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Independent Assurance Statement

To the management of NTPC Limited, Core-4, SCOPE Complex, Institutional Area, Lodhi Road, New Delhi- 110003, India

Introduction

We were engaged by NTPC Limited (Issuer) to undertake an independent review of their green bond for INR 2000 crores issued on 10 August 2016. Our responsibility was to provide "limited assurance" on conformance of the aforementioned green bond and the accompanying "Green Bond Information Report" with the Climate Bonds Standard Version 2.1 during the period from 10 August 2016 to 31 March 2017.

Assurance Standards

We conducted our engagement in accordance with requirements of 'Limited Assurance' as per International Federation of Accountants' (IFAC) International Standard on Assurance Engagements [ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information].

Assurance scope and level of assurance

Our scope of assurance included information on material aspects of the green bond based on post-issuance requirements of the Climate Bonds Standards Version 2.1 as listed below:

Part A: General Requirements

- Nominated projects and assets
- Use of proceeds
- Non-contamination of proceeds
- Confidentiality
- Reporting

Part B: Eligible Projects & Assets

- Climate Bonds Taxonomy
- Technical Criteria

Part C: Requirements for Specific Bond Types

- Project Holding
- Settlement Period
- Earmarking

Specific limitations and exclusions

Our assurance process was subject to the following limitations as we have not been engaged to:



- Determine which, if any, recommendations should be implemented
- Provide assurance on information outside the defined reporting boundary and period
- Verify the Issuer's financial statements & economic performance
- Verify the Issuer's statements that describe expression of opinion, belief, aspiration, expectation, aim or future intention and national or global socio-economic and environmental aspects provided by the Issuer

Work undertaken

We planned and performed our work to obtain all the evidence, information and explanations that we considered necessary to obtain a meaningful level of assurance in relation to the above scope. The procedures we performed, which are set out in more detail below, were based on our professional judgment and included, as appropriate, inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of reporting policies and agreement or reconciliation with underlying records. We believe that the procedures we have performed and the evidence we have obtained are sufficient and appropriate to provide a basis for our limited assurance conclusion.

To reach our conclusion we:

- Checked the Issuer's Green Bond Framework that includes processes, systems and controls in place for management of bond proceeds; investment areas for green bond proceeds and intended types of temporary investment instruments for the management of unallocated proceeds;
- Read sections of the bond disclosure documentation that also support the objects of the green bond issue, investment areas, earmarking of proceeds, reporting on use of proceeds and intended types of temporary investment instruments for the management of unallocated proceeds;
- Conducted interviews with management and key staff responsible for the green bond to understand how the processes, systems and controls defined in the Green Bond Framework have been implemented post issuance of the bond;
- Checked the list of projects to which bond proceeds have been allocated and their conformance with the criteria defined in the Green Bond Framework, bond disclosure documentation and Part B of the Climate Bonds Standard;
- Checked a sample set of agreements between the Issuer and their contractors for design, engineering, manufacture, supply, civil and structural works for the eligible projects which includes a description of the projects;
- Confirmed the amount of bond proceeds allocated to nominated projects and assets through examination of Issuer's internal system for tracking use of proceeds and checking of sample fund requisition forms issued for payments to these projects and assets;
- Confirmed the investment of unallocated bond proceeds to Corporate Liquid Term Deposits (CLTD) through examination of Issuer's internal systems; and
- Recalculated estimated annualized greenhouse gas (GHG) emission reductions from projects using information collected by the Issuer.

Conclusions

The following conclusion is based on the work performed and evidence obtained and the scope of our assurance engagement described above.

Nothing has come to our attention to suggest that the Issuer and their green bond issued on 10 August 2016 and the accompanying "Green Bond Information Report" are not, in all material respects,



conforming to the post-issuance requirements of the Climate Bonds Standard Version 2.1 during the period from 10 August 2016 to 31 March 2017.

Independence

The assurance was conducted by a multidisciplinary team including professionals with suitable skills and experience in auditing environmental, social and economic information in line with the requirements of ISAE 3000 standard. Our work was performed in compliance with the requirements of the IFAC Code of Ethics for Professional Accountants, which requires, among other requirements, that the members of the assurance team (practitioners) as well as the assurance firm (assurance provider) be independent of the assurance client, in relation to the scope of this assurance engagement. The Code also includes detailed requirements for practitioners regarding integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. We have systems and processes in place to monitor compliance with the Code and to prevent conflicts regarding independence. We apply ISQC 1 and comply with the applicable independence and other ethical requirements of the IESBA code.

Management's responsibility

The Management of the Issuer is responsible for ensuring that the Issuer and their green bond complies with the requirements of the Climate Bonds Standard Version 2.1. This responsibility includes designing, implementing and maintaining systems and processes relevant for the management of green bond proceeds.

The Management of the Issuer is also responsible for preventing and detecting fraud and for identifying and ensuring that Issuer complies with laws and regulations applicable to its activities.

Our responsibility

Our responsibility is to report in the form of an independent limited assurance conclusion in relation to the above scope based on the procedures performed and the evidence obtained. We conducted our engagement with a multidisciplinary team which included professionals with suitable skills and experience in auditing environmental, social and economic information in line with the requirements of ISAE 3000 standard.

This assurance report is made solely to Issuer in accordance with the terms of our engagement, which include agreed arrangements for disclosure. Our work has been undertaken so that we might state to Issuer those matters we have been engaged to state in this assurance report and for no other purpose. Our assurance report should not be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than Issuer for any purpose or in any context. Any party other than Issuer who obtains access to our assurance report or a copy thereof and chooses to rely on our assurance report (or any part thereof) will do so at its own risk. To the fullest extent permitted by law, we accept or assume no responsibility and deny any liability to any party other than Issuer for our work, for this independent limited assurance report, or for the conclusions we have reached.

Manpreet Singh
Director
KPMG India
21 August 2018