एनटीपीसी NTPC
A Maharatna Company

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/2017-18

Dated: 29.05.2018

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|---|---|
| Manager<br>Listing Department<br>National Stock Exchange of India Ltd.<br>Exchange Plaza<br>Bandra Kurla Complex, Bandra(E)<br>Mumbai-400 051<br><br>Fax No: 022 -26598237/26598238/66418125/ 66418126<br><br>Email:- cmlist@nse.co.in | General Manager<br>Department of Corporate Services<br>BSE Limited<br>Floor 25, Phiroze Jeejeebhoy Towers<br>Dalal Street<br>Mumbai-400 001<br><br>Fax No: 022 -22721072/22722037/22722039/ 22722041/22722161/22723577<br><br>Email:- corp.relations@bseindia.com |

**Sub: Noting Certificate by 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 Noting Certificates of our Debenture Trustees M/s IDBI Trusteeship Services Limited & M/s Vistra ITCL (India) Limited (Formerly IL&FS Trust Company Limited) .

Yours faithfully,

(K.P.Gupta)
ED (Finance & Law) & Company Secretary

**IDBI Trusteeship Services Ltd**
CIN : U65991MH2001GOI131154

IDBI trustee

ITSL / 18-19 / OPR / 2000

28th May, 2018

To
The Board of Directors
NTPC Limited
NTPC Bhawan, SCOPE Complex, 7
Institutional Area, Lodhi Road
New Delhi 110003

Re: Certificate for receipt and noting information under Regulation 52(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sir,

This is to certify that, we, IDBI Trusteeship Services 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 Disclosures Requirements) Regulation 2015 ("Regulations"), provided to us by NTPC Limited ("the Company") for the half year ended March 31, 2018.

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.

Thanking you,

Yours faithfully,
For IDBI Trusteeship Services Limited

Authorised Signatory

VISTRA ITCL

May 29, 2018

To
Mr. K.P Gupta
Company Secretary,
NTPC Limited,
NTPC Bhawan, SCOPE Complex,
7, Institutional Area,
Lodhi Road, New Delhi- 110 003

Dear Sir,

**Sub: Certificate of Debenture Trustee under Regulation 52(5) of SEBI (LODR) Regulations, 2015 for March 31, 2018**

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, Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Limited), are acting as Debenture Trustee to the various Secured, Listed, Non-Cumulative, Non-Convertible, Redeemable, Taxable, Tax free, Bonds & Debentures aggregating to Rs. 14912.50 crores of NTPC Limited ("Company").

With reference to above, we have received the following documents from the company and have noted its contents without verification:

1. Submission of Annual Audited financial Results (Standalone and Consolidated) for the financial year ended March 31, 2018 along with Independent Auditor's Report dated May 28, 2018.
2. Half Yearly Compliance pursuant to Regulation 52(4) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements ) Regulations, 2015.
3. CA Certificate certifying security cover dated May 21, 2018

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

Thanking You.

Sincerely,
**For Vistra ITCL (India) Limited**
**(Formerly known as IL&FS Trust Company Limited)**

**Authorized Signatory**

Place: Mumbai

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

Tel: +91 22 2659 3535
Fax: +91 22 2653 3297
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited
(Formerly known as IL&FS Trust Company Limited)
Corporate Identity Number: U74120MH1995PLC085331