भारत सरकार
विद्युत मंत्रालय
श्रम शक्ति भवन, रफी मार्ग,
नई दिल्ली-110 001

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF POWER

Shram Shakti Bhawan,
Rafi Marg, New Delhi-110001
Fax : 2371-7519
Tel. :

Date: February 22, 2016

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: Notification of the proposed offer for sale of the equity shares of NTPC Limited (the "Company") by its "promoter", the President of India (acting through the Ministry of Power, Government of India) (the "Seller")

Dear Sirs,

We hereby notify you that the Seller proposes to sell up to 41,22,73,220 equity shares of the Company, on February 23, 2016 (for non-Retail Investors) and February 24, 2016 (for Retail Investors and for non-Retail Investors who choose to carry forward their bids), through a separate, designated window of the BSE Limited (the "**BSE**") and the National Stock Exchange of India Limited (the "**NSE**" and together with BSE, the "**Stock Exchanges**"), and in accordance with:

a) the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India (the "**SEBI**") through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to February 15, 2016, pursuant to subsequent circulars issued by SEBI) (the "**OFS Circular**"), and section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. CIR/MRD/DP/9/2015 dated May 26, 2015 (the "**OFS Master Circular**", and together with the OFS Circular, the "**SEBI OFS Circulars**");

b) the "Revised Comprehensive Modified Guidelines for Bidding in Offer for Sale (OFS) Segment" issued by the BSE through its notice no. 20160218-33 dated February 18, 2016, notice no. 20150702-28 dated July 2, 2015, and, to the extent applicable, the previous notices issued by the BSE in this regard, including notice no. 20150122-30 dated January 22, 2015, notice no. 20140902-33 dated September 2, 2014, notice no. 20130129-23 dated January 29, 2013, notice no. 20120727-26 dated July 27, 2012, notice no. 201202228-30 dated February 28, 2012 and notice no. 20120222-34 dated February 22, 2012; and

c) the "Revised Scheme – Offer for Sale through Exchange Platform" issued by the NSE through its circular no. 10/2016 dated February 19, 2016, circular no. 29/2015 dated June 30, 2015, and, to the extent applicable, the previous circulars issued by the NSE in this regard, including circular no. 6/2015 dated January 28, 2015, circular no. 44/2014 dated September 2, 2014, circular no. 52/2013 dated May 30, 2013, circular no. 0037/2013 dated January 31, 2013, circular no. 005/2013 dated January 30, 2013, circular no. 52/2012 dated August 2, 2012, circular no. 73/2012 dated February 24, 2012, and circular no. 2/2012 dated February 21, 2012,

(the "**Offer**").

The Offer shall be undertaken exclusively through the Seller's Brokers (defined hereinafter)

This notice is being issued to the Stock Exchanges pursuant to paragraph 5(b) of the OFS Circular to announce the Seller's intention to undertake the Offer, and contains important details in respect of the Offer, including certain information that is required to be disclosed by the SEBI OFS Circulars.

RIGHT TO

स्वच्छ भारत

Prospective investors, as well as their brokers, are requested to read the entire contents of this notice before participating in the Offer.

Name of the seller(s) (promoter / promoter group)	The President of India, acting through and represented by the Ministry of Power, Government of India
Name of the company whose shares are proposed to be sold and its ISIN	NTPC Limited and INE733E01010
Name of the stock exchange where orders shall be placed	BSE and NSE
Name of the designated stock exchange	BSE
Date and time of the opening and closing of the offer	**For non-Retail Investors**: February 23, 2016 ("**T**") The Offer shall take place on a separate window of the Stock Exchanges on T day, commencing at 9:15 a.m. and shall close at 3:30 p.m. (Indian Standard Time) on the same date. On the T+1 day, non-Retail Investors may indicate their willingness to carry forward their bids to T+1 day (defined below). **Please note that only non-Retail Investors shall be allowed to place their bids on T day, i.e. February 23, 2016.** **For Retail Investors** (defined below) and for non-Retail Investors who choose to carry forward their bids: February 24, 2016 ("**T+1**") The Offer shall continue to take place on a separate window of the Stock Exchanges on T+1 day, commencing at 9:15 a.m. and shall close at 3:30 p.m. (Indian Standard Time) on the same date. **Please note that only Retail Investors (defined below) shall be allowed to place their bids only on the T+1 day. Further, those non-Retail investors who have placed their bids on T day and have chosen to carry forward their bids to T+1 day, shall be allowed to revise their bids on T+1 day as per the SEBI OFS Circulars.** (T day and T+1 day, collectively referred to as, "**Offer Dates**")
Allocation methodology	The allocation shall be at or above the Floor Price (defined below) on price priority basis at multiple clearing prices, in accordance with the SEBI OFS Circulars, except in case of Retail Investors (defined below), who shall have an option to bid at the Cut-Off Price (defined below) and for whom the final allocation price may be below the Floor Price on account of the retail discount offered. 20% of the Offer size shall be reserved for Retail Investors subject to

	the receipt of valid bids (the "**Retail Category**"). The Stock Exchanges will decide the quantity of shares eligible to be considered in the Retail Category, based on the Floor Price (defined below) declared by the Seller. Unsubscribed portion of the shares reserved for Retail Investors shall be allotted to the investors in the non-Retail Category choosing to carry forward their bids on T+1 day and who have not been allotted shares on T day. However, such investors are required to indicate their willingness to carry forward their bids on T+1 day. Bidders can bid under the Retail Category or the non-Retail Category. Indicative price for non-Retail Category shall be displayed separately, but there shall be no indicative price for the Retail Category. No single bidder other than Mutual Funds (defined below) and Insurance Companies (defined below) shall be allocated more than 25% of the Offer Shares (defined below). ***Retail Category*** "Retail Investor" shall mean an individual investor who places bids for shares of total value of not more than INR 2,00,000 (Rupees Two Lakhs) aggregated across the Stock Exchanges ("**Retail Investor**"). Retail Investors may enter a price bid or opt for bidding at the "Cut-Off Price". For this purpose, "**Cut-Off-Price**" means the lowest price at which the Offer Shares (defined below) are sold, as determined on the basis of all valid bids received in the non-Retail Category on T day. Allocation to Retail Investors shall be made based on the Cut-Off Price. Retail Investors will be allocated Offer Shares (defined below) at a discount of 5% to the Cut-Off Price in accordance with the SEBI OFS Circulars. Such discounted price, i.e. price arrived after applying the discount to Cut-Off Price, which shall be the final allocation price to the Retail Investors (the "**Discounted Price**"), may be below the Floor Price. Discount shall be applicable on the bids received from the Retail Investors on T+1 day. If the Retail Category is fully subscribed, bids by Retail Investors below the Cut-off Price shall be rejected. If the Retail Category is not fully subscribed, price bids received in the Retail Category between the Cut-off Price and the Discounted Price will also be eligible for allocation, provided the relevant price bids are not less than the Floor Price. Allocation to all such bids shall be done at the Discounted Price. **Any unsubscribed portion of the Retail Category shall, after allotment, be eligible for allocation in the non-Retail Category to the un-allotted bidders on T day who choose to carry forward their bid on T+1 day. Such non-Retail Investors, choosing to carry**

	forward their bid to T+1 day, are required to indicate their willingness to carry forward their bid to T+1 day. In case of oversubscription in the Retail Category, bids by Retail Investors at the Cut-off Price shall be allocated on proportionate basis. ***Non-Retail Category*** Non-Retail Investors shall have an option to carry forward their bids from T day to T+1 day. Non-Retail Investor choosing to carry forward their bids to T+1 day are required to indicate their willingness to carry forward their bids. Further, such Investors can also revise their bids on T+1 day in accordance with the SEBI OFS Circulars. **The allocation to the non-Retail Investors shall be at a price equal to the Cut-off Price or higher as per the bids.** A minimum of 25% of the Offer Shares (defined below) shall be reserved for mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999 as amended ("**Insurance Companies**"), subject to receipt of valid bids at or above the Floor Price (defined below). In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to other bidders in the non-Retail Category.
Total number of equity shares being offered in the offer	41,22,73,220 equity shares of the Company of face value of INR 10 each, representing 5% of the total paid up equity share capital of the Company (the "**Offer Shares**").
Maximum number of shares the seller may choose to sell over and above the offer shares	Nil
Name of the broker(s) on behalf of the seller	1. SBICAP Securities Limited (BSE: 95; NSE: 10529). 2. ICICI Securities Limited (BSE: 103; NSE: 07730). 3. Edelweiss Securities Limited (BSE: 121; NSE: 11933). 4. Deutsche Equities India Private Limited (BSE: 905; NSE: 11968), (together, the "**Seller's Brokers**").
Floor Price	The Floor Price for the Offer shall be INR 122 (INR One Hundred and Twenty Two (*in words*)) per equity share.

Retail discount	Retail Investors will be allocated Offer Shares at the Discounted Price i.e. at a discount of 5% to the Cut-Off Price in accordance with the SEBI OFS Circulars. The Discounted Price, which shall be the final allocation price to the Retail Investors, may be below the Floor Price.
Conditions for withdrawal of the offer	The Seller reserves the right to not to proceed with the Offer at any time prior to the time of opening of the Offer on T day. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale through Stock Exchange mechanism is made. The Stock Exchanges shall suitably disseminate details of such withdrawal.
Conditions for cancellation of the offer	In the event (i) the aggregate number of orders received in the Offer at or above the Floor Price is less than the total number of Offer Shares; or (ii) of any default in settlement obligations, the Seller reserves the right to either conclude the Offer to the extent of valid bids received or cancel the Offer in full. The decision to either accept or reject the Offer shall be at the sole discretion of the Seller.
Conditions for participating in the offer	1. Non-institutional investors shall deposit 100% of the bid value in cash up-front with the clearing corporation at the time of placing bids for the Offer. 2. Institutional investors have an option of placing bids without any upfront payment. In case of institutional investors who place bids with 100% of the bid value deposited upfront, custodian confirmation shall be within trading hours. In case of institutional investors who place bids without depositing 100% of the bid value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions and applicable SEBI circulars. 3. In respect of bids in the Retail Category, margin for bids placed at the Cut-Off Price, shall be at the Floor Price and for price bids at the value of the bid. Clearing corporation shall collect margin to the extent of 100% of order value in cash, or cash equivalents, at the time of placing bids. Pay-in and pay-out for bids by Retail Investors shall take place as per normal secondary market transactions. 4. Retail Investors may enter a price bid or opt for bidding at the Cut-Off Price. 5. The funds collected shall neither be utilised against any other obligation of the trading member nor co-mingled with other segments. 6. Individual investors shall have the option to bid in the Retail Category and the non-Retail Category. However, if the cumulative bid value by an individual investor across both categories exceeds INR 2,00,000 (Rupees Two Lakhs), the bids in the Retail Category shall become ineligible. Further, if the cumulative bid value by an

	individual investor in the Retail Category across the Stock Exchanges exceeds INR 2,00,000 (Rupees Two Lakhs), bids by such investor shall be rejected. 7. Modification or cancellation of orders: (a) Orders placed by institutional investors and by non-institutional investors, with 100% of the bid value deposited upfront can be modified or cancelled any time during the trading hours. (b) Orders placed by institutional investors without depositing 100% of the bid value upfront cannot be modified or cancelled by the investors or stock brokers, except for making upward revision in the price or quantity. In case of any permitted modification or cancellation of the bid, the funds shall be released / collected on a real-time basis by the clearing corporation. (c) Bids carried forward by non-Retail Investors to T+1 day may be revised in accordance with the SEBI OFS Circulars. 8. Bidder shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including securities transaction tax. 9. Multiple orders from a single bidder shall be permitted. 10. In case of default in pay-in by any bidder, an amount aggregating to 10% of the order value shall be charged as penalty from such bidder and collected from the broker. This amount shall be credited to the Investor Protection Fund of the Stock Exchanges. 11. The equity shares of the Company other than the Offer Shares shall continue trading in the normal market. However, in case of market closure due to the incidence of breach of "Market wide index based circuit filter", the Offer shall also be halted.
Settlement	Settlement shall take place on a trade for trade basis. For bids received from non-Retail Category on T day, non-institutional investors and institutional investors who place orders with 100% of the bid value deposited upfront, settlement shall take place on the T+1 day, in accordance with the SEBI OFS Circulars. In the case of institutional investors who place bids without depositing 100% of the bid value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e., on T+2 day). For the bids received on T+1 day, from the Retail Category and from the un-allotted non-Retail Investors who choose to carry forward their bid on T+1 day, the settlement shall take place on T+3 day.

The Offer is personal to each prospective bidder (including individuals, funds or otherwise) registered with the broker of the Stock Exchanges who makes a bid (each, a "**Bidder**") and neither the Offer nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to buy, to the public, or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of persons within or outside India.

The Offer is being made in reliance on the SEBI OFS Circulars, and subject to the guidelines, circulars, rules and regulations of the Stock Exchanges. There will be no "public offer" of the Offer Shares in India under the applicable laws in India including the Companies Act, 2013 as notified, and applicable, and as amended from time to time (the "**Companies Act**") or in any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with any Registrar of Companies in India and/or SEBI and/or the Stock Exchanges or any other statutory/regulatory/listing authority in India or abroad under the applicable laws in India, including the Companies Act, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and no such document will be circulated or distributed to any person in any jurisdiction, including in India.

The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI or the Stock Exchanges, on the Company's website or otherwise in the public domain, together with the information contained in this Notice. Bidders should consult their own tax advisors regarding the tax implications to them of acquiring the Offer Shares.

The Company has not confirmed that it is not a Passive Foreign Investment Company ("**PFIC**") within the meaning of Section 1297 of the United States Internal Revenue Code of 1986, as amended, and the Company has not confirmed that whether it has any plan or intention to take any action that would result in the Company becoming a PFIC in the future. No analysis has been undertaken to determine if the Company is a PFIC, If the Company were determined to be a PFIC, there may be adverse tax consequences for U.S. holders of the Offer Shares.

The Offer is subject to further terms set forth in the contract note to be provided to the successful Bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction ("**Other Jurisdiction**") in which such offer, solicitation or sale is or may be unlawful whether prior to registration or qualification under the securities laws of any such jurisdiction or otherwise. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, in or to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law/s or regulation/s in any such jurisdiction. Prospective purchasers should seek appropriate legal advice prior to participating in the Offer.

The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Offer Shares are being offered and sold (1) in the United States to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act ("**QIBs**")) and (2) outside the United States in offshore transactions in reliance upon Regulation S under the Securities Act ("**Regulation S**"). Prospective purchasers of Offer Shares in the United States are hereby notified that the Seller may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A

Prospective purchasers of the Offer Shares are hereby advised that any resale of Offer Shares must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption from registration requirements under the securities laws of the United States.

Except for the Seller's Brokers, no broker may solicit bids for the Offer Shares or accept orders for bids for the Offer Shares from persons in the United States.

By submitting a bid in connection with the Offer, each broker will also be deemed to have read and understood this Notice in its entirety and accepted and complied with the terms and conditions set out in this Notice. In addition, each broker, except for the Seller's Brokers, will be deemed to have (a) represented that it is located outside the United States, (b) that it has not accepted an order to submit a bid in connection with the Offer from a person in the United States, and (c) represented that none of it, its affiliates or any person acting on its or their behalf has engaged in any "directed selling efforts" (as defined in Regulation S) in connection with the Offer.

By submitting a bid in connection with the Offer or receiving any Offer Shares, each Bidder will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) made the representations, warranties, agreements and acknowledgements set out in (i) or (ii) below, as appropriate:

(i) Persons Outside the United States

- It understands that the Offer Shares have not been and will not be registered under the Securities Act or any state securities law in the United States and are being offered and sold to it in offshore transactions in accordance with Regulation S.

- (a) it was outside the United States (within the meaning of Regulation S) at the time the offer of the Offer Shares was made to it and it was outside the United States when its buy order for the Offer Shares was originated and (b) if it is a broker-dealer outside the United States acting on behalf of its customers, each of its customers has confirmed to it that such customer was outside the United States at the time the offer of the Offer Shares was made to it and such customer was outside the United States when such customer's buy order for the Offer Shares was originated.

- It did not submit a bid for the Offer Shares as a result of any directed selling efforts (as defined in Regulation S).

- It is buying the Offer Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Offer Shares, it agrees that it will not offer, sell, pledge or otherwise transfer the Offer Shares except in a transaction complying with Rule 903 or Rule 904 of Regulation S or pursuant to any other available exemption from registration under the Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.

- It is not an affiliate (as defined in Rule 501(b) under the Securities Act) of the Company or a person acting on behalf of an affiliate of the Company.

- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.

- Where it is submitting a bid for one or more managed accounts, it represents and warrants

that it was authorised in writing by each such managed account to purchase the Offer Shares for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It agrees to indemnify and hold the Seller and the Seller's Brokers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Offer Shares.

- It acknowledges that the Seller and the Seller's Brokers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Offer Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.

(ii) Persons in the United States

- It understands that the Offer Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States and that the offer and sale of the Offer Shares to it is made in reliance on an exemption from the registration requirements of the Securities Act provided by Rule 144A or another available exemption from the registration requirements of the Securities Act.

- It is a QIB acquiring the Offer Shares for its own account or for the account of one or more QIBs, each of which is acquiring beneficial interests in the Offer Shares for its own account.

- It did not submit a bid for and will not be acquiring the Offer Shares as a result of any general solicitation or general advertising (within the meaning of Rule 502(c) under the Securities Act).

- It represents and warrants that is buying the Offer Shares for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, sell, pledge or otherwise transfer any of the Offer Shares, it agrees that it will only offer, sell, pledge or otherwise transfer such Offer Shares (a) in the United States (i) to a person who the seller reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (ii) pursuant to an exemption from registration under the Securities Act provided by Rule 144 under the Securities Act (if available), (iii) pursuant to another available exemption from the registration requirements of the Securities Act, or (iv) pursuant to an effective registration statement under the Securities Act, or (b) outside the United States in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the Securities Act. Except for sales made in accordance with Rule 903 or 904 of Regulation S, it will, and each subsequent purchaser is required to, notify any subsequent purchaser from it of the resale restrictions referred to in (a) above.

- It represents that prior to acquiring the Offer Shares, it has all the information relating to the Company and the Offer Shares which it believes is necessary for the purpose of making its investment decision.

- It understands that Offer Shares purchased pursuant to Rule 144A or another available exemption under the Securities Act will be "restricted securities" within the meaning of Rule

144(a)(3) under the Securities Act and it agrees that it shall not deposit such Offer Shares into any unrestricted depository facility established or maintained by any depository bank.

- It agrees to indemnify and hold the Seller and the Seller's Brokers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Offer Shares.

- Where it is submitting a bid as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.

- Where it is submitting a bid for one or more managed accounts, it represents and warrants that it is authorised in writing by each such managed account to submit the bid for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It acknowledges that the Seller and the Seller's Brokers and their respective affiliates, and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements and agrees that if any of such representations, warranties, agreements and acknowledgements is no longer accurate it will promptly notify the Seller.

Any resale or other transfer, or attempted resale or other transfer, of the Offer Shares made other than in compliance with the above-stated restrictions shall not be recognized by the Company.

This Notice is not for release, publication or distribution, in whole or in part, in the United States of America, its territories and possessions, any state of the United States of America, or the District of Columbia (together, the "**United States**").

Sincerely,

For and on behalf of the President of India:

Ministry of Power, Government of India

Shri Harpreet Singh Pruthi
Director, Ministry of Power

हरप्रीत सिंह परुथी
HARPREET SINGH PRUTHI
निदेशक / Director
विद्युत मंत्रालय / Ministry of Power
भारत सरकार / Government of India
नई दिल्ली-110001 / New Delhi-110001