

भारत सरकार
विद्युत मंत्रालय
श्रम शक्ति भवन, रफी मार्ग,
नई दिल्ली-110 001

S.K.Kassi
Director



GOVERNMENT OF INDIA
MINISTRY OF POWER

Shram Shakti Bhawan,
Rafi Marg, New Delhi-110001
Fax : 2371-7519
Tel : 23714100

Date: 31.08.2017

To,

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

The Managing Director
BSE Limited
PhirozeJeejeebhoy Towers
Mumbai-400 001

The Managing Director
National Stock Exchange of India
Limited
Exchange Plaza
Plot No. C/1, G Block
BandraKurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir / Madam

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 ("SEBI Takeover Regulations").

This is with reference to the Offer for Sale announced by the President of India, acting through the Ministry of Power, Government of India ("Seller") on 28.08.2017 for sale of upto 41,22,73,220 equity shares of face value of Rs.10/- each ("Equity Shares") representing 5 % of the total paid up equity share capital of NTPC Limited ("Company") with an option to additionally sell up to 41,22,73,220 Equity Shares of the Company (the "Oversubscription Option") on 29.08.2017 and 30.08.2017. We also refer to the intimation letter dated 29.08.2017, pursuant to which the President of India, acting through the Ministry of Power, Government of India ("Seller"), exercised its option to offer additional 16,71,02,943 Equity Shares, representing 2.03% of the total paid up equity share capital of the Company, in addition to the 41,22,73,220 Equity Shares offered on 29.08.2017. In this regard, we wish to inform you that the Seller has sold 8,36,49,514 equity shares of the Company to Retail investors on the basis of valid bids received on T+1 day (i.e. 30.08.2017) representing 1.01% of the total paid up equity share capital of the Company.

The above sale of equity shares took place on a separate designated window of BSE Limited and National Stock Exchange of India Limited 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 ("SEBI") through its circular no CIR/MRD/ DP/18/2012 dated July 18, 2012, as amended by circular number CIR/ MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/17/2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015, circular number CIR/MRD/DP/36/2016 dated February 15, 2016 and circular number CIR/MRD/DP/65/2017 dated June 27, 2017, read with Section 21 of Chapter 1 of the Master Circular for Stock Exchange and Clearing Corporation – Trading (No. HO/MRD/DP/CIR/P/2016/135) dated December 16, 2016 issued by SEBI.

एस. के. कस्सी / S. K. KASSI
निदेशक / Director
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली-110001 / New Delhi-110001

In compliance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**SEBI Takeover Regulations**”), we are hereby notifying the information regarding the change in our shareholding in the Company, pursuant to the above sale of shares made by us on 30.08.2017. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by SEBI. Please read this disclosure along with our disclosure dated 30.08.2017 since they form integral parts of the complete Offer for Sale transaction of 54,71,50,444 equity shares by the Seller (which resulted in a total dilution of 6.64% of the holding of the Seller).

The above is for your information and records.

Yours sincerely,

On behalf of the President of India, Ministry of Power, Government of India

Mr. S.K. Kassi
Director

Ministry of Power, Government of India


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निदेशक / Director
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
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DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	NTPC Limited (the “Company”)		
2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer	The President of India, acting through and represented by the Ministry of Power, Government of India (the “Seller”)		
3. Whether the Seller acquirer belongs to Promoter/Promoter group	Yes, the Seller is the Promoter of the Company.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”) (BSE and NSE, together, the “Stock Exchanges”)		
5. 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 Sale under consideration, holding of:			
a) Shares carrying voting rights	5,28,72,58,240	64.12%	64.12%
b) Shares in the nature of encumbrance(pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
Total (a+b+c+d)	5,28,72,58,240	64.12%	64.12%
Details of acquisition/ sale of shares held by the Seller			
a) Shares carrying voting rights	8,36,49,514	1.01% ⁽¹⁾	1.01% ⁽¹⁾
b) VRs acquired/ sold otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	-	-	-
d) Shares encumbered/ invoked/released by the acquirer	-	-	-


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Total (a+b+c+d)	8,36,49,514	1.01% ⁽¹⁾	1.01% ⁽¹⁾
After the acquisition / sale, holding of the Seller:			
a) Shares carrying voting rights	5,20,36,08,726 ✓	63.11%	63.11%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
Total (a+b+c+d)	5,20,36,08,726	63.11%	63.11%
6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Offer for Sale by President of India, acting through and represented by the Ministry of Power, Government of India through the stock exchange mechanism in accordance with circular bearing no. CIR/MRD/DP/18/2012 dated July 18, 2012 (“ SEBI OFS Circular ”) notified by the Securities and Exchange Board of India pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by SEBI <i>vide</i> its circular number CIR/MRD/DP/04/2013 dated January 25, 2013, circular number CIR/MRD/DP/ 17 /2013 dated May 30, 2013, circular number CIR/MRD/DP/24/2014 dated August 8, 2014, circular number CIR/MRD/DP/32/2014 dated December 1, 2014, circular number CIR/MRD/DP/12/2015 dated June 26, 2015 and circular number CIR/MRD/DP/36/2016 dated February 15, 2016 and circular number CIR/MRD/DP/65/2017 dated June 27, 2017 issued by the Securities and Exchange Board of India (“ SEBI ”) (together with SEBI OFS Circular, “ SEBI OFS Circulars ”), read with Section 21 of Chapter 1of the Master Circular for Stock Exchange and Clearing Corporation – Trading (No. HO/MRD/DP/CIR/P/2016/135) dated December 16, 2016 issued by SEBI.		
7. Date of acquisition / sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	30.08.2017		
8. Equity share capital / total voting capital of the TC before the said acquisition /sale	Number of Shares: 8,24,54,64,400 Amount (in Rs.): 82,45,46,44,000* (*Face value of Rs. 10/- per equity share)		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	Number of Shares: 8,24,54,64,400 Amount (in Rs.): 82,45,46,44,000* (*Face value of Rs. 10/- per equity share)		
10. Total diluted share/voting capital of the TC after the said acquisition / sale	Number of Shares: 8,24,54,64,400 Amount (in Rs.): 82,45,46,44,000* (*Face value of Rs. 10/- per equity share)		


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⁽¹⁾ The Offer for Sale was announced on 28.08.2017 for sale of upto 41,22,73,220 equity shares of face value of Rs. 10/- each, representing 5% of the total paid up equity share capital of the Company with an option to additionally sell up to 41,22,73,220 equity shares of the Company (the "Oversubscription Option"). Through its intimation letter dated 29.08.2017 to the Stock Exchanges, the Seller exercised its option to offer additional 16,71,02,943 Equity Shares, representing 2.03% of the total paid up equity share capital of the Company, in addition to the 41,22,73,220 Equity Shares offered on 29.08.2017. The disclosure of the equity shares allotted on the basis of the valid bids received from non-Retail Investors on T day, i.e. 29.08.2017, was made to stock exchanges on 30.08.2017. This disclosure is for the balance 8,36,49,514 equity shares allotted on the basis of the valid bids received from Retail Investors on T + 1 day (i.e. 30.08.2017). Please read both disclosures dated 30.08.2017 and 31.08.2017 together, since they form integral parts of the complete Offer for Sale transaction of 54,71,50,444 equity shares by the Seller (which resulted in a total dilution of 6.64% of the holding of the Seller).

^(*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

Yours sincerely,

On behalf of the President of India, Ministry of Power, Government of India



Mr. S.K. Kassi
Director

Ministry of Power, Government of India

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Place: New Delhi

Date: 31.08.2017