एनटीपीसी लिमिटेड
(भारत सरकार का उद्यम)
NTPC Limited
(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01: SEC: LA-1
Dated: 1st November, 2016

General Manager **Department of Corporate Services** **Bombay Stock Exchange Limited** **Floor 25, Phiroze Jeejeebhoy Towers** **Dalal Street** **Mumbai-400 001**	**Manager** **National Stock Exchange of India Limited** **Exchange Plaza** **Bandra-Kurla Complex** **Bandra(E)** **Mumbai-400 051**

Sub.: Corporate Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

Dear Sir,

In line with the requirements of Regulations 30 of the Listing agreement and in continuation with our disclosure dated 16th May 2016 & 15th June 2016, we wish to keep you informed that in respect of Hindustan Urvarak & Rasayn Limited (HURL), a joint venture Company formed between NTPC Limited (NTPC) and Coal India Limited (CIL), a Supplemental Joint Venture Agreement has been signed on 31st October, 2016 amongst NTPC, CIL, Indian Oil Corporation Limited (IOC), Fertilizer Corporation of India Ltd.(FCIL) and Hindustan Fertilizer Corporation Limited (HFCL) in order to induct IOC, FCIL and HFCL, as Joint Venture partners and Shareholders in HURL. Now, HURL shall also take up revival of Barauni Plant of HFCL in addition to revival of Gorakhpur and Sindri plants of FCIL by setting up ammonia urea plants at each locations.

Information in terms of SEBI circular dated CIR/CFD/CMD/4/2015 dated 9th September, 2015 is enclosed.

Thanking you.

Yours faithfully,

(A.K. Rastogi)
Company Secretary &
Compliance Officer

Details in terms of SEBI circular dated CIR/CFD/CMD/4/2015 dated 9th September, 2015 :

1.	Name(s) of parties with whom the agreement is entered	NTPC Limited (NTPC), Coal India Limited (CIL), Indian Oil Corporation Limited (IOC), Fertilizer Corporation of India Ltd.(FCIL) & Hindustan Fertilizer Corporation Limited (HFCL). The agreement is supplemental to the Joint Venture Agreement dated 16th May 2016 entered into between NTPC and CIL.
2.	Purpose of entering into the Agreement	For induction of IOC, FCIL, HFCL as Joint venture Partners & shareholders in Hindustan Urvarak & Rasayan Limited (HURL), to take up the revival of Sindri and Gorakhpur fertilizer plants of FCIL and Barauni fertilizer plant of HFCL.
3.	Shareholding, if any, in the entity with whom the agreement is executed	NTPC -29.67% CIL – 29.67% IOC – 29.67% FCIL – 7.33% HFCL -3.66%
4.	**Significant terms of the Agreement –**	
	Right to appoint Directors	Minimum 2 Directors to be appointed each by NTPC, CIL & IOC and 1 Director shall be appointed collectively by FCIL & HFCL.
	First right to share subscription in case of issuance of shares	To be subscribed in the ratio given above at S.No.3
	Right to restrict any change in capital structure	5 years from the date of incorporation or 2 year from the commercial operation date of any one of the proposed project at Sindari, Gorakhpur & Barauni or the date of allotment of shares in JV Company for the first time whichever is later.
5.	Whether, the said parties are related to promoter/ promoter group/ group companies in any manner. If yes, nature of relationship	NA

6.	Whether the transaction would fall within related party transaction? If yes, whether the same is done at arm's length	Transaction is not related party transaction.
7.	In case of issuance of shares to the parties, details of issue price. Class of shares issues	Equity shares to be issued at par value and shall be of one class.
8.	Any other disclosures related to such agreements viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements	NIL
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	
	(a) Name of parties to the agreement	NTPC, CIL, IOC, FCIL & HFCL
	(b) Nature of the agreement	For induction of IOC, FCIL & HFCL as Joint venture Partners & shareholders in HURL, to take up the revival of Sindri and Gorakhpur fertilizer plants of FCIL and Barauni fertilizer plant of Hindustan Fertilizer Corporation Ltd
	(c) Date of execution of the agreement	31st October 2016
	(d) Details of amendment and impact thereof	By way of Supplemental Agreement to the Joint Venture Agreement dated 16th May 2016, IOC, FCIL & HFCL have been inducted as Joint venture Partners & shareholders in HURL and the JV Company shall also take up revival of Barauni Plant of HFCL in addition to revival of Gorakhpur and Sindri plants of FCIL by setting up ammonia urea plants at each locations.