भारत सरकार
विद्युत मंत्रालय
श्रम शक्ति भवन, रफी मार्ग,
नई दिल्ली-११०००१

सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF POWER
Shram Shakti Bhawan,
Rafi Marg, New Delhi-110001
Fax : 2371-7519
Tel. :

February 5, 2013

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
India

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block, Bandra Kurla Complex
Bandra (East)
Mumbai 400 051
India

Dear Sir/Madam

Sub: Notice of Offer for Sale of equity shares of NTPC Limited (the "Company") by its Promoter, the President of India, acting through the Ministry of Power, Government of India, through the Stock Exchange Mechanism (the "Notice")

We refer to Clause 5(b) of the Circular No. **CIR/MRD/DP/**18/2012 dated July 18, 2012 notified by the Securities and Exchange Board of India ("**SEBI**" and such circular "**SEBI OFS Circular")** pertaining to comprehensive guidelines on offer for sale of shares by promoters through stock exchange mechanism, as amended by SEBI vide its Circular No. CIR/MRD/DP/04/2013 dated January 25, 2013 **("SEBI Amended Circular"** and together with SEBI OFS Circular, **"SEBI OFS Circulars").**

The President of India, acting through and represented by the Ministry of Power, Government of India is the promoter of NTPC Limited (the "**Promoter**"). The Promoter (**"Seller"), proposes to** sell 78,32,62,880 equity shares of the face value of Rs. 10 each ("**Sale Shares**"), aggregating to approximately 9.50% of the total paid up equity share capital of the Company on February 7, 2013 in accordance with (i) SEBI OFS Circulars, (ii) notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012, notice number 20120727-26 dated July 27, 2012 and notice number 20130129-23 dated January 29, 2013 issued by the BSE Limited ("**BSE**") and (iii) circular reference number 52/2012 dated August 2, 2012, circular reference number 005/2013 dated January 30, 2013 and circular reference number 0037/2013 dated January 31, 2013 issued by the National Stock Exchange of India Limited ("**NSE**", and together with the BSE, the "**Stock Exchanges**" and such offer for sale hereinafter referred to as the "**Sale**").

The Sale shall be undertaken exclusively through Seller's Brokers named below on a separate window provided by the Stock Exchanges for this purpose.

The details of the Sale, in accordance with the requirements of Clause 5(b) of the SEBI OFS Circular, are set forth below. In addition, other important information in relation to the Sale is set out below under the heading "**Important Information**", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety alongwith the SEBI OFS Circulars.

Sr. No.	Details required to be mentioned in the Notice	Particulars of the Sale

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1.	Name of the Seller (Promoter/~~Promoter Group~~)	President of India, acting through and represented by the Ministry of Power, Government of India
2.	Name of the company whose shares are proposed to be sold and ISIN	NTPC Limited ISIN: INE733E01010
3.	Name of the stock exchange where orders shall be placed	BSE and NSE
4.	Name of the designated stock exchange	BSE
5.	Date and time of the opening and closing of the Sale	The Sale shall take place on a separate window of the Stock Exchanges and shall commence on February 7, 2013 at 9:15 AM and shall close on the same date at 3:30 PM Indian Standard Time ("**Sale Date**")
6.	Allocation methodology	The allocation shall be at or above the Floor Price on price priority method at multiple clearing prices ("**Clearing Prices**") basis in accordance with the SEBI OFS Circulars. A minimum of 25% of the equity shares being offered in the Sale shall be reserved for allocation to mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended ("**Insurance Companies**"), subject to receipt of valid bids/orders at the Clearing Prices. In the event of any under subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders. No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Sale.
7.	Total number of equity shares being offered in the Sale	78,32,62,880 equity shares of the Company of face value of Rs. 10 each, aggregating to approximately 9.50% of the total paid up equity share capital of the Company
8.	Maximum number of shares the Seller may choose to sell over and above made at point 7 above	Nil
9.	Name of the broker(s) on behalf of the Seller	1. Morgan Stanley India Company Private Limited, 2. Citigroup Global Markets India Private Limited, 3. Goldman Sachs (India) Securities Private Limited, 4. Deutsche Equities India Private Limited, 5. Kotak Securities Limited, and

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		6. SBICAP Securities Limited
10.	Date and time of declaration of Floor Price (if Seller chooses to disclose it to the market)	The Seller shall declare the Floor price for the Sale on February 6, 2013, after the close of trading hours of the Stock Exchanges and not later than 6 PM.
11.	Conditions for withdrawal of the Sale	The Seller reserves the right to not to proceed with the Sale at any time prior to the time of opening of the Sale on the Sale Date. In such a case, there shall be a cooling off period of 10 trading days from the date of withdrawal before an offer is made again. The Stock Exchanges shall suitably disseminate details of such withdrawal.
12.	Conditions for cancellation of the Sale	In the event (i) the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares or (ii) of any default in settlement obligations, the Seller reserves the right to either conclude the Sale to the extent of valid bids / orders or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
13.	Conditions for participating in the Sale	1. Non-institutional buyers shall deposit 100% of the order value in cash up-front with the Clearing Corporation at the time of placing bids for the Sale. 2. In case of institutional investors who place orders with 100% of the order value deposited upfront, custodian confirmation shall be within trading hours. 3. In case of institutional investors who place orders without depositing 100% of the order value upfront, custodian confirmation shall be as per the existing rules for secondary market transactions. 4. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. 5. Modification or cancellation of orders would be allowed during the duration of the offer only for: (i) Orders placed by institutional investors and by non-institutional investors, with 100% of the order value deposited upfront: Such orders can be modified or canceled at any time during the trading hours. (ii) Orders placed by institutional investors without depositing 100 % of the order value upfront: Such orders cannot be modified or cancelled by the investors or stock brokers, except for making

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		upward revision in the price or quantity. 6. The buyer shall also be liable to pay any other fees, as may be levied by the Stock Exchanges, including Securities Transaction Tax. 7. In case of any permitted modification or cancellation of the order / bid, the funds shall be released/ collected on a real-time basis by the clearing corporation. 8. In case of default in pay-in by any investor, 10% of the order value shall be charged as penalty from the investor and collected from the broker. This amount shall be credited to the Investor Protection Fund of the stock exchange. 9. Multiple orders from a single buyer shall be permitted.
14.	Settlement	Settlement shall take place on a trade for trade basis. For non-institutional investors and institutional investors who place orders with 100% of the order value deposited upfront, settlement shall take place on T+1 (T being the Sale Date i.e. February 7, 2013 and T+1 being February 8, 2013), in accordance with the SEBI OFS Circulars. In the case of institutional investors who place bids without depositing 100% of the order value upfront, settlement shall be as per the existing rules for secondary market transactions (i.e. on T+2, being February 11, 2013).

Important Information

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

There will be no public offer of the Sale Shares in India under the Companies Act, 1956 or any other jurisdiction. Accordingly, no documents have been or will be prepared, registered or submitted for approval as a "prospectus" or an offer document with the Registrar of Companies in India under the Companies Act, 1956 as amended, and/or SEBI under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or to the Stock Exchanges or any other regulatory or listing authority in India or abroad, and no such document will be circulated or distributed to any person in any jurisdiction, including in India. The Sale is being made in reliance on the SEBI OFS Circulars and subject to the guidelines, circulars, rules and regulations of the Stock Exchanges. The Bidders acknowledge and agree that any buy order or bid shall be made solely on the basis of publicly available information and any information available with SEBI, Stock Exchanges, Company's website or any other public domain, together with the information contained in this Notice. The Sale is subject to the further terms set forth in the contract note to be provided to the prospective successful Bidders.

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

This Notice is not for publication or distribution in the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia (together, the "United States"), and is neither an offer to sell nor a solicitation of an offer to buy within the United States any securities of the Company The Sale Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the **"Securities Act") and** may not be offered or sold in the United States absent registration under the Securities Act or pursuant to an available exemption from registration. The Sale Shares will be offered within the United States only to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) ("**QIBs**" and each a "**QIB**") or outside the United States in reliance upon Regulation S under the Securities Act. The purchasers of Sale Shares are hereby advised that any resale of such shares must be made in accordance with the registration requirements of the Securities Act or otherwise pursuant to an available exemption from Securities Act registration requirements.

By submitting a bid in connection with the Sale or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, and (c) represented, agreed and acknowledged that they are, and at the time the Sale Shares are purchased, will be, the beneficial owner of such Sale Shares, not an affiliate of the Company or a person acting on behalf of such an affiliate and either (i) located outside the United States of America and purchasing such Sale Shares in reliance upon Regulation S or (ii) a QIB purchasing the Sale Shares in a transaction exempt from the registration requirements of the Securities Act.

By submitting a bid on behalf of a buyer in connection with the Sale, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates and all persons acting on its or their behalf has (a) engaged or will engage in any "directed selling efforts" (as defined in Regulation S under the Securities Act) in connection with the offer or sale of the Sale Shares, (b) engaged or will engage in any form of general solicitation or general advertising (each, within the meaning of Regulation D under the Securities Act) in connection with the offer or sale of the Sale Shares and (c) offered or will offer and sell the Sale Shares except outside the United States of America in reliance upon Regulation S or within the United States of America to persons reasonably believed to be QIBs in transactions exempt from the registration requirements of the Securities Act.

Thanking You,

Yours faithfully

On behalf of President of India, Ministry of Power,
Government of India

ICP Keshari
Joint Secretary
Ministry of Power

आई. सी. पी. केशरी/ I.C.P. Keshari
संयुक्त सचिव / Joint Secretary
विद्युत मंत्रालय / Ministry of Power
नई दिल्ली / New Delhi