



IPAMC/20(III)/18-19

July 03, 2018

To,  
National Stock Exchange of India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra(E),  
Mumbai - 400 051

Dear Sir

**Sub: Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011**

This is to inform you that ICICI Prudential Mutual Fund (the Fund) under its various schemes and Eastspring Investments (Singapore) Limited, M&G Investment Management Limited, Eastspring Securities Investment Trust Co. Ltd and Jackson National Asset Management LLC under its managed fund hold equity shares of NTPC Limited (the Company) (whose shares are listed on your Stock Exchange).

ICICI Prudential Bluechip Fund, BHARAT 22 ETF, ICICI Prudential India Recovery Fund –Series 5, ICICI Prudential Nifty Index Fund, ICICI Prudential Multiple Yield Fund - Series 10 - 1825 Days Plan B and ICICI Prudential Nifty Low Vol 30 ETF had purchased 157200, 41567567, 71220,1125,15000 and 4446 respectively equity shares of the company on June 29, 2018. As a result of the said purchase, the shareholding of the above mentioned entity has exceeded 5% of the paid-up capital of the Company.

Details of shareholding as on June 29, 2018 as below:

| Name of the shareholder                    | Total share holdings as on June 29, 2018 | % of shares/voting rights to total paid up capital of your Company as on June 29, 2018 |
|--------------------------------------------|------------------------------------------|----------------------------------------------------------------------------------------|
| ICICI Prudential Equity & Debt Fund        | 71,958,416                               | 0.87                                                                                   |
| ICICI Prudential Multi-Asset Fund          | 54,150,230                               | 0.66                                                                                   |
| ICICI Prudential Discovery FUND            | 49,903,397                               | 0.61                                                                                   |
| ICICI Prudential Bluechip Fund             | 39,325,068                               | 0.48                                                                                   |
| BHARAT 22 ETF                              | 65,460,399                               | 0.79                                                                                   |
| ICICI Prudential Balanced Advantage Fund   | 20,749,404                               | 0.25                                                                                   |
| ICICI Prudential Long Term Equity Fund(Tax | 15,195,834                               | 0.18                                                                                   |

ICICI Prudential Asset Management Company Limited

Corporate Identity Number: U99999DL1993PLC054135

Corporate Office: One BKC 13<sup>th</sup> Floor, Bandra Kurla Complex, Mumbai – 400051.

Tel: +91 22 2652 5000 Fax: +91 22 2652 8100, website: [www.icicipruamc.com](http://www.icicipruamc.com), email id: [enquiry@icicipruamc.com](mailto:enquiry@icicipruamc.com)

Central Service Office: 2nd Floor, Block B-2, Nirlon Knowledge Park, Western Express Highway, Mumbai - 400063.

Tel: 022 2685 2000 Fax: 022 26868313

Registered Office: 12th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi 110 001



| Name of the shareholder                                                 | Total share holdings as on June 29, 2018 | % of shares/voting rights to total paid up capital of your Company as on June 29, 2018 |
|-------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------------------------------------------|
| Saving)                                                                 |                                          |                                                                                        |
| ICICI Prudential Value Fund - Series 19                                 | 10,000,000                               | 0.12                                                                                   |
| INDIA EQUITY PORTFOLIO - FUND 225                                       | 9,748,187                                | 0.12                                                                                   |
| ICICI Prudential Multicap Fund                                          | 9,076,954                                | 0.11                                                                                   |
| M&G GLOBAL EMERGING MARKETS                                             | 8,868,565                                | 0.11                                                                                   |
| ICICI Prudential Large & Mid Cap Fund                                   | 8,110,812                                | 0.10                                                                                   |
| ICICI Prudential Infrastructure Fund                                    | 8,000,000                                | 0.10                                                                                   |
| ICICI Prudential Equity Savings Fund                                    | 5,524,077                                | 0.07                                                                                   |
| EASTSPRING INV INDIA INFRASTRUCTURE EQUITY OPEN LTD                     | 5,170,723                                | 0.06                                                                                   |
| EASTSPRING INVESTMENTS - GLOBAL EMERGING MARKETS CUSTOMIZED EQUITY FUND | 3,984,538                                | 0.05                                                                                   |
| FLORIDA SBA                                                             | 3,942,070                                | 0.05                                                                                   |
| ICICI Prudential Value Fund - Series 13                                 | 3,618,079                                | 0.04                                                                                   |
| ICICI Prudential Value Fund - Series 12                                 | 3,449,496                                | 0.04                                                                                   |
| ICICI Prudential Focused Equity Fund                                    | 2,967,900                                | 0.04                                                                                   |
| ICICI Prudential Value Fund - Series 20                                 | 2,922,343                                | 0.04                                                                                   |
| ICICI Prudential Value Fund - Series 14                                 | 2,776,282                                | 0.03                                                                                   |
| M&G ASIAN FUND                                                          | 2,374,465                                | 0.03                                                                                   |
| EASTSPRING INVESTMENTS INDIA FUND                                       | 2,200,093                                | 0.03                                                                                   |
| ICICI Prudential Bharat Consumption Fund - Series 1                     | 2,088,993                                | 0.03                                                                                   |
| ICICI Prudential Value Fund - Series 15                                 | 1,799,999                                | 0.02                                                                                   |
| ICICI Prudential Value Fund - Series 16                                 | 1,721,454                                | 0.02                                                                                   |
| PACS PAR FUND - GEM EQUITY                                              | 1,571,871                                | 0.02                                                                                   |
| ICICI Prudential Child Care Plan(Gift Plan)                             | 1,414,825                                | 0.02                                                                                   |
| FIDELITY STRATEGIC ADVISORS IN                                          | 1,277,340                                | 0.02                                                                                   |
| ICICI Prudential Value Fund - Series 9                                  | 1,236,830                                | 0.02                                                                                   |
| ICICI Prudential Value Fund - Series 1                                  | 1,056,205                                | 0.01                                                                                   |
| SGLF ASIA EQ LOW VOLATILITY SUB-FUND                                    | 1,028,151                                | 0.01                                                                                   |
| TPT EMERGING MKTS EQUITY                                                | 917,027                                  | 0.01                                                                                   |
| ICICI Prudential Bharat Consumption Fund - Series 2                     | 900,000                                  | 0.01                                                                                   |
| ICICI Prudential Value Fund - Series 8                                  | 850,656                                  | 0.01                                                                                   |
| ICICI Prudential India Recovery Fund - Series 2                         | 820,312                                  | 0.01                                                                                   |
| ICICI Prudential Value Fund - Series 17                                 | 805,574                                  | 0.01                                                                                   |
| ICICI Prudential Nifty ETF                                              | 690,927                                  | 0.01                                                                                   |

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| Name of the shareholder                                                         | Total share holdings as on June 29, 2018 | % of shares/voting rights to total paid up capital of your Company as on June 29, 2018 |
|---------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------------------------------------------|
| ICICI Prudential Dividend Yield Equity Fund                                     | 625,396                                  | 0.01                                                                                   |
| ICICI Prudential Business Cycle Fund Series 2                                   | 614,855                                  | 0.01                                                                                   |
| VANGUARD GBL EMERGING SEL FUND                                                  | 566,486                                  | 0.01                                                                                   |
| ICICI Prudential India Recovery Fund - Series 1                                 | 560,000                                  | 0.01                                                                                   |
| ICICI Prudential Value Fund - Series 2                                          | 556,700                                  | 0.01                                                                                   |
| JNL/Mellon Capital Emerging Markets Index Fund                                  | 513,068                                  | 0.01                                                                                   |
| ABN AMRO EMG MKTS FUND 5                                                        | 463,270                                  | 0.01                                                                                   |
| ICICI Prudential India Recovery Fund - Series 5                                 | 416,176                                  | 0.01                                                                                   |
| ICICI Prudential Growth Fund - Series 1                                         | 378,925                                  | 0.00                                                                                   |
| EASTSPRING INVESTMENTS - ASIAN INFRA EQUITY FUND                                | 309,053                                  | 0.00                                                                                   |
| ICICI Prudential Growth Fund - Series 7                                         | 308,055                                  | 0.00                                                                                   |
| ICICI Prudential Nifty Index Fund                                               | 249,344                                  | 0.00                                                                                   |
| ICICI Prudential Value Fund - Series 3                                          | 249,111                                  | 0.00                                                                                   |
| ICICI Prudential India Recovery Fund - Series 3                                 | 240,903                                  | 0.00                                                                                   |
| EASTSPRING INVESTMENTS ASIA PACIFIC INFRASTRUCTURE FUND                         | 240,380                                  | 0.00                                                                                   |
| ICICI Prudential India Recovery Fund - Series 7                                 | 146,406                                  | 0.00                                                                                   |
| ICICI Prudential Capital Protection Oriented Fund - Series X - 1375 Days Plan B | 126,548                                  | 0.00                                                                                   |
| ICICI Prudential Business Cycle Fund Series 3                                   | 99,212                                   | 0.00                                                                                   |
| EASTSPRING INVESTMENTS - INDIA DISCOVERY FUND                                   | 71,134                                   | 0.00                                                                                   |
| ICICI Prudential Growth Fund - Series 2                                         | 61,082                                   | 0.00                                                                                   |
| ICICI Prudential Multiple Yield Fund - Series 10 - 1825 Days Plan B             | 59,558                                   | 0.00                                                                                   |
| ICICI Prudential Value Fund - Series 5                                          | 58,303                                   | 0.00                                                                                   |
| ICICI Prudential Nifty Low Vol 30 ETF                                           | 30,750                                   | 0.00                                                                                   |
| ICICI Prudential Multiple Yield Fund - Series 7 - 1825 Days Plan C              | 28,565                                   | 0.00                                                                                   |
| ICICI Prudential Multiple Yield Fund Series 14 1228 Days Plan A                 | 26,060                                   | 0.00                                                                                   |
| ICICI Prudential Nifty 100 ETF                                                  | 23,902                                   | 0.00                                                                                   |
| ICICI Prudential Multiple Yield Fund Series 8 - 1822 Days Plan D                | 23,087                                   | 0.00                                                                                   |
| ICICI Prudential Multiple Yield Fund Series VII - 1825 Days - Plan E            | 22,591                                   | 0.00                                                                                   |

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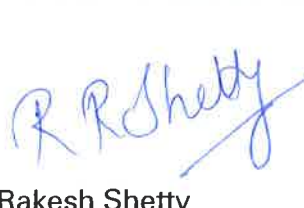
| Name of the shareholder                                                          | Total share holdings as on June 29, 2018 | % of shares/voting rights to total paid up capital of your Company as on June 29, 2018 |
|----------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------------------------------------------|
| ICICI Prudential Capital Protection Oriented Fund - Series XII 1270 Days- Plan C | 17,472                                   | 0.00                                                                                   |
| ICICI Prudential NV20 ETF                                                        | 17,309                                   | 0.00                                                                                   |
| ICICI Prudential S&P BSE 500 ETF                                                 | 3,523                                    | 0.00                                                                                   |
| ICICI Prudential Sensex Index Fund                                               | 3,120                                    | 0.00                                                                                   |
| ICICI Prudential Sensex ETF                                                      | 2,535                                    | 0.00                                                                                   |
|                                                                                  | <b>434,770,375</b>                       | <b>5.27</b>                                                                            |

The objective of the purchase is from an investment perspective and not with the objective of seeking any controlling interest. However, the disclosures in this regard as required under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is enclosed herewith.

Thanking you

Sincerely

For ICICI Prudential Asset Management Company Limited




Rakesh Shetty  
Company Secretary



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Format for Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

PART – A – Details of the Acquisition

|                                                                                                                                                                                    |                                                                                                                                                                                                                |                                                              |                                                              |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------|
| Name of the Target Company (TC)                                                                                                                                                    | NTPC Limited                                                                                                                                                                                                   |                                                              |                                                              |
| Name(s) of the acquirer and Person Acting in Concert (PAC) with the acquirer                                                                                                       | ICICI Prudential Mutual Fund alongwith Eastspring Investments (Singapore) Limited, M&G Investment Management Limited, Eastspring Securities Investment Trust Co. Ltd and Jackson National Asset Management LLC |                                                              |                                                              |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                            | No                                                                                                                                                                                                             |                                                              |                                                              |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                 | Bombay Stock Exchange and National Stock Exchange                                                                                                                                                              |                                                              |                                                              |
| Details of the acquisition as follows                                                                                                                                              | Number                                                                                                                                                                                                         | % w.r.t. total shares /voting capital wherever applicable(*) | % w.r.t. total diluted share / voting capital of the TC (**) |
| Before the acquisition under consideration, holding of acquirer along with PACs of:                                                                                                |                                                                                                                                                                                                                |                                                              |                                                              |
| a) Shares carrying voting rights                                                                                                                                                   | 392,954,434                                                                                                                                                                                                    | 4.77                                                         |                                                              |
| 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)           | --                                                                                                                                                                                                             | --                                                           |                                                              |
| e) Total (a+b+c+d)                                                                                                                                                                 | 392,954,434                                                                                                                                                                                                    | 4.77                                                         |                                                              |
| Details of acquisition                                                                                                                                                             |                                                                                                                                                                                                                |                                                              |                                                              |
| a) Shares carrying voting rights acquired                                                                                                                                          | 41,815,941                                                                                                                                                                                                     | 0.51                                                         |                                                              |
| b) VRs acquired 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 | --                                                                                                                                                                                                             | --                                                           |                                                              |
| d) Shares in the nature of encumbrance (pledge/lien/non-                                                                                                                           | --                                                                                                                                                                                                             | --                                                           |                                                              |

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|                                                                                                                                                                                             |                  |      |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------|--|
| disposal undertaking/others)                                                                                                                                                                |                  |      |  |
| e) Total (a+b+c+/-d)                                                                                                                                                                        | 41,815,941       | 0.51 |  |
| After the sale, holding of:                                                                                                                                                                 |                  |      |  |
| a) Shares carrying voting rights                                                                                                                                                            | 434,770,375      | 5.27 |  |
| 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 | --               | --   |  |
| e) Total (a+b+c)                                                                                                                                                                            | 434,770,375      | 5.27 |  |
| Mode of acquisition (e.g. open market/public issue/rights issue/preferential allotment/interse transfer/encumbrance, etc.)                                                                  | Secondary market |      |  |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.                                                     | N.A.             |      |  |
| Date of acquisition of/date of receipt of intimation of allotment of shares/VR/warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC. | June 29,2018     |      |  |
| Equity share capital/total voting capital of the TC before the said acquisition                                                                                                             | 8,245,464,400    |      |  |
| Equity share capital/total voting capital of the TC after the said acquisition                                                                                                              | 8,245,464,400    |      |  |
| Total diluted share/voting capital of the TC after the said acquisition                                                                                                                     | 8,245,464,400    |      |  |



*SPJ*

Part-B\*\*\*

Name of the Target Company: NTPC Limited

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                                                  | Whether the acquirer belongs to Promoter/ Promoter group | PAN of the acquirer and/ or PACs                                                   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------|
| ICICI Prudential Mutual Fund alongwith Eastspring Investments (Singapore) Limited, M&G Investment Management Limited, Eastspring Securities Investment Trust Co. Ltd and Jackson National Asset Management LLC | No                                                       |  |

*R R Shetty*



Signature of the acquirer / Authorised Signatory

Place: Mumbai

Date: July 03, 2018

Note:

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) 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.

(\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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