



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref No: 01: SEC :LA-4

Dated: 10.10.2016

Manager (Listing) National Stock Exchange of India limited "Exchange Plaza", Bandra-Kurla Complex Bandra (E) Mumbai -400 051	General Manager Bombay Stock Exchange Limited 1 st Floor, P. J. Towers, Dalal Street, Mumbai -400 001
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Sub: Compliance Certificate under Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ending on 30.09.2016

Dear Sir,

Pursuant to Regulation 40 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith a Certificate issued by M/s. Manish Ghia & Associates, Company Secretaries for the half-year ending on 30.09.2016 for compliance of Regulation 40 (9) of SEBI Listing Regulations, 2015 for your information and record.

Thanking you,

Yours faithfully

(A.K. Rastogi)

Company Secretary &
Compliance Officer

Encl.: As above

**CERTIFICATE UNDER REGULATION 40 (9) OF SECURITIES AND EXCHANGE
BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015
FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2016**

TO WHOMSOEVER IT MAY CONCERN

We have examined all Share Transfer Forms, Memorandum of Transfers, Registers, files and other documents relating to NTPC Limited having its registered office at NTPC Bhawan, Scope Complex, 7, Institutional Area, Lodi Road, New Delhi - 110003 maintained by Karvy Computershare Private Limited, the Registrar & Share Transfer Agent of the Company pertaining to transfer of equity shares of the Company for the period from 1st April, 2016 to 30th September, 2016 for the purpose of issuing certificate as per Regulation 40 (9) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 by NTPC Limited and based on information provided by the company, we hereby certify that the Company has delivered during the half year ended on 30th September, 2016:

- a) Share certificates relating to the Share Transfer form(s) received during the period from 1st April, 2016 to 30th September, 2016 as entered in the Memorandum of Transfers have been issued within one month from the respective date of lodgment of each form excepting those rejected on technical grounds; and
- b) has not received any request for sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies.

Place: Hyderabad
Date: 6th October, 2016



For Manish Ghia & Associates
Company Secretaries

A handwritten signature in blue ink, appearing to read 'M. Ghia'.

Manish L. Ghia
Partner

M. No. FCS: 6252, C. P. No. 3531