



रूरल इलेक्ट्रीफिकेशन कारपोरेशन लिमिटेड

RURAL ELECTRIFICATION CORPORATION LTD.

भारत सरकार का उद्यम A Government of India Enterprise

Regd. Office Core-4 SCOPE Complex 7 Lodi Road New Delhi 110003

Tel:24368553,Fax:24362032Email:reccorp@mail.recl.nic.in Gram: RECTRIC

LIMITED TENDER ENQUIRY

No: REC/IPO/ILC/2007/

Dated: 16.04.2007

TO,

1. Mr. T. Massad, M/s Cravath, Swaine and Moore
2. Mr. John Christon, Dorsey and Whitney
3. Mr. Manoj Bhargava, Jones Day
4. Mr.Arun Balasubramanian, Linklaters
5. Mr. J. Stone, Skadden
6. Ms.Nipun Gupta, White and Case
7. Mr. Tom Siebens, Milbank
8. Mr.M.John M.Lino, Reed Smith
9. Mr.Gonzalo Fernandez, Ashurst
10. Mr.Peter Brien, Slaughter and May

Sub : Appointment of International Legal Counsel for REC's proposed Equity IPO on Limited Tender basis (only above addressees are eligible for response)

Dear Sirs,

Rural Electrification Corporation Limited ("REC"), a wholly owned Government of India Company based in New Delhi is proposing to come out with an Initial Public Offering of its equity shares . The issue is proposed to be marketed under Rule 144A to the QIBs in United States and outside the United States to persons in compliance with Regulation S of the U.S. Securities Act of 1933.

REC is a leading Public Sector Undertaking incorporated in 1969. For more details about our Company, you may visit our website at www.recindia.nic.in

REC is inviting herewith technical and financial bids for appointment as International Legal Counsel for its proposed equity IPO.

The scope of services of the International Legal Counsel shall be inclusive of but not limited to the following:

1. Drafting of the chapters on Industry, Risk Factors, Business and Management Discussion & Analysis to be included in the DRHP, RHP and the Prospectus.

- i. Providing legal clearance on all Issue material viz. Draft RHP, Research Reports, Road show presentations, RHP, Prospectus, Public Notices, Legal Notices, Reply to complaints, Bid Forms, Confirmation of Allocation notes, advertisements, etc.
- ii. Review all other relevant legal and other documents in connection with the IPO.
- iii. Drafting of the international wrap/ selling restrictions in the jurisdictions where the international marketing shall be done and filing of necessary documents in other jurisdiction.
- iv. Providing written advice relating to international publicity related restrictions and internet restrictions.
- v. Providing closing opinion [10b (5) of the US Securities Act].
- vi. Review of all Agreements relating to the Issue including Memorandum of Understandings with the BRLMs and the Registrar to Issue, Underwriting, Syndicate and Escrow agreements.
- vii. Interacting with the auditors of the Company for finalization of the comfort letters to be provided by the auditors at different stages of the offer.
- viii. Conducting bring down due diligence calls with the Issuer/BRLMs/domestic legal counsel at various stages of the transaction.
- ix. Drafting of the comfort letters to be provided at the stage of DRHP, RHP and Prospectus filing.

In case you are interested in the above assignment, kindly send us your credentials/Profile of the firm indicating Indian capital market experience etc. and professional fee quotes along with mode of payment in relation to the same in the format provided below:-

Sl. No.	Particulars	Amount
1.	Professional Fee	
2.	Mode of payment	
3.	Other expenses including travel (indicate ceiling amount)	
	Total (1+3)	

The evaluation of the International Legal Counsel shall be carried out by REC based on the credentials/profiles of firms, suiting to REC requirements.

Please note the following in this connection:-

1. Technical and financial bids can be sent through post/courier/e-mail.
2. The last date for submission of the bids is 2nd May, **2007**. The bids should reach us latest by the close of our business hours i.e. **6.00 PM (IST) on 2nd May, 2007**.
3. In case of submission of bids through Post/Courier, the envelope should be super scribed "**Bids for International Legal Counsel**" and addressed to:-

Shri R.P.Vaishnaw
Chief (F&A) - IPO
Rural Electrification Corporation Ltd.,
2nd Floor, Core-4, SCOPE Building,
7 Lodhi Road, New Delhi—110003 (India).

4. In case bids send through e-mail it should be sent at the following address:
E-mail: rpv_recl@hotmail.com.

REC reserves the right to cancel/reject any/all bids without assigning any reason whatsoever

For any clarifications you may contact the undersigned at Telephone Number +91 11 24365328, Mobile No. 09899648477, or E-mail: rpv_recl@hotmail.com.

Regards,

(R. P.Vaishnaw)
Chief (Fin)-IPO