



NTPC LIMITED

(A Government of India Enterprise)

CIN: L40101DL1975GOI007966

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

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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF NTPC LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made pursuant to the provisions of Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated November 3, 2020 and published on November 4, 2020 (the "Public Announcement") and the Letter of Offer dated November 26, 2020 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- NTPC Limited (the "Company") had announced 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 ₹ 10 each ("Equity Shares") from all the existing shareholders / beneficial owners of Equity Shares as on the record date (i.e. Friday, November 13, 2020), on a proportionate basis, through the "Tender Offer" process at a price of ₹ 115 (Rupees One Hundred Fifteen Only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 2275,74,81,790 (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only) ("Buyback Offer Size") not exceeding 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 for the financial year ended March 31, 2020, respectively, 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 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"). 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 Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" as provided under Buyback Regulations and circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 issued by Securities and Exchange Board of India ("SEBI Circulars").
- The Buyback Offer opened on Monday, December 7, 2020 and closed on Friday, December 18, 2020.

2. DETAILS OF BUYBACK

- The total number of Equity Shares bought back under the Buyback Offer are 19,78,91,146 (Nineteen Crore Seventy Eight Lakh Ninety One Thousand One Hundred Forty Six) Equity Shares at a price of ₹ 115 (Rupees One Hundred Fifteen Only) per Equity Share.
- The total amount utilized in the Buyback of Equity Shares is ₹ 2275,74,81,790 (Rupees Two Thousand Two Hundred Seventy Five Crore Seventy Four Lakh Eighty One Thousand Seven Hundred Ninety only) excluding any expenses incurred or to be incurred for the Buyback viz. filing fees, stock exchange fees, advisory fees, public announcement publication expenses, brokerage, applicable taxes such as buyback taxes, securities transaction tax, goods and services tax, stamp duty, etc.
- The Registrar to the Buyback Offer i.e. Alankit Assignments Limited (the "Registrar to the Buyback Offer") considered 1,02,376 valid bids for 101,49,93,789 (One Hundred One Crore Forty Nine Lakh Ninety Three Thousand Seven Hundred Eighty Nine) Equity Shares in response to the Buyback, resulting in the subscription of approximately 5.13 times the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar to the Buyback Offer are as follows:

Sr. No.	Particulars	No. of Equity Shares reserved in Buy Back	No. of Valid Bids	Number of Equity Shares Validly Tendered	Number of Equity Shares Accepted	Number of Equity shares un-accepted / returned	Response (%)
1	Reserved category for Small Shareholders	2,96,83,672	97,930	6,85,13,994	2,96,83,672	3,88,30,322	230.81%
2	General category of other shareholders	16,82,07,474	4,446	94,64,79,795	16,82,07,474	77,82,72,321	562.69%
	TOTAL	19,78,91,146	1,02,376	101,49,93,789	19,78,91,146	81,71,02,643	512.91%

- All valid bids have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance / rejection has been dispatched by the Registrar to respective Eligible Shareholders by Wednesday, December 30, 2020 (by email where the email id is registered with the Company or the depository).
- The settlement of all valid bids was completed by the Indian Clearing Corporation Limited ("Clearing Corporation") / BSE Limited on Wednesday, December 30, 2020. Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If shareholders' bank account details were not available or if the funds transfer instruction were rejected by Reserve Bank of India/the concerned bank, due to any reason, then such funds were transferred to the concerned Shareholder Brokers/ custodians for onward transfer to such Eligible shareholders.
- Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on Wednesday, December 30, 2020. The unaccepted Equity Shares have been returned to respective Eligible Shareholders/ custodians by the Clearing Corporation / BSE Limited on Wednesday, December 30, 2020.
- The extinguishment of 19,78,91,146 Equity Shares accepted under the Buyback in dematerialized form is currently under process and shall be completed by January 6, 2021.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- The capital structure of the Company, pre and post Buyback Offer is as under:

(Equity Shares have a face value of ₹ 10 each)

Particulars	Pre Buyback		Post Buyback*	
	No. of Equity Shares	Amount in lakh (₹)	No. of Equity Shares	Amount in lakh (₹)
Authorized share capital	10,00,00,00,000	10,00,000.00	10,00,00,00,000	10,00,000.00
Issued, subscribed and paid up share capital	9,89,45,57,280	9,89,455.73	9,69,66,66,134	9,69,666.61

*Subject to extinguishment of 19,78,91,146 Equity Shares

- The details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback Offer are as under:

Sr. No.	Name of the Eligible Shareholder	No. of Equity Shares accepted under the Buy Back	Equity Shares accepted as a % of the total Equity Shares bought back	Equity Shares accepted as a % of the total post Buy Back Equity Share capital of the Company*
1	President Of India	9,27,51,257	46.87	0.96
2	ICICI Prudential Value Discovery Fund	58,96,043	2.98	0.06
3	HDFC Trustee Company Ltd. A/C HDFC Balanced Advantage Fund	34,93,941	1.77	0.04
4	ICICI Prudential Equity & Debt Fund	25,59,355	1.29	0.03
5	T. Rowe Price International Stock Fund	20,46,328	1.03	0.02
6	ICICI Prudential Multi-Asset Fund	20,31,492	1.03	0.02
7	Franklin India Focused Equity Fund	19,95,046	1.01	0.02

*Subject to extinguishment of 19,78,91,146 Equity Shares

- The shareholding pattern of the Company pre-Buyback (as on Record Date i.e. Friday, November 13, 2020) and post Buyback is as under:

Particulars	Pre Buyback		Post Buyback*	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of the post Buyback Equity Share Capital
Promoters	5,04,80,97,508	51.02	4,95,53,46,251	51.10
Foreign Investors (including Non Resident Indians/ FIs/ Foreign Mutual Funds / Foreign Nationals)	1,12,82,09,633	11.40		
Financial Institutions / Banks and Mutual Funds promoted by Banks/ Institutions	3,38,11,35,539	34.17	4,74,13,19,883	48.90
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

*Subject to extinguishment of 19,78,91,146 Equity Shares

4. MANAGER 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

Corporate Identity Number: U65990MH1993GOI075578

5. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accept the responsibility for the information contained in this Post Buyback Public Announcement and confirms that this Post Buyback Public Announcement contains true, factual and material information and does not contain any misleading information. This Post Buyback Public Announcement is issued under the authority of the Board of Directors by the Buyback Committee through Resolution passed by the Buyback Committee meeting held on December 30, 2020.

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

Sd/-
Gurdeep Singh
Chairman and Managing Director
(DIN: 00307037)

Sd/-
Anil Kumar Gautam
Director (Finance)
(DIN: 08293632)

Sd/-
Nandini Sarkar
Company Secretary
(Membership No: FCS 4977)

Place: New Delhi

Date: December 30, 2020