



एन टी पी सी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/Corporate Centre

Ref. No.:01/ FA/ISD/Compliance/2016-17

Dated: 31.05.2016

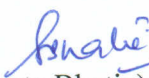
Manager Listing Department National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra(E) Mumbai-400 051 Fax No: 022 -26598237/26598238/66418125/ 66418126 Email:- cmlist@nse.co.in	General Manager Department of Corporate Services BSE Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001 Fax No: 022 -22721072/22722037/22722039/ 22722041/22722161/22723577 Email:- corp.relations@bseindia.com
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Sub: Certificate of Debenture Trustees under Regulation 52 (5) of SEBI (LODR) Regulations,2015

Dear Sir,

In line with the Sub-regulation (5) of Regulation 52 of SEBI (LODR) Regulations,2015 please find attached Certificates of our Debenture Trustees M/s IDBI Trusteeship Services Limited & M/s IL&FS Trust Company Limited.

Yours faithfully,


(Sangeeta Bhatia)
GM (Finance)

No. 1266/ITSL/OPR/2016-17

May 30, 2016

NTPC Limited
NTPC Bhawan,
SCOPE Complex,
7 Institutional Area, Lodi Road,
New Delhi- 110 003

Dear Sir,

Certificate for receipt and noting of information

[Pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, IDBI Trusteeship Service Limited ("**Debenture Trustee**") hereby confirm that we have received and noted the information, as specified under regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("**Regulations**"), provided to us by NTPC Limited ("**the Company**") for the financial year ended March 31, 2016.

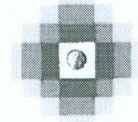
This Certificate is being issued pursuant to the requirements of regulation 52(5) of the aforesaid Regulations, for onward submission to Stock Exchange(s) by the Company.

For IDBI Trusteeship Services Limited



Authorised Signatory

May 30, 2016



ITCL

IL&FS Trust Company Limited

To
Mr. Sandeep Aggarwal
Additional General Manager (Finance)
NTPC Limited (Company)
NTPC Bhawan,
SCOPE Complex,
Institutional Area,
Lodi Road, New Delhi- 110 003

Dear Sir,

Sub: Certificate of Debenture Trustee under Regulation 52 (5) of SEBI (LODR) Regulations, 2015

In compliance of the requirements of Chapter V, Regulation 52, Sub – Regulation (4) and (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for Non – Convertible Debt Securities we would like to state as under:

We, IL&FS Trust Company Limited ('ITCL'), in our capacity as Debenture Trustee have received the following documents from the company and have noted its contents without verification:-

1. Disclosure under Regulation 52 (4) of SEBI (LODR) Regulations, 2015
2. Statement of Financial Results for the year ended March 31, 2016.
3. Certificate from Bhambri Chopra & Pushkarna, Chartered Accountants dated May 30, 2016

This certificate has been signed and issued by us based on documents (mentioned above) submitted by you.

Thanking You

Sincerely,
For IL&FS Trust Company Limited

Authorized Signatory

Place: Mumbai.

Regd. Office : IL&FS Financial Centre, Plot No. C - 22, G Block, 7th Floor, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, INDIA

Bangalore Office : IL&FS Trust Company Ltd., AL-Latheef, 1st Floor, No. 2 Union Street, Off Infantry Road, Bangalore - 560001, INDIA

New Delhi Office : IL&FS Trust Company Ltd., A-268, 1st Floor, Bhishm Pitamah Marg, Defence Colony, New Delhi - 110024, INDIA

Kolkata Office : IL&FS Trust Company Ltd., IL&FS Constantia, 3rd Floor, 11 Dr. U. N. Bramachari Street, Kolkata - 700017, INDIA

Corporate Identity Number (CIN) : U66020MH1995PLC095507

www.itclindia.com