

भारत सरकार

विद्युत मंत्रालय

श्रम शक्ति भवन, रफी मार्ग,

नई दिल्ली-110 001



GOVERNMENT OF INDIA
MINISTRY OF POWER

Shram Shakti Bhawan,
Rafi Marg, New Delhi-110001
Fax : 2371-7519
Tel. :

Date: February 26, 2016

To:

NTPC Limited

NTPC Bhawan, SCOPE
Complex, 7, Institutional Area,
Lodhi Road
New Delhi, India 110 003

The Managing Director

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai, India 400 001

The Managing Director

The National Stock Exchange of
India Limited

Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai, India 400 051

Sub: Disclosure of change in shareholding under regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

Dear Sirs,

This is with reference to the Offer for Sale announced by the President of India, acting through the Ministry of Power, Government of India on February 22, 2016 for sale of 41,22,73,220 equity shares of face value of Rs. 10 each representing 5% of the total paid up equity share capital of NTPC Limited ("Target Company") (which took place on February 23, 2016 and February 24, 2016). In this regard, we wish to inform you that the President of India, acting through the Ministry of Power, Government of India, has sold 8,24,54,644 equity shares of the Company to Retail bidders on the basis of valid bids received on T+1 day (i.e. February 24, 2016) and non-Retail bidders who carry forwarded their bids from T day.

The above sale of shares took place on a separate, designated window of BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE" and together with BSE, the "Stock Exchanges"), and was undertaken in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India (the "SEBI") through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to February 15, 2016, pursuant to subsequent circulars issued by SEBI), and section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. CIR/MRD/DP/9/2015 dated May 26, 2015.

As required under regulation 29(2) of the SEBI Takeover Regulations, we enclose with this letter, a disclosure of the change in our shareholding in the Target Company, pursuant to the above sale of shares. The enclosed disclosure is in the relevant format notified by SEBI in respect of regulation 29(2) of the SEBI Takeover Regulations. Please read this disclosure along with our disclosure dated February 25, 2016, since they form a part of the complete offer for sale transaction of 41,22,73,220 equity shares by the President of India, acting through the Ministry of Power, Government of India (which resulted in a total dilution of 5% of the Government of India).

This letter is intended for the information and records of the Target Company and the Stock Exchanges.

Sincerely,

For and on behalf of the President of India:
Ministry of Power, Government of India

Shri Harpreet Singh Pruthi

Director, Ministry of Power

Encl: a/a

हरप्रीत सिंह प्रथुथी
HARPREET SINGH PRUTHI
निदेशक / Director
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली-110001 / New Delhi-110001



DISCLOSURES UNDER REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (or TC)	NTPC Limited (the "Company")		
Name(s) of the acquirer/ seller and persons acting in concert (PACs) with the acquirer/seller	The President of India, acting through the Ministry of Power, Government of India (the "Seller")		
Whether the acquirer/ seller belongs to the promoter/ promoter group	Yes, the Seller is the promoter of the Company		
Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE and NSE		
Details of the acquisition/ disposal as follows:	Number	% w.r.t. total share/ voting capital, wherever applicable	% w.r.t. total diluted share/ voting capital of the TC
Before the acquisition/ disposal under consideration, holding of:			
a) Shares carrying voting rights	5,85,07,96,404	70.96%	70.96%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	5,85,07,96,404	70.96%	70.96%
Details of acquisition/ sale			



a) Shares carrying voting rights acquired/ sold	8,24,54,644 equity shares	1% ¹	1%
b) VRs acquired/ sold otherwise than by shares	-	-	-
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	-	-	-
d) Shares encumbered/ invoked/ released by the acquirer/ seller	-	-	-
e) Total (a+b+c+d)	8,24,54,644 equity shares	1%	1%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	5,76,83,41,760	69.96%	69.96%
b) Shares encumbered with the acquirer/ seller	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer/ seller to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	5,76,83,41,760	69.96%	69.96%
Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights)	The Seller sold shares of the Company on a separate,		

¹ The Offer for Sale that was conducted on February 23, 2016 and February 24, 2016 was announced on February 22, 2016 for sale of 41,22,73,220 equity shares of face value of INR 10 each representing 5% of the total paid up equity share capital of the Company. This is the remaining disclosure of the shares allotted on the basis of the valid bids received from Retail bidders on T+1 day (i.e. February 24, 2016) and non-Retail bidders who carry forwarded their bids from T day (as defined in the Notice given to the Stock Exchanges on February 22, 2016). Please read both disclosures dated February 25, 2016 and February 26, 2016 together, since they form a part of the complete offer for sale transaction of 41,22,73,220 equity shares by the President of India, acting through the Ministry of Power, Government of India (which resulted in a total dilution of 5% of the Government of India).



issue/ preferential allotment/ inter-se transfer, etc.)	designated window of the Stock Exchanges. This sale was undertaken in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India ("SEBI") through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to February 15, 2016, pursuant to subsequent circulars issued by SEBI), and section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. CIR/MRD/DP/9/2015 dated May 26, 2015.
Date of acquisition/ sale of shares/ VR, or date of receipt of intimation of allotment of shares, whichever is applicable	February 24, 2016*
Equity share capital/ total voting capital of the TC before the said acquisition/ sale	INR 82,45,46,44,000 (comprising 8,24,54,64,400 shares having a face value of Rs. 10 each) **
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	INR 82,45,46,44,000 (comprising 8,24,54,64,400 shares having a face value of Rs. 10 each) **
Total diluted share/ voting capital of the TC after the said acquisition/ sale	INR 82,45,46,44,000 (comprising 8,24,54,64,400 shares having a face value of Rs. 10 each) **



** The OFS took place on a separate window of the Stock Exchanges on February 23, 2016 and February 24, 2016: Unallotted bidders who carry forwarded their bids from T day (i.e. February 23, 2016) and Retail bidders who participated in the OFS on T+1 day (i.e. February 24, 2016).*

***There is no change in the paid up share capital of the Target Company on account of sale of shares by the Promoter (i.e. the President of India acting through the Ministry of Power) through the OFS mechanism as per SEBI Guidelines and Circulars, as the said sale is secondary in nature.*

For and on Behalf of the President of India

Ministry of Power, Government of India



Shri Harpreet Singh Pruthi

Director, Ministry of Power

Date: February 26, 2016

Place: New Delhi

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