एनटीपीसी
NTPC

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

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.:01/ FA/ISD/Compliance/2018-19

Dated: 27.05.2019

Manager Listing Department National Stock Exchange of India Ltd. Exchange Plaza Bandra Kurla Complex, Bandra(E) Mumbai-400 051 Fax No: 022 -26598237/26598238/66418125/ 66418126 Email:- cmlist@nse.co.in	General Manager Department of Corporate Services BSE Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001 Fax No: 022 -22721072/22722037/22722039/ 22722041/22722161/22723577 Email:- corp.relations@bseindia.com

Sub: Noting Certificate by Debenture Trustees under Regulation 52 (5) of SEBI (LODR) Regulations, 2015

Dear Sir,

In line with the Sub-regulation (5) of Regulation 52 of SEBI (LODR) Regulations,2015 please find attached Noting Certificates of our Debenture Trustees M/s IDBI Trusteeship Services Limited, M/s Vistra ITCL (India) Limited & M/s Axis Trustee Services Limited.

Yours faithfully,

Nandini Sarkar

(Nandini Sarkar)
Company Secretary & Compliance Officer

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप काम्पलेक्स, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड़ नई दिल्ली–110003
कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, टेलीफोन नं.: 011-24387333, फैक्स नं.: 011-24361018, ईमेलः ntpccc@ntpc.co.in, वेबसाइटः www.ntpc.co.in

Registered Office : NTPC Bhawan, SCOPE Complex, 7 Institutional Area, Lodi Road, New Delhi-110003
Corporate Identification Number : L40101DL1975GOI007966, **Telephone No.:** 011-24387333, **Fax No.:** 011-24361018, **E-mail :** ntpccc@ntpc.co.in
Website : www.ntpc.co.in

IDBI Trusteeship Services Ltd
CIN : U65991MH2001GOI131154

IDBI trustee

ITSL / 19-20 / OPR / 2295

27 May, 2019

To
The Board of Directors
NTPC Limited
NTPC Bhawan, SCOPE Complex, 7
Institutional Area, Lodhi Road
New Delhi 110003

Re: Certificate for receipt and noting information under Regulation 52(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sir,

This is to certify that, we, IDBI Trusteeship Services Limited, Debenture Trustee hereby confirm that we have received and noted the information, as specified under regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation 2015 ("Regulations"), provided to us by NTPC Limited ("the Company") for the year ended March 31, 2019.

This Certificate is being issued pursuant to the requirements of regulation 52(5) of the aforesaid Regulations, for onward submission to Stock Exchange(s) by the Company.

Thanking you,

Yours faithfully,
For IDBI Trusteeship Services Limited

Authorised Signatory

VISTRA

May 27, 2019

To
Ms. Nandini Sarkar
Company Secretary,
NTPC Limited,
NTPC Bhawan, SCOPE Complex,
7, Institutional Area,
Lodhi Road, New Delhi- 110 003

Dear Madam,

Sub: Certificate of Debenture Trustee under Regulation 52(5) of SEBI (LODR) Regulations, 2015 for March 31, 2019.

In compliance of the requirements of Chapter V, Regulation 52, Sub – Regulation (4) and (5) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for Non – Convertible Debt Securities we would like to state as under:

We, Vistra ITCL (India) Limited, are acting as Debenture Trustee to the various Secured, Listed, Non-Cumulative, Non-Convertible, Redeemable, Taxable, Tax free, Bonds & Debentures aggregating to Rs. 25,259.3305 crore of NTPC Limited ("Company").

With reference to above, we have received the following documents from the company and have noted its contents without verification:

1. Statement of Audited financial Results the quarter and year ended March 31, 2019 along with Independent Auditor's Report dated May 25, 2019.
2. Half Yearly Compliance pursuant to Regulation 52(4) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This certificate has been signed and issued by us based on documents (mentioned above) submitted by you.

Thanking You.

Sincerely,

For Vistra ITCL (India) Limited

Authorized Signatory

Place: Mumbai

Registered office:
The IL&FS Financial Centre
Plot No. C-22, G Block, 7th Floor
Bandra Kurla Complex, Bandra (East)
Mumbai 400051, India

Tel: +91 22 2659 3535
Fax: +91 22 2653 3297
Email: mumbai@vistra.com
www.vistraitcl.com

Vistra ITCL (India) Limited
Corporate Identity Number (CIN): U66020MH1995PLC095507

AXIS TRUSTEE

ATSL/ DEL/2019-20/270
May 27, 2019

NTPC LIMITED
Ntpc Bhawan,
Scope Complex, 7,
Institutional Area
Lodhi Road - 110003

Sub: Letter of Debenture Trustee pursuant to Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015) for the Half- Yearly ended March, 2019

Dear Sir/Madam,

This has reference to the Privately Placed Secured Redeemable Non- Convertible Debentures issued by NTPC Limited ("Company") and listed on the Bombay Stock Exchange (BSE Limited) ("**Listed Debt Securities**").

Pursuant to Regulation 52(4) read with Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company is required to submit its half yearly/annual financial results to the Stock Exchange, with a letter of the Debenture Trustee (Axis Trustee Services Limited) that the Debenture Trustee has noted the contents furnished by the Company as per Regulation 52(4).

In pursuance thereof, we hereby confirm that we have received the said aforesaid information along with the relevant/necessary supporting and we have noted the contents in respect of the Listed Debt Securities issued by the Company.

Further, please note that we have not independently verified the contents submitted and the aforesaid noting is subject to the following:

1. The Debenture Trustee is relying on the information/ status as submitted by the Company for the purpose of submission to the Stock Exchange; without reconfirming; &
2. Any commitment pertaining to the Interest/ Principal payable on the future due dates are sole commitment on the Company's part and Trustee is not liable in any manner if Company fails to fulfil/does not fulfil its commitment.

Thanking You,

Yours Faithfully
For **Axis Trustee Services Limited**
(Debenture Trustee)

Alok Kr.

(Alok Kumar)
Senior Manager