

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: December 12, 2018

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 setting up of the central public sector enterprise exchange traded fund ("CPSE ETF") comprising equity shares of central public sector enterprises ("CPSE"), which was launched as the CPSE ETF mutual fund scheme ("Scheme") in March 2014. The proceeds of the Scheme were utilized for the purchase of the CPSE shares as represented in the constituent companies of the Nifty CPSE Index. The President of India, represented through different departments and ministries of the Government of India, had sold the shares at a discounted rate to the Scheme for the benefit of unit holders of the Scheme and the Scheme had in turn created and allotted units of the Scheme to unit holders of the Scheme.

The Department of Investment and Public Asset Management ("DIPAM"), along with Reliance Nippon Life Asset Management Limited, as the asset management company of the Scheme ("AMC"), has formulated a third Further Fund Offer ("FFO 3") of the Scheme, which has been offered to the public for subscription in accordance with the SEBI (Mutual Funds) Regulations, 1996 and other applicable laws, rules and regulations, as framed from time to time.

In regard to the FFO 3, we wish to inform you that the President of India, acting through the Ministry of Ministry of Power, Government of India, has sold 234,012,589 equity shares of NTPC Limited (the "Target Company") to the AMC.

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.

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

(S.K. Kassi)
एल. (Director) / S. K. KASSI
निदेशक / Director
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली / New Delhi



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 applicable¹	% w.r.t. total diluted share/ voting capital of the TC²
Before the acquisition/ disposal under consideration, holding of:			
a) Shares carrying voting rights	5,09,32,57,695 equity shares	61.77%	61.77%
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)	5,09,32,57,695 equity shares	61.77%	61.77%

¹ **Note to seller:** The information here should be taken from the latest filing made by the company under clause 35 of the stock exchange listing agreement.

² **Note to seller:** Diluted share/ voting capital shall mean the total number of outstanding shares of the company, assuming full conversion of any outstanding convertible securities or warrants into equity shares.

Details of acquisition/ sale			
a) Shares carrying voting rights acquired/ sold	2340,12,589 equity shares	2.84%	2.84%
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)	23,40,12,589 equity shares	2.84%	2.84%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	4,85,92,45,106 equity shares	58.93%	58.93%
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)	4,85,92,45,106 equity shares	58.93%	58.93%
Mode of acquisition/ sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment/ inter-se transfer, etc.)	Off-market sale by the President of India, acting through the Ministry of Power, Government of India to Reliance Nippon Life Asset Management Limited, as the asset management company of the CPSE ETF mutual fund scheme.		
Date of acquisition/ sale of shares/ VR, or date of receipt of intimation of allotment of shares, whichever is	December 4, 2018		

applicable	
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 INR 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 INR 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 INR 10 each)*

** 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) to Reliance Nippon Life Asset Management Limited, as the asset management company of the CPSE ETF mutual fund scheme.*

For and on Behalf of the President of India

Ministry of Power, Government of India

(S.K. Kassi)
(Director)

Date: December 12, 2018
Place: New Delhi

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