 years from the date of allotment. November 06, 2018	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	of debentures									
15	taxable bonds – 2019' ('118 Series') in the nature of debentures	January 03, 2014	1655.00	1655.00	9.61 payable annually	5 years	Redeemable at par on the expiry of 5 years from the date of allotment. January 03, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
16	Secured non-convertible redeemable 'taxable bonds – 2019' ('119 Series') in the nature of debentures	February 05, 2014	2090.00	2090.00	9.63 payable annually	5 years	Redeemable at par on the expiry of 5 years from the date of allotment. February 05, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
17	Secured non-convertible redeemable 'taxable bonds – 2019' ('122 Series') in the nature of debentures	June 18, 2014	1700.00	1700.00	9.02 payable annually	5 years	Redeemable at par on the expiry of 5 years from the date of allotment. June 18, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
18	Secured non-convertible redeemable 'taxable non-priority sector bonds – ('123 Series Tranche 1') in the nature of debentures	July 17, 2014	1515	1515.00	9.40 payable annually	7 years	Redeemable at par on the expiry of 7 years from the date of allotment. July 17, 2021	CRISIL: AAA/STABLE; CARE: CARE AAA; ICRA: [ICRA] AAA; IRPL: IND AAA	Secured	
19	Secured non-convertible redeemable 'taxable	August 25, 2014	1955	1955.00	9.34 payable annually	10 years	Redeemable at par on the expiry of 10 years from the	CRISIL: AAA/STABLE; CARE: CARE AAA; ICRA:	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	non-priority sector bonds – ('123 Series Tranche 3') Option II in the nature of debentures						date of allotment. August 25, 2024	[ICRA] AAA; IRPL: IND AAA		
Total Secured Bonds through Private Placement of Institutional Bond Series				22823.80						
B.	Capital gains tax exemption bonds under Section 54EC of the Income Tax Act Set forth below is a brief summary of our outstanding capital gains tax exemption bonds issued under Section 54EC of the IT Act, together with a brief description of certain significant terms of such financing arrangements. These bonds are not proposed to be listed on any stock exchange.									
1.	Secured non-convertible redeemable taxable -54 EC long term capital gains tax exemption on bonds Series IX' issued in Fiscal 2015	On Tap Basis	5,337.782	1,787.815	6.00 payable annually	3 years	Redemption at par on the expiry of 3 years from the Deemed Date of Allotment. **	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind)	Secured	
2.	Secured non-convertible redeemable taxable -54 EC long term capital gains tax exemption on bonds Series X' issued in Fiscal 2016	On Tap Basis	6,476.697	6,476.697	6.00 payable annually	3 years	Redemption at par on the expiry of 3 years from the Deemed Date of Allotment. **	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind)	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
3.	Secured non-convertible redeemable taxable -54 EC long term capital gains tax exemption on bonds Series X' issued in Fiscal 2017	On Tap Basis	7,662.921	7,662.921	6.00 payable annually (Up to 30.11.2017) and 5.25 from 01.12.2017 to 31.03.2017	3 years	Redemption at par on the expiry of 3 years from the Deemed Date of Allotment. **	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind)	Secured	
4.	Secured non-convertible redeemable taxable -54 EC long term capital gains tax exemption on bonds Series XI' issued in Fiscal 2018	On Tap Basis	5026.953	5026.953	5.25 payable annually	3 years	Redemption at par on the expiry of 3 years from the Deemed Date of Allotment. **	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind)	Secured non-convertible redeemable taxable -54 EC long term capital gains tax exemption on bonds Series XI' issued in Fiscal 2018	On Tap Basis
Secured Capital Gains Tax Exemption Bonds U/S 54EC				20,954.39						
C.	Secured Tax Free Bonds under Section 10(15)(iv)(h) of the IT Act Set forth below is a brief summary of our outstanding Tax Free Bonds issued under Section 10(15)(iv)(h) of the IT Act, together with a brief description of certain significant terms of such financing arrangements. These bonds are listed on BSE and/or NSE.									
1.	Tax Free Secured Redeemable Non - Convertible	March 27, 2012	3,000.00	3,000.00	Category I & II - Series I 7.93%	10 years	Redemption at par on the expiry of 10 years from the date of allotment.	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind)	Secured	
					Category I	15	Redemption			

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	Bonds, in the nature of debentures.				& II – Series II 8.12 %	years	n at par on the expiry of 15 years from the date of allotment.	ICRA: LAAA		
					Category III – Series I 8.13 %	10 years	Redemption at par on the expiry of 10 years from the date of allotment.			
					Category III – Series II 8.32 %	15 years	Redemption at par on the expiry of 15 years from the date of allotment.			
2.	Series 2-A Tax free secured redeemable non-convertible bonds	November 21, 2012	255.00	255.00	7.21% p.a.	10 years	November 21, 2022	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
3.	Series 2-B Tax free secured redeemable non-convertible bond	November 21, 2012	245.00	245.00	7.38% p.a.	15 years	November 21, 2027	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
4.	Series 2012-13 Tranche – 1 Tax free secured redeemable non-convertible bonds	December 19, 2012	2017.35	2017.35	7.38% p.a.	15 years	December 19, 2027	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
5.	Series 2012-13 Tranche – 1 Ts				7.22% p.a.	10 years	December 19, 2022	CRISIL: AAA/Stable; CARE: CARE AAA;	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
								FITCH: AAA(ind) ICRA: LAAA		
6.	Series 2012-13 Tranche - 2 Tax free secured redeemable non-convertible bonds	March 25, 2013	131.06	131.06	6.88% p.a.	10 years	March 25, 2023	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
7.	Series 2012-13 Tranche - 2 Tax free secured redeemable non-convertible bonds	March 25, 2013			7.04% p.a.	15 years	March 25, 2028	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
8.	Series 3A Tax free secured redeemable non-convertible bonds	August 29, 2013	209.00	209.00	8.01% p.a.	10 years	August 29, 2023	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
9.	Series 3B Tax free secured redeemable non-convertible bonds		1141.00	1141.00	8.46% p.a.	15 years	August 29, 2028	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
10.	Series 1A - 2013-14 Tranche - 1 Tax free secured redeemable non-	September 24, 2013	3440.60	3440.60	8.01%	10 years	September 24, 2023	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA:	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	convertible bonds							LAAA		
11	Series 2A - 2013-14 Tranche - 1 Tax free secured redeemable non-convertible bonds				8.46%	15 years	September 24, 2028	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
12	Series 3A - 2013-14 Tranche - 1 Tax free secured redeemable non-convertible bonds				8.37%	20 years	September 24, 2033	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
13	Series 1B - 2013-14 Tranche - 1 Tax free secured redeemable non-convertible bonds				8.26%	10 years	September 24, 2023	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
14	Series 2B - 2013-14 Tranche - 1 Tax free secured redeemable non-convertible bonds				8.71%	15 years	September 24, 2028	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
15	Series 3B - 2013-14 Tranche				8.62%	20 years	September 24, 2033	CRISIL: AAA/Stable; CARE:	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	- 1 Tax free secured redeemable non-convertible bonds							CARE AAA; FITCH: AAA(ind) ICRA: LAAA		
16	Series 4A Tax free secured redeemable non-convertible bonds	October 11, 2013	105.00	105.00	8.18% p.a.	10 years	October 11, 2023	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
17	Series 4B Tax free secured redeemable non-convertible bonds	October 11, 2013	45.00	45.00	8.54% p.a.	15 years	October 11, 2028	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
18	Series 1A – 2013-14 Tranche 2 Tax free secured redeemable non-convertible bonds	March 24, 2014	1059.40	1059.40	8.19%	10 years	March 24, 2024	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
19	Series 2A – 2013-14 Tranche 2 Tax free secured redeemable non-convertible bonds				8.63%	15 Years	March 24, 2029	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
20	Series 3A – 2013-14 Tranche 2 Tax				8.61%	20 Years	March 24, 2034	CRISIL: AAA/Stable; CARE: CARE	Secured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	free secured redeemable non-convertible bonds							AAA; FITCH: AAA(ind) ICRA: LAAA		
21	Series 1B – 2013-14 Tranche 2 Tax free secured redeemable non-convertible bonds				8.44%	10 Years	March 24, 2024	CRISIL: AAA/ Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
22	Series 2B – 2013-14 Tranche 2 Tax free secured redeemable non-convertible bonds				8.88%	15 Years	March 24, 2029	CRISIL: AAA/ Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
23	Series 3B – 2013-14 Tranche 2 Tax free secured redeemable non-convertible bonds				8.86%	20 Years	March 24, 2034	CRISIL: AAA/ Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
24	Series 5A Tax free secured redeemable non-convertible bonds	July 23, 2015	300.00	300.00	7.17%	10 years	July 23, 2035	CRISIL: AAA/ Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Secured	
25	Series 1A – 2015-16	November 05,	700	700	6.89%	10 years	November 05, 2025	CRISIL: AAA/ Stable;		

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	Tranche 1 Tax free secured redeemable non-convertible bonds	2015						CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA		
26	Series 2A – 2015-16 Tranche 1 Tax free secured redeemable non-convertible bonds				7.09%	15 Years	November 05, 2030	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA		
27	Series 3A – 2015-16 Tranche 1 Tax free secured redeemable non-convertible bonds				7.18%	20 Years	November 05, 2035	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA		
28	Series 1B – 2015-16 Tranche 1 Tax free secured redeemable non-convertible bonds				7.14%	10 Years	November 05, 2025	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA		
29	Series 2B – 2015-16 Tranche 1 Tax free secured redeemable non-convertible bonds				7.34%	15 Years	November 05, 2030	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA		

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
30	Series 3B – 2015-16 Tranche 1 Tax free secured redeemable non-convertible bonds				7.43%	20Years	November 05,2035	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA		
Secured Tax Free Bonds				12648.41						
Security Details of the Secured Borrowings –										
- The Bond Series 83, 85, 86A, 86 B-III, 87-II, 87 A-III, 88, 90, 90 B-II, 90 C-II, 91-II, 92-II of Institutional Bonds are secured by a charge on (a) mortgage of Flat no. 640, Asian Games Village, New Delhi 110 049, India and (b) pari-passu charge on the receivables of our Company, both present and future, save and except receivables hypothecated to IL&FS Trust Company Limited on the basis of joint hypothecation agreement dated September 24, 2010 in favour of IDBI Trusteeship Services Ltd. - The bond series 116-II, 117,118,119 & 122 is secured by first pari-passu charge on the book debts of the issuer both present & future which are charged to other lender/trustee and as may be agreed between the issuer & the trustee - IDBI Trusteeship Services Ltd., pursuant to the terms of debenture/bond trust cum hypothecation deed with a minimum security cover of one time of the aggregate face value of the bonds outstanding at all times. - The Bond Series 123-1 & 123-3 of Institutional Bonds are secured by mortgage way of first pari-passu charge on (a) mortgage of premises at Sub Plot No. 8, TPS No 2, FP No. 584P, situated at Village Subhanpura, Distt. Vadodara and (b) the book debts of the Issuer which are charged to other lender / trustee and as may be agreed between the Issuer and the Trustee, pursuant to the terms of the Bond Trust Deed with a minimum security cover of one time of the aggregate face value of amount of bonds outstanding at all times and amount of interest due thereon in favor of IDBI Trusteeship Services Ltd. - The Bond Series IX of 54EC Capital Gain Tax Exemption Bonds is secured by first pari passu charge on (a) mortgage of premises at Sub Plot No. 8, TPS No 2, FP No. 584P, situated at Village Subhanpura, Distt Vadodara and (b) hypothecation of receivables (other than those that are exclusively charged/earmarked to any other lenders / Trustees) in favour of IDBI Trusteeship Services Ltd. - The Bond Series X and XI of 54EC Capital Gain Tax Exemption Bonds and Tax Free Bonds issued during FY 2015-16, 2016-17 and 2017-18 are secured by first pari passu charge on (a) mortgage of premises at Sub Plot No. 8, TPS No 2, FP No. 584P, situated at Village Subhanpura, Distt Vadodara and (b) hypothecation of receivables (other than those that are exclusively charged/earmarked to any other lenders / Trustees) in favour of SBICAP Trustee Company Ltd. - Tax Free Bonds (issued during FY 2011-12) are secured by first pari-passu charge on premises at Shop no. 12, Ground floor, Block no. 35, Church road, Mylapore, Chennai and hypothecation of receivables of ₹4,998.66crores of MSEDCL in favour of IL&FS Trust Co. Ltd. - Tax Free Bonds (issued during FY 2012-13 and during FY 2015-16) and Series X of 54EC Capital Gain Tax Exemption Bonds are secured by first pari-passu charge on (a) mortgage of premises at sub-plot no. 8, TPS No.2, FP No. 584P, situated at village Subhanpura, Distt. Vadodara and (b) hypothecation of receivables in favour of SBI Cap Trustee Co. Ltd. - Tax Free Bonds (issued during FY 2013-14) are secured by first pari-passu charge on hypothecation of receivables in favour of SBI Cap Trustee Co. Ltd. - All the term loans are secured by a charge on the receivables of the company, both present & future, save & except certain specific receivables hypothecated to IL&FS Trust Co. Ltd. on the basis of joint hypothecation agreement last updated on Sept. 24, 2010.										
D.	Unsecured bonds issued by our Company Set forth below is a brief summary of certain of our other outstanding unsecured bonds. These bonds are listed on the whole sale debt market segment in the NSE/BSE.									
1	94th Taxable non-priority sector	June 08, 2010	1250.00	1250.00	8.75 payable yearly.	15 years	June 08, 2025	CRISIL: AAA/Stable; CARE: CARE	Unsecured	-

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	bond'							AAA; FITCH: AAA(ind) ICRA: LAAA		
2	'95th-I Taxable non-priority sector bond'	July 12, 2010	200.00	200.00	8.70 payable yearly.	9 years	July 12, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(Ind) ICRA: LAAA	Unsecured	-
3	'95th-II Taxable non-priority sector bond'	July 12, 2010	1800.00	1800.00	8.75 payable yearly.	15 years	July 12, 2025	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
4	'96th Taxable non-priority sector bond'	October 25, 2010	1150.00	1150.00	8.80 payable yearly.	10 years	October 25, 2020	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
5	'97th Taxable non-priority sector bond'	November 29, 2010	2120.50	2120.50	8.80 payable yearly.	10 years	November 29, 2020	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
6	'ZCB-I Taxable non-priority sector bond'	December 15, 2010	533.21 at issue price	878.52	8.25 (yield)	10 years	December 15, 2020	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
7	'ZCB-II Taxable	February	116.07 at issue	194.57	8.75 (yield)	10 years	February 03, 2021	CRISIL: AAA/Stable;	Unsecured	-

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
	non-priority sector bond'	03, 2011	price					le; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA		
8	'98th Taxable non-priority sector bond'	March 15, 2011	3000.00	3000.00	9.18 payable yearly.	10 years	March 15, 2021	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
9	'100th Taxable non-priority sector bond'	July 15, 2011	1500.00	1500.00	9.63 payable yearly.	10 years	July 15, 2021	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRORES A: LAAA	Unsecured	-
10	'101st-III Taxable non-priority sector bond'	August 10, 2011	3171.80	3171.80	9.48 payable yearly.	10 years	August 10, 2021	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
11	'105th Taxable non-priority sector bond'	November 11, 2011	3922.20	3922.20	9.75 payable yearly.	10 years	November 11, 2021	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
12	'107th Taxable non-priority sector bond'	June 15, 2012	2378.20	2378.20	9.35% p.a. payable yearly.	10 years	10 Years June 15, 2022	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind)	Unsecured	-

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
13	'108th – II Taxable non-priority sector bond'	July 20, 2012	960.00	960.00	9.39% p.a. payable yearly	7 years	7 Years July 20, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
14	'111th – I Taxable non-priority sector bond'	November 19, 2012	452.80	452.80	9.02% p.a.	7 years	November 19, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
15	'111th – II Taxable non-priority sector bond'	November 19, 2012	2211.20	2211.20	9.02% p.a.	10 years	November 19, 2022	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
16	'112th Taxable non-priority sector bond'	Feb 01, 2013	1500.00	1500.00	8.70% p.a.	5 years	Feb 01, 2018	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
17	'113th Taxable non-priority sector bond'	March 08, 2013	1542.00	1542.00	8.87% p.a.	7 years	March 08, 2020	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
18	'114th Taxable non-priority sector bond'	April 12, 2013	4300.00	4300.00	8.82% p.a.	10 years	April 12, 2023	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH:	Unsecured	-

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
								AAA(ind) ICRA: LAAA		
19	'115th Taxable non-priority sector bond'	May 31, 2013	2500.00	2500.00	8.06% p.a.	10 years	May 31, 2020	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured (Sub-Debt)	-
20	'125th Taxable non-priority sector bond'	October 13, 2019	3000.00	3000.00	9.04%	5 years	October 12, 2019	CRISIL: AAA/Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	
21	'126th Taxable non-priority sector bond'	November 13, 2014	1700.00	1700.00	8.56%	5 years	November 13, 2019	CARE: CARE AAA; CRISIL: AAA/Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/Stable	Unsecured	
22	'127th Taxable non-priority sector bond'	December 04, 2014	1550.00	1550.00	8.44%	7 years	December 04, 2021	CARE: CARE AAA; CRISIL: AAA/Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/Stable	Unsecured	
23	'128th Taxable non-priority sector bond'	December 22, 2014	2250.00	2250.00	8.57%	10 years	December 21, 2024	CARE: CARE AAA; CRISIL: AAA/Stable; ICRA: ICRA AAA; IR&RPL:	Unsecured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
								IND AAA/ Stable		
24	'129th Taxable non-priority sector bond'	January 23, 2015	1925.00	1925.00	8.23%	10 years	January 23, 2025	CRISIL: CARE AAA; CRISIL: AAA/ Stable; ICRA: AAA; IR&RPL: IND AAA/ Stable	Unsecured	
25	'130th Taxable non-priority sector bond'	February 6, 2015	2325.00	2325.00	8.27%	10 years	February 6, 2025	CRISIL: CARE AAA; CRISIL: AAA/ Stable; ICRA: AAA; IR&RPL: IND AAA/ Stable	Unsecured	
26	'131st Taxable non-priority sector bond'	February 23, 2015	2285.00	2285.00	8.35%	10 years	February 22, 2025	CRISIL: CARE AAA; CRISIL: AAA/ Stable; ICRA: AAA; IR&RPL: IND AAA/ Stable	Unsecured	
27	'132nd Taxable non-priority sector bond'	March 9, 2015	700.00	700.00	8.27%	7 years	March 9, 2022	CARE: CARE AAA; CARE: CARE AAA; IR&RPL: IND AAA/ Stable	Unsecured	
28	'133nd Taxable non-priority sector bond'	April 10, 2015	2396.00	2396.00	8.30%	10 years	April 10, 2025	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA:	Unsecured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
								ICRA AAA; IR&RPL: IND AAA/ Stable		
29	'134nd Taxable non-priority sector bond'	August 14, 2015	2675.00	2675.00	8.37%	05 years	August 14, 2020	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
30	'135th Taxable non-priority sector bond'	September 22, 2015	2750.00	2750.00	8.36%	05 years	September 22, 2020	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
31	'136th Taxable non-priority sector bond'	October 07, 2015	2585.00	2585.00	8.11%	10 Years	October 07, 2025	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
32	'137th Taxable non-priority sector bond'	December 08, 2015	2225.00	2225.00	8.05%	03 Years	December 07, 2018	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
33	'139th Taxable non-priority sector bond'	October 21, 2016	2500.00	2500.00	7.24%	05 Years	October 21, 2021	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
34	'140th Taxable non-priority sector bond'	November 07, 2016	2100.00	2100.00	7.52%	10 Years	November 07, 2026	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
35	'141 st Taxable non-priority sector bond'	December 09, 2016	1020.00	1020.00	7.14%	05 Years	December 09, 2021	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
36	'142 nd Taxable non-priority sector bond'	December 30, 2016	3000.00	3000.00	7.54%	10 Years	December 30, 2026	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
37	'143 rd Taxable non-priority sector bond'	January 31, 2017	1275.00	1275.00	6.83%	03 Years & 05 Months	June 29, 2020	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
38	'144 th Taxable non-priority sector bond'	February 20, 2017	835.00	835.00	7.13%	03 Years & 05 Months & 01 Day	September 21, 2020	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
39	'145 th Taxable non-priority sector bond'	February 28, 2017	625.00	625.00	7.46%	05 Years	February 28, 2022	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
40	'146 th Taxable non-priority sector bond'	March 03, 2017	3300.00	3300.00	6.88%	01 Year & 06 Months	September 03, 2018	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
41	'147 th Taxable non-priority sector bond'	March 14, 2017	2745.00	2745.00	7.95%	10 Years	March 14, 2027	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
42	'148 th Taxable non-priority sector bond'	March 17, 2017	1200.00	1200.00	7.42%	03 Years & 03 Months	June 17, 2020	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
43	'149 th Taxable non-priority sector bond'	August 24, 2017	2485.00	2485.00	6.87%	03 Years & 01 Month	September 24, 2020	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
44	'150 th Taxable non-priority sector bond'	September 07, 2017	2670.00	2670.00	7.03%	05 Years	September 07, 2022	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
45	'151 st Taxable non-priority sector bond'	September 26, 2017	1150.00	1150.00	6.75%	01 Year & 06 Months	March 26, 2019	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
46	'152 st Taxable non-priority sector bond'	October 17, 2017	1225.00	1225.00	7.09%	05 Years	October 17, 2022	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
47	'153 st Taxable non-priority sector bond'	October 31, 2017	2850.00	2850.00	6.99%	03 Years & 02 Months	December 31, 2020	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
48	'154 st Taxable non-priority sector bond'	November 21, 2017	600.00	600.00	7.18%	03 Years & 06 Months	May 21, 2021	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	

S. No.	Nature of the Bonds	Date of Allotment	Total value of bonds	Amount outstanding As on December 31, 2017	Interest Coupon rate (%)	Tenor/ Period of maturity	Redemption Date/ Schedule	Credit Rating	Secured/ Unsecured	Security
49	'155 th Taxable non-priority sector bond'	November 30, 2017	1912.00	1912.00	7.45%	05 Years	November 30, 2022	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
50	'156 th Taxable non-priority sector bond'	December 12, 2017	3533.00	3533.00	7.70%	10 Years	December 10, 2027	CARE: CARE AAA; CRISIL: AAA/ Stable; ICRA: ICRA AAA; IR&RPL: IND AAA/ Stable	Unsecured	
Total Un-secured Bonds through Private Placement of Institutional Bond Series				98422.79						
E.	Unsecured Infrastructure bonds issued by our Company Set forth below is a brief summary of certain of our other outstanding unsecured bonds. Some of bonds are listed on the whole sale debt market segment in the NSE									
1.	u/s 80CCF of IT Act 1961 Taxable, Non-convertible Bonds.	March 31, 2011	218.73	82.125	8, 8.1 and 8.2 payable annually	10 years	Redeemable at par on the expiry of 10 years with put option after 5/6/7/8/9 years from the date of allotment	CRISIL: AAA/ Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
2.	u/s 80CCF of IT Act 1961 Taxable, Non-convertible Bonds.	February 15, 2012	157.59	29.504	8.95 and 9.15 payable annually and cumulative	10 years 15 years	Redeemable at par on the expiry of 10/15 years with buyback option after 5/7 years respectively from the date of allotment. February 15, 2022; February 15, 2027	CRISIL: AAA/ Stable; CARE: CARE AAA; FITCH: AAA(ind) ICRA: LAAA	Unsecured	-
				111.629						
Total of Bonds - (3) (A to E)				154961.015						

** The bonds have been issued on private placement basis and are currently listed on the 'whole sale debt market segment' in the NSE.

Corporate Guarantees

Our Company has not issued any Corporate Guarantee as on December 31, 2017.

Details of Commercial Paper

Our Company has issued Commercial Paper of Rs 7,700 Crore till Dec. 2017 with NIL outstanding as on December 31, 2017.

Working Capital Demand Loan from Banks

Our Company has outstanding WCDL of ₹1,579 Crores from banks as on December 31, 2017.

Short Term Loan from Banks

Our Company has no outstanding short term loans from banks as on December 31, 2017.

FCNR(B) Loans from Banks

Our Company has raised Foreign Currency Non-Resident (B) loans from Banks amounting to USD 200 million. As at end of December 31, 2017 ₹1278.55 Crores is outstanding on account of FCNR(B) loans.

Details of Rest of the Borrowings (if any including hybrid debt like FCCB, Optionally Convertible Debentures/Preference Shares)

Our Company has no outstanding borrowings in form of hybrid debt as on December 31, 2017.

XI. SUMMARY TERM SHEET FOR CAPITAL GAIN TAX EXEMPTION BOND SERIES XII

Security Name	REC Capital Gain Tax Exemption Bonds Series - XII
Issuer	Rural Electrification Corporation Limited
Type of Instrument	Bond in the nature of Debentures; Bullet Redemption (at the end of 60 months from the Deemed Date of Allotment).
Nature of Instrument	Secured, Rated, Unlisted, Non-Convertible, Non-Cumulative, Redeemable, Taxable Bonds, Series XII, in the nature of Debentures issued for cash at par on "on tap" basis with benefits under Section 54EC of the Income Tax Act, 1961.
Seniority	Senior
Mode of Issue	Private placement
Eligible Investors	1. Individuals 2. Hindu Undivided Families (HUF) 3. Partnership Firm 4. LLP 5. Insurance Companies 6. Companies and Body Corporates 7. Provident Funds, Superannuation Funds and Gratuity Funds 8. Banks 9. Mutual Funds 10. Financial Institutions (FIs) 11. Foreign Portfolio Investors (Subject to existing regulations) 12. RRBs 13. NRIs/other foreign eligible investor investing out of NRO A/c on non-repatriable basis subject to applicable law 14. Co-operative Banks. 15. Any other investor subject to applicable laws. In each case, as eligible to subscribe to these Bonds under Section 54EC of the Income Tax Act, 1961. However, out of the aforesaid class of investors eligible to invest, this Information Memorandum is intended solely for the use of the person to whom it has been sent by REC for the purpose of evaluating a possible investment opportunity by the recipient(s) in respect of the Bonds offered herein, and it is not to be reproduced or distributed to any other persons (other than professional advisors of the prospective investor receiving this Information Memorandum from REC). For documents to be attached with application form see page no 80.
Listing	The Bonds are not proposed to be listed on any stock exchange due to non-transferability of Bonds in lock in period.
Rating of the Instrument	'ICRA AAA' by ICRA Limited. 'IND AAA' by India Ratings & Research Private Ltd. "CRISIL AAA/Stable" by CRISIL Limited
Issue Size	Rs. 1000 crores plus Green Shoe Option to retain oversubscription
Objects of the Issue	The Issue is for augmenting the medium term rupee resources of REC for the purpose of carrying out its functions authorised under the object clause of the Memorandum of Association of REC. The funds raised by way of the issue will be utilized for various operations of REC.

Face Value	Rs.10,000 per Bond
Issue Price	At par (Rs.10,000 per Bond)
Discount/ Premium at which security is issued	N.A.
Coupon Rate	5.75 % p.a.
Coupon Payment Frequency	Annual
Coupon payment dates	Interest will be paid every year on June 30 till redemption and the balance interest along with redemption.
Coupon Type	Fixed
Day Count Basis	Actual/ Actual
Tenor	60 months from the Deemed Date of Allotment
Redemption / Maturity	At Par, at the end of 60 months from the Deemed Date of Allotment.
Redemption Amount	At par (Rs. 10,000 per Bond)
Redemption Premium/ Discount	N.A.
Put Option	N.A.
Call Option	N.A.
Minimum Application and in multiples of thereafter	Application must be for a minimum size of Rs. 20,000 (2 bonds) and in multiple of Rs. 10,000 (1 bond) thereafter.
Maximum Application Size	500 Bonds of Rs. 10,000/- each (Subject to Section 54EC of Income Tax Act, 1961)
Issue Timing	Issue Opening Date: April 2, 2018, Issue Closing Date: March 31, 2019 (at the close of the banking hours) or at a date as may be decided by REC in its absolute discretion.
Issuance mode of the Instrument	In Physical / Demat mode
Cheque / Draft to be Drawn on	'Rural Electrification Corporation Limited-54EC Bonds'
Depository	NSDL & CDSL
Record Date	At least 15 days prior to each Interest payment and redemption date or a date as decided under applicable law.
Security	The Bonds is / would be secured by way of mortgage and / or hypothecation of immovable and / or movable properties of the Company as agreed between the Trustee and the Company.
Transaction Documents	Bond Trust Deed ; Bond Trustee Agreement; Duly filled application form; Bond Certificate; and This Information Memorandum.
Governing Law and Jurisdiction	Applicable laws in India and the Jurisdiction shall be Courts of Delhi.

Note:

1. REC reserves the right to revise the coupon rate and/or close the issue by giving notice on its website. The investors are advised to consult REC/Mobilisers, before depositing the application with bank.
2. All applications submitted but rejected by REC would be returned by REC to the applicant/ collection banker, without any Interest.
3. Application for minimum Rs. 20,000/- (in multiples of Rs 10,000/- thereafter) will be accepted, any amount received in fraction will be refunded to the investor without interest.
4. Only long term capital gains arising from transfer of long term capital assets being land or building or both can be invested in these Bonds.

XII. TERMS OF OFFER

AUTHORITY FOR THE ISSUE

This issue is being made pursuant to the Resolution of the Board of Directors of the Company passed at its 441st Meeting held on March 22, 2018, special resolution passed in annual general meeting held on September 21, 2017 and under appropriate provisions of the Income Tax Act, 1961.

OBJECTS OF THE ISSUE AND UTILIZATION OF THE PROCEEDS

The Issue is for augmenting the medium term rupee resources of REC for the purpose of carrying out its functions authorised under the object clause of the Memorandum of Association of REC.

The funds raised through this private placement are not meant for any specific project as such and therefore the proceeds of this Issue shall be utilized for the regular business activities of REC. Therefore, the management shall ensure that the funds raised via this private placement shall be utilized only towards satisfactory fulfillment of the Objects of the Issue.

There is no contribution being made by Promoters or any of the directors of the Issuer either as part of the Issuer or separately in furtherance of the objects of the Issue of Bonds as set out in this section.

STATUS/SECURITY

The Capital Gains Tax Exemption Bonds Series-XII shall be secured by a mortgage and / or hypothecation of immovable and / or movable properties of the Company as agreed between the Trustee and the Company. The Bonds will at all times rank pari-passu with other creditors (present and future), secured against the immovable property and charge on receivables of REC including the Bonds already issued and secured and the Bonds to be issued and secured by the REC from time to time against the said immovable property and receivables of REC.

BOND/ DEBENTURE REDEMPTION RESERVE

As per Companies (Shares and Debentures) Regulation, 2014 for NBFCs registered with the RBI under Section 45-IA of the RBI (Amendment) Act, 1997, no DRR is required in the case of privately placed debentures.

TAX BENEFITS UNDER THE INCOME TAX ACT, 1961

Under Section 54EC for REC Capital Gain Bonds

Section 54EC relating to exemption on long term capital gains if invested in Bonds was inserted by the Finance Act 2000 effective for the assessment year 2001-2002 and subsequently amended from year to year. The section reads as follows:

“Section 54EC of Income Tax Act, 1961” (Capital Gain not to be charged on Investment in certain Bonds).

- 1) Where the capital gain arises from the transfer of a long term capital asset (the capital asset so transferred being hereafter in this section referred to as the original asset) and the assessee has, at any time within a period of six months after the date of such transfer, invested the whole or any part of capital gains in the long term specified asset, the capital gain shall be dealt with in accordance with the following provisions of this section, that is to say,
 - a) if the cost of the long-term specified asset is not less than the capital gain arising from the transfer of the original asset, the whole of such Capital gain shall not be charged under section 45;
 - b) if the cost of the long-term specified asset is less than the capital gain arising from the transfer of the original asset, so much of the capital gain as bears to the whole of the capital gain the

same proportion as the cost of acquisition of the long-term specified asset bears to the whole of the capital gain, shall not be charged under Section 45.

Provided that the investment made on or after the 1st day of April 2007 in the long-term specified asset by an assessee during any financial year does not exceed fifty lakh rupees.

The following second proviso shall be inserted after the existing proviso to sub-section (1) of Section 54EC by the Finance (No. 2) Act, 2014, w.e.f. 1-4-2015:

Provided further that the investment made by an assessee in the long-term specified asset, from capital gains arising from transfer of one or more original assets, during the financial year in which the original asset or assets are transferred and in the subsequent financial year does not exceed fifty lakh rupees.

- 2) Where the long-term specified asset is transferred or converted (otherwise than by transfer) into money at any time within a period of three years from the date of its acquisition, the amount of capital gains arising from the transfer of the original asset not charged under Section 45 on the basis of the cost of such long-term specified asset as provided in clause (a) or, as the case may be, clause (b) of sub-section (1) shall be deemed to be the income chargeable under the head "Capital gains" relating to long-term capital asset of the previous year in which the long-term specified asset is transferred or converted (otherwise than by transfer) into money."

EXPLANATION - In a case where the original asset is transferred and the assessee invests the whole or any part of the capital gain received or accrued as a result of transfer of the original asset in any long-term specified asset and such assessee takes any loan or advance on the security of such specified asset, he shall be deemed to have converted (otherwise than by transfer) such specified asset into money on the date on which such loan or advance is taken.

- 3) Where the cost of the long-term specified asset has been taken into account for the purposes of clause (a) or clause (b) of sub-section (1),
 - a) a deduction from the amount of income-tax with reference to such cost shall not be allowed under section 88 for any assessment year ending before the 1st day of April, 2006.
 - b) a deduction from the income with reference to such cost shall not be allowed under section 80C for any assessment year beginning on or after the 1st day of April, 2006.

EXPLANATION: For the purposes of this section.

- a) cost, in relation to any long-term specified asset, means the amount invested in such specified asset out of capital gains received or accruing as a result of the transfer of the original asset;
- b) long-term specified asset for making any investment under this section during the period commencing from the 1st day of April, 2006 and ending with the March 31, 2007 means any bond, redeemable after three years and issued on or after the 1st day of April, 2006, but on or before March 31, 2007-
 - i) by the National Highways Authority of India constituted under section-3 of the National Highways Authority of India Act, 1988 (68 of 1988); or
 - ii) by the Rural Electrification Corporation Ltd., a company formed and registered under the Companies Act, 1956 (1 of 1956), And notified by the Central Government in the Official Gazette for the purposes of this section with such conditions (including the condition for providing a limit on the amount of investment by an assessee in such bond) as it thinks fit:

Provided that where any bond has been notified before the 1st day of April, 2007, subject to the conditions specified in the notification, by the Central Government in the Official Gazette under the provisions of clause (b) as they stood immediately before their amendment by the Finance Act, 2007, such bond shall be deemed to be a bond notified under this clause;

long-term specified asset for making any investment under this section on or after the 1st day of April, 2007 means any bond, redeemable after three years and issued on or after the 1st day of April, 2007 by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988 (68 of 1988) or by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 (1 of 1956).

NOTE : Finance Bill of 2018-19 has proposed following amendment to Section 54 EC of Income Tax Act, 1961

In section 54EC of the Income-tax Act, with effect from the 1st day of April, 2019,—

(a) in sub-section (1), after the words “long-term capital asset”, the words “, being land or building or both,” shall be inserted;

(b) in sub-section (2), before the Explanation, the following proviso shall be inserted, namely:—
‘Provided that in case of long-term specified asset referred to in subclause (ii) of clause (ba) of the Explanation occurring after sub-section (3), this sub-section shall have effect as if for the words “three years”, the words “five years” had been substituted.’;

(c) in the Explanation occurring after sub-section (3), for clause (ba), the following clause shall be substituted, namely:-- ‘

(ba) “long-term specified asset” for making any investment under this section,—

(i) on or after the 1st day of April, 2007 but before the 1st day of April, 2018, means any bond, redeemable after three years and issued on or after the 1st day of April, 2007 but before the 1st day of April, 2018;

(ii) on or after the 1st day of April, 2018, means any bond, redeemable after five years and issued on or after the 1st day of April, 2018,

by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988 or by the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956 or any other bond notified in the Official Gazette by the Central Government in this behalf.’

Note: As a result of the amendment the tenure of the Bonds have been increased to 5 years in place of three years and long term capital gains arising land or building or both shall only qualify to be invested in these bonds after April 1, 2018.

Please Note:

REC shall not be responsible for any consequences including denial of any benefit under Section 54EC of the Income Tax Act, 1961 that may arise on account of multiple applications being made by the applicant either singly or along with the other joint holders such that the investments in the 54EC Bonds during the financial year exceed Rs. 50 Lacs.

NO TAX DEDUCTION AT SOURCE ON INTEREST PAYABLE

Vide notification No 359/2002 dated December 2, 2002, REC has been exempted from deduction of tax at source under Section 193 of The Income Tax Act 1961, on the interest payable on REC 54EC Capital Gain Tax Exemption Bonds. However, this is subject to further instructions / circulars / notification from the concerned authorities.

DEEMED DATE OF ALLOTMENT/ BOND CERTIFICATES

Deemed Date of Allotment of Bonds will be the last day of the month during which the application/ subscription amount has been credited to REC 54EC collection account. Investors are informed that Corporation would normally process the allotment pertaining to a month at the month end and it takes approx. 4 weeks from month end to dispatch letter of advice/allotment. REC shall endeavor to make a firm allotment for all valid applications received from eligible investors.

Subject to the completion of all legal requirements, the REC will issue the Bond Certificates within 6 months as per the Section 56(4)(d) of the Companies Act, 2013 (in case of Physical option) or Bonds shall be credited to the depository account if marked by the Applicant in the application form (in case of Demat option).

REGISTERED BONDHOLDER

Bondholder whose name appears in the register of Bondholders maintained by the Corporation or its Registrar (in case of investors opting for physical certificates) and beneficial owners on the record date (in case of investors opting for demat option)

PAYMENT OF INTEREST

- a) The interest will be payable annually on June 30th each year on actual/actual basis. The interest payment on the Bonds shall be made to the registered bondholders.
- b) 1st Interest from the date of credit to REC 54EC Collection account in respect of the allotments made up to May 31, 2018 will be made on June 30, 2018. 1st Interest for subsequent allotments would be made on next interest payment date i.e on June 30, 2019.
- c) The interest payment for the first and last year or part thereof beginning from the date of credit and ending with the date of redemption, respectively, shall be proportionate (on actual/actual basis) and all interest on Bonds will cease on the date of redemption.
- d) The interest will be paid from the date on which the funds have been credited in REC collection account. In case of use of Payment Gateway it takes around T+2 days to get the clear funds in REC collection Account and Interest will be paid from the T+2 date only. REC will not be liable in case of any delay in transferring funds from the Payment Gateway.
- e) REC will not be liable to pay any interest after the redemption/ maturity date of the bonds.

PAYMENT ON REDEMPTION

REC's liability to Bondholder(s) towards all their rights including payment of face value shall cease and stand extinguished upon redemption of the Bonds in all events. Further, REC will not be liable to pay any interest, income or compensation of any kind after the date of such Redemption of the Bond(s).

- a) The Bonds will be automatically redeemed by REC on maturity dates i.e. on the expiry of 60 months from the deemed date of allotment, Physical bond certificate need not to be surrendered for redemption. The redemption proceeds would be paid to the Registered Bondholders.
- b) In case of transmission applications pending on the Record Date, the redemption proceeds will be issued to the legal heirs after the confirmation of the adequacy and correctness of the documentation submitted with such application till such time, the redemption proceeds will be kept in abeyance.
- c) REC will not be responsible for any payment made to a deceased bondholder, in case the information about the death of the bondholder is not provided to REC at least 15 days prior to maturity payment date.

MODE OF PAYMENTS

Interest/redemption payment will be made by ECS/NECS/RTGS/NEFT/At Par Cheque/Warrants/Demand Drafts. Efforts will be made to cover all cities where collection centers are appointed. In case the ECS/NECS facility is not available; REC reserves the right to adopt any other suitable mode of payment. Cheque clearing charges, if any, will have to be borne by the Bondholders.

EFFECT OF HOLIDAYS ON PAYMENTS

If the interest payment date falls on a day which is not a Business Day, the payment of interest up to original scheduled date, will be made on the following Business Day, however the dates of the future coupon payments would be as per the schedule originally stipulated at the time of issuing the security.

If the Redemption Date (also being the last Coupon Payment Date) of the Bonds falls on a day that is not a Business Day, the redemption proceeds shall be paid by the Issuer on the immediately preceding Business Day along with interest accrued on the Bonds until but excluding the date of such payment.

It is clarified that a "Business Day" is a day when the money market is functioning in Mumbai.

If the Record Date falls on a day which is not a Business Day, the immediately succeeding Business Day will be considered as the Record Date.

REFUND / WITHDRAWAL OF APPLICATION MONEY

The amount once credited in REC's Collection account will not be refunded. However, in case of rejection of the Application on account of technical grounds, at REC discretion, refund without interest will be made. REC may accept the amount and allot the bonds under this series of bonds even if the Investor has applied through old 54EC application form of REC.

TRANSFERABILITY OF BONDS

To avail the benefit under Section 54EC of the Income Tax Act, 1961, the investment made in the Bonds needs to be held for a period of at least 60 months from the Deemed Date of Allotment. The Bonds are for tenure of 60 months and are NON TRANSFERABLE NON NEGOTIBLE and cannot be offered as a security for any loan or advance. However, Transmission of the Bonds to the legal heirs in case of death of the Bondholder/Beneficiary to the Bonds is allowed.

RECORD DATE

Record date of interest shall be at least 15 days prior to each interest payment date and at least 15 days prior to the date of Maturity or such earlier date as decided by the REC. In any case the record cannot be 1 month prior to the Interest and/or maturity payment. Interest shall be paid to the person whose name appears as sole/first in the Register of Bondholders/beneficiaries position of the Depositories on Record Date or to the Bondholders who have converted the Bonds to physical form and their name is registered on the registers maintained by Company/Registrar. First Bondholder shall have sole right to change the details like account number etc except in case of death of first named bondholder or relevant documentary proof i.e. PoA etc. is submitted by other bond holder.

CHANGE OF BANK DETAILS

For servicing of interest/ redemption payments, in case of bonds allotted in physical mode the bank account details of the investor will be captured from their application forms and in case of Demat mode the bank details as per the DP of the investor will be considered.

Bondholder(s) to whom bonds have been allotted in physical mode may change their bank account details with Registrar by surrendering the original Bond Certificate together with other required document likes cancelled cheque, bank certificate etc.

LISTING

The Bonds are not proposed to be listed on any stock exchange due to non-transferability of Bonds in the lock-in period.

VALIDITY OF INFORMATION MEMORANDUM

This information shall remain valid for tenure of the Bonds.

REGISTRAR

Karvy Computershare (P) Ltd. has been appointed as Registrar to the Issue. The Registrar will monitor the applications while the private placement is open and will coordinate the post allotment activities like dispatching of allotment advice, bond certificate, change of address/ bank details etc.

Any query/complaint regarding application/ allotment/ interest & redemption payments/transmission should be forwarded to:

Unit-REC 54EC Bonds 2018-19

**Karvy Computershare Pvt. Ltd.,
Karvy Selenium Tower B,
Plot number 31 & 32,
Financial District, Gachibowli,
Hyderabad- 500 032
Telangana**

The details of the Nodal Officer of the Registrar is as under –

Name : Mr. Nagesh Govu
Email : govu.nagesh@karvy.com
Tel.: +91 40 6716 1503, Fax. : +91 40 2343 0814

TRUSTEE AND ITS RESPONSIBILITIES

SBICAP Trustee Company Limited has been appointed as Debenture Trustee for the holder of Bonds.

The Trustee shall protect the interest of the Bondholders in the event of default by REC in regard to security creation, timely payment of interest and repayment of principal etc and shall take necessary action at the cost of REC. No Bondholder shall be entitled to proceed directly against REC unless the Trustee, having become so bound to proceed, fail to do so.

BOND IN DEMATERIALISED FORM

REC has made arrangements with National Securities Depository Limited (NSDL) and Central Depository Services Ltd. (CDSL) to issue the Bonds in dematerialized form to all successful applicants. All the provisions relating to issue, allotment, transmission, etc. in respect of dematerialization and rematerialization of the Bonds as may be prescribed under the Depositories Act, 1996 and the Rules thereunder or by the NSDL/CDSL or such similar agency, would be applicable to these Bonds. Applicants should forward the Bond(s) Certificate along with demat request through their depository participant (DP) to the Registrar for dematerialisation of holdings. All the demographic details regarding nomination, Bank Account details etc. will be taken from the information provided in the Demat Account of the Investor. Further in case of any mismatch in the name or order of the name in case of joint applicants, the bond will be allotted in the physical mode only.

In case any investor wishes to hold the Bonds in physical mode the investor is required to choose (tick at) the appropriate place in the Application Form.

JOINT APPLICATION

Only individuals/ NRI can apply in joint names and maximum three individuals can apply through a Joint Application and in case of application with Demat option, the sequence of joint applicants name must be same as mentioned in the Demat Account. First Bondholder shall have sole right to change the details like account number, Address etc unless in case of death of first named bondholder or relevant documentary proof i.e. PoA etc. is submitted by other bond holder. The Company/Registrar may act on the instruction given by the First Bondholder. It is not necessary that instruction given for any changes should have signature of all the Holders.

NOMINATION

In accordance with Section 72 of Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014, the sole bondholder (only Individual/ NRI) or where the Bonds are held by more than one person, first bondholder, along with other joint Bondholders being individual(s) may nominate any one person (being an individual) who, in the event of death of sole holder or all the joint holders, as the case may be, shall become entitled to the Bond(s). Nominee shall be entitled to the same rights to which he will be entitled if he was the registered holder of the Bond(s). During the validity of the bonds, in case of demise of the nominee or otherwise also, the bondholder(s) will be entitled to change the nominee or make fresh nomination accordance with the procedure set out in the Companies (Share Capital and Debenture) Rules, 2014 read with section 72 of Companies Act, 2013. When the Bond is held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all the Bondholders in succession.

To expedite the transmission of Bond(s) to the nominee, the Bondholders are advised to provide the specimen signature of the nominee at the place specified in the application form. In case bonds are in Demat form, demographic and nominee details will be picked up from DP ID/CLIENT ID and the details of the nominee, if any, as mentioned in the application form will be invalid.

Where the nominee is a minor, it shall be lawful for the holder of the securities, making the nomination to appoint, in the prescribed manner, any person to become entitled to the securities of the company, in the event of the death of the nominee during his minority.

It is to further mention that in case of letter of administration/ succession certificate/ probated will from an appropriate court in India, the bonds will be transferred in the name of the such administrator/ holder of succession certificate/ executor of will only after the death of all Original Bondholder(s).

REC shall not be responsible or liable for any demand, claim, legal action, proceeding, suit, litigation, prosecution, mediation, arbitration, enquiry or assessment taken by any governmental, statutory, regulatory, administrative, fiscal, judicial, or government-owned body, department, commission, authority, tribunal, agency or any other person in relation to the vesting of the Bonds in accordance with the Companies Act, 2013 and the rules thereunder with the nominee, as nominated by the original Bondholders.

TRANSMISSION/SUCCESSION

In the event of demise of the sole holder of the Bonds, the Company will recognize the executor or administrator of the deceased Bondholders, or the holder of succession certificate or other legal representative as having title to the Bonds in accordance with the applicable provisions of law, including the Companies Act, 2013 and the rules thereunder, only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or produces evidence of legal representation, as the case may be, from an appropriate court in India.

Where Bonds are held in the joint names and first holder dies, the second holder will be recognized as the Bondholder(s) and in case, second holder dies, the third holder will be recognized as the Bondholder. It will be sufficient for the Company to delete the name of the deceased Bondholder after obtaining

satisfactory evidence of his death. Company will not be held liable for any payment made in the account of the holder in case the information about death of holder is not brought into the notice of the Company at least 15 days prior to the payment date.

In case of physical form, the beneficial owners of deceased Bondholder are advised to send the Bond Certificate(s) to the Registrar, along with all the required documents. REC and/or persons/ Registrar appointed by them for this purpose after examining and being satisfied regarding adequacy and correctness of the documentation shall register the transmission in its books.

In case bonds are issued in Dematerialised form successor(s) will be, as intimated by Depository Participant of the Bondholder.

HOW TO APPLY

(A) By depositing of application form with Cheque/DD:

Investors are required to submit the Application Form duly filled along with necessary enclosures at the specified Collecting Bankers as indicated at our website: www.recindia.com. Demand Draft or crossed Cheque should be payable in favour of **“Rural Electrification Corporation Limited - 54EC Bonds”**. Demand Draft/ NEFT/ NECS charges, if any, shall be borne by the applicant.

(B) By RTGS/NEFT payment:

The investor can also directly deposit the amount in the REC collection account by way of NEFT/RTGS and invariably fill the application forms as given on REC website and mention the UTR no. at space provided in the application form:

S. No.	Bank	A/c No	IFSC Code	MICR No	Bank Address
1	Canara Bank	2471201001150	CNRB0002471	110015115	Capital Market Services Branch, Jeevan Bharti Building, Sansad Marg, New Delhi-110001
2	HDFC Bank	00030350000584	HDFC0000003	110240001	G - 3/4 , 19 K G Marg, Surya Kiran Building, New Delhi-110001
3	IDBI Bank	0127103000006859	IBKL0000127	110259012	4th Floor, Indian Red Cross Society Building, 1, Red Cross Road, New Delhi-110001
4	Indusind Bank	200008580241	INDB0000165	400234020	219-220, Somdutt Chambers-Ii, Bhikaji Cama Place, New Delhi-110066
5	YES Bank	000381000000301	YESB0000003	110532002	8, NYAYA MARG, CHANAKYA PURI, NEW DELHI- 110 021
6	ICICI Bank	000405108563	ICIC0000004	400229002	Capital Market Division, 122/1 Mistry Bhavan, Backbay Reclamation, Churchgate, Mumbai-400020
7	Axis Bank	915020015055414	UTIB0000007	110211002	New Delhi Main Branch, Statesman House, 148, Barakhamba Road, New Delhi - 110001

(C) By Online payment:

The investor can also directly apply through the REC website (<http://www.recindia.nic.in/capital-gain-tax-exemption>) and remit the funds online through Net Banking or Debit card or other prescribed modes of payment.

(D) BY POST

The applicant, if they so desire, may forward their applications through speed/ registered post to any of the controlling branches of the collection bankers as given below, provided they are accompanied with a Demand Draft payable at New Delhi/ Mumbai, as applicable, for the application amount so as to reach during such period when the issue is open for subscription.

Canara Bank	Capital Market Services Branch, Jeevan Bharti Building, Sansad Marg, New Delhi-110001
HDFC Bank	G - 3/4 , 19 K G Marg, Surya Kiran Building, New Delhi-110001
IDBI Bank	4th Floor, Indian Red Cross Society Building, 1, Red Cross Road, New Delhi-110001
INDUSIND Bank	219-220, Somdutt Chambers-Ii, Bhikaji Cama Place, New Delhi-110066
YES Bank	8, NYAYA MARG, CHANAKYA PURI, NEW DELHI- 110 021
ICICI Bank	Capital Market Division, 122/1 Mistry Bhavan, Backbay Reclamation, Churchgate, Mumbai-400020
AXIS Bank	New Delhi Main Branch, Statesman House, 148, Barakhamba Road, New Delhi - 110001

Applications under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories and the tax exemption certificate/ document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Corporation or to its Registrar or to such other person(s) at such other address(s) as may be specified by the Corporation from time to time through a suitable communication.

DOCUMENTS TO BE PROVIDED BY INVESTORS OTHER THAN INDIVIDUALS (IN ADDITION TO THE DOCUMENTS TO BE PROVIDED WITH KNOW YOUR CUSTOMER FORM AS ATTACHED WITH APPLICATION FORM)

- Partnership Firms:** A certified true copy of: (i) Documentary evidence of authorization to invest in the Bonds and to receive the money on redemption, if the same is not provided in the partnership deed and (ii) Specimen signature of authorized signatories.
- Companies and Body Corporate, Financial Institutions, Foreign Portfolio Investors:** A certified true copy of (i) Board resolution authorizing investment and containing operating instructions and (ii) Specimen signatures of authorized signatories.
- Banks:** A certified true copy of (i) Power of Attorney and (ii) Specimen signatures of authorized signatories.
- Provident Funds, Superannuation Funds and Gratuity Funds:** (i) Resolution passed by the competent authority authorizing the investment and (ii) Specimen signatures of the authorized signatories.
- Mutual Funds:** A certified true copy of (i) SEBI registration certificate; (ii) Resolution passed by the competent authority authorizing the investment and containing operating instructions and (iii) Specimen signatures of the authorized signatories.

DOCUMENTS TO BE PROVIDED BY ALL INVESTORS

- Self-attested copy of PAN Certificate (In case of Joint application, self-attested PAN copy of all the applicants) or Form 60 where bond application size is Rs. 50,000/- or more
- Cancelled cheque or its photo copy for NECS/ NEFT/ RTGS facility.
- Self-attested copy of address proof.

LIMITATION OF LIABILITY

Liability of REC shall be limited to only the principal and interest, in terms of this Information Memorandum, on the Bond. REC shall not be liable for any cost, loss, damage, injury or claim due to the terms of this Bond or any matters incidental thereto including change or amendment in any Law or Regulation, proceedings in court or due to rejection of the Application.

BONDHOLDER NOT A SHAREHOLDER

The Bondholders will not be entitled to any of the rights and privileges available to the shareholders. If, however, any resolution affecting the rights attached to the Bonds is placed before the members of REC, such resolution will first be placed before the Bondholders for their consideration.

FUTURE BORROWINGS

REC shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form as also issue Bonds/ Debentures/ Notes/ other securities in any manner with ranking as pari-passu basis or otherwise and to change its capital structure, including issue of shares of any class or redemption or reduction of any class of paid up capital, on such terms and conditions as REC may think appropriate, without the consent of, or intimation to, the Bondholder(s) or the Trustee in this connection.

NOTICES

All notices required to be given by REC or by the Trustee to the Bondholders shall be deemed to have been given if sent by ordinary post/ courier to the original sole/first allottees of the Bonds and/ or published on the website of the issuer.

All notices required to be given by the Bondholder(s), including notices referred to under “Payment of Interest” and “Payment on Redemption” shall be sent by registered post or by hand delivery to REC or to such persons at such address as may be notified by REC from time to time.

DISPUTES & GOVERNING LAW

The Bonds are governed by and shall be construed in accordance with the laws of India. Any dispute arising thereof will be subject to the jurisdiction of courts of Delhi.

INVESTOR RELATIONS AND GRIEVANCE REDRESSAL

Arrangements have been made to redress investor grievances expeditiously as far as possible, REC endeavors to resolve the investors grievances within 30 days of its receipt. All grievances related to the issue quoting the Application Number (including prefix), number of bonds applied for, amount paid on application and Bank and Branch/REC collection center where the Application was submitted, may be addressed to the ‘Resource Mobilization Unit – 54EC Bonds’ at the Head office. All investors are hereby informed that the company has appointed a Compliance Officer who may be contacted in case of any problem related to this issue.

COMPLIANCE OFFICER

Sh. Daljeet Singh Khatri,
AGM(Finance),
Rural Electrification Corporation Limited,
Core – 4 SCOPE Complex,
7, Lodi Road, New Delhi –110 003,
Tel.; 011-4309 1647
Fax: 011 24362056,
E-mail: investorcell@recl.in, daljeetsinghkhatri@rediffmail.com

The investors can contact the Compliance Officer in case of any pre-issue/ post-issue related problems such as non-credit of letter(s) of allotment/ bond certificate(s) in the Demat account, non-receipt of refund order(s), interest warrant(s)/ cheque(s) etc.

XIII. SERVICING BEHAVIOUR ON EXISTING DEBT SECURITIES AND OTHER BORROWINGS

REC hereby confirms that:

- a) The main constituents of REC's borrowings have been in the form of borrowings from Banks and Financial Institutions, Bonds etc.
- b) REC has been servicing all its principal and interest liabilities on time and there has been no instance of delay or default since inception.
- c) REC has neither defaulted in repayment/ redemption of any of its borrowings nor affected any kind of roll over against any of its borrowings in the past. The Issuer has not defaulted on payment of any kind of statutory dues to the Government of India, State Government(s), statutory/ regulatory bodies, authorities, departments etc., since inception.

XIV. MATERIAL EVENT, DEVELOPMENT OR CHANGE AT THE TIME OF ISSUE

REC hereby declares that there has been no material event, development or change at the time of issue which may affect the issue or the investor's decision to invest/ continue to invest in the debt securities of REC.

XV. PERMISSION/ CONSENT FROM PRIOR CREDITORS

The Corporation hereby confirms that it is entitled to raise money through current issue of Bonds without the consent/ permission/ approval from the bondholders/ trustees/ lenders/ other creditors of REC. However, in case of such requirement arises, the same would be obtained in due course and would be shared with the Trustee.

XVI. MATERIAL CONTRACTS & AGREEMENTS INVOLVING FINANCIAL OBLIGATIONS OF THE ISSUER

By very nature of its business, REC is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of REC. However investor may inspect the Charter Documents, Bonds Trust Deed, Bond Trust Agreement, etc. in relation to this issue subject to relevant regulation and fees, if any.

XVII. DECLARATION

The Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder. It is to be distinctly understood that compliance with the Companies Act, 2013 and the rules does not imply that payment of interest or repayment of Bonds, is guaranteed by the Government of India.

The Company undertakes that the monies received under the Issue shall be utilized only for the purposes and 'Objects of the Issue' indicated in the Information Memorandum for Private Placement.

The Issuer accepts no responsibility for the statement made otherwise than in the Information Memorandum for Private Placement or in any other material issued by or at the instance of the Issuer and that anyone who places reliance on any other source of information would be doing so at his own risk.

The undersigned has been authorized by the Board of Directors of the Company vide resolution number 441.2.8 dated March 22, 2018 to sign this Information Memorandum for Private Placement and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this Information Memorandum for Private Placement and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Promoter subscribing to the Memorandum of Association and Articles of Association of the Company.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For and on behalf of Rural Electrification Corporation Limited

S/d-
Daljeet Singh Khatri
Additional General Manager (Finance)

Place: New Delhi
Date: March 31, 2018

XVIII. ANNEXURES

- A. LIST OF ADDRESSES OF REC'S ZONAL AND PROJECT OFFICES**
- B. FINANCIAL INFORMATION**
- C. CONSENT LETTER OF TRUSTEE**
- D. CREDIT RATING LETTERS**
- E. APPLICATION FORM**
- F. BOARD AND SHAREHOLDER RESOLUTIONS**

ANNEXURE A: LIST OF ADDRESS OF REC'S Regional/State/Sub-offices/Training Centre:-

S. No.	Office	Location of Zonal Office	STD Code No.	Office Telephone No./Mob.	Fax No.
1	Bengaluru	No. 1/5, Ulsoor Road, Bengaluru-560042	080	25550240 25598244	25598243
2	Kolkatta	I.B. -186 Sectoe-III Salt Lake City, Kolkatta-700106	033	23356989, 994,998	23356900
3	Lucknow	19/8, Indira Nagar Extension, ring Road, Lucknow 226016	0522	2716324 2717376	2716815
4	Mumbai	51-B, Mittal Tower 5th Floor, Nariman Point, Mumbai-400021	022	22831004 22830985	22831004
5	Panchkula	Bay No. 7-8, Sector-2, Panchkula- 134112	0172	2563864, 2563863 2563822,	2567692
6	Guwahati (Assam)	"SRADDHA", MG Road- GS Road Crossing, (SOHUM/HDFC Point) Christian Basti, Guwahati - 781005	0361	2343713	2343712-14
7	Hyderabad (Telangana)	Shivranpally Post NPA, near Aramghar,national Highway No. 7 Hyderabad-500052	040	29805034 29804520	29804235
8	Patna (Bihar)	'Maurya Lok' Complex Block-C 4th Floor, New Dak Bangalow Road, Patna-800001	0612	2224596 2221131	2224596
9	Ranchi (Jharkhand)	101 & 104, Om Shree Enclave, Near Loyola School, Airport Road, HINOO, Ranchi- 834002	0651	2253123	2251320
10	Vadodara (Gujarat)	Plot No. 585, T.P Scheme No.2, Behind Pusti Complex, Atma Jyoti Ashram Road, Subhanpura Vadodara - 390023	0265	2397487	2397652
11	Shimla (Himachal Pradesh)	Pt. Padamdev Commercial Complex, Phase-II, First Floor, The Ridge, Shimla - 171001	0177	2653411	2804077
12	Jammu (Jammu & Kashmir)	157-A, Gandhi Nagar, Behind Apsara Cinema, Jammu-180004	0191	2450800	2450868
13	Thiruvananthapuram (Kerala)	'O'-5, 4th Floor, "Saphallyam" Commercial Complex, TRIDA Building Palayam, Thiruvananthapuram-695034	0471	2328662	2328579

S. No.	Office	Location of Zonal Office	STD Code No.	Office Telephone No./Mob.	Fax No.
14	Bhopal (Madhya Pradesh)	Metro walk, 2nd Floor, West Hall No. 3 Bittan market, Bhopal-462016	0755	2460006	2460008
15	Shillong (Meghalaya)	Rinadee Old Upper Lachumiere, Shillong-793001	0364	2210190	2225687
16	Bhubaneswar (Orissa)	Deen Dayal Bhawan, Fifth Floor, Ashok Nagar, Janpath, Bhubaneswar-751009	0674	2393206 2536649	2536669
17	Jaipur (Rajasthan)	J-4-A, Jhalana Dungari, Institutional Area, Jaipur-302004	0141	2706986 2700161	2706986
18	Chennai (Tamil Nadu)	No. 12 & 13 T.N.H.B. Complex, Luz Church Road, 180 (Luz Corner) Mylapore, Chennai-600004	044	24987960 24672376	24670595
19	Raipur, Chattisgarh	Block B-1, F-6 & 7, 1st Floor, Pujari Chambers, Commercial Complex, Pachpedi Naka, Raipur-492013	0771	2241055	2241055
20	Dehradun, Uttarakhand	7, New road, Opposite MKP College, Dehradun, 248001	0135	2650766	2650799
21	Varanasi, Uttar Pradesh	N-8/239 J, Newada Sunderpur, (Near Ksheer Sagar) Varanasi -221005	-	9999319789	-
22	Itanagar, Arunachal Pradesh	Dikiling Apartment (below Bungalow no. 11 C/ TOPI ETE) Ward No. 8 Niti Vihar, VIP Road, Itanagar-791111	-	9810964380	-
23	Imphal, Manipur	2nd Floor, Chingmeirong Manang Leikai, Imphal-Dimapur Road, Imphal East District, Manipur-795001	-	-	-
24	Vijayawada, Andhra Pradesh	54-15-13, BSR Hil View, 2nd Floor, Srinivasa Nagar Bank Colony, Vijayawada-520008	-	9440801745	-
22	CIRE, Hyderabad	Shivrampally, Post NPA, Near Aramghar, national Highway No. 7, Hyderabad 500052	040	29805901	24015896

FINANCIAL INFORMATION (ON STANDALONE BASIS)

(₹ in crores)

Particulars	As on/for the year ended 31.03.17 (Audited)	As on/for the year ended 31.03.16 (Audited)	As on/for the year ended 31.03.15 (Audited)
For Financial Entities			
Net worth	33,325.59	28,617.76	24,857.03
Total Debt	167517.39	169,106.38	151,024.12
of which – Non Current Maturities of Long Term Borrowing	149489.33	138,789.43	131,168.32
- Short Term Borrowing	0	6,349.93	734.00
- Current Maturities of Long Term Borrowing	18028.06	23,967.02	19,121.80
Net Fixed Assets	181.26	150.32	81.32
Non-Current Assets	180,460.11	160,362.94	165,547.04
Cash and Cash Equivalents	4488.04	1,728.19	522.54
Current Investments	149.16	149.16	438.66
Current Assets	28,776.13	45,990.03	17,627.99
Current Liabilities	24,520.26	37,591.50	25,999.11
Asset Under Management	N.A.	N.A.	N.A.
Off Balance Sheet Assets	N.A.	N.A.	N.A.
Interest Income	22935.61	23,470.66	20,072.08
Finance Costs	13,775.12	14,283.12	11,844.61
Net interest income	9160.49	9,187.54	8,227.47
Provisioning & Write-offs	1,109.47	1,089.85	802.96
PAT	6,245.76	5,627.66	5,259.87
Gross NPA (%)	2.41%	2.11%	0.74%
Net NPA (%)	1.60%	1.61%	0.54%
Tier I Capital Adequacy Ratio (%)			
Tier II Capital Adequacy Ratio (%)			
Total Loan Assets (net)	200293.33	200,265.02	179,281.49
Capital Adequacy ratio (%)			
Net interest margin	4.54%	4.82%	5.01%
Yield on Loan Assets	11.38%	12.32%	12.23%
Cost of funds	8.13%	8.50%	8.36%
Return on Net worth (average)	20.17%	21.05%	23.11%
Debt equity ratio (times)	5.03	5.91	6.08
Total Assets	209236.24	206,352.97	183,175.03
Return on assets (average)	3.01%	2.89%	3.13%

STANDALONE REFORMATTED STATEMENT OF ASSETS AND LIABILITIES

(₹ in crores)

	Particulars	Note No.	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015
I.	EQUITY AND LIABILITIES				
(1)	Shareholders' Funds				
	(a) Share Capital	A	1,974.92	987.46	987.46
	(b) Reserves and Surplus	B	31,350.67	27,630.30	23,869.57
	Sub-total (1)		33,325.59	28,617.76	24,857.03
(2)	Non-current Liabilities				
	(a) Long-term Borrowings	C	149,489.33	138,789.43	131,168.32
	(b) Deferred Tax Liabilities (Net)		40.26	49.75	107.32
	(c) Other Long-term Liabilities	D	12.38	9.50	36.16
	(d) Long-term Provisions	E	1,848.42	1,295.03	1,007.09
	Sub-total (2)		151,390.39	140,143.71	132,318.89
(3)	Current Liabilities				
	(a) Short-term Borrowings	F	-	6,349.93	734.00
	(b) Other current liabilities	G	24,326.04	30,389.52	24,811.40
	(c) Short-term Provisions	E	194.22	852.05	453.71
	Sub-total (3)		24,520.26	37,591.50	25,999.11
	Total (1+2+3)		209,236.24	206,352.97	183,175.03
II.	ASSETS				
(1)	Non-current Assets				
	(a) Fixed assets	H			
	(i) Tangible Assets		120.68	117.83	72.50
	(ii) Intangible Assets		0.43	0.91	1.43
	(iii) Capital work-in-progress		58.69	30.37	7.39
	(iv) Intangible Assets under Development		1.46	1.21	-
			181.26	150.32	81.32
	(b) Non-current Investments	I	2,547.29	2,317.46	1,174.81
	(c) Long-term Loans & Advances	J	177,348.96	157,794.10	164,213.78
	(d) Other Non-current Assets	K	382.60	101.06	77.13
	Sub-total (1)		180,460.11	160,362.94	165,547.04
(2)	Current Assets				
	(a) Current Investments	I	149.16	149.16	438.66
	(b) Cash & Bank Balances	L	4,490.02	1,728.55	522.90
	(c) Short-term Loans & Advances	M	3,594.56	795.26	1,100.24
	(d) Other Current Assets	N	20,542.39	43,317.06	15,566.19
	Sub-total (2)		28,776.13	45,990.03	17,627.99
	Total (1+2)		209,236.24	206,352.97	183,175.03

STANDALONE REFORMATTED STATEMENT OF PROFIT AND LOSS

(₹ in crores)

	Particulars	Notes No.	Year ended 31.03.2017	Year ended 31.03.2016	Year ended 31.03.2015
I.	Revenue from Operations	O	23350.79	23,638.35	20,229.53
II.	Other Income	P	744.56	117.93	158.52
III.	Total Revenue (I+II)		24,095.35	23,756.28	20,388.05
IV.	Expenses				
(i)	Finance Costs	Q	13,775.12	14,283.12	11,844.61
(ii)	Employee Benefits Expense	R	178.07	137.44	133.94
(iii)	Depreciation & Amortization		5.04	5.45	6.76
(iv)	Corporate Social Responsibility Expenses		69.80	128.20	103.25
(v)	Other Expenses	S	98.80	67.01	69.49
(vi)	Provisions and Contingencies	T	1,109.47	1,089.85	802.96
	Total Expenses (IV)		15,236.30	15,711.07	12,961.01
V.	Profit before Prior Period Items & Tax (III-IV)		8,859.05	8,045.21	7,427.04
VI.	Prior Period Items		-1.65	-	-
VII.	Profit before Tax (V-VI)		8,860.70	8,045.21	7,427.04
VIII.	Tax Expense :				
(i)	Current Year		2606.29	2,477.89	2,231.86
(ii)	Earlier Years/ (Refunds)		-27.78	-2.77	1.30
(iii)	Deferred Tax		36.43	-57.57	-65.99
	Total Tax Expense (i+ii+iii)		2614.94	2,417.55	2,167.17
IX.	Profit for the period from Continuing Operations (VII-VIII)		6,245.76	5,627.66	5,259.87
X.	Profit from Discontinuing Operations (after tax)			-	-
XI.	Profit for the period (IX+X)		6245.76	5,627.66	5,259.87
XII.	Earnings per Equity Share (in ₹ for an equity share of ₹ 10 each)				
	(1) Basic		31.63	28.50	106.53
	(2) Diluted		31.63	28.50	106.53

STANDALONE REFORMATED STATEMENT OF CASH FLOWS

(₹ in crores)

PARTICULARS	YEAR ENDED 31.03.2017	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
A. Cash Flow from Operating Activities :			
Net Profit before Tax	8860.70	8,045.21	7,427.04
Adjustments for:			
1. Profit / Loss on Sale of Fixed Assets	0.52	0.38	0.09
2. Depreciation	4.40	5.45	6.76
3. Provisions and Contingencies	1109.47	1,089.85	802.96
4. Allowance for Staff Advance	0.00	0.00	0.00
5. Interest on Commercial Paper	300.46	285.91	300.03
6. Excess Provision written back	0.00	-0.07	0.00
7. Gain on Changes in Fair Value of Interest Rate Swaps	-324.77	0.00	
8. Profit on sale/redemption of investments	-79.75	-12.29	-
9. Loss/ Gain(-) on Exchange Rate fluctuation	55.09	666.13	259.99
10.Dividend from Subsidiary Co.	-19.50	-10.01	-0.35
11. Dividend from Investments	-66.54	-3.05	-3.63
12.Interest on Long-Term Investments/ Govt. Securities	-226.11	-85.97	-149.18
13. Provision made for Interest on Advance Income Tax	2.82	-	1.38
14. Discount on Bonds written off	0.14	3.99	4.83
15. Interest Accrued on Zero Coupon Bonds	82.45	76.17	70.39
16. Dividend & Dividend Tax paid in excess of provision	0.00	0.00	0.00
Operating profit before Changes in Operating Assets & Liabilities:	9699.38	10,061.70	8,720.31
Increase / Decrease :			
1. Loan Assets	-650.38	-21,733.35	-31,005.84
2. Other Operating Assets	362.55	27.89	-366.08
3. Operating Liabilities	-91.32	936.54	944.51
<i>Cash flow from Operations</i>	9320.23	-10,707.22	21,707.10
1. Income Tax Paid (including TDS)	-2548.11	-2,539.74	-2,284.67
2. Income Tax refund	22.07	42.00	-
Net Cash Flow from Operating Activities	6794.19	-13,204.96	23,991.77
B. Cash Flow from Investing Activities			
1. Sale of Fixed Assets	0.06	0.86	0.18
2. Purchase of Fixed Assets (incl. CWIP & Intangible Assets under development)	-27.01	-104.63	-7.64
3. Investment in shares of Energy Efficiency Services Ltd. (including share application money pending allotment)	0.00	-124.00	
4. Investment in 11.15% Additional Tier-1 Perpetual Bonds of Indian Bank	0.00	-500.00	
5. Investment in 11.25% Additional Tier-1 Perpetual Bonds of Vijaya Bank	0.00	-500.00	
6. Investment in 11.25% Additional Tier-1 Perpetual Bonds of Syndicate Bank	0.00	-500.00	
7. Investment in shares of NHPC Ltd. (net of sale)	-400.80	0.00	
8. Redemption of 8% Government of Madhya Pradesh Power Bonds-II	94.32	94.32	94.32
9. Sale of Long-term Investments	76.65	762.53	-
10. Profit on sale/redemption of investments	79.75	12.29	-
11. Interest on Long-Term Investments/ Govt. Securities	229.94	106.05	154.10
12. Dividend from Subsidiary Co.	19.50	10.01	0.35
13. Dividend from Investments	66.54	3.05	3.63
Net Cash Flow from Investing Activities	138.95	-739.52	244.94

PARTICULARS	YEAR ENDED 31.03.2017	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
C. Cash Flow from Financing Activities			
1. Issue of Bonds (Net of redemptions)	5871.66	14,972.72	21,806.74
2. Raising of Term Loans/ STL from Banks/ FIs (Net of repayments)	-1099.93	-459.07	-955.40
3. Raising of Foreign Currency Loan (Net of redemptions and inclusive of related derivative payments)	-833.33	-2607.56	6344.25
4. Funds received from GOI for further disbursement as Subsidy/ Grant including interest (Net of refund)	8027.15	4,436.52	3,421.17
5. Disbursement of grants	-8039.66	-4,691.45	-3,639.69
6. Repayment of Govt. Loan		-3.07	-4.86
7. Payment of Final Dividend	-503.60	-266.61	-172.81
8. Payment of Interim Dividend	-1382.44	-1184.95	-789.97
9. Payment of Corporate Dividend Tax	-379.98	-293.47	-187.26
10. Premium on issue of Securities	0.00	0.28	-
11. Issue of Commercial Paper (Net of repayments)	-5833.16	5246.79	-2745.74
Net Cash flow from Financing Activities	-4173.29	15,150.13	23,076.43
Net Increase/Decrease in Cash & Cash Equivalents	2759.85	1,205.65	670.40
Cash & Cash Equivalents as at the beginning of the year	1728.19	522.54	1,192.94
Cash & Cash Equivalents as at the end of the year	4488.04	1,728.19	522.54

CONSOLIDATED REFORMATTED STATEMENT OF ASSETS & LIABILITIES

(₹ in crores)

	Particulars	Note No.	As at 31.03.2017	As at 31.03.2016	As at 31.03.2015
I.	EQUITY AND LIABILITIES				
(1)	Shareholders' Funds				
	(a) Share Capital	A	1,974.92	987.46	987.46
	(b) Reserves and Surplus	B	31,695.64	27,905.94	24,085.12
	Sub-total (1)		33,670.56	28,893.40	25,072.58
(2)	Non-current Liabilities				
	(a) Long-term Borrowings	C	149,680.89	138,783.85	131,123.26
	(b) Deferred Tax Liability (Net)		39.92	47.54	105.80
	(c) Other Long-term Liabilities	D	13.42	10.01	36.18
	(d) Long-term Provisions	E	1,849.47	1,295.54	1,007.39
	Sub-total (2)		151,583.70	140,136.94	132,272.63
(3)	Current Liabilities				
	(a) Short-term Borrowings	F	110.98	6,460.77	734.00
	(b) Trade Payables		160.39	117.96	30.83
	(c) Other current liabilities	G	24,524.99	30,477.43	24,887.16
	(d) Short-term Provisions	E	194.30	858.42	458.71
	Sub-total (3)		24,990.66	37,914.58	26,110.70
	Total (1+2+3)		210,244.92	206,944.92	183,455.91
II.	ASSETS				
(1)	Non-current Assets				
	(a) Fixed assets	H			
	(i) Tangible Assets		354.11	253.05	108.50
	(ii) Intangible Assets		0.74	1.03	1.47
	(iii) Capital work-in-progress		164.13	76.84	9.81
	(iv) Intangible Assets under Development		1.46	1.21	-
			520.44	332.13	119.78
	(b) Non-current Investments	I	2,432.57	2,202.14	1,157.21
	(c) Deferred Tax Assets (Net)		-	-	-
	(d) Long-term Loans & Advances	J	177,351.58	157,796.82	164,215.25
	(e) Other Non-current Assets	K	394.07	109.26	85.11
	Sub-total (1)		180,698.66	160,440.35	165,577.35
(2)	Current Assets				
	(a) Current Investments	I	184.36	149.41	438.81
	(b) Inventories	U	51.18	66.79	-
	(c) Trade Receivables	L	438.40	231.89	120.28
	(d) Cash & Bank Balances	M	4,650.79	1,864.08	645.71
	(e) Short-term Loans & Advances	N	3,618.72	809.37	1,100.45
	(f) Other Current Assets	O	20,602.81	43,383.03	15,573.31
	Sub-total (2)		29,546.26	46,504.57	17,878.56
	Total (1+2)		210,244.92	206,944.92	183,455.91

CONSOLIDATED REFORMATTED STATEMENT OF PROFIT AND LOSS

(₹ in Crores)

	Particulars	Notes No.	Year ended 31.03.2017	Year ended 31.03.2016	Year ended 31.03.2015
I.	Revenue from Operations	P	23945.16	24,012.88	20,384.34
II.	Other Income	Q	740.84	117.05	165.55
III.	Total Revenue (I+II)		24,686.00	24,129.93	20,549.89
IV.	Expenses				
(i)	Finance Costs	R	13786.36	14,282.35	11,839.59
(ii)	Employee Benefits Expense	S	192.75	143.19	136.75
(iii)	Depreciation & Amortization		40.33	19.67	8.32
(iv)	Corporate Social Responsibility Expenses	T	68.94	120.29	102.07
(v)	Other Expenses	T	220.58	164.39	104.10
(vi)	Provisions and Contingencies	T	1110.31	1,096.18	806.18
(vii)	Purchases of Stock-in-Trade		273.12	223.60	0.44
(vii)	Changes in inventories of Stock-in-Trade & Work-in-Progress	V	22.76	-66.79	-
	Total Expenses (IV)		15715.15	15,982.88	12,997.45
V.	Profit before Prior Period Items & Tax (III-IV)		8970.85	8,147.05	7,552.44
VI.	Prior Period Items		-1.51	0.39	0.10
VII.	Profit before Tax (V-VI)		8972.36	8,146.66	7,552.34
VIII.	Extraordinary Items		-	-	-
VII.	Profit before Tax (V-VI)		8,972.36	8,146.66	7,552.34
VIII.	Tax Expense :				
(i)	Current Year		2648.37	2,516.85	2,273.93
(ii)	Earlier Years/ (Refunds)		-27.79	-2.77	0.75
(iii)	Deferred Tax		38.41	-58.84	-66.76
	Total Tax Expense (i+ii+iii)		2658.99	2,455.24	2,207.92
IX.	Profit for the period from Continuing Operations (VII-VIII)		6,313.37	5,691.42	5,344.42
X.	Profit from Discontinuing Operations (after tax)		-	-	-
XI.	Profit for the period (IX+X)		6313.37	5,691.42	5,344.42
XII.	Earnings per Equity Share (in ₹ for an equity share of ₹ 10 each)				
	(1) Basic		31.97	28.82	27.06
	(2) Diluted		31.97	28.82	27.06

CONSOLIDATED REFORMATTED STATEMENT OF CASH FLOWS

(₹ in crores)

PARTICULARS	YEAR ENDED 31.03.2017	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
A. Cash Flow from Operating Activities :			
Net Profit before Tax	8,972.36	8,146.66	7,552.34
Adjustments for:			
1. Profit / Loss on Sale of Fixed Assets	0.52	0.38	0.10
2. Depreciation & Amortization	39.69	19.67	8.32
3. Provisions and Contingencies	1,110.31	1,096.18	806.08
4. Allowance for Staff Advances			-
5. Interest on Commercial Paper	300.46	285.91	300.03
6. Interest Expense on Misc. Borrowings	15.79	3.90	0.19
7. Excess Provision written back	-1.42	-0.09	0.03
8. Gain on Changes in Fair Value of Interest Rate Swaps	-324.77	-	-
9. Profit on sale/redemption of investments	-79.75	-12.29	-
10. Loss/ Gain(-) on Exchange Rate fluctuation	47.37	666.13	259.99
11. Dividend from Investments	-63.15	-2.37	-3.63
12. Interest on Long-term Investments/ Govt. Securities	-239.22	-95.76	-154.47
13. Provision made for Interest on Advance Income Tax	2.82	-	1.38
14. Discount on Bonds written off	0.14	3.99	4.83
15. Interest Accrued on Zero Coupon Bonds	82.45	76.17	70.39
16. Dividend & Dividend Tax paid in excess of provision	-	-	-
17. Other Finance Expenses	-	-	-
18. Provision for Diminution in value of Investment	-	-	0.10
19. Provision for contingencies of Project Cost revisions	-	-	-
Operating profit before Changes in Operating Assets & Liabilities:	9,863.60	10,188.48	8,845.68
Increase / Decrease :			
1. Loan Assets	-650.38	-21,733.35	-31,005.84
2. Other Operating Assets	147.43	-229.95	-435.35
3. Operating Liabilities	13.87	1,029.90	1,027.56
Cash flow from Operations	9,374.52	-10,744.92	-21,567.95
1. Income Tax Paid (including TDS)	-2,592.07	-2,575.09	-2,330.28
2. Income Tax refund	22.07	42.00	-
Net Cash Flow from Operating Activities	6,804.52	-13,278.01	-23,898.23
B. Cash Flow from Investing Activities			
1. Sale of Fixed Assets	0.06	0.85	0.18
2. Purchase of Fixed Assets (incl. CWIP & Intangible Assets under development)	-203.19	-259.41	-45.34
3. Investment in shares of Energypro Assets Limited	-0.60		
4. Investment in 11.15% Additional Tier-1 Perpetual Bonds of Indian Bank	-	-500.00	
5. Investment in 11.25% Additional Tier-1 Perpetual Bonds of Vijaya Bank	-	-500.00	
6. Investment in 11.25% Additional Tier-1 Perpetual Bonds of Syndicate Bank	-	-500.00	
7. Investment in shares of NHPC Ltd. (net of sale)	-400.80	-	
8. Redemption of 8% Government of Madhya Pradesh Power Bonds-II	94.32	94.32	94.32
9. Sale of Long-term Investments	76.65	762.53	-
10. Profit on sale/redemption of investments	79.75	12.29	-
11. Interest on Long term Investments/ Govt. Securities	242.43	114.96	158.41
12. Dividend from Investments	66.54	3.05	3.63
13. Investment in Shares of Fellow Subsidiary Companies	0.05	-0.10	-

PARTICULARS	YEAR ENDED 31.03.2017	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015
14. Investment in Tax Free Bonds/Others	-	-26.28	-
15. Fixed Deposit made during the year	-38.12	-1.25	-84.49
16. Fixed Deposit matured during the year	16.95	43.34	24.38
Investments in CP/CDs (Net)	-35.00		
Net Cash Flow from Investing Activities	-100.96	-755.70	151.09
C. Cash Flow from Financing Activities			
1. Issue of Shares including Share Application Money	31.39	-	-
2. Issue of Bonds (Net of redemptions)	5,871.66	14,969.28	21,806.74
3. Raising of Term Loans/ STL from Banks/ FIs (Net of repayments)	-881.04	-308.65	-955.40
4. Raising of Foreign Currency Loan (Net of redemptions and inclusive of related derivative payments)	-833.33	-2,607.56	6,366.18
5. Funds received from GOI for further disbursement as Subsidy/ Grant including interest (Net of refund)	8,027.15	4,436.52	3,421.17
6. Disbursement of grants	-8,039.66	-4,691.45	-3,639.69
7. Repayment of Govt. Loan	-	-3.07	-4.86
8. Payment of Final Dividend	-506.99	-266.61	-172.81
9. Payment of Interim Dividend	-1,382.44	-1,184.95	-789.97
10. Payment of Corporate Dividend Tax	-384.66	-295.51	-187.32
11. Interest Paid on Misc. Borrowings	-15.73	-3.90	-0.19
12. Premium on issue of securities	-	0.28	-
13. Issue of Commercial Paper (Net of repayments)	-5,833.16	5,246.79	-2,745.74
14. Other Finance Expenses	-	-	
Net Cash flow from Financing Activities	-3,946.81	15,291.17	23,098.11
Net Increase/Decrease in Cash & Cash Equivalents	2,756.75	1,257.46	-649.03
Cash & Cash Equivalents as at the beginning of the year	1,823.59	559.10	1,207.95
Cash & Cash Equivalents as at the end of the year	4,580.34	1,816.56	558.92

IMPORTANT FINANCIAL INDICATORS (ON CONSOLIDATED BASIS)

(₹ in crores)

Particulars	As on/ For the year ended 31.03.17 (Audited)	As on/ For the year ended 31.03.16 (Audited)	As on/ For the year ended 31.03.15 (Audited)
For Financial Entities			
Net worth	33,670.56	28,893.40	25,072.58
Total Debt	167851.64	169211.64	150979.06
of which – Non Current Maturities of Long Term Borrowing	149680.89	138,783.85	131,123.26
- Short Term Borrowing	110.98	6,460.77	734.00
- Current Maturities of Long Term Borrowing	18059.77	23,967.02	19,121.80
Net Fixed Assets	520.44	332.13	119.78
Non-Current Assets	180698.66	160,440.35	165,577.35
Cash and Cash Equivalents	4580.34	1,816.56	558.92
Current Investments	184.36	149.41	438.81
Current Assets	29546.26	46,504.57	17,878.56
Current Liabilities	24990.66	37,914.58	26,110.70
Asset Under Management	N.A.	N.A.	N.A.
Off Balance Sheet Assets	N.A.	N.A.	N.A.
Interest Income	22935.61	23,470.66	20,072.08

Particulars	As on/ For the year ended 31.03.17 (Audited)	As on/ For the year ended 31.03.16 (Audited)	As on/ For the year ended 31.03.15 (Audited)
Finance Costs	13786.36	14,282.35	11,839.59
Net interest income	9149.25	9,188.31	8,232.49
Provisioning & Write-offs	1110.31	1,096.18	806.18
PAT	6313.37	5,691.42	5,344.42
Gross NPA (%)*	2.41%	2.11%	0.74%
Net NPA (%)*	1.60%	1.61%	0.54%
Tier I Capital Adequacy Ratio (%)			
Tier II Capital Adequacy Ratio (%)			
Total Loan Assets (net)	200293.33	200,265.02	179,281.49
Capital Adequacy ratio (%)			
Net interest margin*	4.54%	4.82%	5.01%
Yield on Loan Assets*	11.38%	12.32%	12.23%
Cost of funds*	8.13%	8.50%	8.36%
Return on Net worth (average)	20.18%	21.09%	23.30%
Debt equity ratio (times)	4.99	5.86	6.02
Total Assets	210244.92	206,944.92	183,455.91
Return on assets (average)	3.03%	2.92%	3.18%

* These figures have been given on standalone basis.

OTHER FINANCIAL PARAMETERS

Particulars	FY 2016-17	FY 2015-16	FY 2014-15
Dividend declared (As %age on FV)	96.5%	171%	107%
Interest Coverage Ratio (times)	1.64	1.56	1.63

CHANGES IN ACCOUNTING POLICIES DURING THE LAST THREE YEARS AND THEIR EFFECT ON THE PROFITS AND THE RESERVES OF THE COMPANY

Financial Year	Change in accounting policies and their effect
2016-17	During the quarter ended June 30, 2016, the Company had revised the accounting policy for accounting for derivatives contracts in order to align it with the 'Guidance Note on Derivatives' issued by the Institute of Chartered Accountants of India. During the year ended 31 March 2017, the Company has revised the Significant Accounting Policy No. 16 in respect of accounting for derivatives contracts in order to align it with the 'Guidance Note on Accounting for Derivative Contracts' issued by The Institute of Chartered Accountants of India which has become applicable from 1 April 2016. In accordance with the transitional provisions mentioned in the Guidance Note, an amount of ₹ 86.75 Crores after netting of taxes of ₹ 45.92 Crores had been adjusted in the opening balance of reserves, representing the change in the fair value of the interest rate swaps till 31 March 2016. Further, the fair value gain on interest rate swaps of ₹ 324.77 Crores has been booked to the Statement of Profit & Loss for the year ended 31 March 2017 in accordance with the revised accounting policy. Further, the accounting policy on treatment of foreign currency exchange differences on the hedged loans and the corresponding derivative contracts has also been revised in order to align the same with existing accounting policy for amortising the foreign exchange fluctuation loss/ (gain) on the long term foreign currency monetary items over the balance period of such items in accordance with AS-11. The impact of this change, foreign exchange fluctuation loss pertaining to the previous years ₹ 29.79 Crores and foreign exchange fluctuation gain pertaining to current period ₹ 6.69 Crores has been adjusted in the Finance Cost for the for the year ended 31 March 2017. Due to these changes in accounting policies, profit before tax for the year ended 31 March 2017 is higher by ₹ 301.67 Crores.

Financial Year	Change in accounting policies and their effect
2015-16	During the year ended 31st March, 2016, the Company had revised the accounting policy in respect of asset classification in line with RBI Guidelines. Further, the accounting policy for creation of allowance against Standard Loan assets has been modified to align it with the revised provisioning requirements for Standard Loans as per RBI Notification dated 10th November, 2014. Due to these changes in accounting policy, profit before tax for the year ended 31st March, 2016 is lower by ₹ 87.87 Crores. Further, minor modifications have been made in the Accounting Policy in respect of basis of preparation of financial statements, revenue recognition, intangible assets and cash flow statements. However, there is no financial impact of such modifications.
2014-15	Consequent to the notification of Companies Act, 2013, modifications have been made in Significant Accounting Policy No. 1(a) and 7. Further, modifications have been made in Significant Accounting Policy No. 2, 6. However, there is no financial impact of such modifications. The Company has also changed its Significant Accounting Policy 4.1 regarding depreciation on fixed assets in alignment with Schedule-II to the Companies Act, 2013 which has become applicable from 1st April, 2014. If the company had followed the earlier policy, profit before tax for the year would have been higher by ₹ 2.89 Crores. Further, the accounting policy on Provisioning against Loans has been amended to create provision @ 2.75% on stock of restructured loans. Thus, during the year, a provision has been made amounting to ₹ 451.77 Crores (Previous year Nil) on qualifying loans (comprising of loans to Public sector ₹ 11,682.23 Crores and loans to Private sector ₹ 4,745.92 Crores). Due to this change in accounting policy, the profit before tax is lower by ₹ 410.70 Crores after considering the existing provision on standard loan assets on these restructured loans.
2013-14	Modifications were made in Significant Accounting Policy regarding basis of preparation of financial statements, income recognition, income from investments, asset classification, intangible assets, investments and current tax & deferred tax to make it more clarificatory/explicit. However, there was no financial impact of such modifications. Further, the Company changed its Significant Accounting Policy regarding provision on Standard Assets which was created at 0.25% of the outstanding standard assets as against creating it in a phased manner up to March 31, 2015. If the company had followed the earlier policy, the profit after tax for the year would have been higher by ₹ 105.74 crore.

Statement of Standalone Unaudited Results for the Quarter and Nine Months Ended 31-12-2017

Sl. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31-12-17 (Unaudited)	30-09-17 (Unaudited)	31-12-16 (Unaudited)	31-12-17 (Unaudited)	31-12-16 (Unaudited)	31-03-17 (Audited)
1	A Interest Income	5,470.08	5,371.05	5,572.84	16,304.36	17,218.22	22,935.61
	B Other Operating Income	28.37	121.76	73.51	258.46	338.60	415.18
	C Revenue from Operations (A+B)	5,498.45	5,492.81	5,646.35	16,562.82	17,556.82	23,350.79
	D Other Income	104.29	134.90	311.40	329.79	560.21	744.56
	Total Revenue (C+D)	5,602.74	5,627.71	5,957.75	16,892.61	18,117.03	24,095.35
2	Expenses						
	A Finance Costs	3,434.16	3,427.49	3,373.14	10,204.19	10,352.61	13,775.12
	B Employee Benefits Expense	46.38	36.38	39.74	138.81	118.14	178.07
	C Corporate Social Responsibility Expenses	8.80	9.87	36.64	24.01	109.92	69.80
	D Other Expenses	31.91	19.62	17.69	76.24	66.72	98.80
	E Provisions and Contingencies	205.31	310.48	15.33	858.29	493.28	1,109.47
	F Depreciation and amortization expense	1.40	1.30	1.32	4.00	3.71	5.04
	Total Expenses (A to F)	3,727.96	3,805.14	3,483.86	11,305.54	11,144.38	15,236.30
3	Profit before Prior Period Items & Tax (1-2)	1,874.78	1,822.57	2,473.89	5,587.07	6,972.65	8,859.05
4	Prior Period Items					(0.64)	(1.65)
5	Profit before Tax (3-4)	1,874.78	1,822.57	2,473.89	5,587.07	6,973.29	8,860.70
6	Tax Expense						
	A Current Year	596.26	575.72	643.98	1,744.85	1,969.95	2,606.29
	B Earlier Years / (Refund)			(0.06)		0.36	(27.78)
	C Deferred Tax Liability / (Asset)	(17.89)	32.19	75.57	30.01	76.45	36.43
	Total Tax Expense (A+B+C)	578.37	607.91	719.49	1,774.86	2,046.76	2,614.94
7	Profit for the period from Continuing Operations (5-6)	1,296.41	1,214.66	1,754.40	3,812.21	4,926.53	6,245.76
8	Profit from Discontinuing Operations (after tax)						
9	Profit for the Period (7+8)	1,296.41	1,214.66	1,754.40	3,812.21	4,926.53	6,245.76
10	Paid up Equity Share Capital (Face Value ₹10 per share)	1,974.92	1,974.92	1,974.92	1,974.92	1,974.92	1,974.92
11	Reserves & Surplus (Excluding Revaluation Reserves) (as per audited balance sheet as at 31 March)						31,350.67
12	Earnings per Share (EPS) (of ₹10 each) (not annualised) (in ₹)						
	A Basic	6.56	6.15	8.88	19.30	24.95	31.63
	B Diluted	6.56	6.15	8.88	19.30	24.95	31.63

See accompanying notes to the financial results.

Notes:

- The above financial results for the period ended 31st December 2017 were reviewed by the Audit Committee at the meeting held on 6th February 2018 and approved and taken on record by the Board of Directors at the meeting held on 6th February 2018.
- These results have been subjected to limited review by the Statutory Auditors of the Company.
- During the quarter ended 30th June 2017, the Company had revised the accounting policy for amortization of one time arrangement fee incurred in raising of foreign currency borrowings and premium paid towards hedging contracts over the period of such borrowings/ contracts. Due to this change in accounting policy, profit before tax for the quarter and nine months ended 31st December 2017 is higher by ₹ 9.52 Crores and ₹ 54.50 Crores respectively.
Further, during the quarter ended 30th September 2017, the policy for recognising the agency fee on Government schemes has now been changed to recognise such income on accrual basis. Due to this change in accounting policy, profit before tax for the quarter ended 31st December 2017 is lower by ₹ 23.82 Crores and for nine months ended 31st December 2017, profit before tax is higher by ₹ 43.93 Crores.
- The company has opted for amortising the foreign exchange fluctuation loss/ gain on the long term foreign currency monetary items over the balance period of such items. The balance in 'Foreign Currency Monetary Item Translation Difference Account' remaining to be amortised as at 31st December 2017 is ₹ 89.54 Crores (gain) [As at 30th September 2017 ₹ 35.70 Crores (gain)].
- RBI, vide its letters dated 25th July 2013 and 4th April 2014, had conveyed to the Company to comply with the Prudential Norms of RBI by 31st March, 2016 and follow the instructions contained in RBI Circular dated 23 January 2014 issued vide Notification No. DNBS (PD) No. 271/ CGM (NSV) 2014 in respect of restructuring of assets. Later, RBI vide its letter dated 11th June 2014 had allowed exemption to the Company from RBI restructuring norms till 31st March 2017 for Transmission & Distribution, Renovation & Modernisation and Life Extension projects and also the Hydro projects in Himalayan region or affected by natural disasters. Further, for project loans to Generating Companies restructured w.e.f. 01/04/2015, the provisioning requirement would be 5% and for stock of loans as on 31/03/2015 of such projects, the provisioning shall commence with a provision of 2.75% w.e.f. 31/03/2015 and reaching 5% by 31/03/2018.



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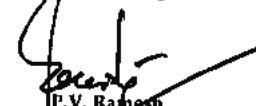
In accordance with clarification from RBI vide email dated 10 August 17, T&D, R&M and life extension projects as also the hydro projects in Himalayan region or affected by natural disaster will be regulated by RBI restructuring norms with effect from 1 April 2017.

Further, in response to the Company's letter dated 13 May 2016, RBI vide its letter No. DNBR.PD.CO.No. 2184/03.10.001/2015-16 dated 16 June 2016, has exempted REC. from applicability of RBI's concentration of Credit/Investment norms. in respect of its exposure to Central/ State Government entities up to 31 March 2022.

During the current quarter, a provision has been made amounting to ₹ 27.10 Crores on qualifying restructured loans (comprising of loans to Public Sector ₹ 8,555.91 crores and loans to Private Sector ₹ 12,644.14 crores). Further in one of the public sector projects, with an outstanding loan amount of ₹ 2,193.64 crores, where COD has already been achieved and the period of 2 years from the date of restructuring has elapsed, a provision amounting to ₹ 103.87 crores created upto last quarter has been reversed. This has resulted in net reversal of provision of ₹ 76.77 Crore during the current quarter. The total provision held as on 31st December 2017 against such restructured loans amounts to ₹ 1192.63 crores.

6. As at 31st December 2017, the dues of one of the borrowers were overdue for more than 3 months, thus, exceeding the time limit for classification of the borrower as 'Standard Asset'. However, the borrower had obtained an ad-interim order from Hon'ble High Court of Madras on 18th September 2015 not to classify the account as NPA. In view of the same, the classification of the borrower has been retained as 'Standard Asset' pending final decision of the Court.
However, as a matter of prudence, an additional provision had been created during the financial year 2016-17 @ 4.50% over and above 5.00% provision in respect of the loan, making a total of 9.50% amounting to ₹ 218.69 crores and the same continues to be maintained. Further, during the quarter and nine months ended 31st December 2017, the interest income of ₹ 94.89 Crores and ₹ 280.15 Crores respectively has not been recognised in the books of accounts.
7. The Company paid the final dividend of ₹ 2.65 per equity share of ₹ 10/- each for the financial year ended 31st March 2017 on 9th October 2017. The total dividend paid for the financial year 2016-17 amounted to ₹ 9.65 per equity share of ₹ 10/- each.
Further, the Company has declared an interim dividend of ₹ 7.40 per equity share of ₹ 10/- each for the financial year 2017-18 and 19th February 2018 has been fixed as the Record Date for payment of Interim Dividend.
8. The Company's main business is to provide finance to power sector. Accordingly, the company does not have more than one segment eligible for reporting in terms of Accounting Standard-17 'Segment Reporting'.
9. The Company has raised USD 400 million 3-year US Dollars denominated bonds in December 2017 to refinance its existing foreign currency syndicated term loan with the purpose of reducing the all-in cost of such external commercial borrowings within the ambit of applicable ECB Guidelines and the amount has been utilized for the aforementioned purpose.
10. For all the secured bonds issued by the Company and outstanding as at 31st December 2017, 100% security cover has been maintained by way of mortgage on certain immovable properties and/or charge on the receivables of the Company.
11. In respect of one of the borrowers under NPA category, the Company took over the management control of the Company on 7th November 2017 under Section 13(4)(b) of the SARFAESI Act after issuing necessary notice/ publication. The above actions of the Company have been challenged by the promoter of the borrower company in Hon'ble Debt Recovery Tribunal (DRT) and the matter is currently sub-judice, being heard in Hon'ble DRT.
12. Previous periods/year's figures have been regrouped/rearranged wherever necessary.

For Rural Electrification Corporation Limited


P.V. Ramesh
Chairman & Managing Director
DIN - 02836069

Place: New Delhi
Date: 6th February 2018



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G S Mathur & Co.
Chartered Accountants
A-160 Defence Colony
New Delhi- 110024

A.R. & Co.
Chartered Accountants
A-403, Gayatri Apartments,
Plot No. 27, Sector 10, Dwarka
New Delhi- 110075.

Independent Auditors' Review Report

The Board of Directors,
Rural Electrification Corporation Limited,
Core-IV, SCOPE Complex,
7, Lodi Road,
New Delhi – 110003

We have reviewed the accompanying statements of standalone unaudited financial results of Rural Electrification Corporation Limited for the quarter and nine months ended 31st December 2017 prepared by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We have conducted our review in accordance with the standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of standalone unaudited financial results read with notes thereon, prepared in accordance with applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognised accounting practices and policies thereon has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

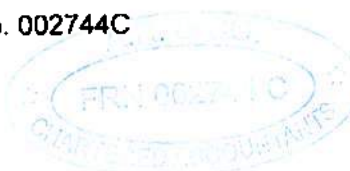
For G.S.Mathur & Co.
Chartered Accountants
Firm Regn No. 008744N


(S.C.Choudhary)
Partner
M.No. 082023



For A.R. & Co.
Chartered Accountants
Firm Regn No. 002744C


(Shelly Goel)
Partner
M.No. 307309



Place : New Delhi
Date : 6th February 2018



No.0275/2017-2018/CL - 2115
Date : 16th March, 2018.

Rural Electrification Corporation Ltd
Core 4, SCOPE Complex, 7, Lodhi Road, New Delhi
110 003, India
New Delhi* - 110003

Attn : Mr. Vijay Kumar - Addl. General Manager (F&A)

Dear Sir,

Appointment of SBICAP Trustee Company Limited as Debenture Trustee for issue of 54 EC CGTE series Bonds aggregating to Rs. 1000 crores with green shoe option - FY 2018-19

This is with reference to the appointment of SBICAP Trustee Company Limited as Debenture Trustee.

In this connection, we hereby give our consent to act as Debenture Trustee for the above assistance on the following terms :

1) One Time Fees	Rs. 10,000/- plus applicable taxes (one time payment) to be paid immediately on acceptance of trusteeship assignment for the above referred Issue.
2) Annual Service Charges	Rs. 9,500/- per tranche p.a. plus applicable taxes payable annually in advance on 1st April each year from the date of allotment of Debentures / Bonds. The trusteeship remuneration will be payable by you till the time repayment / redemption of entire bonds and its satisfaction of charge thereof in full.
3) Trust Settlement Fee	Rs. 1,000/- only.
4) Out of Pocket Expenses	On actual basis.

All Expenses relating to legal and other expenses including enforcement of security will be charged separately.

Overdue payment of Annual Services Charges, if any, may carry an interest at 12% (twelve percent) per annum payable from the due date till the date of actual payment.

We request you to kindly contact following officials :
Ardhendu Mukhopadhyay contact no.022 - 43025502 Cell no.8879150002 and/or Deepak Dhondye contact no.022 - 43025514 Cell no.8879150014 for any assistance in future.

We keenly look forward for our association.

Note:- The correspondence address shall be considered for levying GST. If there is any change in correspondence address we request you to kindly intimate us.

Yours Faithfully,


Ardhendu Mukhopadhyay
Authorised Signatory

We accept the above terms
For _____

Authorised Signatory
(signature with stamp)



ICRA

ICRA Limited

D/RAT/2017-2018/R7/9

March 27, 2018

Mr. Sanjay Kumar
AGM-Finance
Rural Electrification Corporation Limited
Core 4 A, SCOPE Complex
7, Lodhi Road
New Delhi – 110003

Dear Sir,

Re: ICRA Credit Rating for the Rs. 53,000 crore Long Term Borrowing Programme (including Bonds and Long Term Bank Borrowings) of Rural Electrification Corporation Limited for the Financial Year 2018-19

Please refer to the Rating Agreement dated March 20, 2018 for carrying out the rating of the aforesaid **Long Term Borrowing Programme**. The Rating Committee of ICRA, after due consideration, has assigned a **[ICRA]AAA** (pronounced as ICRA triple A) rating to the captioned Long term Borrowing Programme. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk. The outlook on the long term rating is Stable.

In any of your publicity material or other document wherever you are using our above rating, it should be stated as **[ICRA]AAA (Stable)**. We would request if you can sign the acknowledgement and send it to us latest by April 02, 2018 as acceptance on the assigned rating. In case you do not communicate your acceptance/non acceptance of the assigned credit rating, or do not appeal against the assigned credit rating by the aforesaid date, the credit rating will be treated by us as non accepted and shall be disclosed on ICRA's website accordingly. This is in accordance with requirements prescribed in the circular dated June 30, 2017 on '*Monitoring and Review of Ratings by Credit Rating Agencies(CRAs)*' issued by the Securities and Exchange Board of India.

Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you and shall be deemed acceptance of the rating.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. The rating is restricted to your Long Term Borrowing programme size of Rs. 53,000 crore only. Further the total

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Registered Office : 1105, Kailash Building, 11th Floor, 26 Kasturba Gandhi Marg, New Delhi - 110001. Tel. : +91.11.23357940-45

RATING • RESEARCH • INFORMATION

utilisation of the captioned rated Long Term Borrowings programme (including Bonds, Long Term Bank Borrowings and Bank guarantees) and Short Term borrowing (including Commercial Paper & Short term bank borrowings) programme should not exceed Rs. 60,000 crore for financial year 2018-19. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned. ICRA reserves the right to review and/or, revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds, debentures and/ or other instruments of like nature to be issued by you.

As mentioned above and in accordance with the aforesaid circular issued by SEBI, you are requested to furnish a monthly 'No Default Statement (NDS)' (in the format enclosed) on the first working day of every month, confirming the timeliness of payment of all obligations against the rated debt programme.

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

Enclosed herewith is a copy of the rationale of the assigned rating for your reference. Please respond with your comments if any within the aforesaid timeline of April 02, 2018.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to your communication and assure you of our best services.

With kind regards,

For ICRA Limited


Anil Gupta
Vice President
anilg@icraindia.com
Rohit Gupta
Analyst
rohit.gupta@icraindia.com



ICRA

Acknowledgement

(To be signed and returned to ICRA Limited)

I, *<Name of the person>*, *<Designation>* on behalf of the *<Company/ Client name>* hereby accept and acknowledge the above assigned credit rating.

For <Company/ Client Name>

Name:

Date:

Note: Please return a copy of the above communication along with the acknowledgement to ICRA Limited at <address> or <email>

Mr. A. K. Agarwal
Director – Finance,
Rural Electrification Corporation Limited,
Core-4, SCOPE Complex,
7-Lodhi Road
New Delhi - 110003

March 28, 2018

Kind Attn: Mr. A. K. Agarwal, Director – Finance

Dear Sir,

Re: Rural Electrification Corporation Limited – Borrowing Programme Ratings.

India Ratings and Research (Ind-Ra) has rated Rural Electrification Corporation Limited's (REC) borrowing programme as follows:

Instrument Type	Size of Issue (billion)	Rating/Outlook	Rating Action
Short-term borrowing programme (FY19)	INR70	IND A1+	Assigned
Long-term annual borrowing programme (FY19)	INR530	IND AAA/Stable	Assigned

*including commercial paper and bank guarantee

India Ratings notes that the ratings are assigned to the programme and not to the notes issued under the programme. There is no assurance that notes issued under the programme will be assigned a rating, or that the rating assigned to specific issue under the programme will have the same rating as the rating assigned to the programme.

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as

facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

Ratings are based on established criteria and methodologies that India Ratings is continuously evaluating and updating. Therefore, ratings are the collective work product of India Ratings and no individual, or group of individuals, is solely responsible for a rating. All India Ratings reports have shared authorship. Individuals identified in an India Ratings report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings' ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter and any changes thereof to the investors.

It will be important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

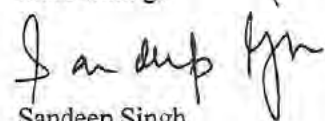
Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

In this letter, "India Ratings" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please contact the undersigned at 022 – 4000 1700.

Sincerely,

India Ratings



Sandeep Singh
Senior Director



Abhishek Bhattacharya
Director

RURECLT/196775/LTBP/041601556/1
March 28, 2018

Mr. Ajeet Agarwal
Director - Finance
Rural Electrification Corporation Limited
Core-4, SCOPE Complex, 7, Lodhi Road
New Delhi-110 003
Tel.: 011- 24365162
Fax: 011- 24366 948 / 2436 9846

Dear Mr. Agarwal,

Re: CRISIL Rating on the Rs.53000 Crore Long-Term Borrowing Programme* of Rural Electrification Corporation Limited

We refer to your request for a rating for the captioned Long-Term Borrowing Programme.

CRISIL has, after due consideration, assigned its "**CRISIL AAA/Stable**" (pronounced as CRISIL triple A rating with Stable outlook) rating to the captioned debt instrument. Instruments with this rating are considered to have the **highest** degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

For the purpose of issuance of the captioned debt instrument, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.

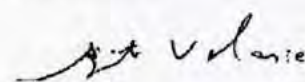
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Ajit Velonie
Director- CRISIL Ratings



Nivedita Shibu
Associate Director - CRISIL Ratings



** Total incremental long-term bank borrowing and borrowings under the rated long-term bonds programme not to exceed Rs.53000 crore any point in time during fiscal 2019 (refers to financial year, April 1 to March 31).*

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

Classification: EXTERNAL

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

**Details of the Rs.53000 Crore Long-Term Borrowing Programme of
Rural Electrification Corporation Limited**

	<i>1st tranche</i>		<i>2nd tranche</i>		<i>3rd tranche</i>	
<i>Instrument Series:</i>						
<i>Amount Placed:</i>						
<i>Maturity Period:</i>						
<i>Put or Call Options (if any):</i>						
<i>Coupon Rate:</i>						
<i>Interest Payment Dates:</i>						
<i>Principal Repayment Details:</i>	Date	Amount	Date	Amount	Date	Amount
<i>Investors:</i>						
<i>Trustees:</i>						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

Classification: EXTERNAL

CRISIL Limited

Corporate Identity Number: L67120MH1987PLC042363

RURECLT/196775/STD/041601555/2

March 28, 2018

Mr. Ajeet Agarwal

Director - Finance

Rural Electrification Corporation Limited

Core-4, SCOPE Complex, 7, Lodhi Road

New Delhi-110 003

Tel.: 011- 24365162

Fax: 011- 24366 948 / 2436 9846

Dear Mr. Agarwal,

Re: CRISIL Rating on the Rs.7000 Crore Short Term Debt Programme* of Rural Electrification Corporation Limited

We refer to your request for a rating for the captioned Short Term Debt.

CRISIL has, after due consideration, assigned its "**CRISIL A1+**" (pronounced as CRISIL A one plus rating) rating to the captioned debt instrument. Instruments with this rating are considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lowest credit risk.

For the purpose of issuance of the captioned short term debt programme, this letter is valid for 60 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the short term debt programme with a contracted maturity of one year or less.

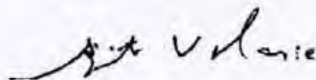
As per our Rating Agreement, CRISIL would disseminate the rating through its publications and other media, and keep the rating under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Ajit Velonie
Director- CRISIL Ratings



Nivedita Shibu
Associate Director - CRISIL Ratings



** Short-term bank borrowing including bank guarantees; total short-term bank borrowing and borrowing under the rated short-term debt programme not to exceed Rs.7000 crore at any point during fiscal 2019 (refers to financial year, April 1 to March 31).*

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

Tenure – 5 years



Endless energy. Infinite possibilities.

RURAL ELECTRIFICATION CORPORATION LIMITED

54EC Bonds Application Number

(A Navratna Company) CIN : L40101DL1969GOI005095

Regd. Office : Core-4, SCOPE Complex, 7, Lodi Road, New Delhi-110 003.

APPLICATION FORM FOR NON-CONVERTIBLE REDEEMABLE SECURED

TAXABLE BONDS, SERIES XII WITH BENEFITS UNDER SECTION 54EC OF INCOME TAX ACT, 1961

(PLEASE CAREFULLY READ INFORMATION MEMORANDUM FOR PRIVATE PLACEMENT BEFORE FILLING UP THIS FORM)

Broker's Name & Code	Sub Broker's Name & Code	Bank Branch Serial No. & Stamp	FOR USE BY COLLECTING BANK BRANCH																			
			Date of receipt of application										Date of credit of Cheque/Demand Draft in REC Account									
			Registrar's reference no.																			

Dear Sirs,

I/We have read and understood the Information Memorandum for Private Placement. I/We bind myself/ourselves to their provisions and apply for allotment. Please place my/our name(s) on the register of Bondholder(s).

	No. of Bonds (A) (Minimum 2) (Maximum 500)	Cheque / Demand Draft Drawn on (Name of the Bank and Branch)	Bank A/c Number from which investment is made	Cheque / Demand Draft / UTR No.	Dated
In Numbers					
In Words					
Issue Price of Bond	Rs. 10,000/- per Bond -Amount Payable (Rs.) (A x 10,000)				
Rs.					
In Words					

☐ Banks/Commercial RRB/Co-Operative ☐ Financial Institutions ☐ Company ☐ Mutual Fund ☐ Firms ☐ NRI ☐ Individuals ☐ HUF ☐ Others (specify.....)BOND CERTIFICATE MODE (TICK u) ANY ONE☐ Physical Mode ☐ Demat Mode **DPID & Client ID No.**[illegible]

SECOND APPLICANT'S NAME IN FULL (ONLY IN CASE OF INDIVIDUALS)

[illegible]

THIRD APPLICANT'S NAME IN FULL (ONLY IN CASE OF INDIVIDUALS)

[illegible]

FATHER'S NAME FOR FIRST / SOLE APPLICANT IN CASE OF INDIVIDUALS

[illegible]

FIRST/SOLE APPLICANT'S COMMUNICATION ADDRESS IN FULL (DO NOT FILL IN NAME AGAIN)

[illegible]**PHONE**[illegible]

EMAIL

BANK PARTICULARS FOR PAYMENT OF INTEREST/REDEMPTION WARRANT (PLEASE ENCLOSE CANCELLED CHEQUE OF BELOW ACCOUNT NO.)

[illegible]Branch Name/Address Account Type ☐ SB A/c ☐ Current A/c ☐ Cash Credit A/c ☐ NBO A/c ☐

Account Type ☐ SB A/c ☐ Current A/C ☐ Cash Credit A/c ☐ NRO A/c

[illegible]

MICR CODE								
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Abstract of Form - SH-13 (Nomination Form) (For Individual Only)

Name of Nominee.....	Name of Authorised Signatory (ies).....	Designation.....
Address.....	(Other than Individual)	
PAN/ AADHAAR No. of Nominee.....	1.....	1.....
Relation with Applicant.....	2.....	2.....
In case of Nominee is Minor :		
Name of Guardian.....	Disclaimer : The Bond Issue is being made strictly on a private placement basis. It is not and should not be deemed to constitute an offer to the public in general. It cannot be accepted by any person other than to whom it is directed	
Date of Birth (if minor).....	Signature of Nominee/Guardian (optional)	
(One Nominee per application)		

DECLARATION : "I/We certify that the aggregate investment made/being made by me/us in 54EC Capital Gains Tax Exemption Bonds during the current financial year does not exceed Rs. 50 lakhs and the sources of funds is capital gain". I/We declare that the investment has been made from the First Applicant's own Bank Account.

	PAN / GIR NO.	OCCUPATION	SIGNATURE
FIRST APPLICANT			
SECOND APPLICANT			
THIRD APPLICANT			

ACKNOWLEDGEMENT SLIP

(To be filled in by the Sole/First Applicant)

54EC Bonds-SERIES XII



RURAL ELECTRIFICATION CORPORATION LIMITED

(A Navratna Company) CIN: L40101DL1969GOI005095

Regd. Office : Core-4, SCOPE Complex, 7, Lodi Road, New Delhi-110 003.

Application Number

Received from Mr./Mrs./Ms		No. of Bonds (Max. 500)	Amount (Rs.)	Date	Accepting Officer's Signature & Bank's Seal
DPID & CLIENT ID NO.	[][][][][][][][][][][][][][][]	In Numbers			
Address..... 		In Words			
		Cheque/DD No.dated drawn onfor Rs. in words.....			

RURAL ELECTRIFICATION CORPORATION LIMITED

KNOW YOUR CUSTOMER FORM (FOR INVESTOR)

- 1 Name of Applicant (1st Applicant)/HUF/Corporate/Firm/Trust/Funds etc.

[illegible]

- 2 PAN No. _____

- 3 PermanentAddress (with telephone nos.) in case of Individual and HUF

[illegible]

- #### 4. Source of Funds – Capital Gain

APPLICANT'S UNDERTAKING

- 1 I/We have read, understood and agreed to the contents and terms & conditions of Rural Electrification Corporation Limited Private
Placement Information Memorandum for Bond Series-XII, provisions of Section 54EC of Income Tax Act, 1961 and other related laws.
- 2 I/We confirm that the information provided in this form is true & correct and I/We enclose herewith Self attested copies of KYC
Documents.

Applicant's Signature

FORM NO. 60

(See second proviso to rule 114B)

Form of declaration to be filled by a person who does not have a permanent account number
and who enters into any transaction specified in rule 114B

1. Full name and address of the declarant
2. Particulars of transaction
3. Amount of the transaction
4. Are you assessed to tax?
5. If yes,
 - (i) Details of Ward/Circle/Range where the last return of income was filed?
 - (ii) Reasons for not having permanent account number?
6. Details of the document being produced in support of address in serial no. 1 above**.

Verification

I.....do hereby declare that what is stated above is true to the best of my knowledge and belief.

Verified today, the..... day of.....

Date :

Place :

Documents as an address proof: - ** (Any one of the following)

Signature of the declarant

- (a) Ration Card or AADHAAR Card ;
- (b) Passport ;
- (c) Driving License ;
- (d) Copy of the electricity bill or telephone bill showing residential address ;
- (e) Any other document or communication issued by any authority of the Central Government, State Government or local bodies showing residential address or
- (f) Any other valid documentary evidence in support of his address given in the declaration.

Registrar and Transfer Agent (R&TA) : Any further communications in connection with this application (quoting the application number) should be addressed to “Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana 500 032 **Contact Person** : Mr. M Murali Krishna & Mr. R.Williams, **Tel:** +91 40 67161635 **Toll Free No.:** 1800-345-4001 **Fax** :+91 40 2343 1551, **Email** : rec54ecbonds@karvy.com.

REC Investors Service Cell : Rural Electrification Corporation Ltd, Core - 4, SCOPE Complex, 7, Lodi Road, New Delhi 110003, **Tel.** : +91 11 4309 1527, 2436 1320 **Fax.** : +91 11 2436 2056 **Toll Free No.** 1800-200-1333, **Email** : investorcell@recl.nic.in

INSTRUCTIONS

INSTRUCTIONS FOR INVESTORS

- 1) Application Forms must be completed in **BLOCK LETTERS IN ENGLISH**. A blank space must be left between two or more parts of the name.
- 2) Minimum investment-2 Bonds of Rs. 10000/- each and maximum investment-500 Bonds amounting to Rs. 50 lakhs in a financial year.
- 3) a) Investors are required to submit the Application Form duly filled along with either a Demand Draft or account payee Cheque payable in favour of **"Rural Electrification Corporation Limited - 54EC Bonds"** along with necessary enclosures at the designated branches of collecting banks- **Axis Bank, Canara Bank, HDFC Bank, ICICI Bank, IDBI Bank, IndusInd Bank or YES Bank**.
b) Applicant should mention his name, address and application number on the reverse of the Cheque/ Demand Draft. Cash, Money Orders or Postal Orders will **NOT** be accepted.
c) For details of designated bank branches, please refer Information Memorandum (IM) or visit our website: www.recindia.com.
d) Investors are advised in their own interest to fill up complete details of their bank particulars alongwith a cancelled cheque. In absence of such information, the interest & redemption warrants shall be mailed at given address at applicant's sole risk.
e) A copy of Information Memorandum for the Bond issue is available at www.recindia.com and is also attached herewith for reference & record.
- 4) Application once submitted cannot be withdrawn and subscription amount will not be refunded (as per IM) – Please refer website www.recindia.com
- 5) In case neither the PAN nor the GIR No. has been allotted, or the Applicant is not assessed to income tax, the appropriate information should be mentioned in the space provided. In case the investor has applied for and not yet been allotted the PAN/GIR No. then he is required to furnish a copy of the acknowledged Form 49A. In case the investor is applying through a demand draft and PAN/GIR No. has not been allotted he is required to furnish a declaration in Form 60.
- 6) In case of application under the Power of attorney or by Limited Companies or other corporate bodies, a certified copy of the Power of Attorney or a copy of the approval of the relevant authority, as the case may be should be submitted along with the Application Form.
- 7) In case a partnership firm makes investments, the application is required to be made in the name of the partnership firm and the application form can be signed by any partner(s) authorized to do in this behalf and affixing a rubber stamp of the firm.
- 8) The applications would be accepted as per the provisions of the IM of the issue, other applicable rules and regulations. REC is entitled, at its sole and absolute discretion, to accept or reject any application, in part or in full, without assigning any reason. An Application Form that is not complete in all respect may be rejected by REC.
- 9) It is advisable that investor keeps a **photocopy of the application form** and mentions his/her **mobile number, email ID** in the application form.
- 10) In case of Bonds allotted under Demat Mode, the demographic details will be picked up from the DPID/ CLIENT ID i.e., Payment warrants would be prepared in favour of sole/ first applicant and issued as per the details identified by the Bondholder's Demat Account. Therefore, Bank particulars in the Application Form should match with the bank details provided in the Demat Account.
- 11) **As a matter of precaution against possible fraudulent encashment of interest/redemption warrants due to loss/ misplacement, applicants are requested to mention the full particulars of their bank account, as specified in the Application Form. In case, where the investor applies for bonds under Physical Mode, all the Payment Warrants will be issued as per the details captured in the Register of Bondholders and any discrepancy arising due to wrong information furnished in the application form shall at the applicant's sole risk.**
- 12) **ISSUE HIGHLIGHTS : Interest rate is 5.75%** payable annually on June 30th. Lock in period of **5 years** (No transfer/premature redemption is permitted). The Bonds will automatically redeem after expiry of five years. Bonds are AAA rated by CRISIL, CARE, ICRA and IRRPL.
- 13) Interest/Redemption shall be paid by way of warrant/NECS/RTGS/NEFT payable at par at locations where collection centers are appointed. Interest is payable annually on 30th June every year till date of redemption.
- 14) Vide notification No. 359/2002 dated 2nd December, 2002, the Corporation has been **exempted from deduction of tax at source** under section 193 of the Income Tax Act 1961, on the interest payable **on REC 54 EC Capital Gain Tax Exemption Bonds**.
- 15) REC reserves the right to revise the coupon rate and/or close the issue by giving a notice. All applications submitted but not accepted by REC would be returned by REC to the applicant without any interest.
- 16) For status of allotment/ servicing or any other details, please visit <http://www.recindia.nic.in/capital-gain-tax-exemption> or contact our RTA/ REC Investors Services Cell.

ALL INVESTORS TO PROVIDE

- Self-attested copy of PAN Card (In case of Joint application, self-attested PAN copy of all the applicants) or Form 60 where bond application size is Rs. 50,000/- or more.
- Photo Copy of cancelled Cheque for NEFT/RTGS facility.

I. For Resident Indian Nationals

Documents in support of Name and Address (copies attested by Gazetted Officer/Notary/Self Attested in case of Individual only)

PAN Card and any one of the following for address proof:

- a) AADHAAR Card
- b) Passport
- c) Driving License
- d) Identify Card issued by any institution
- e) Copy of the electricity bill or telephone bill showing residential address
- f) (Any document or communication issued by any authority of the Central Government, State Government or local bodies showing residential address
- g) voters identity card
- h) Ration Card.

II. For NRIs/ Other foreign eligible investor

- a) Passport-Mandatory
- b) Driving License

III. For Corporate-Investor

- a) Documents in support (copies attested by Company Secretary/Director
- b) Certificate of incorporation and Memorandum & Articles of Association
- c) Resolution of the Board of Directors and identification of those who have authority to operate
- d) Power of Attorney granted to its managers, officers or employees to transact business, on its behalf
- e) Copy of PAN/PAN Allotment letter.

IV. For Partnership Firms-Investor

- a) Documents in support (copies attested by Notary)
- b) Registration certificate, if registered
- c) Partnership deed
- d) Power of Attorney granted to a partner or an employee of the firm to transact business on its behalf
- e) Any officially valid document identifying the partners and the persons holding the Power of Attorney and their addresses
- f) Telephone bill in the name of firm/partners
- g) Copy of PAN/PAN Allotment letter.

V. Trust & Foundations-Investor

- a) Documents in support (copies attested by Notary)
- b) Certificate of registration, if registered
- c) Power of Attorney granted to transact business on its behalf
- d) Any officially valid document to identify the Trustees, Settlers, Beneficiaries and those holding Power of Attorney, Founders/Managers/ Directors and their addresses
- e) Resolution of the managing body of the Foundation/Association
- f) Telephone bill
- g) Copy of PAN/PAN Allotment letter (otherwise exemption certificate issued by IT Authorities)

CERTIFIED COPY OF THE RESOLUTION PASSED IN THE 441ST BOARD MEETING OF DIRECTORS OF RURAL ELECTRIFICATION CORPORATION LIMITED HELD ON 22ND MARCH, 2018.

Date: 26-Mar-2018

Item No. 441.2.6 Launch of Capital Gains Tax Exemption Bonds Series XII under Section 54EC of the Income Tax Act, 1961 through Private Placement basis during the F.Y. 2018-19.

The Board, after discussion, approved the proposal as detailed in the Agenda Note and passed the following resolution:

“RESOLVED THAT the proposal for launch of a fresh Series ‘XII’ of 54 EC Capital Gains Tax Exemption Bonds during the FY 2018-19 starting from 01.04.2018 to 31.03.2019 or any extended period as may be decided by REC or till any notification/modification is done by the Government in the relevant Section i.e. 54 EC of the Income Tax Act, 1961 which ever is earlier, broadly on the terms and conditions given in the Information Memorandum be and is hereby approved with authorization to CMD/Director (Fin.) to take all further necessary action in this regard including extension/appointment and fixing the terms of engagement and fees of various intermediaries and associates such as Mobilizers, Collecting Bankers, Debenture Trustees, Legal Advisor/Counsel, Registrar etc.”

“RESOLVED FURTHER THAT the CMD/Director (Fin.) be and are hereby authorized to increase or decrease coupon rate, issue timing including issue date and pre-close of the issue and/or intermediaries fee during the tenure of the issue as may be required by the market conditions.”

“RESOLVED FURTHER THAT Director (Fin.)/ Exe. Director (Fin.)/G.M. (Fin.)/ Addl. G.M. (Fin.)/ Dy. G.M. (Fin.) be and are hereby severally authorized to make necessary arrangements for printing of bond certificates on completion of allotment of bonds and seek affixation of signatures of any two officers of the level of Executive Director (Fin)/ G.M. (Fin) or any other authority as decided by CMD/Director (Fin.), by means of mechanical printing on bond certificates.”

“RESOLVED FURTHER THAT the CMD/ Director (Fin.) be and are hereby severally authorized to approve creation of above stated charge on immovable and/ or movable properties of the Corporation in favour of trustees for bond holders. Executive Director (Fin.)/ G.M.(Fin.)/Addl. G.M.(Fin.)/ Dy. G.M.(Fin) along with G.M.(Legal)/Addl. G.M.(Legal)/ Dy. G.M.(Legal) be and are hereby severally authorized to execute the necessary documents in this regard.”



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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

Training Centre: REC Institute of Power Management & Training (RECIPMT), Hyderabad

“RESOLVED FURTHER THAT the Director (Fin.)/ Company Secretary be and are hereby severally authorized to execute and file necessary documents for creation/ modification/ satisfaction of charge with the office of Registrar of Companies and also filing of the petitions before the Company Law Board/ Court wherever required for the various series of the REC Bonds issued from time to time as prescribed under the provisions of the Companies Act 2013.”

“RESOLVED FURTHER THAT the Director (Fin.)/ Executive Director (Fin.)/ G.M.(Fin.)/ Addl. G.M.(Fin.)/ Dy. G.M.(Fin.)/ Chief Manager (F&A) be and are hereby severally authorized to file necessary documents with NSDL/CDSL/ SEBI, to issue corrigendum/modification to Information Memorandum, if any, and also to approve consolidation/ splitting of bonds, taking note of nomination/ change of nomination/ sub-division of allotment letters/ bonds and vice versa and conversion from physical to de-mat form/ re-mat/ transmission of all bonds.”

“RESOLVED FURTHER THAT the Company Secretary and in his absence authorized persons from CS Division be and are hereby authorized to affix Common Seal of the Company on any document, if so required in connection with 54 EC Capital Gains Tax Exemption Bonds in accordance with the provisions of Articles of Association of the Company.”

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CERTIFIED TRUE COPY
कृते कर्ल इलक्ट्रीफिकेशन कारपोरेशन लिमिटेड
For Rural Electrification Corporation Limited

(जे.एस. अमिताभ/J.S. AMITABH)
न्यायसचिव एवं कंपनी सचिव/G.M. & Company Secretary



सौभाग्य

प्रधानमंत्री सहज बिजली हर घर योजना



एक कदम स्वच्छता की ओर

CERTIFIED COPY OF THE RESOLUTION PASSED IN THE 441ST BOARD MEETING OF DIRECTORS OF RURAL ELECTRIFICATION CORPORATION LIMITED HELD ON 22ND MARCH, 2018.

Date: 26-Mar-2018

Item No. 441.2.8 Market Borrowing Programme for the Financial Year 2018-19.

The Board, after discussion, approved the proposal as detailed in the Agenda Note and as discussed above; and passed the following resolution:

“RESOLVED THAT subject to the borrowing limit as approved by the shareholders in accordance with the provisions of the Companies Act 2013, the **Market Borrowing Programme for the FY 2018-19** be kept at ₹ 60,000 crore under various debt instruments as listed below on private/ public placement basis, with interchangeability of amount of raising as warranted by the market conditions within the overall limit of ₹ 60,000 crore as per following details, in consonance with the Memorandum and Articles of Association of REC be and is hereby approved.”

S. No.	Description	₹ in crore
1.	a) Bonds/Debentures including Infrastructure, Zero Coupon, Perpetual, Subordinate, Inflation Indexed, Tax Free Bonds or any other Bonds/ Debentures, with/ without interest rate swaps/ options with/ without the same being embedded in the Bonds/ Debentures structure, as may be permitted by the Regulatory Authorities from time to time whether Unsecured/ Secured, Non-convertible, Redeemable, Taxable/ Tax-free. b) External Commercial Borrowings (ECBs) i.e. Export Credit Assistance (ECAs)/ Official Development Assistance Loans (Long/ Medium Term Loans)/ Foreign Currency Convertible Bonds (FCCBs)/ Foreign Currency Non-resident (Bank) [FCNR (B)] Loans/ Export ODA loans/ Foreign Currency Term Loans/Foreign Currency Bonds / Rupee Offshore Bonds/Green Bonds, Masala Bonds etc, from Banks/FIs/NBFCs/Other Institutions / Multilateral Funding Agencies etc. (excluding rollovers).	48,000
2.	Capital Gain Exemption Bonds u/s 54EC of Income Tax Act, 1961	5,000
3.	Short Term Loan from Banks/FIs/NBFCs and Commercial Paper (excluding rollovers and WCDL/CC Limit/OD Facility). Short term funds raised and repaid during the year to be excluded from this limit.	7,000
	TOTAL	60,000

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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

Training Centre : REC Institute of Power Management & Training (RECIPMT), Hyderabad

“RESOLVED FURTHER THAT bonds/debentures to be issued during the FY 2018-19 may be issued in any combination as per the following broad scheme:

- Bonds/Debentures including Infrastructure, Zero Coupon, Perpetual, Subordinate, Inflation Indexed, Tax Free Bonds, Section 54EC Bonds or any other Bonds/ Debentures, with/ without interest rate swaps/ options with/ without the same being embedded in the Bonds/ Debentures structure, as may be permitted by the Regulatory Authorities from time to time whether Unsecured/ Secured, Non-convertible, Redeemable, Taxable/ Tax-free.
- The issuance of instrument(s) may be in one or more series or tranches or on reissuance in existing series.
- Coupon rate (fixed or floating) will be as per the prevailing market interest rates payable annually or otherwise.
- The issue may be kept open and/or extended for such period as may be decided by CMD / Director (Finance).
- Period of redemption – upto 20 years with / without put and call option.
- Arrangers' fee – as decided by CMD and/or Director (Finance).
- Listing – with National Stock Exchange (NSE) / Bombay Stock Exchange (BSE) or any other recognized Stock Exchange(s) or a combination thereof.
- Mode – Private/ Public Placement.
- A maximum of four Bond Issues by way of Private Placement in a month shall be made.
- Pricing and timing of Bond Issue as may be decided by CMD/Director(Finance).”

“RESOLVED FURTHER THAT CMD and Director (Finance) be and are hereby jointly authorized to decide pricing, timing, mode, source of borrowing and marketing in respect of borrowings other than debentures such as Term Loans, External Commercial Borrowings (ECBs) i.e. Export Credit Assistance (ECAs)/ Official Development Assistance Loans (ODA loans), Long/ Medium Term Loans/ Foreign Currency Convertible Bonds (FCCBs)/ Foreign Currency Non-resident (Bank) [FCNR (B)] Loans/ Export ODA loans/ Foreign Currency Term Loans /Foreign Currency Bonds / Rupee Offshore Bonds/ Green Bonds, Masala Bonds etc., from Banks/FIs/NBFCs /Other Institutions/Multilateral Funding Agencies, commercial paper, etc. depending upon the prevailing debt market conditions within the above market borrowing programme and take appropriate hedging strategy for borrowings in foreign currency depending upon the market conditions.”

“RESOLVED FURTHER THAT wherever it is decided to raise funds by way of Unsecured/ Secured, Non-convertible, Redeemable, Non-cumulative Taxable Bonds (Institutional Bonds) / Commercial Paper by inviting quotations/ bids/ book building etc., an in house committee of officials, as may be constituted by the CMD, shall evaluate the offers received and shall confirm/ scrap the deal during the bidding process on Electronic Bidding Platform (EBP) / any other mode and shall put up its recommendations subsequently to CMD through Director(Finance) for ratification.”



“RESOLVED FURTHER THAT CMD be and is hereby authorized to make the interchangeability of the amount to be mobilized by the Company during the FY 2018-19 by way of Bonds/Debentures including Infrastructure, Zero Coupon, Perpetual, Subordinate, Inflation Indexed, Tax Free Bonds, Section 54EC Bonds or any other Bonds/ Debentures as may be permitted by the Regulatory Authorities from time to time whether Unsecured/ Secured, Non-convertible, Redeemable, Taxable/ Tax-free, Term Loans, Commercial Papers, ECBs i.e. FCCBs/ FCNR (B) Loans/ Term Loans/Bonds/ ECAs/ ODA loans/ Rupee Offshore Bonds/Green Bonds, Masala Bonds etc., from Banks/FIs/NBFCs/ Multilateral Funding Agencies etc. within the total limit of ₹ 60,000 crore.”

“RESOLVED FURTHER THAT CMD/ Director (Finance) be and are hereby severally authorized to engage one or more rating agencies, both domestic and international, and approve the terms and conditions of the same for rating of the market borrowing programme of ₹ 60,000 crore comprising of long term and short term debt instruments including issue rating, issuer rating, wherever required, for the FY 2018-19.”

“RESOLVED FURTHER THAT CMD/ Director (Finance) be and are hereby severally authorized to engage wherever necessary the services of merchant bankers/debenture trustees/solicitors /mobilizers/ underwriters/ bankers/ printers/ PR agencies/ depositories/ stock exchanges/ auditors/ registrar and transfer agents or any other intermediary agencies on such terms & conditions considering prevailing debt market conditions.”

“RESOLVED FURTHER THAT CMD/ Director (Finance) be and are hereby severally authorized to decide and accept the full amount of subscription of bonds/ ECBs i.e. FCCB/ECA/ Funding from Multilateral Agencies/Term Loan/Bonds/ Rupee Offshore Bonds/Green Bonds, Masala Bonds etc., Commercial Paper, other debt instruments and approve allotment of bonds and other debt/ quasi debt instruments in line with the provisions of Companies Act and other requirements.”

“RESOLVED FURTHER THAT CMD/ Director (Finance), be and are hereby severally authorized to open one or more bank account(s) in the name of the Company in foreign currency(ies) with such bank(s) in India and / or such foreign country(ies) as may be required, subject to the requisite approvals from appropriate authorities, if any and to also open bank accounts in the name of the Company, in connection with funds raised through Bonds, ECBs, Short Term Loans/ WCDL/ Cash Credit/ Dividend payment, etc.”

“RESOLVED FURTHER THAT CMD/ Director (Finance)/ Executive Director (Fin)/ GM (Finance) be and are hereby severally authorized along with AGM (Finance)/ DGM (Finance)/ Chief Manager (Finance) to execute the listing agreements on behalf of the Company with any of the recognized Stock Exchanges in India/Abroad in respect of securities issued/ to be issued by the Company from time to time.”



“RESOLVED FURTHER THAT CMD/ Director (Finance)/ Executive Director (Finance) be and are hereby severally authorized along with GM (Finance)/AGM (Finance)/ DGM (Finance)/ Chief Manager (Finance) to sign, execute, file and deliver all agreements as may be required in connection with and incidental to the issue of ECBs i.e. FCCB/ ECA route funding/ ODA Loans/ Funding from Multilateral Agencies/Foreign Currency Term Loans/Foreign Currency Bonds/ Rupee Offshore Bonds/ Green Bonds, Masala Bonds etc.”

“RESOLVED FURTHER THAT CMD/ Director (Finance)/ Executive Director (Finance) be and are hereby severally authorized along with GM (Finance) /AGM (Finance)/ DGM (Finance) /Chief Manager (Finance) to sign, execute, file and deliver all documents, instruments, instructions, deeds, declarations, amendments, papers, applications, notices or letters to comply with all the formalities as may be required in connection with and incidental to the issue of ECBs i.e. FCCB/ ECA route funding/ ODA Loans/ Funding from Multilateral Agencies/Foreign Currency Term Loans/Foreign Currency Bonds/ Rupee Offshore Bonds/ Green Bonds, Masala Bonds etc. including listing and post-closing of issue formalities.”

“RESOLVED FURTHER THAT CMD/Director (Finance) be and are hereby severally authorized to approve creation of charge / additional charge on immovable and/ or movable property(ies) of the Company in respect of Secured Bonds in favour of bond trustees. Director (Finance)/ Executive Director (Finance)/ GM (Finance) alongwith AGM (Finance)/ DGM (Finance)/ Chief Manager (Finance) alongwith GM (Legal)/ AGM (Legal) / DGM (Legal) / Chief Manager (Legal) be and are hereby severally authorized to execute the necessary documents in this regard.”

“RESOLVED FURTHER THAT Director (Finance)/ Executive Director (Finance)/ GM (Finance) be and are hereby severally authorized to approve avilment of Cash Credit/ WCDL Limit/OD/ Short Term Loans from Banks/ FIs/ NBFCs/ Corporates etc. as per ranking of their rates as and when required.”

“RESOLVED FURTHER THAT CMD/ Director (Finance) be and are hereby severally authorized to approve new/renew proposals for Cash Credit/ OD/WCDL Limit/ Short Term Loans from Banks/ FIs/ NBFC(s)/ Corporates etc.”

“RESOLVED FURTHER THAT Director (Finance)/ Executive Director (Finance)/ GM (Finance) be and are hereby severally authorized alongwith AGM (Finance)/ DGM (Finance)/ Chief Manager (Finance)/Manager (Finance) to sign and execute the necessary documents for Cash Credit/OD/ WCDL Limit/ Short Term Loan.”

“RESOLVED FURTHER THAT the existing Cash Credit/WCDL Limit/ Overdraft Limit of ₹ 8,000 crore shall also include avilment of Inter Corporate loans.”



“RESOLVED FURTHER THAT Director (Finance)/ Company Secretary be and are hereby severally authorized to execute and file necessary documents for creation/ modification/ satisfaction of charge with the office of Registrar of Companies and also filing of the petitions before the Company Law Board/ Court wherever required for the various series of the Bonds/ Debentures issued by the Company from time to time as prescribed under the provisions of the Companies Act 1956 and/or Companies Act 2013.”

“RESOLVED FURTHER THAT Director (Finance)/Executive Director (Finance)/ GM (Finance)/ AGM (Finance)/ DGM (Finance) be and are hereby severally authorized to file necessary documents with ROC/NSDL/CDSL/SEBI/ Stock Exchange(s) and also to approve consolidation/ splitting of bonds, taking note of nomination / change of nomination / sub-division of allotment letters/ bonds and vice-versa and conversion from physical to de-mat form/ re-mat / transfer/ transmission of all bonds.”

“RESOLVED FURTHER THAT Director (Finance)/ Executive Director (Finance)/ GM (Finance)/ AGM (Finance)/ DGM (Finance)/ Chief Manager (Finance) be and are hereby severally authorized to make arrangements for printing of bond certificates on completion of allotment of bonds and/or duplicate bond certificates in case of such request and issue the same with signatures of the authority as decided by means of mechanical printing on bonds certificates and/or signature in his own hands in ink in terms of respective regulations or such other compliances which are required to be done in compliance of relevant rules and regulations.”

“RESOLVED FURTHER THAT Director (Finance)/ Executive Director (Finance)/ GM (Finance) be and are hereby severally authorized to approve arranging of Bank Guarantees and/or Cash as security deposit with the designated Stock Exchange, as may be required under the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended (SEBI Debt Regulations), in case of Public Issue(s) of Bonds. Further, Director (Finance)/ Executive Director (Finance)/ General Manager (Finance) also be and are hereby severally authorized to approve and sign counter Guarantee required to be given to the Bank issuing Bank Guarantee in terms of listing regulations of stock exchanges”.

“RESOLVED FURTHER THAT Director (Finance)/ Executive Director (Finance)/ GM (Finance)/ AGM (Finance)/ DGM (Finance) be and are hereby severally authorized to sign and execute the necessary documents including signing of declaration(s) required under Companies Act, 2013 and issue of private placement offer letter for issue of bonds, drawl of Term Loan from Banks/ FIs/ NBFCs etc.”

“RESOLVED FURTHER THAT Executive Director (Finance)/ GM (Finance) be and are hereby severally authorized along with AGM (Finance)/ DGM (Finance)/Chief Manager (Finance) and GM (Legal) / AGM (Legal) /DGM (Legal) /CM (Legal) to sign and execute the deeds, amendments etc. and to take any other action in this regard as



may be required in connection with and incidental to the issue of secured/ unsecured bonds."

"RESOLVED FURTHER THAT Executive Director(Finance)/ GM(Finance)/ AGM(Finance)/ DGM (Finance)/ Chief Manager (Finance) / Manager (Finance) be and are hereby severally authorized to execute and sign the letters of offer, deal confirmations and other documents required for issuing Commercial Paper, in his own hands in ink."

"RESOLVED FURTHER THAT Executive Director (Finance)/ GM (Finance)/ AGM (Finance)/ DGM (Finance)/Chief Manager (Finance)/ Manager (Finance) be and are hereby severally authorized to sign and execute the documents for drawl/ repayment of Cash Credit/ WCDL/OD/ Short Term Loan."

"RESOLVED FURTHER THAT any two officers not below the rank of Manager (Finance), acting jointly, be and are hereby authorized on behalf of the Company to sign and execute documents to open bank accounts either savings or current for any official purpose including payment of Dividend, both interim and final."

"RESOLVED FURTHER THAT Company Secretary and in his absence official authorized by the Company Secretary, be and is hereby authorized to affix common seal of the Company, in India or abroad, wherever required, in accordance with the provisions of the Articles of Association of the Company or in accordance with the applicable statutory provisions, on Term Loans/Short Term Loan/OD/WCDL/Cash Credit documents/ bonds scrips/foreign currency borrowing documents/ debentures/ trust documents/ listing agreements with the stock exchanges or any other document(s) required in connection with the market borrowing programme."

"RESOLVED FURTHER THAT ED (Finance) / GM (Finance) / AGM (Finance) or in his absence any officer authorized by him, be and are hereby authorized to act as compliance officer for the purpose of compliances of listing agreement of the stock exchanges in respect of securities issued/ to be issued by the Company from time to time and to issue necessary certificates to the stock exchanges / any other statutory bodies wherever required."

**प्रमाणित सत्य प्रतिलिपि
CERTIFIED TRUE COPY**

**कृते रूरल इलक्ट्रीफिकेशन कारपोरेशन लिमिटेड
For Rural Electrification Corporation Limited**

**(जे.एस. अमितान/J.S. AMITABH)
महाप्रबंधक एवं कम्पनी सचिव/G.M. & Company Secretary**



सौभाग्य

प्रधानमंत्री सहज बिजली हर घर योजना

CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF RURAL ELECTRIFICATION CORPORATION LIMITED AT THE 48TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 21ST DAY OF SEPTEMBER, 2017.

Item No. 6: Approval for Private Placement of securities.

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“**RESOLVED THAT** in accordance with the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws including the SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012 and other applicable SEBI regulations and guidelines, the circulars / directions / guidelines issued by Reserve Bank of India, from time to time, the provisions of the Memorandum and Articles of Association of the Company and subject to the receipt of necessary approvals as may be applicable and such other approvals, permissions and sanctions, as may be necessary, including the approval of any existing lenders / trustees of Debenture Holders, if so required under the terms of agreement / deed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the “Board”) or any duly constituted Committee of the Board or such other authority as may be approved by the Board, consent of the Company be and is hereby accorded to raise funds through private placement of unsecured/secured non-convertible bonds / debentures upto ₹ 65,000 crore during a period of one year from the date of passing of this resolution in one or more tranches, to such person or persons, who may or may not be the bond/debenture holders of the Company, as the Board (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) may at its sole discretion decide, including eligible investors (whether residents and/or non-residents and/or institutions/incorporated bodies and/or individuals and/or trustees and/or banks or otherwise, in domestic and/or one or more international markets) including Non-Resident Indians, Foreign Institutional Investors (FIIs), Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, Bodies Corporate, companies, private or public or other entities, authorities and to such other persons in one or more combinations thereof through Private Placement in one or more tranches and including the exercise of a green-shoe option (within the overall limit of ₹ 65,000 crore, as stated above), if any, at such terms as may be determined under the guidelines as may be applicable and on such terms and conditions as may be finalized by the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Board.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any Private Placement of unsecured/secured non-convertible bonds/ debentures, the Board of Directors of the Company (the “Board”) or any duly constituted Committee of the Board or such other authority as may be approved by the Board, be and is hereby authorized to determine the terms of the Issue, including the class of investors to whom the bonds/debentures are to be allotted, the number of bonds/debentures to be allotted in each tranche, issue price, tenor, interest rate, premium/discount to the then prevailing market price, amount of issue, discount to issue price to a class of bond/ debenture holders, listing, issuing any declaration / undertaking etc. required to be included in the Private Placement Offer Letter and to do and execute all such acts, deeds and things under any other regulatory requirement for the time being in force.”

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CERTIFIED TRUE COPY
कृते रूरल इलेक्ट्रीफिकेशन कारपोरेशन लिमिटेड
For Rural Electrification Corporation Limited

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
Training Centre : REC Institute of Power Management & Training (RECIPMT), Hyderabad