



एनटीपीसी लिमिटेड

(भारत सरकार का उद्यम)

NTPC Limited

(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref No: 01: SEC :LA-4

Dated: 11.04.2016

Manager (Listing) National Stock Exchange of India limited "Exchange Plaza", Bandra-Kurla Complex Bandra (E) Mumbai -400 051	General Manager Bombay Stock Exchange Limited 1 st Floor, P. J. Towers, Dalal Street, Mumbai -400 001
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Sub: Compliance Certificate under Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ending on 31.03.2016

Dear Sir,

Pursuant to Regulation 40 (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith a Certificate issued by M/s. Manish Ghia & Associates, Company Secretaries for the half-year ending on 31.03.2016 for compliance of Regulation 40 (9) of SEBI Listing Regulations, 2015 for your information and record.

Thanking you,

Yours faithfully

(A.K. Rastogi)

Company Secretary &
Compliance Officer

पंजीकृत कार्यालय : एनटीपीसी भवन, स्कोप कॉम्प्लेक्स, 7, इन्स्टीट्यूशनल एरिया, लोधी रोड नई दिल्ली-110003

कार्पोरेट पहचान नम्बर : L40101DL1975GOI007966, टेलीफोन नं.: 011-24387333, फ़ैक्स नं.: 011-24361018, ईमेल: ntpccc@ntpc.co.in, वेबसाइट: 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

CERTIFICATE UNDER CLAUSE 47(C) OF THE LISTING AGREEMENT AND
REGULATION 40 (9) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING
OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
FOR THE HALF YEAR ENDED 31ST MARCH, 2016

TO WHOMSOEVER IT MAY CONCERN

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to NTPC Limited having its registered office at NTPC Bhawan, Scope Complex, 7, Institutional Area, Lodi Road, New Delhi - 110003 maintained by Karvy Computershare Private Limited, the Registrar & Share Transfer Agent of the Company pertaining to transfer of equity shares of the Company for the half year ended 31st March, 2016 for the purpose of issuing certificate under Clause 47 (c) of the Listing Agreement entered into with BSE Limited and National Stock Exchange of India Limited (for the period 1st October, 2015 to 30th November, 2015) and Regulation 40 (9) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (for the period 1st December, 2015 to 31st March, 2016) and based on our examination as well as information and explanations furnished to us which to the best of our knowledge and belief were necessary for the purpose of our certification, we hereby certify that the Company has delivered during the half year ended on 31st March, 2016:

- a) Share certificates relating to the transfer of shares received during the period from 1st October, 2015 to 30th November, 2015 as entered in the Memorandum of Transfers have been issued within fifteen days from the respective date of lodgment of each deed excepting those rejected on technical grounds; and
- b) Share certificates relating to the transfer of shares received during the period from 1st December, 2015 to 31st March, 2016 as entered in the Memorandum of Transfers have been issued within thirty days from the respective date of lodgment of each deed excepting those rejected on technical grounds; and
- c) has not received any request for sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies.

Place: Hyderabad
Date: 14th April, 2016

For Manish Ghia & Associates
Company Secretaries

Manish L. Ghia
Partner
M.No. FCS: 6252, C. P. No. 3531