IDBI Capital Markets & Securities Ltd.
Regd. Office:
6th Floor, IDBI Tower, WTC Complex,
Cuffe Parade, Mumbai - 400 005.
Tel.: +91-22-2217 1700, 6836 1299
Fax: +91-22-2215 1787
Email: info@idbicapital.com
CIN : U65990MH1993GOI075578

Invbk/CMG/20-21/068

November 26, 2020

The Manager **Listing Department** **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra	**The Manager** **Department of Corporate Services** **BSE Limited** 25th Floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001, Maharashtra
Scrip Code- NTPC	**Scrip Code-** 532555

Dear Sir/Madam,

Subject: **Submission of the Letter of Offer pertaining to the proposed buy-back of not exceeding 19,78,91,146 fully paid up equity shares of face value Rs. 10/- each ("Equity Shares") of NTPC Limited ("Company") at a price of Rs. 115 per Equity Share for an aggregate consideration not exceeding of Rs. 2275,74,81,790/- ("Offer Size") through the tender offer process pursuant to the provisions of Regulation 8(i) of SEBI (Buy-Back of Securities) Regulations, 2018, as amended**

The Company is undertaking a Buyback, in accordance with the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, ("Buyback Regulations"), and other applicable laws, if any.

Please find enclosed the soft copy (in pdf version) of the letter of offer dated November 26, 2020 ("**Letter of Offer**"), as Annexure 1, for your information and records. Please note that the date of opening of the Buy-back Offer is Monday, December 7, 2020 and the date of closing of the Buy-back Offer is Friday, December 18, 2020.

All terms used herein and not specifically defined shall have the same meaning as ascribed to such terms under the Letter of Offer.

Thanking You,

Sincerely,
For and on behalf of **IDBI Capital Markets & Securities Limited**

Authorized Signatory
Name: Abhijit Das
Designation: Senior Vice President

Enclosed: As Above

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you, being an Eligible Shareholder of NTPC Limited (the "Company") as on the Record Date in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended. If you require any clarifications about the action to be taken, you may consult your stockbroker or investment consultant or the Manager to the Buyback Offer i.e. IDBI Capital Markets & Securities Limited or the Registrar to the Buyback Offer *i.e.* Alankit Assignments Limited. Please refer to the section on '*Definitions of Key Terms*' for the definition of the capitalized terms used herein.

NTPC LIMITED

(A Government of India Enterprise)

Registered Office: NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodhi Road, New Delhi – 110003

CIN: L40101DL1975GOI007966

Contact Person: Nandini Sarkar, Company Secretary & Compliance Officer

Tel: +91 11 24360959 | **Fax:** +91 11 24360241 | **Email**: csntpc@ntpc.co.in | **Website**: www.ntpc.co.in

CASH OFFER FOR BUYBACK OF NOT EXCEEDING 19,78,91,146 (NINETEEN CRORE SEVENTY EIGHT LAKH NINETY ONE THOUSAND ONE HUNDRED FORTY SIX) FULLY PAID-UP EQUITY SHARES OF FACE VALUE RS. 10 EACH, REPRESENTING 2% OF THE TOTAL NUMBER OF EQUITY SHARES IN THE ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY, FROM ALL THE EXISTING SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF THE COMPANY AS ON THE RECORD DATE I.E. FRIDAY, NOVEMBER 13, 2020 ON A PROPORTIONATE BASIS, THROUGH THE "TENDER OFFER" PROCESS AT A PRICE OF RS 115 (RUPEES ONE HUNDRED FIFTEEN ONLY) PER EQUITY SHARE FOR AN AGGREGATE CONSIDERATION NOT EXCEEDING RS 2275,74,81,790/- (RUPEES TWO THOUSAND TWO HUNDRED SEVENTY FIVE CRORE SEVENTY FOUR LAKH EIGHTY ONE THOUSAND SEVEN HUNDRED NINETY ONLY)

1) The Buyback is in accordance with the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended to the extent applicable and in accordance with Article 23A of the Articles of Association of the Company and in accordance with Regulation 4(iv)(a) and other applicable provisions contained in the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory, regulatory or governmental authorities under applicable laws including but not limited to SEBI, the Stock Exchanges and Reserve Bank of India *etc.*
2) The Buyback Offer Size which is not exceeding Rs 2275,74,81,790/- (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only) represents 2.19% & 2.01% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company, respectively for the financial year ended March 31, 2020 (i.e. the last audited standalone and consolidated financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves as per audited standalone and consolidated financial statements of the Company under the Board of Directors approval route as per the provisions of the Companies Act, 2013.
3) The Letter of Offer will be sent to the Eligible Shareholders as on the Record Date i.e. Friday, November 13, 2020 in accordance with Buy back Regulations and such circulars and notifications as may be applicable.
4) The procedure for acceptance is set out in paragraph 20 (*Procedure for Tender Offer and Settlement*) on page 33, of this Letter of Offer. The Tender Form is enclosed together with this Letter of Offer.
5) For mode of payment of cash consideration to the Eligible Shareholders, please refer to paragraph 20.30 (*Method of Settlement*) on page 39 of this Letter of Offer.
6) A copy of the Public Announcement published on Wednesday, November 4, 2020, and the Letter of Offer (including Tender Form) is available on the website of the Company - www.ntpc.co.in and is also expected to be made available on the website of SEBI - http://www.sebi.gov.in. The Letter of Offer (including Tender Form) shall also be made available on the websites of SEBI i.e. www.sebi.gov.in, the Company i.e. www.ntpc.co.in, the Registrar to the Buyback i.e. www.alankit.com, NSE i.e. www.nseindia.com, BSE i.e. www.bseindia.com and Manager to the Buyback i.e. www.idbicapital.com
7) Eligible Shareholders are advised to refer to paragraph 17 (*Details of Statutory Approvals*) on page 28 of this Letter of Offer and paragraph 21 (*Note on Taxation*) on page 41 of this Letter of Offer before tendering their Equity Shares in the Buyback.

BUYBACK OPENS ON: MONDAY, DECEMBER 7, 2020
BUYBACK CLOSES ON: FRIDAY, DECEMBER 18, 2020
(LAST DATE/TIME OF RECEIPT OF COMPLETED APPLICATION FORMS AND OTHER SPECIFIED DOCUMENTS INCLUDING PHYSICAL SHARE CERTIFICATES BY THE REGISTRAR: MONDAY, DECEMBER 21, 2020, BY 5.00 P.M.

MANAGER TO THE BUYBACK OFFER	REGISTRAR TO THE BUYBACK OFFER
IDBI Capital Markets & Securities Limited 6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005 **Tel No.**:+91 (22) 2217 1700; **Fax No.**: +91 (22) 2215 1787; **Contact Person:** Chandresh Sharma **Email:** ntpc.buyback@idbicapital.com; **Website:** www.idbicapital.com **SEBI Registration Number:** INM000010866; **Validity Period:** Permanent **CIN:** U65990MH1993GOI075578	**Alankit Assignments Limited** 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055 **Tel No**: +91-11-4254 1234 / 2354 **Fax:** +91-11-2355 2001 **Contact Person:** Mr. Mahesh Pandey **Email:** alankit_ntpc@alankit.com; **Website:** www.alankit.com **SEBI Registration Number** : INR000002532 **Validity Period**: Permanent **CIN**: U74210DL1991PLC042569

TABLE OF CONTENTS

1.	SCHEDULE OF THE ACTIVITIES FOR THE BUYBACK OFFER	3
2.	DEFINITION OF KEY TERMS	3
3.	DISCLAIMER CLAUSE	6
4.	TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING	7
5.	DETAILS OF PUBLIC ANNOUNCEMENT	11
6.	DETAILS OF THE BUYBACK	11
7.	AUTHORITY FOR THE BUYBACK	12
8.	NECESSITY OF THE BUYBACK	13
9.	MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY	13
10.	BASIS OF CALCULATING BUYBACK PRICE	16
11.	SOURCES OF FUNDS FOR THE BUYBACK	16
12.	DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN	16
13.	CAPITAL STRUCTURE AND SHAREHOLDING PATTERN	17
14.	BRIEF INFORMATION ABOUT THE COMPANY	18
15.	FINANCIAL INFORMATION ABOUT THE COMPANY	23
16.	STOCK MARKET DATA	27
17.	DETAILS OF STATUTORY APPROVALS	28
18.	DETAILS OF REGISTRAR TO THE BUYBACK OFFER	29
19.	PROCESS AND METHODOLOGY FOR THE BUYBACK	29
20.	PROCEDURE FOR TENDER OFFER AND SETTLEMENT	33
21.	NOTE ON TAXATION	41
22.	DECLARATION BY THE BOARD OF DIRECTORS	43
23.	AUDITORS CERTIFICATE	44
24.	DOCUMENTS FOR INSPECTION	47
25.	CONTACT DETAILS OF COMPLIANCE OFFICER	48
26.	DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS	48
27.	DETAILS OF INVESTOR SERVICE CENTRES	48
28.	MANAGER TO THE BUYBACK OFFER	48
29.	DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER	49

1. SCHEDULE OF THE ACTIVITIES FOR THE BUYBACK OFFER

Activity	Date	Day
Date of Board Meeting approving the proposal of the Buyback	November 2, 2020	Monday
Date of Public Announcement for Buyback	November 3, 2020	Tuesday
Date of publication of the Public Announcement for the Buyback	November 4, 2020	Wednesday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	November 13, 2020	Friday
Date of Opening of the Buyback Offer	December 7, 2020	Monday
Date of Closing of the Buyback Offer	December 18, 2020	Friday
Last date of receipt of the completed Tender Forms and other specified documents including physical Equity Share certificates by the Registrar	December 21, 2020	Monday
Last date of verification of Tender Forms by the Registrar	December 23, 2020	Wednesday
Last date of intimation regarding acceptance / non- acceptance of tendered Equity Shares by the Registrar	December 29, 2020	Tuesday
Last date of settlement of bids on the Stock Exchange	December 30, 2020	Wednesday
Last date of dispatch of share certificate(s) by RTA/ payment to shareholders/ return of unaccepted demat shares by Stock Exchange to Shareholder Broker/ Eligible Shareholders	December 30, 2020	Wednesday
Last date of extinguishment of Equity Shares	January 6, 2021	Wednesday

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

2. DEFINITION OF KEY TERMS

This Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the Buyback Regulations, the Companies Act, 2013, the Depositories Act, and the rules and regulations made thereunder.

Term	Description
Acceptance	Acceptance of Equity Shares, tendered by Eligible Shareholders in the Buyback Offer
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange in the form of a separate window in accordance with the SEBI Circulars
Additional Shares / Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Equity Shareholder up to the Eligible Equity Shares
Articles/ AOA	Articles of Association of the Company, as amended.
Board Meeting	Meeting of the Board of Directors held on November 2, 2020, approving the proposal for the Buyback Offer
Board/ Board of Directors/ Director(s)	Board of directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof)
BSE	BSE Limited
Buyback/ Buyback Offer/Offer/ Buyback Offer Size	Buyback of not exceeding 19,78,91,146 (Nineteen Crore Seventy Eight Lakh Ninety One Thousand One Hundred Forty Six) Equity Shares at a price of Rs 115 (Rupees One Hundred Fifteen only) per Equity Share for an aggregate consideration not exceeding Rs 2275,74,81,790/- (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only), on a proportionate basis, from the Eligible Shareholders, as on Record Date by way of a tender offer through the stock exchange mechanism in terms of the Buyback Regulations read with SEBI Circulars
Buyback Committee/Committee	The Buyback Committee of the Board constituted and authorized for the purposes of the Buyback by way of a resolution of the Board dated November 2, 2020.

Term	Description
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback Offer, based on the number of Equity Shares held by such Eligible Shareholder on the Record Date and the ratio/percentage of Buyback applicable in the category to which such Eligible Shareholder belongs
Buyback Closing Date	December 18, 2020
Buyback Opening Date	December 7, 2020
Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation / ICCL	Indian Clearing Corporation Limited
Company/NTPC/ "we"	NTPC Limited, unless the context states otherwise
Companies Act, 1956	The Companies Act, 1956, as amended (to the extent applicable)
Companies Act, 2013	The Companies Act, 2013, as amended
Company's Broker	IDBI Capital Markets & Securities Limited
CPSE	Central Public Sector Enterprises
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories	Collectively, NSDL and CDSL
Designated Stock Exchange/ Stock Exchange	The designated stock exchange for the Buyback, being, BSE Limited
DIN	Director Identification Number
Draft Letter of Offer/ Offer Document/ DLoF	The draft letter of offer dated November 9, 2020 filed with SEBI through the Manager to the Buyback Offer, containing disclosures in relation to the Buyback as specified in Schedule III of the Buyback Regulations
DP	Depository Participant
DTAA	Double Taxation Avoidance Agreement
Eligible Equity Shares	Eligible Equity Shares means the lower of: (i) Total number of Equity Shares held by an Eligible Shareholder as on the Record Date; or (ii) Total number of Equity Shares tendered by an Eligible Shareholder.
Equity Shares/ Shares	Fully paid-up equity shares of face value Rs.10 each of the Company
Equity Shareholders/ Shareholders	Holders of the Equity Shares of the Company and includes beneficial owner(s) thereof
Eligible Shareholder(s)	All shareholders / beneficial owner(s) of Equity Shares of the Company as on Record Date i.e. Friday, November 13, 2020.
Escrow Account	The escrow account titled "NTPC Limited Buyback 2020 – Escrow Account" opened with the Escrow Agent in terms of the Escrow Agreement
Escrow Agent	Yes Bank Limited
Escrow Agreement	The escrow agreement dated November 12, 2020 entered into between the Company, Escrow Agent and the IDBI Capital Markets & Securities Limited
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended
FII(s)	Foreign Institutional Investor(s)
FPI(s)	Foreign Portfolio Investor(s)
Form / Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in by the Eligible Shareholders to participate in the Buyback
Financial Year/Fiscal/FY	Period of 12 months ended March 31 of that particular year
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with the SEBI
GoI	Government of India
HUF	Hindu Undivided Family
Income Tax Act	The Income Tax Act, 1961, as amended
Letter of Offer	Letter of Offer dated November 26, 2020 filed with SEBI containing disclosures in relation to the Buyback as specified in the Buyback Regulations, including comments received from SEBI on the Draft Letter of Offer
LTCG	Long-term Capital Gains
Ltd.	Limited
Manager / Manager to the Buyback Offer / IDBI Capital	IDBI Capital Markets & Securities Limited
Non-Resident Shareholders	Includes Non-Resident persons and bodies corporate, Non-Resident Indians (NRI), FII(s), FPI(s) and erstwhile OCBs

Term	Description
NRE	Non Residents External
NRI	Non Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
Offer Period / Tendering Period	Period of 10 working days from the date of opening of the Buyback Offer till its closure (both days inclusive)
Offer Price / Buyback Offer Price/ Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e. Rs 115 (Rupees One Hundred Fifteen Only) per Equity Share, payable in cash
PAN	Permanent Account Number
Physical Shares	Equity Share(s) of the Company in physical form
Promoter/ Promoter Group	The President of India acting through Ministry of Power, Government of India
Public Announcement / PA	The public announcement, made in accordance with the Buyback Regulations, dated November 3, 2020, published on November 4, 2020, in all editions of the Business Standard (English and Hindi National daily) (Hindi being the regional language of Delhi wherein the registered office of the Company is located)
Ratio of Buyback	The ratio of the Buy-back: (i) in case of Small Shareholders, 91 Equity Shares for every 654 Equity Shares held by such Small Shareholder on the Record Date; and (ii) for Eligible Shareholders other than Small Shareholders, 9 Equity Shares for every 518 Equity Shares held by such Eligible Shareholder on the Record Date
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the entitlement and the names of the Equity Shareholders, to whom the Letter of Offer and Tender Form will be sent and who are eligible to participate in the Buyback Offer in accordance with Buyback Regulations. This date shall be Friday, November 13, 2020
Registrar to the Buyback Offer/ Registrar	Alankit Assignments Limited
SEBI	Securities and Exchange Board of India
SEBI Circulars	Tendering of Equity Shares by Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, including statutory modification thereof.
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Relaxation Circulars	SEBI circular bearing number SEBI/CIR/CFD/DCR1/CIR/P/2020/83 dated May 14, 2020 and SEBI/HO/CFD/DCR2/CIR/P/2020/139 dated July 27, 2020
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
Shareholder Broker	A stock broker (who is a member of the BSE and/or NSE) of an Eligible Shareholder, through whom the Eligible Shareholder wants to participate in the Buyback
Small Shareholder	An Eligible Shareholder, who holds Equity Shares of market value not more than two lakh rupees, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date *i.e.* Friday, November 13, 2020
STCG	Short-term Capital Gains
Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Tender Form	Form of Acceptance-cum-Acknowledgement
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the Buyback Regulations
TRS	Transaction Registration Slip
U.S.	United States
Working Day	Working day shall have the meaning ascribed to it under the Buyback Regulations

3. DISCLAIMER CLAUSE

As required, a copy of this Letter of Offer has been submitted to Securities and Exchange Board of India (**SEBI**). It is to be distinctly understood that submission of this Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Letter of Offer. The Manager to the Buyback Offer, IDBI Capital Markets & Securities Limited has certified that the disclosures made in this Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act, 2013 and the Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Letter of Offer, the Manager to the Buyback Offer is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. The Manager to the Buyback Offer, IDBI Capital Markets & Securities Limited has furnished to SEBI a due diligence certificate dated November 9, 2020 in accordance with Buyback Regulations which reads as follows:

"We have examined various documents and materials contained in the annexure to the Draft Letter of Offer, as part of the due-diligence carried out by us in connection with the finalization of the Public Announcement dated November 3, 2020 and the Draft Letter of Offer. On the basis of such examination and the discussions with the Company, we hereby state that:

- *The Public Announcement and the Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback offer.*
- *All the legal requirements connected with the said Buyback offer including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, have been duly complied with.*
- *The disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the Eligible Shareholders of the Company to make a well informed decision in respect of the captioned Buyback Offer.*
- *Funds used for Buyback shall be as per the provisions of the Companies Act, 2013, as amended"*

The filing of the offer document with SEBI, does not, however, absolve the Company from any liabilities under the provisions of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoter/ Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ mis-representation, the Promoter/ Board of Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act, 2013, Buyback Regulations and other applicable laws and regulations.

The Promoter/ Board of Directors also declare and confirm that funds borrowed from the banks and financial institutions will not be used for the Buyback.

Disclaimer for U.S. Persons:

The information contained in this Letter of Offer is exclusively intended for persons who are not U.S. Persons as such term is defined in Regulations of the US Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any such restrictions.

Disclaimer for Persons in other foreign countries:

This Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer.

This Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation would subject the Company or the Manager to the Offer to any new or additional requirements or registrations. The Letter of Offer shall be sent by e-mail only to all Shareholders whose names appear on the register of members of the Company, as of the Record Date, as per SEBI Relaxation Circulars. However, receipt of the Letter of Offer by any Shareholders in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Shareholders as an offer being made to them. Potential users of the information contained in this Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions. Any Eligible Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to have declared, represented, warranted and agreed that he, she or it is authorized under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

Forward Looking Statement:

This Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as 'aim', 'anticipate', 'believe', 'expect', 'estimate', 'intend', 'objective', 'plan', 'project', 'will', 'will continue', 'will pursue' or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, inter alia, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Currency and Unit of Presentation

In this Letter of Offer, references to "Rs." and "Rupees" are to Indian Rupees i.e. the legal currency of India. Further, all data related to financials are given in Rs. crore, unless otherwise stated.

4. TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buyback through Tender Offer was considered and approved by the Board of Directors of the Company at their meeting held on Monday, November 2, 2020. The extracts of the minutes of the Board Meeting are as follows:

"**Resolved that** pursuant to the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, and other relevant rules made thereunder, each as amended from time to time (the "Companies Act"), and in accordance with Article 23A of the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended (the "Buyback Regulations"), and any statutory modification(s) or re-enactment thereof, for the time being in force and, subject to such other approvals, permissions, sanctions and exemptions of Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs/ Registrar of Companies, Delhi (the "ROC") and/ or other authorities, institutions or bodies (the "Appropriate Authorities"), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board" which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the buyback of not exceeding 19,78,91,146 (Nineteen Crore Seventy Eight Lakh Ninety One Thousand One Hundred Forty Six) fully paid-up equity shares of face value of Rs. 10 each ("Equity Share") (representing 2% of the total number of fully paid-up equity shares in the paid-up share capital of the Company) at a price of Rs. 115 (Rupees One Hundred Fifteen only) per equity share (the

"Buy Back Offer Price") payable in cash for an aggregate consideration not exceeding Rs. 2275,74,81,790 (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only) (the "Buyback Offer Size") (excluding transaction costs viz. brokerage, advisors' fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes inter alia including Buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses) being 2.19% & 2.01% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company, respectively, for the financial year ended March 31, 2020 (the last audited standalone and consolidated financial statements available as on the date of Board meeting recommending the proposal of the Buyback) and is within the statutory limits of 10% (Ten Percent) of the aggregate of the fully paid-up equity share capital and free reserves under the Board of Directors approval route as per the provisions of the Companies Act, 2013 from the equity shareholders of the Company, as on the record date, on a proportionate basis, through the Tender Offer route as prescribed under the Buyback Regulations (hereinafter referred to as the "Buyback").

Resolved further that the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.

Resolved further that the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, or such other circulars or notifications, as may be applicable including subsequent amendments or statutory modifications thereof and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

Resolved further that such Buyback shall be made out of the Company's free reserves and / or such other sources, and on such terms and conditions as the Board or a duly constituted committee thereof may decide from time to time, as may be permitted by law through "Tender Offer" route and as required by the Buyback Regulations and the Companies Act, the Company may buyback equity shares from all the existing members holding equity shares of the Company on a proportionate basis, provided 15% (fifteen percent) of the number of equity shares which the Company proposes to Buyback or number of equity shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, as prescribed under the Buyback Regulations.

Resolved further that confirmation is hereby made by the Board of Directors that:

a) all equity shares of the Company are fully paid up;

b) the Company shall not issue and allot any shares or other specified securities including by way of bonus, till the date of closure of this Buyback;

c) the Company shall not raise further capital for a period of one year from the closure of the Buyback offer, except in discharge of its subsisting obligations;

d) There are no defaults subsisting in the repayment of deposits, interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking Company;

e) Company shall not use borrowed funds from Banks and Financial Institutions for paying the consideration to the equity shareholders who have tendered their equity shares in the Buyback;

f) Company shall not directly or indirectly purchase its equity shares:
- through any subsidiary company including its own subsidiary companies, if any or
- through any investment company or group of investment companies;

g) Company shall not Buyback the locked-in equity shares or other specified securities, if any and non-transferable equity shares or other specified securities, if any, till the pendency of the lock-in or till the equity shares or other specified securities become transferable;

h) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback, based on standalone and consolidated

financial statements of the Company, as prescribed under the Companies Act, 2013 and rules made thereunder and Buyback Regulations;

i) the consideration for the Buyback shall be paid only by way of cash;

j) the aggregate amount of the Buyback i.e. **Rs. 2275,74,81,790 (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only)** i.e. 2.19% & 2.01% of the total paid-up Equity Share capital and free reserves of the Company is as per the latest audited standalone and consolidated financial statements of the Company, respectively for the financial year ended March 31, 2020 (the last audited standalone and consolidated financial statements available as on the date of Board meeting recommending the proposal of the Buyback) and that the maximum number of Equity Shares proposed to be purchased under the Buyback i.e. **19,78,91,146 (Nineteen Crore Seventy Eight Lakh Ninety One Thousand One Hundred Forty Six)** Equity Shares does not exceed 25% of the total number of Equity Shares of the paid-up Equity Share Capital of the Company;

k) the Buyback shall not result in delisting of the Equity Shares from the Stock Exchanges;

l) the Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act, 2013; and

m) the Company has obtained an order dated 23 October, 2020 bearing reference number WTM/GM/CFD/ 44 /2019–20 issued by SEBI (the "SEBI Order"), pursuant to which SEBI has granted an exemption/relaxation to the Company from compliance with the requirements of Regulation 24(ii) of the Buyback Regulations (which restricts a company from making a public announcement of a buyback during the pendency of a scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act) in the context of the scheme of amalgamation of Nabinagar Power Generating Company Limited and Kanti Bijlee Utpadan Nigam Limited with the Company (the "Scheme")."

Resolved further that as required by Clause (x) of Schedule I under Regulation 5 of the Buyback Regulations, the Board hereby confirms that the Board of Directors has made a full enquiry into the affairs and prospects of the Company and that based on such inquiry, the Board of Directors has formed an opinion that:

a) immediately following the date of this Board meeting, there will be no grounds on which the Company could be found unable to pay its debts;

b) as regards the Company's prospects for the year immediately following the date of this Board meeting, and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board meeting; and

c) in forming an opinion as aforesaid, the Board has taken into account the liabilities, as if the Company was being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or Insolvency and Bankruptcy Code 2016, as the case may be, including prospective and contingent liabilities.

Resolved further that the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit, placed before the meeting be and is hereby approved and the Chairman & Managing Director and Director (Finance), in case Director (Finance) is not present/available, Director (HR), be and are hereby authorized to finalise and sign the same, for and on behalf of the Board, and Company Secretary be and is hereby authorised to file the same with the ROC and the SEBI.

Resolved further that the Buyback from shareholders who are persons resident outside India including the Foreign Institutional Investors/Foreign Portfolio Investors, Overseas Corporate Bodies, if any, shall be subject to such approvals, if, and to the extent necessary or required including approvals from Reserve Bank of India under Foreign Exchange Management Act, 1999 as amended and the rules and regulations framed there under, if any.

Resolved further that no information / material likely to have a bearing on the decision of the investors has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has

been suppressed/ withheld and/ or amounts to mis-statement/ misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Companies Act and Buyback Regulations.

Resolved further that the approval of Board be and is hereby accorded for appointment of IDBI Capital Markets & Securities Limited (IDBI) as Manager and Broker to the Buyback and for other services related to the Buyback at a fee and on the terms & conditions as mutually agreed with them.

Resolved further that approval of the Board be and is hereby accorded for constitution of a Committee comprising the Chairman & Managing Director, Director (Finance) and Director (HR) ("Buyback Committee") to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper, as the Buyback Committee may consider to be in the best interests of the shareholders, including but not limited to:

a) finalising the remuneration of IDBI for services in relation to the Buyback based on the fees as outlined in the Agenda;
b) appoint any intermediaries / agencies / persons as may be required for the purposes of the Buyback and decide, settle and vary the remuneration for all such intermediaries / agencies/ persons, including by the payment of commission, brokerage, fee, charges etc.
c) to enter into escrow arrangements as may be required in terms of the Buyback Regulations;
d) approving the terms of Buyback like the entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback, acceptances of shares tendered by the shareholders in the Buyback;
e) opening, operation and closure of all necessary accounts including bank accounts, escrow bank account, special escrow bank account, depository accounts (including escrow account), trading account with the Merchant Banker / Broker / Manager to the Buyback, for the purpose of payment and authorizing persons to operate the said accounts;
f) making all applications to the Appropriate Authority for their requisite approvals including approvals as may be required from the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
g) approving and signing of the Buyback public announcement, draft letter of offer/ letter of offer;
h) deciding the designated stock exchange;
i) approving extinguishment of dematerialized shares and physical destruction of share certificates as required under applicable law;
j) sign, execute and deliver such other documents, deeds and writings and to do all such acts, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other Appropriate Authorities;
k) obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law.
l) to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise in relation to the Buyback;
m) to delegate all or any of the authorities conferred on them to any Director(s)/ Officer(s)/ Authorized Signatory(ies)/ Representative(ies) of the Company;
n) to deal with Stock Exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any further amendments thereof; and
o) to do all such acts as it may, in its absolute discretion deem necessary, expedient or proper for the implementation of the Buyback.

The Company Secretary shall act as the Secretary to the Buyback Committee.

Resolved further that approval of the Board be and is hereby accorded for fixing 13 November, 2020 as the Record Date for ascertaining the eligibility of the Shareholders to participate in the Buyback of equity shares of the Company.

Resolved further that in terms of Regulation 24(iii) of the Buyback Regulations, Company Secretary be and is hereby appointed as the Compliance Officer for the Buyback.

Resolved further that nothing contained herein shall confer any right on any shareholder to offer and/ or any obligation on the Company or the Board or the Buyback Committee to Buyback any shares and / or

impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by Law.

Resolved further that the Company shall maintain a register of shares bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

Resolved further that the Chairman & Managing Director be and is hereby authorised to nominate any officer of the Company for negotiating, signing and executing necessary documents, undertaking, documents, letters, offers, agreements etc. for an on behalf of the Company.

Resolved further that Director (Finance) and Company Secretary, be and are hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs / Registrar of Companies, Delhi and any other statutory authority and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions."

5. DETAILS OF PUBLIC ANNOUNCEMENT

In accordance with the provisions of Regulation 7(i) of the Buyback Regulations, the Company has made a Public Announcement dated November 3, 2020 in relation to the Buyback, which was published on November 4, 2020 in the following newspapers. The Public Announcement was issued within two Working Days from the date of the passing of the resolution in the meeting of Board of Director for the Buyback *i.e*., November 2, 2020.

Publication	**Language**	**Editions**
Business Standard	English	All
Business Standard	Hindi	All

A copy of the Public Announcement is available on the SEBI website at www.sebi.gov.in, the website of the Company i.e. www.ntpc.co.in and on the Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.

6. DETAILS OF THE BUYBACK

The Board of Directors of NTPC Limited on November 2, 2020 passed a resolution to buyback Equity Shares of the Company not exceeding 19,78,91,146 (Nineteen Crore Seventy Eight Lakh Ninety One Thousand One Hundred Forty Six) fully paid-up Equity Shares of face value Rs. 10 each from all the existing shareholders / beneficial owners of Equity Shares of the Company as on Record Date, on a proportionate basis, through the "Tender Offer" process, at a price of Rs 115 (Rupees One Hundred Fifteen only) per Equity Share payable in cash, for an aggregate consideration not exceeding of Rs 2275,74,81,790/- (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only).

The Buyback is in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, and other relevant rules made thereunder, each as amended from time to time (the "**Companies Act**"), and in accordance with Article 23A of the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**").

The Buyback is subject to the provisions of the Buyback Regulations and such other approvals, permissions as may be required from time to time from the Stock Exchanges where the Equity Shares of the Company are listed and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof. The Buyback would be undertaken in accordance with SEBI circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 (the "**SEBI Circulars**"), which prescribes mechanism for acquisition of shares through stock exchange.

The Buyback Offer Size represents 2.19% and 2.01% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company, respectively, for the financial year ended March 31, 2020 (the last audited standalone and consolidated financial statements available as on the date of the Board Meeting approving the Buyback) and is within the statutory limits of 10% of the aggregate of the fully paid-up equity share capital and free reserves as per audited financial statements of the Company under the Board of Directors approval route as

per the provisions of the Companies Act, 2013. The maximum number of Equity Shares proposed to be bought back represents 2% of the total number of Equity Shares in the issued, subscribed and paid-up equity share capital of the Company.

The maximum amount required by the Company for the said Buyback will not exceed Rs 2275,74,81,790/- (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only) and is within permitted limits.

The funds for the Buyback will be met out of internally generated cash resources of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet. The Company confirms that as required under Section 68(2) (d) of the Companies Act, 2013 and Regulation 4(ii) of Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up capital and free reserves after the Buyback.

The Buyback shall be on a proportionate basis from all the Equity Shareholders of the Company through the "**Tender Offer**" process, as prescribed under Regulation 4(iv)(a) of the Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified in SEBI Circulars.

The Buyback Offer Size does not include any other expenses incurred or to be incurred for the Buyback like SEBI filing fees, Stock Exchanges fees, advisors fees, Public Announcement publication expenses, printing & dispatch expenses, applicable taxes and other incidental & related expenses.

The aggregate shareholding of the Promoter of the Company as on the date of publication of Public Announcement (i.e. November 4, 2020) is as follows:

S. No.	Name of shareholder	No. of Equity Shares held	No. of Equity Shares held in dematerialized form	Percentage of issued Equity Share capital
1.	President of India acting through Ministry of Power, Government of India	5,04,80,97,508	5,04,80,97,508	51.02%
Total		**5,04,80,97,508**	**5,04,80,97,508**	**51.02%**

No shares or other specified securities in the Company were either purchased or sold by the Promoter during a period of six months preceding the date of the Board Meeting at which the Buyback was approved.

In terms of the Buyback Regulations, under the Tender Offer route, the promoter and promoter group of the Company have an option to participate in the Buyback. Pursuant to the proposed Buyback and depending on the response to the Buyback, the shareholding of the Promoter in the Company may increase or decrease from the existing 51.02% holding in the total paid-up equity share capital of the Company as on date of the Board Meeting i.e. November 2, 2020. In this regard, the President of India acting through Ministry of Power, Government of India, vide their letter dated November 3, 2020 intends to participate in the Buyback and tender up to such extent that the minimum shareholding of the Promoter post buyback remains at least 51.00% of the post buyback equity share capital of the Company in compliance with the Buyback Regulations.

Post Buyback, the non-promoter shareholding of the Company shall not fall below minimum level required as per SEBI Listing Regulations.

The Company, in compliance with regulation 4(v) of the Buyback Regulations, is not undertaking this Buyback so as to delist its Equity Shares or other specified securities from the stock exchanges.

7. AUTHORITY FOR THE BUYBACK

The Buyback is in accordance with the provisions of Article 23A of the Articles of Association of the Company, Section 68, 69, 70 and all other applicable provisions if any, of the Companies Act, 2013 as amended, the Companies (Share Capital and Debenture) Rules, 2014 and the provisions contained in the Buyback Regulations.

The Buyback is subject to approvals as may be necessary, from time to time from statutory authorities including but not limited to SEBI, BSE and NSE.

The Board of Directors at their meeting on November 2, 2020 passed a resolution approving buyback of Equity Shares of the Company.

8. NECESSITY OF THE BUYBACK

The Buyback would help in optimization of the capital structure and improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value.

Further, the Buyback, which is being implemented through the Tender Offer route as prescribed under the Buyback Regulations, would involve allocation of higher of number of shares as per their entitlement or 15% of the number of shares to be bought back, reserved for the small shareholders. The Company believes that this reservation of 15% for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder".

9. MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

9.1 We believe the Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming there is full response to the Buyback to the extent of 100%, the funds deployed by the Company towards the Buyback would be Rs 2275,74,81,790/- (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only) excluding the transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes inter alia buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expenses. This shall impact the investment income earned by the Company, on account of reduced amount of funds available for investments.

9.2 We believe the Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is expected to contribute to the overall enhancement of shareholder value and result in an increase in the return on equity of the Company.

9.3 In terms of the Buyback Regulations, under the Tender Offer route, the promoter and promoter group of the Company have an option to participate in the Buyback. In this regard, the President of India acting through Ministry of Power, Government of India, vide their letter dated November 3, 2020 intends to participate in the Buyback and tender up to such extent that the minimum shareholding of the Promoter post buyback remains at least 51.00% of the post buyback equity share capital of the Company in compliance with the Buyback Regulations. The Buyback of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

9.4 Since the entire shareholding of the Promoter is in the demat mode, the details of the acquisition/ sale of entire Equity Shares that the Promoter has acquired/sold till date as per the information provided by the Promoter, are set-out below:

Calendar Year of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (Rs. in Crores)	Nature of Transaction/Consideration
1977	2	0.0002	Subscription to Equity Shares on signing of the Memorandum of Association
	2	0.0002	Release of Equity by GoI for issue of share in favour of nominees of President of India
	2,58,597	25.8597	Further Issue
1978	5,50,000	55.0000	Further Issue
1979	12,80,100	128.0100	Further Issue
1980	24,62,800	246.2800	Further Issue
1981	25,20,500	252.0500	Further Issue
1982	40,48,130	404.8130	Further Issue

Calendar Year of Transaction	No. of Equity Shares	Acquisition/ Sale Consideration (Rs. in Crores)	Nature of Transaction/Consideration
1983	28,29,831	282.9831	Further Issue
1984	50,80,100	508.0100	Further Issue
1985	62,12,276	621.2276	Further Issue
1986	3	0.0003	Release of Equity by GoI for issue of share in favour of nominees of President of India.
	56,78,196	567.8196	Further Issue
1987	55,64,765	556.4765	Further Issue
1988	68,66,650	686.6650	Further Issue
1989	36,86,550	368.6550	Further Issue
1990	1,01,98,600	1019.8600	Further Issue
1991	1,03,10,692	1031.0692	Further Issue
1992	73,52,000	735.2000	Further Issue
1993	50,98,600	509.8600	Further Issue
1996	-1,38,62,600	-1386.2600	Reduction of Equity Shares upon transfer of assets pertaining to transmission systems to Powergrid Corporation of India Limited as per MoP order dated March 31, 1994
	72,13,900	721.3900	Further Issue
1997	6,88,100	68.8100	Further Issue
1998	15,87,700	158.7700	Further Issue
1999	25,00,000	250.0000	Further Issue
Each equity share of the Company of face value Rs.1,000 has been split into 100 Equity Shares of the face value of Rs. 10 each, pursuant to a shareholders' resolution dated September 23, 2002.			
2004	-43,29,15,000	2,684.07	Sale of Shares in Initial Public Offering
2010	-41,22,73,220	8,480.10	Sale of Shares in Further Public Offering
2013	-78,32,62,880	11,457.54	Sale of shares through Offer for Sale
2014	-34,83,320	48.16	Sale of shares through Employee Offer for Sale
2016	-41,22,73,220	5,014.55	Sale of shares through Offer for Sale
	-1,75,82,590	203.78	Sale of shares through Employee Offer for Sale
2017	-54,71,50,444	9,117.92	Sale of shares through Offer for Sale
	-94,69,848	151.14	Sale of shares through Employee Offer for Sale
	-5,93,13,616	1,010.57	Divestment in BHARAT 22 ETF November 2017
2018	-4,15,67,567	632.12	Divestment in BHARAT 22 ETF June 2018
	-23,40,12,589	3,179.99	Divestment in CPSE ETF November 2018
2019	-7,06,46,260	871.07	Divestment in BHARAT 22 ETF February 2019
	95,77,19,768	NA	Allotment of shares in Bonus Issue
	-16,51,51,343	2,087.75	Divestment in CPSE ETF March 2019
	-18,82,47,114	2,357.08	Divestment in CPSE ETF July 2019
	-3,60,73,713	413.21	Divestment in BHARAT 22 ETF October 2019
2020	-30,87,48,936	3,395.10	Divestment in CPSE ETF February 2020
Total Current Holding	**5,04,80,97,508**		

9.5 Assuming that the Promoter *i.e*. The President of India acting through Ministry of Power, Government of India, tenders their Equity Shares in the Buyback (in accordance with the declaration provided by them) and if

- All the public Shareholders participate upto their entitlement (full acceptance), then the aggregate shareholding of the Promoter, post Buyback will increase from 51.02% (i.e. as on Record Date) to

51.16% and the aggregate shareholding of the public in the Company shall decrease from 48.98% to 48.84% of the post Buyback equity share capital of the Company; or

- None of the public shareholders participate, then the aggregate shareholding of the Promoter, post Buyback will decrease from 51.02% (i.e. as on Record Date) to 51.00% and the aggregate shareholding of the public in the Company shall increase from 48.98% (i.e. as on Record Date) to 49.00% of the post Buyback equity share capital of the Company. The Promoter vide their letter dated November 3, 2020 intends to participate in the Buyback and tender up to such extent that the minimum shareholding of the Promoter post buyback remains at least 51.00% of the post buyback equity share capital of the Company in compliance with the Buyback Regulations.

9.6 Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, FIIs, FPIs, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding pattern of the Company would undergo a change. The FIIs/ FPIs are advised to ensure that their investment in the Company continue to be within the limit prescribed under applicable laws, post completion of the Buyback.

9.7 The debt-equity ratio post Buyback will be compliant with the permissible limit of 2:1 prescribed by Section 68 of the Companies Act and Regulation 4(ii) of the Buyback Regulations, even if the response to the Buyback is to the extent of 100% (full acceptance).

9.8 In compliance with regulation 24(i)(b) of the Buyback Regulations the Company shall not issue any equity shares or other securities (including by way of bonus) till the date of closure of the Buyback.

9.9 The Company shall not raise further capital for a period of one year from the closure of Buyback Offer except in discharge of its subsisting obligations.

9.10 Salient financial parameters consequent to the Buyback based on the audited standalone and consolidated financial statements as on March 31, 2020 of the Company are as under:

	Standalone		**Consolidated**	
Parameters	**Pre-Buyback**	**Post- Buyback***	**Pre-Buyback**	**Post-Buyback***
Net worth (Rs. in Crores)	1,12,980.96	1,10,705.21	1,18,237.09	1,15,961.34
Return on Net worth (%)	8.95	9.13	9.81	10.00
Earnings Per Share (of Rs.10 each)	10.22	10.43	11.72	11.96
Book Value per Share (Rs.)	114.18	114.17	119.50	119.59
P/E as per the latest audited financial results	8.24	8.07	7.18	7.04
Total Debt/ Equity Ratio	1.35	1.38	1.56	1.59

**(Assuming full acceptance of Equity Shares in the Buyback Offer in the ratio of Buyback)*

Note:

1. Net worth = Equity Share Capital + Reserves & Surplus - Miscellaneous Expenditure.

2. Total Debt = Long Term Borrowing + Short Term Borrowings + Current Maturities of Long Term Borrowings.

The key ratios have been computed as below:

Key ratios Basis

Earnings per Share - Basic (Rs.)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book value per Share (Rs.)	(Paid up Equity Share Capital + Reserves and Surplus) / No of Equity Shares Subscribed
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax / Net Worth excluding revaluation reserves
Debt-Equity Ratio	Total Debt / Net Worth
P/E ratio	Closing price on NSE & BSE as on 31.03.2020* (i.e. Rs. 84.20) / Earnings per share

**Last trading day of Financial Year 2019-20*

10. BASIS OF CALCULATING BUYBACK PRICE

10.1 The Buyback Offer Price of Rs 115 (Rupees One Hundred Fifteen only) per Equity Share has been arrived at after considering various factors such as the average closing prices of the Equity Shares on the Stock Exchanges where the Equity Shares of the Company are listed, the net-worth of the Company and the impact of the Buyback on the key financial ratios of the Company. The Buyback Offer Price of Rs 115 (Rupees One Hundred Fifteen only) per Equity Share represents (i) a premium of 25.17% on BSE and 24.85% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE, respectively for 26 weeks preceding the Board Meeting date; (ii) a premium of 34.66% on BSE and 33.47% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE, respectively for 2 weeks preceding the Board Meeting date; (iii) a premium of 33.88% on BSE and 33.80% on NSE over the closing price of the Equity Shares on BSE & NSE, respectively as on the date of intimation to BSE & NSE for the Board Meeting to consider the proposal of the Buyback i.e. October 26, 2020.

10.2 For financial ratios and trends in the market price of the Equity Shares, please refer to paragraph 15 and 16 of this Letter of Offer.

10.3 The closing market price of the Equity Shares as on the date of intimation to the BSE and NSE for the Board Meeting for considering the Buyback i.e. October 26, 2020, was Rs 85.90 per Equity Share and Rs 85.95 per Equity Share respectively.

11. SOURCES OF FUNDS FOR THE BUYBACK

11.1 Assuming full acceptance, the funds that would be employed by the Company for the purpose of the Buyback of 19,78,91,146 (Nineteen Crore Seventy Eight Lakh Ninety One Thousand One Hundred Forty Six) Equity Shares at a price of Rs 115 (Rupees One Hundred Fifteen only) per Equity Share would be Rs 2275,74,81,790/- (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only), excluding the transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes *inter alia* buyback taxes, securities transaction tax, goods and services tax, stamp duty and other incidental and related expense.

11.2 The Buyback shall be made out of the free reserves of the Company as at March 31, 2020 (i.e. the last audited standalone and consolidated financial statements available as on the date of Board Meeting recommending the proposal of the Buyback). The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited balance sheet.

11.3 The funds for the Buyback will be met out of internally generated cash resources of the Company. The Company does not intend to raise additional debt for the explicit purposes of the Buyback. Accordingly, borrowed funds will not be used for the Buyback. However, if required, the Company may borrow funds in the ordinary course of its business.

11.4 This Buyback is not likely to cause any material impact on the earnings of the Company, except for the cost of financing the Buyback, being a reduction in the treasury income that the Company could have otherwise earned on the funds deployed.

12. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT TO BE DEPOSITED THEREIN

12.1 In accordance with Regulation 9(xi) of the Buyback Regulations, an Escrow Agreement has been entered into amongst the Company, the Manager to the Buyback and the Escrow Agent on November 12, 2020.

12.2 In accordance with the Buyback Regulations, the Company has opened an Escrow Account in the name and style "**NTPC Limited Buyback 2020 – Escrow Account**" bearing account number 000366200002303 with the Escrow Agent, namely, Yes Bank Limited having its registered office at Yes Bank Tower, One International Center – 2, 15th Floor, Senapati Bapat Marg, Elphinstone (W), Mumbai 400 013 through its branch office at Yes Bank Limited, Escrow Team, 3rd Floor, Building No. 8, Tower A, DLF Cyber City, Gurgaon - 122002. In accordance with Regulation 9(xi) of the Buyback Regulations, the Company undertakes to deposit Rs 242,57,48,179/- (Rupees Two Hundred Forty Two Crores Fifty Seven Lakhs Forty Eight Thousand One Hundred Seventy Nine Only) in the Escrow

Account being equivalent to 25% upto Rs 100 Crores and 10% thereafter of the total consideration payable by the Company under the Buyback Offer, assuming full acceptance. The Manager to the Buyback has been empowered to operate the Escrow Account in accordance with the Buyback Regulations.

12.3 M/s S.K. Mehta & Co., Chartered Accountants (Firm Reg. No. 000478N) 302-306 Pragati Tower, 26 Rajendra Place, New Delhi – 110008, Partner: Mr. Rohit Mehta (Membership No. 091382), Tel.: +91 011 4154 4500 / 25813879 / 25815156 have certified on behalf of all the Joint Statutory Auditors of the Company, vide their certificate dated November 6, 2020 that the Company has adequate financial resources for fulfilling all obligations under the Buyback Offer.

12.4 Based on the above certificate, the Manager to the Buyback Offer has satisfied itself about the ability of the Company to implement the Buyback Offer in accordance with the Buyback Regulations.

13. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

13.1 The present capital structure of the Company, is as follows:

Particulars	**Aggregate value at face value** (*Rs in Crore*)
Authorised share capital	
10,00,00,00,000 Equity Shares of Rs.10 each	10,000.00
Issued, subscribed and paid up share capital before the Buyback	
9,89,45,57,280 Equity Shares of Rs.10 each, fully paid up	9,894.56
Issued, subscribed and paid up share capital after the Buyback	
9,69,66,66,134 Equity Shares of Rs.10 each, fully paid up	9,696.67

**Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback*

13.2 The Company has not undertaken any buyback in the last 3 years from the date of this Letter of Offer.

13.3 As on the date of this Letter of Offer, there are no outstanding preference shares, partly paid-up Equity Shares or outstanding convertible instruments or calls in arrears.

13.4 The shareholding pattern of the Company pre-Buyback, as on Record Date i.e. Friday, November 13, 2020, as well as the post Buyback (assuming full acceptance of the Buyback) shareholding, is as shown below:

	Pre Buyback		**Post Buyback***	
Particulars	**No. of Equity Shares**	**%of the existing Equity Share Capital**	**No. of Equity Shares**	**% of the post Buyback Equity Share Capital**
Promoter	5,04,80,97,508	51.02%	4,96,03,88,833	51.16%
Foreign Investors (including Non Resident Indians, FIIs, FPIs and Foreign Mutual Funds	1,12,82,09,633	11.40%	4,73,62,77,301	48.84%
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	3,38,11,35,539	34.17%		
Other (public, public bodies corporate etc.)	33,71,14,600	3.41%		
Total	**9,89,45,57,280**	**100.00%**	**9,69,66,66,134**	**100.00%**

**Assuming full acceptance of Equity Shares in the Buyback Offer in the Ratio of Buyback*

13.5 Assuming the Promoter i.e. The President of India acting through Ministry of Power, Government of India, tenders their Equity Shares in the Buyback (in accordance with the declaration provided by them), the aggregate shareholding of the Promoter, post Buyback will increase to 51.16% of the post Buyback equity share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to 51.00% of the post Buyback Equity Share capital of the Company if none of the public shareholders participate in the Buyback Offer. The Promoter vide their letter dated November 3, 2020 intends to participate in the Buyback and tender up to such extent that the minimum shareholding of the Promoter post buyback remains at least 51.00% of the post buyback equity share capital of the Company in compliance with the Buyback Regulations.

13.6 No shares in the Company were either purchased or sold by the Promoter during the period of six months preceding the date of the Board Meeting at which the Buyback was approved.

Subsequent to the date of Board Meeting, till the date of this Letter of Offer, the Promoter of the Company has not entered into any transactions in relation to the Equity Shares of the Company.

13.7 Except as disclosed below, no Equity Shares have been purchased/ sold/ transferred by the Promoter of the Company during the period of twelve months preceding the date of publication of the Public Announcement (i.e. November 4, 2020)

Aggregate number of Equity Shares purchased or sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
(30,87,48,936)	CPSE ETF February 2020	109.96	February 3, 2020	109.96	February 3, 2020

13.8 Company has obtained an order dated October 23, 2020 bearing reference number WTM/GM/CFD/ 44 /2019–20 issued by SEBI (the "**SEBI Order**"), pursuant to which SEBI has granted an exemption/relaxation to the Company from compliance with the requirements of Regulation 24(ii) of the Buyback Regulations (which restricts a company from making a public announcement of a buyback during the pendency of a scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act) in the context of the scheme of amalgamation of Nabinagar Power Generating Company Limited and Kanti Bijlee Utpadan Nigam Limited with the Company (the "**Scheme**") and there is no pendency of any other scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date.

13.9 The Company shall not issue any Equity Shares including by way of bonus, from the date of publication of the Public Announcement till the date of closure of this Buyback.

14. BRIEF INFORMATION ABOUT THE COMPANY

14.1 NTPC was incorporated on November 7, 1975 under the Companies Act 1956 as a private limited company under the name, 'National Thermal Power Corporation Private Limited'. The name of the Company was changed to 'National Thermal Power Corporation Limited' on September 30, 1976 consequent upon a notification issued by the Government of India exempting government companies from the use of the word 'private'. On September 30, 1985, Company was converted from a private limited company into a public limited company. The name of the Company was changed to 'NTPC Limited' and a fresh certificate of incorporation was issued on October 28, 2005.

14.2 Address of Registered office of the company is:
NTPC Bhawan, Core-7, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi-110003.

14.3 NTPC is a diversified power major with presence in the entire value chain of the power generation business. Apart from power generation, which is the mainstay of the company, NTPC has also ventured into consultancy, power trading, ash utilisation, equipment manufacturing, coal mining etc.

14.4 Ever since the Government gave approval to construct its first thermal power project at Singrauli in December 1976, the company has not looked back. The first unit at Singrauli was successfully commissioned on February 13, 1982. Since 1982, through expansion of existing plants, construction of new plants and take-over of plants from State Utilities, NTPC group has grown to become the largest power generation utility in India.

14.5 Present installed capacity of NTPC Group is 62,910 MW (including 11,755 MW through JVs/Subsidiaries) comprising of 45 NTPC Stations (24 Coal based, 7 gas based, 1 Hydro based, 1 small hydro based, 11 Solar PV based and 1 Wind based) and 25 Joint Venture stations (9 coal based, 4 gas based, 8 hydro based, 1 small hydro based, 2 Wind based and 1 Solar PV based). The capacity will have a diversified fuel mix and by 2032, non-fossil fuel based generation capacity shall make up nearly 30% of NTPC's portfolio.

14.6 Details of changes in share capital of the Company since incorporation are as follows:

Year of Allotment	Number of Equity Shares	Cumulative number of shares	Face Value (Rs)	Issue Price (Rs)	Consideration	Equity Share Capital (Rs)	Cumulative Paid-up Capital (Rs)
1977	2	2	1000	1000	Cash	2,000	2,000
	2	4	1000	1000	Cash	2,000	4,000
	2,58,597	2,58,601	1000	1000	Cash	25,85,97,000	25,86,01,000
1978	5,50,000	8,08,601	1000	1000	Cash	55,00,00,000	80,86,01,000
1979	12,80,100	20,88,701	1000	1000	Cash	128,01,00,000	208,87,01,000
1980	24,62,800	45,51,501	1000	1000	Cash	246,28,00,000	455,15,01,000
1981	25,20,500	70,72,001	1000	1000	Cash	252,05,00,000	707,20,01,000
1982	40,48,130	1,11,20,131	1000	1000	Cash	404,81,30,000	1112,01,31,000
1983	28,29,831	1,39,49,962	1000	1000	Cash	282,98,31,000	1394,99,62,000
1984	50,80,100	1,90,30,062	1000	1000	Cash	508,01,00,000	1903,00,62,000
1985	62,12,276	2,52,42,338	1000	1000	Cash	621,22,76,000	2524,23,38,000
1986	3	2,52,42,341	1000	1000	Cash	3,000	2524,23,41,000
	56,78,196	3,09,20,537	1000	1000	Cash	567,81,96,000	3092,05,37,000
1987	55,64,765	3,64,85,302	1000	1000	Cash	556,47,65,000	3648,53,02,000
1988	68,66,650	4,33,51,952	1000	1000	Cash	686,66,50,000	4335,19,52,000
1989	36,86,550	4,70,38,502	1000	1000	Cash	368,65,50,000	4703,85,02,000
1990	101,98,600	5,72,37,102	1000	1000	Cash	1019,86,00,000	5723,71,02,000
1991	103,10,692	6,75,47,794	1000	1000	Cash	1031,06,92,000	6754,77,94,000
1992	73,52,000	7,48,99,794	1000	1000	Cash	735,20,00,000	7489,97,94,000
1993	50,98,600	7,99,98,394	1000	1000	Cash	509,86,00,000	7999,83,94,000
1996	-1,38,62,600	6,61,35,794	1000	1000	Cash	-1386,26,00,000	6613,57,94,000
	72,13,900	7,33,49,694	1000	1000	Cash	721,39,00,000	7334,96,94,000
1997	6,88,100	7,40,37,794	1000	1000	Cash	68,81,00,000	7403,77,94,000
1998	15,87,700	7,56,25,494	1000	1000	Cash	158,77,00,000	7562,54,94,000
1999	25,00,000	7,81,25,494	1000	1000	Cash	250,00,00,000	7812,54,94,000
Each Equity Share of our Company of face value Rs. 1,000 has been split into 100 Equity Shares of the face value of Rs. 10 each, pursuant to a shareholders' resolution dated September 23, 2002.							
2004	43,29,15,000	8,24,54,64,400	10	62	Cash	432,91,50,000	8245,46,44,000
2019	16,49,09,2880	9,89,45,57,280	10	-	Bonus	1649,09,28,800	9894,55,72,800

14.7 The shares of the Company were listed on BSE & NSE on 5 November 2004.

14.8 The Board of Directors of the Company as on the date of publication of Public Announcement (i.e. November 4, 2020) was as under:

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
1.	Shri Gurdeep Singh Qualification: B.Sc (Mechanical Engg.) Occupation: Service Age: 55 Years DIN: 00307037	Chairman & Managing Director	04.02.2016	1. Bangladesh-India Friendship Power Company Limited (Foreign Company) 2. Damodar Valley Corporation
2.	Shri Anil Kumar Gautam Qualification: FCMA, LL.B Occupation: Service,	Director (Finance)	18.10.2019	1. NTPC Vidyut Vyapar Nigam Limited 2. North Eastern Electric

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
	Age: 58 Years DIN: 08293632			Power Corporation Limited 3. THDC (India) Limited 4. Meja Urja Nigam Pvt. Limited
3.	Shri Dillip Kumar Patel Qualification:B.Tech (Mechanical), Post Graduate Diploma in Business Management Occupation: Service, Age: 56 Years DIN: 08695490	Director (HR)	01.04.2020	1. NTPC-SAIL Power Company Limited 2. Aravali Power Company Pvt. Limited 3. NTPC Electric Supply Company Limited 4. Patratu Vidyut Utpadan Nigam Limited
4.	Shri Ramesh Babu V. Qualification: B.Tech (Mechanical), M.Tech. Occupation: Service Age: 56 Years DIN: 08736805	Director (Operations)	01.05.2020	1. Nabinagar Power Generating Company Limited 2. Kanti Bijlee Utpadan Nigam Limited 3. Bhartiya Rail Bijlee Company Limited 4. NTPC Tamil Nadu Energy Company Limited 5. Damodar Valley Corporation (Member)
5.	Shri Chandan Kumar Mondol Qualification: BE (Production Engg.) Occupation: Service, Age: 57 Years DIN: 08535016	Director (Commercial)	01.08.2020	1. NTPC BHEL Power Projects Private Limited 2. NTPC Vidyut Vyapar Nigam Limited 3. Ratnagiri Gas & Power Private Limited 4. PTC India Limited 5. NTPC Mining Limited 6. NTPC Renewable Energy Ltd. 7. Trincomalee Power Company Limited (Foreign Company) 8. Bangladesh India Friendship Power Co. (P) Ltd. (Foreign Company)
6.	Shri Ujjwal Kanti Bhattacharya Qualification: B.E. (Electrical Engg.), MBA Occupation: Service Age: 56 Years DIN: 08734219	Director (Projects)	28.08.2020	1. Hindustan Urvarak & Rasayan Limited 2. THDC (India) Limited 3. North Eastern Electric Power Corporation Limited 4. NTPC GE Power Services Pvt. Limited
7.	Shri Ashish Upadhyaya Qualification: PG (History), PG (Economics), LL.B, Master in Public Administration Occupation: Service Age: 56 Years DIN: 06855349	Govt. Nominee Director	22.01.2020	NIL
8.	Shri Vivek Kumar Dewangan Qualification: B.E.(Electrical) Occupation: IAS, Service Age: 53 Years DIN: 01377212	Govt. Nominee Director	28.04.2018	Damodar Valley Corporation

S. No.	Name, Qualification, Occupation, Age and DIN	Designation	Director on the Board since:	Other Directorships
9.	Dr. Bhim Singh Qualification: B.E., Ph.D. Occupation: Service, Age: 64 Years DIN: 08189580	Independent Director	30.07.2018	NIL
10.	Dr.K.P.K.Pillay Qualification: LL.B., Ph.D. Occupation: Advocate Age: 64 Years DIN: 08189583	Independent Director	30.07.2018	NIL

14.9 The details of changes in the Board of Directors during the last 3 years from the date of the publication of the Public Announcement (i.e. November 4, 2020) are as under:

Sl. No.	Name of the Director	Appointment/ Cessation	Date of Appointment/ Change/ Cessation	Reason
1.	Shri Susanta Kumar Roy, Director (Projects)	Appointment	19.01.2018	-
2.	Shri Prasanta Kumar Mohapatra, Director (Technical)	Appointment	31.01.2018	-
3.	Shri Prakash Tiwari, Director (Operations)	Appointment	31.01.2018	-
4.	Shri K. Sreekant, Director (Finance)	Appointment	29.03.2018	Additional Charge for the post of Director (Finance)
5.	Shri Vivek Kumar Dewangan Govt. Nominee Director	Appointment	28.04.2018	-
6.	Shri Aniruddha Kumar, Govt. Nominee Director	Cessation	30.07.2018	Change in nomination by Govt. of India
7.	Dr. K.P. Kylasanatha Pillay, Independent Director	Appointment	30.07.2018	-
8.	Dr. Bhim Singh, Independent Director	Appointment	30.07.2018	-
9.	Ms. Archana Agrawal, Govt. Nominee Director	Appointment	07.08.2018	-
10.	Dr. Gauri Trivedi, Independent Woman Director	Cessation	15.11.2018	Completion of Tenure
11.	Dr. Gauri Trivedi, Independent Woman Director	Re-appointment	16.11.2018	-
12.	Shri K. Biswal, Director (Finance)	Cessation	08.12.2018	Completion of Tenure
13.	Shri K. Sreekant Director (Finance)	Cessation	03.11.2018	Completion of Tenure
14.	Shri K. Sreekant, Director (Finance)	Re- appointment	12.02.2019	Again entrusted the additional charge of Director (Finance)
15.	Ms. Archana Agrawal, Govt. Nominee Director	Cessation	22.04.2019	Change in nomination by Govt. of India
16.	Shri S. Chander, Independent Director	Cessation	12.06.2019	Completion of Tenure
17.	Shri Anurag Agarwal, Govt. Nominee Director	Appointment	01.07.2019	-
18.	Shri Anurag Agarwal, Govt. Nominee Director	Cessation	12.07.2019	Change in nomination by Govt. of India

Sl. No.	Name of the Director	Appointment/ Cessation	Date of Appointment/ Change/ Cessation	Reason
19.	Shri Prasanta Kumar Mohapatra, Director (Technical)	Cessation	31.07.2019	Superannuation
20.	Shri K. Sreekant Director (Finance)	Cessation	12.08.2019	Completion of Tenure
21.	Shri A.K. Gautam Director (Finance)	Appointment	18.10.2019	-
22.	Dr. Gauri Trivedi, Independent Woman Director	Cessation	15.11.2019	Completion of Tenure
23.	Shri Susanta Kumar Roy, Director (Projects)	Cessation	30.11.2019	Superannuation
24.	Shri Ashish Upadhaya, Govt. Nominee Director	Appointment	22.01.2020	-
25.	Shri Saptarshi Roy, Director (HR)	Cessation	31.03.2020	Superannuation
26.	Shri Dillip Kumar Patel, Director (HR)	Appointment	01.04.2020	-
27.	Shri Prakash Tiwari, Director (Operations)	Cessation	30.04.2020	Superannuation
28.	Shri Ramesh Babu V. Director (Operations)	Appointment	01.05.2020	-
29.	Shri A.K. Gupta, Director (Commercial)	Cessation	31.07.2020	Superannuation
30.	Shri Chandan Kumar Mondol Director (Commercial)	Appointment	01.08.2020	-
31.	Shri Ujjwal Kanti Bhattacharya Director (Projects)	Appointment	28.08.2020	-
32.	Shri M.P. Singh, Independent Director	Cessation	07.09.2020	Completion of Tenure
33.	Shri P.K. Deb, Independent Director	Cessation	07.09.2020	Completion of Tenure
34.	Shri Shashi Shekhar, Independent Director	Cessation	07.09.2020	Completion of Tenure
35.	Shri Subhash Joshi, Independent Director	Cessation	07.09.2020	Completion of Tenure
36.	Shri Vinod Kumar, Independent Director	Cessation	07.09.2020	Completion of Tenure

14.10 The buyback will not result in any benefit to the Directors of the Company/ Promoter and person in control of the Company/ group companies except to the extent of their intention to participate in the Buyback and actual participation in the Buyback and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the Equity Share Capital post Buyback.

14.11 Details of shareholding of Directors & Key Managerial Personnel as on the date of publication of the Public Announcement (i.e. November 4, 2020) are as under:

Sl. No.	Director/Key Managerial Personnel Name	No. of Equity Shares held
1.	Sh. Gurdeep Singh	5,828
2.	Sh. A.K. Gautam	12,370
3.	Sh. Dillip Kumar Patel	NIL
4.	Sh. Ramesh Babu V.	3,240
5.	Sh. C.K. Mondol	NIL
6.	Sh. Ujjwal Kanti Bhattacharya	6,508

Sl. No.	Director/Key Managerial Personnel Name	No. of Equity Shares held
7.	Sh.Vivek Kumar Dewangan	NIL
8.	Sh. Ashish Upadhyaya	NIL
9.	Dr. K.P. Kylasanatha Pillay	NIL
10.	Dr. Bhim Singh	NIL
11.	Ms. Nandini Sarkar	3,034

15. FINANCIAL INFORMATION ABOUT THE COMPANY

a) The salient financial information of the Company extracted from the audited standalone financial statement for last three years being March 31, 2020, March 31, 2019 and March 31, 2018 and unaudited limited reviewed financial results for six months period ended September 30, 2020 are given below:

(Rs. in Crore)

Key Financials	For six months ended 30 September 2020	For the year ended 31 March 2020	For the year ended 31 March 2019	For the year ended 31 March 2018*
	(Limited Reviewed)	(Audited)	(Audited)	(Audited)
Revenue from Operations	48,130.60	97,700.39	90,307.43	83,452.70
Other Income	1,913.73	2,778.02	1,872.13	1,755.25
Total Income	**50,044.33**	**1,00,478.41**	**92,179.56**	**85,207.95**
Total Expenses (excluding interest & depreciation & amortisation)	33,202.12	70,607.67	67,535.94	61,785.38
Interest	3,855.33	6,781.97	4,716.74	3,984.25
Depreciation & amortisation	5,059.16	8,622.85	7,254.36	7,098.86
Profit before exceptional items, tax and regulatory deferral account balances	**7,927.72**	**14,465.92**	**12,672.52**	**12,339.46**
Exceptional Items - Expense / (Income)	1,363.00	-	-	-
Profit before tax and regulatory deferral account balances	**6,564.72**	**14,465.92**	**12,672.52**	**12,339.46**
Provisions for tax (including Deferred tax)	1,739.18	9,181.95	(2,918.71)	5,257.14
Profit for the period before regulatory deferral account balances	**4,825.54**	**5,283.97**	**15,591.23**	**7,082.32**
Net movement in regulatory deferral account balances (net of tax)	1,149.42	4,828.84	(3,841.34)	3,260.85
Profit/ (Loss) from discontinuing operation	-	-	-	-
Profit for the period	**5,974.96**	**10,112.81**	**11,749.89**	**10,343.17**
Paid-up Equity Share Capital	9,894.56	9,894.56	9,894.56	8,245.46
Reserve & Surplus, excluding revaluation reserves & Misc. expenditures to the extent not written off	1,06,352.19	1,03,086.40	96,876.98	92,901.10
Net worth, excl. revaluation reserves & Misc. expenditures to the extent not written off	1,16,246.75	1,12,980.96	1,06,771.54	1,01,146.56
Total Debt, excluding working capital loans	1,58,685.95	1,52,693.62	1,27,430.48	1,15,104.29

**Restated as reported in Annual Report of FY 2018-19.*

Financial Ratios are as under:

Particulars	For six months ended 30 September 2020 (Limited Reviewed)	For the year ended 31 March 2020 (Audited)	For the year ended 31 March 2019 (Audited)	For the year ended 31 March 2018 (Audited)
Earnings per Share (Rs.)	6.04	10.22	11.88	10.45*
Debt/ Equity Ratio	1.37	1.35	1.19	1.14
Book Value (Rs. per Share)	117.49	114.18	107.91	102.22*
Return on Net worth (%)	5.14	8.95	11.00	10.23
Total Debt/ Net worth (%)	136.51	135.15	119.35	113.80

** EPS for the year ended March 31, 2018 was re-calculated from Rs.12.54 to Rs.10.45 due to issue of bonus shares in FY 2018-19 in the proportion of one equity share for every five existing equity shares. Further, Book Value (Rs. per Share) for the year ended March 31, 2018 was also re-calculated to Rs.102.22 from Rs.122.67 due to issue of bonus shares in FY 2018-19.*

Notes:

1. Net worth = Equity Capital + Reserves & Surplus –Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings.
3. Reserves and Surplus =Total Reserves and Surplus less fly ash utilisation reserve.

Key Ratios basis:

Earnings per Share - Basic (Rs.)	Net profit attributable to the equity shareholders / Weighted average number of Shares outstanding during the year
Book Value per Share (Rs.)	(Paid up Equity Share Capital + Reserves and Surplus) / No. of Equity Shares Subscribed
Return on Net worth excluding revaluation reserves (%)	Net Profit for the period/ Net Worth excluding revaluation reserves
Debt - Equity Ratio	Total Debt/ Net Worth

b) Salient financial parameters consequent to the Buyback based on the latest audited standalone financial statements for the financial year ended 31 March 2020 are as under:

Parameters	Pre-Buyback	Post-Buyback*
Net worth (Rs. in Crore)	1,12,980.96	1,10,705.21
Return on Net worth (%)	8.95	9.13
Earnings Per Share (of Rs.10 each)	10.22	10.43
Book Value per Share (Rs.)	114.18	114.17
P/E as per the latest audited financial results	8.24	8.07
Total Debt/ Equity Ratio	1.35	1.38

**(Assuming full acceptance of Equity Shares in the Buyback Offer in the ratio of Buyback)*

Note:

1. Net worth = Equity Share Capital + Reserves & Surplus – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowing + Short Term Borrowings + Current Maturities of Long Term Borrowings less working capital loans.
3. Reserves and Surplus = Total Reserves and Surplus less fly ash utilisation reserve.

The key ratios have been computed as below:

Key Ratios Basis:

Earnings per Share - Basic (Rs.)	Net Profit attributable to equity shareholders / Weighted average number of Shares outstanding during the year
Book value per Share (Rs.)	(Paid up Equity Share Capital + Reserves and Surplus) / No of Equity Shares Subscribed
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax attributable to equity shareholders / Net Worth excluding revaluation reserves
Debt-Equity Ratio	Total Debt / Net Worth
P/E ratio	Closing price on NSE & BSE as on 31.03.2020* (i.e. Rs.84.20 / Earnings per share)

**Last trading day of Financial Year 2019-20*

c) The salient financial information of the Company extracted from the audited consolidated financial statement for last three years being 31 March 2020, 31 March 2019 and 31 March 2018 and unaudited limited reviewed consolidated financial results for six months ended 30 September 2020 are given below:

(Rs. in crore)

Key Financials	**For six months ended 30 September 2020**	**For the year ended 31 March 2020**	**For the year ended 31 March 2019***	**For the year ended 31 March 2018****
	(Limited Reviewed)	**(Audited)**	**(Audited)**	**(Audited)**
Revenue from Operations	53,902.52	1,09,464.04	1,00,286.54	88,083.31
Other Income	1,569.80	2,908.54	2,246.51	1,558.28
Total Income	**55,472.32**	**1,12,372.58**	**1,02,533.05**	**89,641.59**
Total Expenses (excluding interest & depreciation & amortisation)	36,442.63	77,927.46	73,605.67	65,662.85
Interest	4,684.62	8,116.85	5,604.65	4,434.59
Depreciation & amortisation	5,951.47	10,356.16	8,669.03	7,459.93
Profit before exceptional items, share of net profits of joint ventures accounted for using equity method, tax and regulatory deferral account balances	**8,393.60**	**15,972.11**	**14,653.70**	**12,084.22**
Exceptional Items - Expense / (Income)	1,506.96	-	-	-
Profit before share of net profits of joint ventures accounted for using equity method, tax and regulatory deferral account balances	**6,886.64**	**15,972.11**	**14,653.70**	**12,084.22**
Share of net profits of joint ventures accounted for using equity method	285.47	405.40	672.17	445.05
Profit before tax and regulatory deferral account balances	**7,172.11**	**16,377.51**	**15,325.87**	**12,529.27**
Provisions for tax (including Deferred tax)	2,027.14	9,347.54	(2,779.94)	5,652.94
Profit for the period before regulatory deferral account balances	**5,144.97**	**7,029.97**	**18,105.81**	**6,876.33**
Net movement in regulatory deferral account balances (net of tax)	1,298.58	4,872.01	(4,071.32)	3,625.17
Profit/(Loss) from discontinuing operation	-	-	-	-
Profit for the period	**6,443.55**	**11,901.98**	**14,034.49**	**10,501.50**
Profit/(Loss) attributable to non-controlling interest	117.17	301.75	297.81	(42.45)
Profit attributable to owners of the parent company	**6,326.38**	**11,600.23**	**13,736.68**	**10,543.95**
Paid-up Equity Share Capital	9,894.56	9,894.56	9,894.56	8,245.46
Reserve & Surplus, excluding revaluation reserves, Misc. expenditures to the extent not written off	1,11,978.12	1,08,342.53	1,00,821.15	94,686.56

Key Financials	For six months ended 30 September 2020 (Limited Reviewed)	For the year ended 31 March 2020 (Audited)	For the year ended 31 March 2019* (Audited)	For the year ended 31 March 2018** (Audited)
Net worth, excluding revaluation reserves & Misc. expenditures to the extent not written off	1,21,872.68	1,18,237.09	1,10,715.71	1,02,932.02
Total Debt, excluding working capital loans	1,90,902.03	1,84,869.79	1,56,389.29	1,23,368.18

** Restated as reported in annual report of FY 2019-20*
*** Restated as reported in annual report of FY 2018-19*

Financial Ratios are as under:

Particulars	For six months ended 30 September 2020 (Limited Reviewed)	For the year ended 31 March 2020 (Audited)	For the year ended 31 March 2019 (Audited)	For the year ended 31 March 2018 (Audited)
Earnings per Share (Rs.)	6.39	11.72	13.88	10.66*
Debt/Equity Ratio	1.57	1.56	1.41	1.20
Book Value (Rs. per Share)	123.17	119.50	111.90	104.03*
Return on Net worth (%)	5.19	9.81	12.41	10.24
Total Debt/Net worth (%)	156.64	156.36	141.25	119.85

**EPS for the year ended March 31, 2018 was re-calculated to Rs. 10.66 from Rs. 12.79 due to issue of bonus shares in FY 2018-19 in the proportion of one equity share for every five existing equity shares. Further, Book Value (Rs. per Share) for the year ended March 31, 2018 has also been re-calculated, due to issue of bonus shares in FY 2018-19.*

Notes:

1. Net worth = Equity Capital + Reserves & Surplus – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowings + Short Term Borrowings + Current Maturities of Long Term Borrowings.
3. Reserves & Surplus - Total Reserves & Surplus less fly ash utilisation & CSR reserve.

Key Ratios basis:

Earnings per Share - Basic (Rs.)	Net profit attributable to the owners of the parent company / Weighted average number of Shares outstanding during the year
Book Value per Share (Rs.)	(Paid up Equity Share Capital + Reserves and Surplus) / No. of Equity Shares Subscribed
Return on Net worth excluding revaluation reserves (%)	Net Profit for the period attributable to owners of parent company / Net Worth excluding revaluation reserves
Debt- Equity Ratio	Total Debt/ Net Worth

d) Salient financial parameters consequent to the Buyback based on the latest audited consolidated financial statements for the financial year ended March 31, 2020 are as under:

Parameters	Pre-Buyback	Post- Buyback*
Net worth (Rs. in Crore)	1,18,237.09	1,15,961.34
Return on Net worth (%)	9.81	10.00
Earnings Per Share (of Rs.10 each)	11.72	11.96
Book Value per Share (Rs.)	119.50	119.59
P/E as per the latest audited financial results	7.18	7.04
Total Debt/ Equity Ratio	1.56	1.59

**(Assuming full acceptance of Equity Shares in the Buyback Offer in the ratio of Buyback)*

Notes:

1. Net worth = Equity Share Capital + Reserves& Surplus – Miscellaneous Expenditure.
2. Total Debt = Long Term Borrowing + Short Term Borrowings + Current Maturities of Long Term Borrowings.
3. Reserves and Surplus = Total Reserves and Surplus less fly ash utilisation reserve and CSR reserve.

The key ratios have been computed as below:

Key Ratios Basis:

Earnings per Share - Basic (Rs.)	Net profit attributable to the owners of the parent company/ Weighted average number of Shares outstanding during the year
Book value per Share (Rs.)	(Paid up Equity Share Capital + Reserves and Surplus) / No of Equity Shares Subscribed
Return on Net Worth excl. revaluation reserves (%)	Net Profit After Tax attributable to owners of parent company / Net Worth excluding revaluation reserves
Debt-Equity Ratio	Total Debt / Net Worth
P/E ratio	Closing price on NSE & BSE as on 31 March 2020* (i.e. Rs. 84.20) / Earnings per share

**Last trading day of Financial Year 2019-20*

16. STOCK MARKET DATA

16.1 The Company's Equity Shares are listed on BSE and NSE. The maximum volume of trading in the Equity Shares of the Company is recorded on NSE. The high, low and average market prices in preceding three financial years (April to March period) and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement (i.e. November 4, 2020) from April 2020 to October 2020 and the corresponding volumes on the BSE and NSE is as follows:

For BSE:

Period	High* (Rs.)	Date of High	Number of Shares traded on that date	Low* (Rs.)	Date of Low	Number of shares traded on that date	Average Price* (Rs.)	Total volume of traded in the period (Shares)
PRECEDING 3 YEARS								
FY 2018	187.95	October 27, 2017	2,22,994	153.30	May 29, 2017	4,02,843	168.85	19,10,73,333
FY 2019 (March 19, 2019** to March 31, 2019)	141.25	March 26, 2019	10,48,151	128.10	March 20, 2019	9,62,812	135.29	1,20,25,103
FY 2019 (April 1, 2018 to March 18, 2019)	179.85	April 18, 2018	1,33,108	128.10	February 13, 2019	1,80,576	156.18	8,18,75,505
FY 2020	145.85	July 1, 2019	11,47,134	74.00	March 23, 2020	6,21,524	120.44	12,87,79,779
PRECEDING 6 MONTHS								
May 2020	98.85	May 29, 2020	4,33,201	85.55	May 12, 2020	4,73,147	91.75	1,35,39,099
June 2020	103.7	June 24, 2020	13,26,954	90.00	June 18, 2020	6,90,319	96.03	1,55,78,984
July 2020	96.4	July 6, 2020	3,87,341	85.90	July 16, 2020	2,96,752	89.83	1,98,18,615
August 2020	108.00	August 24, 2020	56,46,380	85.05	August 3, 2020	4,76,411	94.02	3,45,34,987
September 2020	101.10	September1, 2020	16,02,986	82.10	September24, 2020	8,10,649	90.12	1,79,36,033
October 2020	90.65	October 28, 2020	14,28,844	78.10	October 14, 2020	50,02,397	83.74	2,67,27,092

N.A.: Not Available
Source: www.bseindia.com
**High and Low price for the period are based on intra day prices and Average Price is based on average of closing price.*
*** Ex-date of Bonus Issue of (1:5) on March 19, 2019*

For NSE:

Period	High* (Rs.)	Date of High	Number of Shares traded on that date	Low* (Rs.)	Date of Low	Number of shares traded on that date	Average Price* (Rs.)	Total volume of traded in the period (Shares)
PRECEDING 3 YEARS								
FY 2018	188.00	October 27, 2017	60,22,814	153.15	May 29, 2017	68,35,953	168.99	1,49,57,44,813

Period	High* (Rs.)	Date of High	Number of Shares traded on that date	Low* (Rs.)	Date of Low	Number of shares traded on that date	Average Price* (Rs.)	Total volume of traded in the period (Shares)
FY 2019 (March 19, 2019** to March 31, 2019)	142.00	March 26, 2019	2,35,10,777	128.10	March 20, 2019	2,80,98,992	135.30	27,22,23,801
FY 2019 (April 1, 2018 to March 18, 2019)	180.00	April 418, 2018	41,24,162	128.00	February 13, 2019	1,15,59,385	156.24	1,79,64,22,661
FY 2020	145.85	July 1, 2019	3,12,89,422	73.20	March 23, 2020	3,76,53,590	120.44	3,43,72,27,117
PRECEDING 6 MONTHS								
May 2020	98.85	May 29, 2020	1,98,94,337	85.65	May 12, 2020	1,81,25,053	91.74	29,26,21,657
June 2020	103.80	June 24, 2020	2,40,55,053	89.90	June 18, 2020	1,65,20,112	96.01	38,96,62,338
July 2020	96.40	July 6, 2020	1,18,30,916	85.85	July 16, 2020	1,01,52,713	89.84	33,75,56,067
August 2020	108.00	August 24, 2020	4,91,55,456	85.00	August 3, 2020	4,91,55,456	94.02	76,42,89,343
September 2020	101.15	September 1, 2020	4,43,04,572	82.15	September 24, 2020	1,77,24,733	90.11	54,49,29,042
October 2020	90.65	October 28, 2020	4,47,63,307	78.10	October 14, 2020	4,71,14,567	83.75	61,57,94,361

N.A.: Not Available
Source: www.nseindia.com
** High and Low price for the period are based on intra day prices and Average Price is based on average of closing price.*
*** Ex-date of Bonus Issue of (1:5) on March 19, 2019*

16.2 The closing market price of the Equity Shares of the Company:

(a) As on October 30, 2020 i.e. the trading day before November 2, 2020, being the date of Board Meeting approving the Buyback was Rs.87.60 per Equity Share on BSE and Rs.87.60 per Equity Share on NSE.
(b) As on November 2, 2020, i.e. the date of Board Meeting approving the Buyback was Rs.89.25 per Equity share on BSE and Rs.89.20 per Equity share on NSE.
(c) As on November 3, 2020, i.e. the day immediately after November 2, 2020, being the date of Board Meeting approving the Buyback was Rs.85.90 per Equity Share on BSE and Rs.85.95 per Equity Share on NSE.
(d) As on November 4, 2020, i.e., the date of publication of Public Announcement was issued was Rs.85.10 per Equity Share on BSE and Rs. 85.10 per Equity Share on NSE.

17. DETAILS OF STATUTORY APPROVALS

17.1 The Buyback Offer is subject to approval, if any required, under the provisions of the Companies Act, 2013, FEMA, the Buyback Regulations and/or such other applicable rules and regulations in force for the time being.

17.2 Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA and the rules and regulations framed thereunder read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI, subject to the adherence to pricing guidelines, documentation and reporting requirements for such transfers as specified by RBI.

17.3 By agreeing to participate in the Buyback, the NRE and NRI shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company

17.4 Erstwhile OCB are required to obtain specific prior approval from RBI for tendering Equity Shares in the Buyback Offer. The Company shall not accept Equity Shares from OCB Shareholders in respect of whom such RBI approval is required and copies of such approvals are not submitted.

17.5 As on date, there are no other statutory or regulatory approvals required to implement the Buyback Offer, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buyback Offer will be subject to such statutory or regulatory approval(s). In the event

of any delay in receipt of any statutory / regulatory approvals, changes to the proposed timetable of the Buyback Offer, if any, shall be intimated to the Stock Exchanges.

17.6 The Buyback has been approved by the Board of Directors in their meeting held on November 2, 2020.

18. DETAILS OF REGISTRAR TO THE BUYBACK OFFER

Eligible shareholders who wish to tender their Equity Shares in the Buyback are required to send the Tender Form, TRS, Physical Share certificate (for physical Shareholders only) and other documents by superscribing the envelope as "**NTPC Limited Buyback 2020**" to the Registrar to the Buyback Offer either by registered post/courier or hand delivery at their below office, so that the same are received not later than Monday, December 21, 2020 by 5.00 p.m.:

Alankit
Health & Wealth, We Manage Both

Alankit Assignments Limited
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055
Tel No: +91-11-4254 1234 / 2354 **Fax:** +91-11-2355 2001
Contact Person: Mr. Mahesh Pandey
Email: alankit_ntpc@alankit.com
Website: www.alankit.com
SEBI Registration Number: INR000002532
Validity Period: Permanent
CIN: U74210DL1991PLC042569

TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK OFFER.

ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS; OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

19. PROCESS AND METHODOLOGY FOR THE BUYBACK

19.1 The Company proposes to buyback not exceeding 19,78,91,146 (Nineteen Crore Seventy Eight Lakh Ninety One Thousand One Hundred Forty Six) Equity Shares from the Eligible Shareholders of the Company, on a proportionate basis, through the Tender Offer process at a price of Rs 115 (Rupees One Hundred Fifteen only) per Equity Share, payable in cash for an aggregate consideration not exceeding Rs 2275,74,81,790/- (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. The maximum number of Equity Shares proposed to be bought back represents 2% of the total number of Equity Shares in the paid-up share capital of the Company. The Buyback is in accordance with the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act 2013 and rules made thereunder, in accordance with Article 23A of the Articles of Association of the Company and the Buyback Regulations and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to SEBI, Stock Exchanges, RBI etc. The Buyback Offer Size represents 2.19% and 2.01% of the aggregate of the fully paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company, respectively for the financial year ended March 31, 2020 (the last audited standalone and consolidated financial statements available as on the date of the Board Meeting approving the Buyback).

The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders are advised to consult their own advisors to consider participation in the Buyback.

19.2 The aggregate shareholding of the Promoter as on Record Date i.e. Friday, November 13, 2020 is 5,04,80,97,508 Equity Shares, which represents 51.02% of the existing Equity Share capital of the Company. In terms of the Buyback Regulations, under the Tender Offer process, the promoter and the promoter group of the company has the option to participate in the Buyback. In this regard, the President of India acting through Ministry of Power, Government of India, vide their letter dated November 3, 2020 intends to participate in the Buyback and tender up to such extent that the minimum shareholding of the Promoter post buyback remains at least 51.00% of the post buyback equity share capital of the Company in compliance with the Buyback Regulations.

19.3 Assuming that the above stated Promoter i.e. The President of India acting through Ministry of Power, Government of India, tenders their Equity Shares in the Buyback (in accordance with the declaration provided by them), the aggregate shareholding of the Promoter, post Buyback will increase to 51.16% of the post Buyback equity share capital of the Company, if all the public Shareholders participate upto their entitlement (full acceptance) and will reduce to 51.00% of the post Buyback equity share capital of the Company if none of the public shareholders participate in the Buyback Offer. The Promoter vide their letter dated November 3, 2020 intends to participate in the Buyback and tender up to such extent that the minimum shareholding of the Promoter post buyback remains at least 51.00% of the post buyback equity share capital of the Company in compliance with the Buyback Regulations.

19.4 Record Date, Ratio of the Buyback and entitlement of each Shareholder

a) The Board of Directors of the Company in its meeting held on November 2, 2020 announced Friday, November 13, 2020 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Shareholders, who are eligible to participate in the Buyback Offer.

b) The Equity Shares proposed to be bought back by the Company shall be divided in two categories:

- Reserved category for Small Shareholders ("**Reserved Category**"); and
- General category for all Eligible Shareholders other than Small Shareholders ("**General Category**")

c) As defined in the Buyback Regulations, a "**Small Shareholder**" is a shareholder who holds Equity Shares having market value, on the basis of closing price on the stock exchange in which the highest trading volume as on Record Date, of not more than Rs. 2,00,000 (Rupees Two Lakh only). As on the Record Date, the volume of Shares traded on NSE was 2,40,25,139 shares and on BSE was 10,10,564 Shares. Accordingly, NSE being the exchange with highest turnover, the closing price was Rs. 91.45 and hence all Shareholders holding not more than 2,186 Equity Shares as on the Record Date are classified as 'Small Shareholders' for the purpose of the Buyback Offer.

d) Based on the above definition, there are 8,00,541 Small Shareholders with aggregate shareholding of 21,33,28,714 Shares, as on Record Date, which constitutes 2.16% of the outstanding paid up equity share capital of the Company and 107.80% of the number of 19,78,91,146 Equity Shares which are proposed to be bought back as part of this Buyback Offer.

e) In compliance with Regulation 6 of the Buyback Regulations, the reservation for the Small Shareholders, will be 2,96,83,672 Equity Shares which is higher of:

i. Fifteen percent of the number of Equity Shares which the Company proposes to Buyback i.e. 15% of 19,78,91,146 Equity Shares which works out to 2,96,83,672 Equity Shares; or
ii. The number of Equity Shares entitled as per their shareholding as on Record Date [i.e. (19,78,91,146/ 9,89,45,57,280) x 21,33,28,714] which works outs to 42,66,575 Equity Shares.

All the outstanding Equity Shares have been used for computing the entitlement of Small Shareholders since the Promoter i.e. (the President of India, acting through Ministry of Power, Government of India) also intends to offer Equity Shares held by them in the Buyback.

f) Based on the above and in accordance with Regulation 6 of the Buyback Regulations, 2,96,83,672 Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of 16,82,07,474 Equity Shares.

g) Based on the above entitlements, the Ratio of Buyback for both categories is decided as below:

Category	Ratio of Buyback
Reserved Category	91 Equity Shares out of every 654 fully paid-up Equity Shares held on the Record Date
General Category	9 Equity Shares out of every 518 fully paid-up Equity Shares held on the Record Date

(The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is 13.91452254% and General Category for all other Eligible Shareholders is 1.737460002%.)

19.5 Fractional Entitlements

If the Buyback Entitlement, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not a round number (i.e. not in the multiple of 1 (one) Equity Share) then the fractional entitlement shall be ignored for computation of Buyback Entitlement to tender Equity Shares in the Buyback Offer, for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 7 or less Equity Shares as on Record Date will be dispatched, electronically through email, a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buyback Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares. The Company shall make best efforts subject to Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholder to the extent possible and permissible.

19.6 Basis of Acceptance of Equity Shares validly tendered in the Reserved Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by the Small Shareholders in the Reserved Category in the following order of priority:

a) Full acceptance (i.e. 100%) of Shares from Small Shareholders in the Reserved Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.

b) Post the acceptance as described in paragraph 19.6 (a) above, in case, there are any Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Shares (on account of ignoring the fractional entitlement), and have tendered Additional Shares, shall be given preference and one Equity Share each from the Additional Shares tendered by these Small Shareholders shall be bought back in the Reserved Category.

c) Post the acceptance as described in paragraph 19.6 (a) and (b) above, in case, there are any validly tendered unaccepted Shares in the Reserved Category **("Reserved Category Additional Shares")** and Shares left to be bought back in Reserved Category, the Reserved Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Shareholder shall be equal to the Reserved Category Additional Shares tendered by the Shareholder divided by the total Reserved Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in Reserved Category. For the purpose of this calculation, the Reserved Category Additional Shares taken into account for such Small Shareholders, from whom one Equity Share has been accepted in accordance with paragraph 19.6 (b) above, shall be reduced by one.

d) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.6 (c) above, will be made as follows:

- For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- For any Small Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.7 Basis of Acceptance of Equity Shares validly tendered in the General Category

Subject to the provisions contained in this Letter of Offer, the Company will accept the Shares tendered in the Buyback Offer by Eligible Shareholders (other than Small Shareholders) in the General Category in the following order of priority:

a) Full Acceptance (i.e.100%) of Shares from Eligible Shareholders in the General Category who have validly tendered their Shares, to the extent of their Buyback Entitlement, or the number of Shares tendered by them, whichever is less.

b) Post the acceptance as described in paragraph 19.7 (a) above, in case, there are any validly tendered unaccepted Shares in the General Category **("General Category Additional Shares")** and Shares left to be bought back in General Category, the General Category Additional Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the Buyback Regulations, i.e. valid acceptances per Eligible Shareholder shall be equal to the General Category Additional Shares validly tendered by the Eligible Shareholders divided by the total General Category Additional Shares and multiplied by the total number of Shares remaining to be bought back in General Category.

c) Adjustment for fractional results in case of proportionate acceptance, as described in paragraph 19.7 (b) above, will be made as follows:

- For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- For any Eligible Shareholder, if the number of Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.8 Basis of Acceptance of Shares between Categories

a) After acceptances of tenders, as mentioned in 19.6 and 19.7 above, in case, there are any Shares left to be bought back in one category ('**Partially filled Category**'), and there are additional unaccepted validly tendered Shares ('**Further Additional Shares')** in the second Category ('**Over Tendered Category**'), then the Further Additional Shares in the Over Tendered Category shall be accepted in a proportionate manner i.e. valid Acceptances per Shareholder shall be equal to the Further Additional Shares validly tendered by an Eligible Shareholder in the Over Tendered Category divided by the total Further Additional Shares in the Over Tendered Category and multiplied by the total Shares left to be bought back in the Partially filled Category.

b) If the Partially Filled Category is the General Category and the Over Tendered Category is the Reserved Category, then any Small Shareholder who has tendered Additional Shares shall be eligible for priority acceptance of one Equity Shares before acceptance in paragraph 19.8(a) above out of the Shares left to be bought back in the Partially Filled Category, provided no acceptance could take place from such Shareholder in accordance with paragraph 19.6.

c) Adjustment for fraction results in case of proportionate acceptance, as defined in paragraph 19.8(a) above:

- For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
- For any Eligible Shareholder, if the number of Further Additional Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional acceptance is less than 0.50, then the fraction shall be ignored.

19.9 For avoidance of doubt, it is clarified that the Shares accepted under the Buyback Offer from each Eligible Shareholder, in accordance with above clauses, shall be lower of the following:

- the number of Shares tendered by the respective Shareholder, and
- the number of Shares held by the respective Shareholder, as on the Record Date.

19.10 For the avoidance of doubt, it is clarified that the Equity Shares tendered by any Eligible Shareholder over and above the number of Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with above clauses.

19.11 Clubbing of Entitlements

In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the buyback entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed

together. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

20.1 The Buyback is open to all Eligible Shareholders of the Company holding either Physical Shares or Demat Shares as on the Record Date as per the records made available to the Company by the Depositories/Registrar as on the Record Date. The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be emailed to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records on the Record Date.

20.2 The Eligible Shareholder(s) who have registered their Email IDs with the depositories / the Company /Registrar and Transfer Agent shall only be mailed the Letter of Offer as per the SEBI Relaxation Circulars. The Letter of Offer will also be made available on the website of the Company at www.ntpc.co.in; the Stock Exchanges at www.bseindia.com and www.nseindia.com; Registrar to the Buyback at www.alankit.com and Manager to the Buyback at www.idbicapital.com. However, on the receipt of the request from the Eligible Shareholder for the physical copy, Registrar to the Buyback, Manger to the Buyback and Company shall undertake reasonable steps to send the Letter of Offer and the Tender Form in the physical form either by courier/registered post or any other permissible mode. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in sub-paragraph 20.13 below.

20.3 The non-receipt of Letter of Offer by, or accidental omission to mailed the Letter of Offer to any person who is eligible to receive the same to participate in the Buyback, shall not invalidate the Buyback Offer in any way.

20.4 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

20.5 The Company shall comply with Regulation 24(v) of the Buyback Regulations which states that the Company shall not buyback the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferrable.

20.6 Eligible Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in paragraph 19 (*Process and Methodology for the Buyback*) of this Letter of Offer.

20.7 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares, if any tendered by Eligible Shareholders will be accepted as per paragraphs 19.6, 19.7 and 19.8.

20.8 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any

changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and the such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.

20.9 As elaborated under Paragraph 19.4(b) above, the Equity Shares proposed to be bought as a part of the Buyback is divided into two categories:

(a) Reserved Category for Small Shareholders and
(b) General Category for other Eligible Shareholders, and the Buyback Entitlement of an Eligible Shareholder in each category shall be calculated accordingly.

20.10 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in other category.

20.11 The Buyback shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016, Notice Number 20170202-34 dated February 02, 2017, from BSE and following the procedure prescribed in the Companies Act, 2013 and the Buyback Regulations and as may be determined by the Board (including the Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

20.12 The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date.

20.13 **In case of non-receipt of Letter of Offer and Tender Form**

(i) If Eligible Shareholder(s) holding Equity shares in dematerialized form, who have been sent the Letter of Offer through electronic means wish to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, the Company shall undertake reasonable steps to send the Letter of Offer and the Tender Form either physically by an expedited commercial courier service/ registered post or by any other permissible mode of communication (to the extent possible). An Eligible Shareholder may participate in the Offer by downloading the Letter of Offer and the Tender Form from the website of the Company at www.ntpc.co.in, the Stock Exchanges at www.bseindia.com and www.nseindia.com the Registrar to the Buyback at www.alankit.com and the Manager to the Buyback at www.idbicapital.com, in accordance with the SEBI Relaxation Circulars or send an application in writing on plain paper signed by all Eligible Shareholders (in case of joint holding), stating name and address of Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name/ID, beneficiary account number, number of Equity Shares tendered for the Buyback.

(ii) An Eligible Shareholder holding Equity Shares in physical form, may participate in the Buyback by downloading the Letter of Offer and Tender Form from the website of the Company at www.ntpc.co.in, the Stock Exchanges at www.bseindia.com and www.nseindia.com, the Registrar to the Buyback at www.alankit.com and the Manager to the Buyback at www.idbicapital.com, in accordance with the SEBI Relaxation Circulars or by providing their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer form (SH-4) can be downloaded from the Company's website at www.ntpc.co.in. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in 20.26 below), reach the Registrar to the Buyback not later than Monday, December 21, 2020 by 5:00 p.m. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback or the Company or are not in the same order (although attested), the Company or the Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to section 20.26 below titled as "Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form" of this Letter of Offer.

(iii) Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by the Designated Stock Exchange before the Buyback Closing Date, otherwise the same are liable to be rejected.

20.14 The Company shall accept the Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the "plain paper" option as mentioned above are advised to confirm their Buyback Entitlement from the Registrar to the Buyback, before participating in the Buyback.

20.15 For implementation of the Buyback, the Company has appointed IDBI Capital Markets & Securities Limited as the registered broker to the Company (the "**Company's Broker**") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai - 400005
Contact Person: Charushila Parkar
Tel No.: +91 22 2217 1700; **Fax No.:**+91 22 2215 1787;
Email: charushila.parkar@idbicapital.com; **Website:** www.idbicapital.com
SEBI Registration Number: INZ000007237
Corporate Identity Number: U65990MH1993GOI075578

20.16 The Company has appointed BSE to provide a separate Acquisition Window to facilitate placing of sell orders by the Eligible Shareholders who wish to tender Equity Shares in the Buyback. BSE would be the Designated Stock Exchange for this Buyback Offer. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stock brokers ("**Shareholder Broker**").

20.17 In the event Shareholder Broker(s) of Eligible Shareholder is not registered with BSE then that Eligible Shareholder can approach any BSE registered stock broker and can make a bid by using quick Unique Client Code ("**UCC**") facility through that BSE registered stock broker after submitting the details as may be required by that stock broker to be in compliance with the SEBI regulations. In case Eligible Shareholder is not able to bid using quick UCC facility through any other BSE registered stock broker then the Eligible Shareholder may approach Company's Broker to bid by using quick UCC facility.

20.18 The Eligible Shareholder approaching BSE registered stock broker (with whom he does not have an account) may have to submit following details:

(a) **In case of Eligible Shareholder being an Individual or HUF**

(i) If Eligible Shareholder is registered with KYC Registration Agency ("KRA"):

A. Forms required:

- Central Know Your Client (CKYC) form
- Know Your Client (KYC) form

B. Documents required (all documents self-attested):

- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

(ii) If Eligible Shareholder is not registered with KRA:

A. Forms required:

- CKYC form
- KRA form

- KYC form

B. Documents required (all documents self-attested):
- PAN card copy
- Address proof
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

(b) **In case of Eligible Shareholder other than Individual and HUF:**

(i) If Eligible Shareholder is KRA registered:

A. Form required:

- KYC form

B. Documents required (all documents certified true copy):

- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- Latest list of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

(ii) If Eligible Shareholder is not KRA registered:

A. Forms required:

- KRA form
- KYC form

B. Documents required (all documents certified true copy):

- PAN card copy of company/ firm/trust
- Address proof of company/ firm/trust
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
- Latest list of directors/authorised signatories /partners/trustees
- PAN card copies & address proof of directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution/partnership declaration
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements
- MOA/Partnership deed /trust deed

Additionally, registered Equity Shareholders holding Equity Shares in Physical form must also provide the documents mentioned in paragraph 20.26.

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

20.19 At the beginning of the Tendering Period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the Tendering Period, the order for selling the Shares will be placed in the Acquisition Window by Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. In the tendering process, the Company's

Broker may also process the orders received from the Shareholders.

20.20 Shareholder Broker can enter orders for demat Shares as well as physical Shares.

20.21 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback offer. Multiple bids made by single Eligible Shareholder for selling the Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

20.22 The cumulative quantity tendered shall be made available on BSE website- www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.

20.23 All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20.24 The acceptance of the Offer for Buyback made by the Company is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of the Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of documents during transit. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.

20.25 **Procedure to be followed by Eligible Shareholders holding Equity Shares in the dematerialised form**

Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback. The Shareholder Broker would be required to place a bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buyback using the acquisition window of the BSE.

Before placing the bid, the Eligible Shareholder would need to transfer the tendered Equity Shares to the special account of Indian Clearing Corporation Limited ("**Clearing Corporation**" / "**ICCL**"), by using the early pay in mechanism as prescribed by the BSE or the Clearing Corporation prior to placing the bid by the Shareholder Broker. This shall be validated at the time of order/bid entry. The details of the settlement number for the Buyback shall be informed in the issue opening circular that will be issued by BSE/ Clearing Corporation. Modification/cancellation of orders will be allowed during the Tendering Period. The details of the special account of the Clearing Corporation shall be informed in the issue opening circular that will be issued by the BSE and/or the Clearing Corporation.

For custodian participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than closing of trading hours on the last day of the Tendering Period (Buyback Closing Date). Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.

Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip ("**TRS**") generated by the exchange bidding system to the Eligible Shareholder on whose behalf the bid has been placed. TRS will contain details of order submitted like Bid ID No., Application No., DP ID, Client ID, Number of Equity Shares tendered etc.

In case of demat Equity Shares, submission of Tender Form and TRS is not required. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for Eligible Shareholders holding Equity Shares in demat form.

The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance.

Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to

the respective custodian depository pool account.

Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

i. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;

ii. Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and

iii. In case of companies, the necessary certified corporate authorizations (including board and/ or general meeting resolutions).

20.26 **Procedure to be followed by Registered Eligible Shareholders holding Equity Shares in the Physical form**

In accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144, dated July 31, 2020 the physical shareholders are allowed to tender their shares in the Buyback through Tender Offer route. However, such tendering shall be as per the provisions of the Buyback Regulations.

Eligible Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include:

a) The Tender Form duly signed (by all Shareholders in case shares are in joint names) in the same order in which they hold the shares.

b) Original share certificates

c) Valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company.

d) Self-attested copy of the PAN Card(s) of all Shareholders.

e) Any other relevant documents such as (but not limited to):
   i. Duly attested Power of Attorney if any person other than the Eligible Shareholder has signed the relevant Tender Form
   ii. Notarized copy of death certificate / succession certificate or probated will, if the original Shareholder has deceased
   iii. Necessary corporate authorisations, such as Board Resolutions etc., in case of companies

f) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

Based on these documents, the concerned Shareholder Broker shall place a bid on behalf of the Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the Exchange Bidding System to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

Any Shareholder Broker who places a bid for physical Equity Shares, is required to deliver Tender Form, TRS, original share certificate(s), valid share transfer form(s) & other documents (as mentioned in Paragraph hereinabove) either by registered post or courier or hand delivery to the Registrar to the Buyback Offer at the address mentioned on the cover page of this Letter of Offer not later than Monday, December 21, 2020 by 5.00 p.m. The envelope should be superscribed as "NTPC Limited Buyback 2020". One copy of the TRS will be retained by Registrar to the Buyback Offer and it will provide acknowledgement of the same to the Shareholder Broker.

Eligible Shareholders holding physical shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the Buyback Regulations and any further directions issued in this regard.

Registrar to the Buyback Offer will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback Offer confirms the bids, they will be treated as 'Confirmed Bids'.

In case any person has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback Offer before the Buyback Closing Date.

20.27 Additional requirements in respect of tenders by Non-resident shareholders

a) While tendering their Equity Shares under the Buyback Offer, all Eligible Shareholders being Non-resident Shareholders should provide relevant confirmations/ declarations vide the duly filled-in and signed (by all shareholders in case the Equity Shares are held in joint names) Tender Forms (including a copy of the permission received from RBI wherever applicable). In the event relevant confirmations / declarations are not provided in the Tender Forms or there is ambiguity in the information provided, the Company reserves the right to reject such Tender Forms.

b) FII/FPI shareholders should also enclose a copy of their SEBI registration certificate.

c) In case the Equity Shares are held on repatriation basis, the Non-Resident Shareholders should enclose documents in support of the same. Such documents should include:

- a copy of the permission received by them from RBI at the time of the original acquisition of Shares
- a letter from the Shareholder's authorized dealer/bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-resident shareholder from the appropriate account as specified by RBI in its approval.
- Any other document which evidences repatriability of sale proceeds in respect of the tendered Shares.

In case the Non-resident shareholder is not in a position to produce supporting documents towards enabling repatriation, the Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Shares accepted under the Offer i.e. by way of credit to an non-repatriation bank account or issuance of Rupee demand draft.

d) If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback Offer are liable to be rejected.

20.28 The instructions and authorizations contained in the Tender Form constitute an integral part of the terms of this Buyback Offer.

20.29 **Acceptance of orders**

The Registrar shall provide details of order Acceptance to Clearing Corporation within specified timelines.

20.30 **Method of Settlement**

Upon finalization of the basis of acceptance as per Buyback Regulations:

(i) The Company will transfer the funds pertaining to the Buyback to the Company's Broker bank account, who will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule. For Equity Shares accepted under the Buyback, the Equity Shareholders will receive funds pay-out in their bank account from the Clearing Corporation.

(ii) The Equity Shares bought back in the demat form would be transferred directly to the escrow

account of the Company (the "**Demat Escrow Account**") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of the BSE.

(iii) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance.

(iv) If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Shareholder. In case of custodian participant orders, excess Demat Shares or unaccepted Demat Shares, if any, will be returned to the respective custodian participant. Excess Demat Shares or unaccepted Demat Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered by the shareholder in the Buyback.

(v) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.

(vi) The Shareholder Broker would issue contract note to the Eligible Shareholders tendering Equity Shares in the Buyback. The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

(vii) The settlements of fund obligation for Demat and Physical Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders.

(viii) Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Eligible Shareholders.

(ix) The Equity Shares lying to the credit of the Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the Buyback Regulations.

20.31 **Settlement of Funds/Payment Consideration**

The settlements of fund obligation for dematerialised and physical Equity Shares shall be effected as per the SEBI circulars and as prescribed by Exchange and Clearing Corporation from time to time.

For Equity Shares accepted under the Buyback, the Eligible Shareholders holding Equity Shares in dematerialised form will receive funds payout in the Shareholder's bank account as provided by the Depository system from Clearing Corporation and in case of physical shares the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market pay out mechanism. If Eligible Shareholders' bank account details are not available or if the funds transfer instruction is rejected by RBI/Bank, due to any issue then such funds will be transferred to the concerned Shareholder Brokers' settlement bank account for onward transfer to their respective Eligible Shareholders.

20.32 **Special Account opened with the Clearing Corporation**

The details of transfer of the dematerialised Equity Shares to the special account by trading member or custodians shall be informed in the issue opening circular that will be issued by the BSE or ICCL.

20.33 **Rejection Criteria**

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

For Eligible Shareholders holding shares in the dematerialized form if:

a. the Shareholder is not a Eligible Shareholder of the Company as on the Record Date; or
b. if there is a name mismatch in the dematerialised account of the Shareholder; or
c. in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding Physical Shares as on the Record Date and have placed their bid in demat form; or
d. Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.

For Eligible Shareholders holding Equity Shares in the physical form if:

a. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Monday, December 21, 2020 by 5:00 p.m.;
b. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company;
c. If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders;
d. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
e. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.

21. NOTE ON TAXATION

Disclosures in this paragraph are based on expert opinion sought by the Company.

THE SUMMARY OF THE TAX CONSIDERATIONS IN THIS SECTION ARE BASED ON THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT TAX IMPLICATIONS ON THESE TAX CONSIDERATIONS.

IN VIEW OF THE PARTICULARIZED NATURE OF TAX CONSEQUENCES, SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE APPLICABLE TAX PROVISIONS INCLUDING THE TREATMENT THAT MAY BE GIVEN BY THEIR RESPECTIVE TAX OFFICERS IN THEIR CASE, AND THE APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND THERE CAN BE NO LIABILITY ON THE COMPANY IF ANY ACTION IS TAKEN BY THE SHAREHOLDER SOLELY BASED ON THIS TAX SUMMARY. THEREFORE, SHAREHOLDERS CANNOT RELY ON THIS ADVICE AND THE SUMMARY TAX IMPLICATIONS RELATING TO THE TREATMENT OF INCOME TAX IN THE CASE OF BUYBACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GUIDANCE PURPOSES ONLY.

1. GENERAL

The Indian tax year runs from April 1 until March 31. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the ITA.

A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her Indian sourced income or income received by such person in India. Vide Finance Act, 2020, certain non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Deemed residents would be liable to pay tax in India on their Indian sourced income or income earned outside India only if the same is derived from Indian business or profession.

In case of shares of a company, the source of income from shares would depend on the "situs" of the shares. As per ITA and Judicial precedents, generally the "situs" of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement ("**DTAA**"), as modified by the Multilateral Instrument ("**MLI**"), if the same is applicable to the relevant DTAA between India and the respective country of which the said shareholder is a tax resident. The above benefit may be available subject to his satisfying relevant conditions prescribed under the ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rules ("**GAAR**") and providing and maintaining necessary information and documents as prescribed under the ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

2. CLASSIFICATION OF SHAREHOLDERS

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in three categories as below:

A. Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP.

- Others (corporate bodies):
  - Company
  - Other than Company

B. ***Deemed Resident Shareholder***:

- An individual being a citizen of India who is not liable to tax in any other country or territory by reason of his domicile or residence or any other criteria of similar nature and has total income other than income from foreign sources exceeding INR 15 lakh during the tax year.

C. Non-Resident Shareholders being:

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- Others:
  - Company
  - Other than Company

3. BUYBACK OF SHARES

Section 115QA of the ITA introduced w.e.f. June 1, 2013 contains provisions for taxation of a domestic

company in respect of buy-back of shares (within the meaning of Sec. 68 of the Companies Act). Section 115QA of the ITA, provides for the levy of additional income tax at the rate of twenty percent (excluding surcharge and Health & education cess, as applicable) of distributed income on account of buy back of shares by the company.

In effect, the incidence of tax stands shifted completely to the Company and not the recipient of the buyback proceeds.

Before the enactment of Finance Act (No 2), 2019, this section was not applicable to shares listed on a recognized stock exchange. The Finance Act (No 2), 2019 has amended section 115QA of the ITA with effect from 5th July, 2019 extending its provisions to cover distributed income on buy-back of shares of a company listed on a recognized stock exchange as well.

Section 10(34A) of the ITA provided for exemption to a shareholder in respect of income arising from buy-back of shares, not being shares listed on a recognized stock exchange, w.e.f. April 1, 2014 (i.e. Assessment year 2014-15). The Finance Act (No. 2), 2019 has made consequential changes to section 10(34A) of the ITA also extending the benefit of exemption of income from buy-back to shareholders in respect of shares listed on recognized stock exchange as well.

Thus, the tax implications to the following categories of shareholders are as under:

A. ***Resident Shareholders or Deemed Resident Shareholders***

Income arising to the shareholder on account of buy-back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.

B. ***Non-Resident Shareholders***

Income arising to a shareholder on account of buy back of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) with effect from July 5, 2019 in the hands of a non-resident as well. However, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. Further, credit of tax paid by the company in respect of the buy-back of shares may or may not be allowed to such non- resident shareholder, to be claimed in the country of his residence, tax in view of Sec 115QA (4) and (5) of the ITA and the relevant DTAA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

4. TAX DEDUCTION AT SOURCE

At present income arising on account of the buy-back of shares is exempt from tax under Section 10(34A) of ITA in the hand of shareholders and the same is not subject to tax deduction at source/ withholding tax.

5. SECURITIES TRANSACTION TAX

Since the Buyback of shares shall take place through the settlement mechanism of the Stock Exchange, Securities Transaction Tax at 0.1% of the value of the transaction will be applicable.

Caveat:

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Schedule I to the Buyback Regulations:

The Board of Directors made the below mentioned declaration as on the date of passing the board resolution approving the Buyback i.e. November 2, 2020. Subsequently, pursuant to the authority granted to the

Buyback Committee by the Board of Directors of the Company, in terms of resolutions dated November 2, 2020, the Buyback Committee has confirmed on behalf of Board of Directors that:

i. The Board of Directors of the Company confirms that no defaults have been made or subsisting in the repayment of deposits accepted either before or after the commencement of the Companies Act, 2013, interest payment thereon, redemption of debentures or interest payment thereon redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loans or interest payable thereon to any financial institutions or banking company.

ii. The Board of Directors of the Company confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion that:

   a. Immediately following the date of the Board Meeting on November 2, 2020 and the date of this Letter of Offer, there will be no grounds on which the Company can be found unable to pay its debts;

   b. As regards the Company's prospects for the year immediately following the date of the Board Meeting and the date of this Letter of Offer , having regard to the Board's intentions with respect to the management of the Company's business during the said year and to the amount and character of the financial resources which will in the Board's view be available to the Company during the said year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback and within a period of one year from the date of this Letter of Offer, as the case may be;

   c. In forming an opinion as aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016, as the case may be, including prospective and contingent liabilities.

This declaration is made and issued by the Buyback committee (under the authority of the Board of Directors) in terms of the resolution passed at its meeting held on November 26, 2020.

For and on behalf of the **Board of Directors of Company**

Sd/- Gurdeep Singh Chairman and Managing Director (**DIN: 00307037**)	Sd/- Anil Kumar Gautam Director (Finance) (**DIN: 08293632**)

23. AUDITORS CERTIFICATE

The text of the report dated November 2, 2020 received from M/s S.K.Mehta & Co., Chartered Accountants, one of the Joint Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:

Quote:

Auditor's Report on buy back of shares pursuant to the requirement of the Companies Act, 2013, as amended (the "Act") and Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations")

To,
The Board of Directors,
NTPC Limited
NTPC Bhawan, Lodi Road
Scope Complex
7, Institutional Area
New Delhi - 110003

1. This Report is issued in our capacity as one of the Joint Statutory Auditors of NTPC Limited (hereinafter referred to as the "Company") in accordance with terms of engagement dated 2 November 2020.

2. In connection with the proposal of Company to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Act and Buyback Regulations, and in terms of the resolution passed by the Board of Directors of the Company in their meeting held on 2 November 2020, we have been engaged by the Company to perform a reasonable assurance engagement on the statement of determination of the amount permissible capital payment (the "Statement"), which we have initialled for identification purposes only.

Board of Directors Responsibility for the Statement

3. The preparation of the Statement in accordance with Section 68 (2) of the Act and the compliance of the Buyback Regulations is the responsibility of the Board of Directors of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors are responsible to make a full inquiry into the affairs and prospectus/ offer document of the Company and to form an opinion that the Company will be able to pay its debts following the date of board meeting and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act and the Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":

(i) Whether the amount of capital payment for the buy-back as stated in **Annexure-A** has been determined considering the Audited financial statements for the year ended 31 March 2020 and is within the permissible limit and computed in accordance with the provisions of Section 68 of the Act;

(ii) Whether the Board of Directors in their meeting held on 2 November 2020 have formed their opinion, as specified in Clause (x) of Schedule I to the Regulations, on a reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board meeting; and

(iii) Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

6. The standalone and consolidated financial statements for the year ended 31 March 2020 have been audited by us along with other Joint Statutory Auditors on which we issued an unmodified audit opinion vide our report dated 27 June 2020. Our audits of these financial statements were conducted in accordance with the Standards on Auditing as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria.

We have performed the following procedures in relation to the Statement:

i) We have inquired into the state of affairs of the Company in relation to its audited financial statements for the year ended 31 March 2020;

ii) Examined authorization for buy back from the Articles of Association of the Company;

iii) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act;

iv) Examined that the ratio of debt owned by the Company, is not more than twice the capital and its free reserve after such buy-back;

v) Examined that all shares for buy-back are fully paid-up;

vi) Examined resolutions passed in the meetings of the Board of Directors;

vii) Examined Director's declarations for the purpose of buy back and solvency of the Company;

viii) Obtained necessary representations from the management of the Company.

Opinion

10. Based on our examination as above, and the information and explanations given to us, in our opinion,

(i) the Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 68 of the Act; and

(ii) the Board of Directors, in their meeting held on 2 November 2020, have formed the opinion, as specified in clause (x) of Schedule I of the Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from date of board meeting and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on Use

11. The report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable them to include it (a) in the public announcement to be made by the Company, (b) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required under the Regulations, the National Securities Depository Limited, the Central Depository Securities (India) Limited and (c) providing to the parties including manager to the offer in connection with buyback and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Thanking you,

For S.K.Mehta & Co.
Chartered Accountants
FRN 000478N

Sd/-
(Rohit Mehta)
Partner
M. No.091382
UDIN: 20091382AAAAOU6132
Place of Signature: New Delhi
Date: November 2, 2020
Encl: As above

ANNEXURE A

Statement of permissible capital payment

The amount of permissible capital payment towards buy-back of equity shares (including premium) in accordance with Section 68(2) of the Companies Act, 2013 and Regulation 4 and Regulation 5(i)(b) of Buyback Regulations:

Particulars	Amount (Rs. Crore) As on 31 March 2020	
	Standalone	**Consolidated**
Issued, subscribed and fully paid up equity shares:		
9,89,45,57,280 Equity Shares of Rs.10/- each, fully paid up	9,894.56	9,894.56
Total - A	**9,894.56**	**9,894.56**
Free Reserves		
General reserve	90,182.53	92,499.15
Retained Earnings	3,664.48	11,009.35
Total - B	**93,847.01**	**1,03,508.50**
Total C = A+B	**1,03,741.57**	**1,13,403.06**
Maximum amount permissible for the Buy-back i.e.10% of the aggregate fully paid-up equity share capital and free reserves pursuant to Section 68(2) of the Act requiring Board Resolution.	**10,374.16**	**11,340.31**
Amount approved by the Board of Directors for buy-back in the meeting held on 2 November 2020	**2,275.75**	

Unquote

24. DOCUMENTS FOR INSPECTION

The following material documents are available for inspection by shareholders of NTPC Limited at the Registered Office: NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodhi Road, New Delhi – 110003, from 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays and on the website of the Company (www.ntpc.co.in) in accordance with the Relaxation Circular, during the Tendering Period.

i. Copy of the Certificate of Incorporation;
ii. Memorandum and Articles of Association of NTPC Limited;
iii. Copy of the annual reports NTPC Limited for the last three financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 and unaudited financial results approved by Board of Directors for the six months ended September 30,2020;
iv. Certified true copy of the resolution passed by the Board of Directors at the meeting held on November 2, 2020 approving proposal for Buyback;
v. Copy of Report dated November 2, 2020 received from M/s S.K. Mehta & Co., Chartered Accountants, one of the Joint Statutory Auditors of the Company, in terms of clause (xi) of Schedule I of the Buyback Regulations;
vi. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under section 68(6) of the Companies Act, 2013;
vii. SEBI Comments vide letter no. SEBI/HO/CFD/DCR-2/OW/P/2020/20395/1 dated November 25, 2020;
viii. Copy of Escrow Agreement dated November 12, 2020 between NTPC Limited, Yes Bank Limited and IDBI Capital Markets & Securities Limited;
ix. Copy of the certificate from M/s S.K. Mehta & Co., Chartered Accountants, one of the Joint Statutory Auditors of the Company, dated November 6, 2020 certifying that the Company has adequate funds for the purposes of Buyback;
x. Copy of Public Announcement dated November 3, 2020 published in the newspapers on November 4, 2020 regarding Buyback of Equity Shares;
xi. Opinion dated November 6, 2020 obtained by the Company on taxation.

25. CONTACT DETAILS OF COMPLIANCE OFFICER

Nandini Sarkar,
Company Secretary and Compliance Officer
NTPC Bhawan, Core-7, SCOPE Complex
Lodi Road, New Delhi-110003
Tel: +91 11 24360959
Fax: +91 11 24360241
Email: csntpc@ntpc.co.in
Website: www.ntpc.co.in

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. IST to 5:00 p.m. IST on all working days except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

i. In case of any grievances relating to the Buyback (i.e. non-receipt of the Buyback consideration, Share certificate, demat credit, etc.) the investor can approach the Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.

ii. If the Company makes any default in complying with the provisions of Section 68, 69, 70 of the Companies Act, 2013, or the rules made thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, 2013.

iii. The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies (National Capital Territory of Delhi)
4th Floor, IFCI Tower, 61,
Nehru Place, New Delhi - 110 019, India

27. DETAILS OF INVESTOR SERVICE CENTRES

In case of any query, the shareholders may also contact the Registrar & Transfer Agent on any day except Saturday, Sunday and Public holidays between 10:00 a.m. and 5:00 p.m. at the following address:

Alankit
Health & Wealth, We Manage Both

Alankit Assignments Limited
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055
Tel No: +91-11-4254 1234 / 2354 **Fax:** +91-11-2355 2001
Contact Person: Mr. Mahesh Pandey
Email: alankit_ntpc@alankit.com
Website: www.alankit.com
SEBI Registration Number: INR000002532
Validity Period: Permanent
CIN: U74210DL1991PLC042569

28. MANAGER TO THE BUYBACK OFFER

IDBI capital

IDBI Capital Markets & Securities Limited
6th floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai 400 005
Tel No.:+91 (22) 2217 1700;
Fax No.: +91 (22) 2215 1787;
Contact Person: Chandresh Sharma
Email: ntpc.buyback@idbicapital.com;
Website: www.idbicapital.com
SEBI Registration Number: INM000010866;
Validity Period: Permanent
Corporate Identity Number: U65990MH1993GOI075578

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Letter of Offer and confirms that the information in this Letter of Offer contain true, factual and material information and does not contain any misleading information. The Letter of Offer is issued under the authority of the Board of Directors by the Buyback Committee through Resolution passed by the Buyback Committee meeting held on November 26, 2020.

For and on behalf of the Board of Directors of
NTPC Limited

Sd/-	**Sd/-**	**Sd/-**
Gurdeep Singh	Anil Kumar Gautam	Nandini Sarkar
Chairman and Managing Director	Director (Finance)	Company Secretary
(DIN: 00307037)	**(DIN: 08293632)**	**(Membership No: FCS 4977)**

Date: November 26, 2020
Place: New Delhi

Enclosure:
1. Tender Form for Demat Shareholders
2. Tender Form for Physical Shareholders

ANNEXURE I - TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING DEMAT SHARES
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

BUYBACK OPENS ON:	**Monday, December 7, 2020**
BUYBACK CLOSES ON:	**Friday, December 18, 2020**

For Registrar use		
Inward No.	Date	Stamp

Bid Number:
Date:

Status: Please tick appropriate box					
□	Individual	□	Foreign Institutional Investors/ Foreign Portfolio Investors	□	Insurance Company
□	Foreign Company	□	Non Resident Indian / OCB	□	FVCI
□	Body Corporate	□	Bank / Financial Institution	□	Pension/ PF
□	VCF	□	Partnership/ LLP	□	Others (specify)

India Tax Residency Status: Please tick appropriate box

☐ Resident in India ☐ Non-Resident in India ☐Resident of_____(Shareholder to fill the country of residence)

Route of Investment (For NR Shareholders only)

☐ Portfolio Investment Scheme ☐ Foreign Investment Scheme

To,
The Board of Directors
NTPC Limited
C/o. Alankit Assignments Limited
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055
Tel: +91-11-4254 1234 / 2354; **Fax:** +91-11-2355 2001

Dear Sirs,

Sub: Letter of Offer dated November 26, 2020 to Buyback not exceeding 19,78,91,146 Equity Shares of NTPC Limited (the "Company") at a price of Rs 115 (Rupees One Hundred Fifteen only) per Equity Share ("Buyback Offer Price"), payable in cash ("Buyback")

1. I/We having read and understood the Letter of Offer dated November 26, 2020 hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share.
3. I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
4. I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
5. I/We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Ratio of Buyback.
6. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement.
7. I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
8. I/We agree that the excess demat Shares or unaccepted demat Shares, if any, tendered would be returned to the Eligible Shareholder as per the provision of Buyback Regulations and circulars issued by SEBI.
9. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and rules made thereunder and the Buyback Regulations.
11. Details of Equity Shares held and tendered / offered for Buyback Offer:

	In Figures	**In Words**
Number of Equity Shares held as on Record Date (November 13, 2020)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

----------**Tear along this line** ----------

Acknowledgement Slip: NTPC Limited – Buyback Offer
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No./DP ID: _____ **Client ID** _____

Received from Shri./ Smt. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) _____(In Words) _____

Please quote Client ID No. & DP ID No. for all future correspondence

STAMP OF BROKER

12. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)	□NSDL □CDSL
Name of the Depository Participant	
DP ID No.	
Client ID with the Depository Participant	

13. Equity Shareholders Details:

	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) of the Shareholder(s)				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. / Email ID of the Sole/First Equity Shareholder				

**Corporate must affix rubber stamp and sign*

Applicable for all Non- resident Shareholders-

- I / We undertake to pay income taxes in India on any income arising on such Buyback in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Equity Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form

1. This Buyback offer will open on **Monday, December 7, 2020** and close on **Friday, December 18, 2020**.
2. The Equity Shares tendered in the Buyback shall be rejected if (i) the tenderer is not a Eligible Shareholder of the Company as on the Record Date; or (ii) if there is a name mismatch in the demat account of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid.
3. Eligible Shareholder is required to transfer the Equity Shares under the Buyback Offer to Clearing Corporation, by using the settlement number through the early pay-in mechanism of depositories. This shall be validated by the Shareholder Broker at the time of order/bid entry. The details of the settlement number for the Buyback will be provided in a separate circular which shall be issued at the time of issue opening by Clearing Corporation/ BSE.
4. The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Eligible Shareholders would be returned to them by Clearing Corporation. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to the Eligible Shareholder. In case of custodian participant orders, excess demat Shares or unaccepted demat Shares, if any, will be returned to the respective custodian participant.
5. For the procedure to be followed by Eligible Shareholders for tendering in the Buyback, please refer to "Procedure for Tender Offer and Settlement" on page 33 of the Letter of Offer.
6. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by such Eligible Shareholder, stating the name of the Eligible Shareholder, address of the Equity Shareholder, number of Equity Shares held, Client ID number, DP name, DP ID number and number of Equity Shares tendered. Eligible Shareholders have to ensure that their bid is entered in the electronic platform to be made available by the BSE before the closure of the Buyback.
7. In case any registered entity has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form, shall file a copy of the following documents: (i) approval from the appropriate authority for such merger, (ii) the scheme of merger, and (iii) the requisite form filed with MCA intimating the merger.
8. Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
9. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
10. By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
11. Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
12. Eligible Sellers have to fill up the EVENT number issued by the depository in the column for settlement details along with the market type as "Buyback", ISIN Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered in the Buyback.
13. For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the receipt of the demat Equity Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in demat form.
14. All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

----------Tear along this line ----------

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre, NTPC Limited - Buyback offer
Alankit Assignments Limited
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055
Contact Person: Mr. Mahesh Pandey
Tel: +91-11-4254 1234 / 2354; **Fax:** +91-11-2355 2001; **E-mail:** alankit_ntpc@alankit.com; **Website**: www.alankit.com
SEBI Registration Number: INR000002532; **Validity Period**: Permanent; **CIN**: U74210DL1991PLC042569

ANNEXURE II - TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING PHYSICAL SHARES
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT

BUYBACK OPENS ON:	**Monday, December 7, 2020**
BUYBACK CLOSES ON:	**Friday, December 18, 2020**

For Registrar use		
Inward No.	Date	Stamp

Bid Number:
Date:

Status: Please tick appropriate box					
□	Individual	□	Foreign Institutional Investors/ Foreign Portfolio Investors	□	Insurance Company
□	Foreign Company	□	Non Resident Indian / OCB	□	FVCI
□	Body Corporate	□	Bank / Financial Institution	□	Pension/ PF
□	VCF	□	Partnership/ LLP	□	Others (specify)

India Tax Residency Status: Please tick appropriate box

☐ Resident in India ☐ Non-Resident in India ☐Resident of_____(Shareholder to fill the country of residence)

Route of Investment (For NR Shareholders only)

☐ Portfolio Investment Scheme ☐ Foreign Investment Scheme

To,
The Board of Directors
NTPC Limited
C/o. Alankit Assignments Limited
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055
Tel: +91-11-4254 1234 / 2354; **Fax:** +91-11-2355 2001

Dear Sirs,

Sub: Letter of Offer dated November 26, 2020 to Buyback not exceeding 19,78,91,146 Equity Shares of NTPC Limited (the "Company") at a price of Rs 115 (Rupees One Hundred Fifteen only) per Equity Share ("Buyback Offer Price"), payable in cash ("Buyback")

1. I/We having read and understood the Letter of Offer dated November 26, 2020 hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
2. I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share.
3. I / We hereby affirm and warrant that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
4. I / We declare and warrant that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / We am / are legally entitled to tender/ offer the Equity Shares for the Buyback.
5. I/We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
6. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement
7. I / We agree that the consideration for the accepted Equity Shares will be paid to the Eligible Shareholder as per the provisions of Buyback Regulations and circulars issued by SEBI.
8. I/ We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
9. I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
10. I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, 2013 and rules made thereunder and the Buyback Regulations.
11. Details of Equity Shares held and tendered / offered for Buyback Offer:

	In Figures	**In Words**
Number of Equity Shares held as on Record Date (November 13, 2020)		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback (including Additional Shares, if any)		

Note: An Eligible Shareholder may tender Equity Shares over and above his / her Buyback Entitlement. Number of Equity Shares validly tendered by any Eligible Shareholder up to the Buyback Entitlement of such Eligible Shareholder shall be accepted to the full extent. The Equity Shares tendered by any Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder shall be accepted in accordance with Paragraph 19 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

----------**Tear along this line** ----------

Acknowledgement Slip: NTPC Limited – Buyback Offer
(to be filled by the Eligible Shareholder) (subject to verification)

Folio No.: _____

Received from Shri./ Smt. _____

Form of Acceptance-cum-Acknowledgement, Original TRS along with:

No. of Equity Shares offered for Buyback (In Figures) _____(In Words) _____

Please quote Folio No. for all future correspondence

STAMP OF BROKER

12. Details of Share Certificate(s) enclosed:_____ Total No. of Share Certificate Submitted:_____

Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Shares
			From	To	
1.					
2.					
Total					

In case the number of folios and Equity Share certificates enclosed exceed two, please attach a separate sheet giving details in the same format as above

13. Details of other documents (Please √ as appropriate, if applicable) enclosed:

	Power of Attorney – NTPC Limited		Previous RBI approvals for acquiring the Equity Shares of NTPC Limited tendered in the Buyback
	Corporate authorizations		Death Certificate
	Succession Certificate		Self attested copy of Permanent Account Number (PAN Card)
	TRS		Others (please specify):

14. Details of the bank account of the sole or first Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

15. Equity Shareholders Details:

Particulars	First/ Sole Shareholder	Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Full Name(s) of the Shareholder				
Signature(s)*				
PAN No.				
Address of the First/ Sole Shareholder				
Telephone No. / Email ID				

** Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application from submitted.*

Applicable for all Non- resident Shareholders-

- I / We undertake to pay income taxes in India on any income arising on such Buyback in accordance with prevailing income tax laws in India within 7th day of the succeeding month in which the Equity Shares are bought back by the Company. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of shares by me / us.
- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the RBI under FEMA and any other the rules and regulations, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, and any other rules, regulations and guidelines, in regard to remittance of funds outside India.

INSTRUCTIONS

This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender / Offer Form

1. This Buyback offer will open on **Monday, December 7, 2020** and close on **Friday, December 18, 2020**.
2. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Shareholder Broker. The Eligible Shareholders / Shareholder Broker in turn would deliver the said documents along with the Transaction Registration Slip (TRS) to the Registrar; the documents should be sent to the Registrar only after the placement of a valid bid; non-submission of the below mentioned documents by 5:00 p.m. on Monday, December 21, 2020 directly to the Registrar shall result in the rejection of the tendered Equity Shares: (i) the Tender Form duly signed (by all Equity Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) original share certificates; (iii) valid share transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company; (iv) self-attested copy of the Shareholder's PAN Card; (v) any other relevant documents such as (but not limited to (a) duly attested Power of Attorney if any person other than the Equity Shareholder has signed the relevant Tender Form; (b) notarized copy of death certificate and succession certificate or probated will, as applicable, if the original Shareholder has deceased; and (c) necessary corporate authorisations, such as board resolutions etc., in case of companies); (vi) In addition to the above, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
3. Eligible Shareholders to whom the Buyback is made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Shares held by them as on Record Date.
4. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) Necessary corporate authorisations, such as Board Resolutions etc., in case of companies.
5. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than Monday, December 21, 2020 by 5.00 pm.
6. In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
7. Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their Buyback Entitlement, but not exceeding their holding as on the Record Date.
8. All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
9. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.
10. The Equity Shares tendered in the buyback shall be rejected if (i) the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours of Monday, December 21, 2020 by 5:00 p.m.
11. By agreeing to participate in the Buy-back the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
12. Non-Resident Shareholders must obtain all approvals required to tender the Equity Shares held by them in this Buyback (including without limitation the approval from the RBI).
13. All capitalised items shall have the meaning ascribed to them in the Letter of Offer.

----------Tear along this line ----------

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

Investor Service Centre, NTPC Limited - Buyback offer
Alankit Assignments Limited
205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055
Contact Person: Mr. Mahesh Pandey
Tel: +91-11-4254 1234 / 2354; **Fax:** +91-11-2355 2001; **E-mail:** alankit_ntpc@alankit.com; **Website**: www.alankit.com
SEBI Registration Number: INR000002532; **Validity Period**: Permanent; **CIN**: U74210DL1991PLC042569

Form No. SH-4

Securities Transfer Form

[Pursuant to section 56 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of execution……..

FOR THE CONSIDERATION stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L40101DL1975GOI007966
Name of the company (in full): NTPC Limited
Name of the Stock Exchange where the company is listed, if any: BSE Limited and National Stock Exchange of India Limited

DESCRIPTION OF SECURITIES:

Kind/Class of securities (1)	**Nominal value of each unit of security (2)**	**Amount called up per unit of security (3)**	**Amount paid up per unit of security (4)**
Equity Shares	Rs.10.00	Rs.10.00	Rs.10.00

No. of Securities being Transferred		**Consideration Received (Rs)**	
In Figures	**In Words**	**In words**	**In figures**

Distinctive Number	**From**				
	To				
Corresponding Certificate Nos:					

TRANSFEROR'S PARTICULARS

Registered Folio Number	
Name(s) in full	**Signature (s)**
1.	
2.	
3.	

I, hereby confirm that the Transferor has signed before me.

Signature of the Witness	
Name of the Witness	
Address of Witness	

TRANSFEREE'S PARTICULARS

	1
Name in full	**NTPC Limited**
Father's/ Mother's/ Spouse Name	**Not Applicable**
Address, **Mobile/Ph. No.** **E-mail ID**	**Registered Office**: NTPC Bhawan, SCOPE Complex, 7 Institutional Area Lodhi Road, New Delhi – 110003 **Tel**.: +91 11 24360959 **E-mail ID:** csntpc@ntpc.co.in
Occupation	Business
Existing folio no., if any	
Signature	

Folio No. of Transferee: _____

Specimen Signature of Transferee(s)

1. _____
2._____
3._____

Existing Folio No. If any

1._____
2._____

Value of stamp affixed: Rs._____

Enclosures:

(1) Certificate of shares or debentures or other securities
(2) If no certificate is issued, Letter of allotment.
(3) Copy of PAN CARD of all the Transferees (For all listed Cos).
(4) Other, Specify…….

Stamps:

For office use only

Checked by_____
Signature tallied by _____
Entered in the Register of Transfer on _____**vide Transfer No.**_____
Approval Date_____
Power of attorney/Probate/Death Certificate/Letter of Administration
Registered on _____**at No.**_____