



# NTPC Limited

Our Company was originally incorporated in New Delhi on November 7, 1975 under the Companies Act, 1956 as a private limited company under the name "National Thermal Power Corporation Private Limited". For details of the change in the name of our Company and registered office, see "History and Certain Corporate Matters" on page 102 of the Prospectus.

**Registered and Corporate Office:** NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi 110 003, India.  
**Tel:** + (91 11) 2436 0100, **Fax:** + (91 11) 2436 1018

**Company Secretary and Compliance Officer:** Mr. A.K. Rastogi  
**Tel:** + (91 11) 2436 0071 **Fax:** + (91 11) 2436 0241, **E-mail:** akrastogi@ntpc.co.in, **Website:** www.ntpc.co.in

**FURTHER PUBLIC OFFER OF 412,273,220 EQUITY SHARES OF RS. 10 EACH (THE "EQUITY SHARES") OF NTPC LIMITED ("NTPC" OR "OUR COMPANY") THROUGH AN OFFER FOR SALE BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF POWER, GOVERNMENT OF INDIA (THE "SELLING SHAREHOLDER") FOR CASH AT PRICES DETERMINED THROUGH THE ALTERNATE BOOK BUILDING METHOD UNDER PART D OF SCHEDULE XI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI REGULATIONS") AGGREGATING RS. 84,787.51 MILLION\* (THE "OFFER"). THE OFFER COMPRISES A NET OFFER TO THE PUBLIC OF 408,000,000 EQUITY SHARES (THE "NET OFFER") AND A RESERVATION OF 4,273,220 EQUITY SHARES FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED IN THE PROSPECTUS) (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER SHALL CONSTITUTE 5% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

\*Subject to finalisation of Basis of Allotment

**THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH.**

**THE FLOOR PRICE (FOR BIDS SUBMITTED BY NON-INSTITUTIONAL BIDDERS AND RETAIL INDIVIDUAL BIDDERS) IS RS. 201 PER EQUITY SHARE.**

**THE FLOOR PRICE IS 20.1 TIMES OF THE FACE VALUE.**

**THE CLEARING PRICE (FOR BIDS SUBMITTED BY QUALIFIED INSTITUTIONAL BUYERS, INCLUDING MUTUAL FUNDS) IS RS. 202 PER EQUITY SHARE. THE EMPLOYEE PRICE (FOR BIDS SUBMITTED BY ELIGIBLE EMPLOYEES UNDER THE EMPLOYEE RESERVATION PORTION) IS RS. 191 PER EQUITY SHARE.**

The Offer was made through the Book Building Process wherein up to 50% of the Net Offer will be available for allocation on a price priority basis to Qualified Institutional Buyers ("QIBs") ("QIB Portion"). Further, 5% of the QIB Portion shall be available for allocation on a price priority basis to Mutual Funds only. The remainder shall be available for allocation on a price priority basis to QIBs and Mutual Funds, subject to valid Bids being received from them above the Floor Price. Further, not less than 15% of the Net Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders subject to valid Bids received at the Floor Price. Further, not less than 35% of the Net Offer will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at the Floor Price. Furthermore, 4,273,220 Equity Shares shall be made available for allocation on a proportionate basis to the Eligible Employees, subject to valid Bids being received at the Employee Price.

**BID/  
OFFER**

**OPENED ON FEBRUARY 3, 2010  
CLOSED ON FEBRUARY 5, 2010**

**THE PROMOTER OF OUR COMPANY IS THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF POWER, GOVERNMENT OF INDIA**

Bidders should note that on the basis of names of the Bidders, Depository Participants name, Depository Participant-Identification Number and Beneficiary Account Number provided by them in the Bid-cum-Application Form, the Registrar to the Offer will obtain from the Depository, the Bidder's bank account details. These bank account details would be printed on the refund orders, if any, to be sent to Bidders. Hence, Bidders are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/credit of refunds to Bidders at the Bidders sole risk.

**LISTING:** The Equity Shares of our Company are listed on the BSE and the NSE. NSE is the Designated Stock Exchange for the Offer.

**DISCLAIMER CLAUSE OF SEBI:** Submission of the Prospectus to SEBI does not constitute approval of either the Offer or the specified securities offered through the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause of the SEBI.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by Bombay Stock Exchange Limited should not in any way be deemed or construed that the Prospectus has been cleared or approved by Bombay Stock Exchange Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause of the Bombay Stock Exchange Limited.

**DISCLAIMER CLAUSE OF NSE - (THE DESIGNATED STOCK EXCHANGE):** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer clause of the NSE.

BOOK RUNNING LEAD MANAGERS TO THE OFFER				REGISTRAR TO THE OFFER
 <b>ICICI SECURITIES LIMITED</b> ICICI Centre H.T. Parekh Marg, Churchgate Mumbai 400 020, Maharashtra, India Tel: + (91 22) 2288 2460 Fax: + (91 22) 2282 6580 E-mail: ntpc.fpo@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Mr. Anupam Kumar SEBI Registration No.: INM000011179	 <b>CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED</b> 12 <sup>th</sup> Floor, Bakhtawar, Nariman Point Mumbai 400 021, Maharashtra, India Tel: + (91 22) 6631 9999 Fax: + (91 22) 6646 6192 E-mail: ntpc.fpo@citi.com Investor Grievance E-mail: investors.cgmb@citi.com Website: www.citibank.co.in Contact Person: Mr. Ranjeet Bhidi SEBI Registration No.: INM000010718	 <b>J.P. MORGAN INDIA PRIVATE LIMITED</b> J.P. Morgan Tower Off. C.S.T. Road, Kalina, Santacruz (East) Mumbai 400 098, Maharashtra, India Tel: + (91 22) 6157 3000 Fax: + (91 22) 6157 3911 E-mail: ntpc_fpo@jpmorgan.com Investor Grievance E-mail: investorsmb.jpmipl@jpmorgan.com Website: www.jpmipl.com Contact Person: Mr. Sagarnil Pal SEBI Registration No.: INM000002970	 <b>KOTAK MAHINDRA CAPITAL COMPANY LIMITED</b> 1 <sup>st</sup> Floor, Bakhtawar, 229, Nariman Point Mumbai 400 021, Maharashtra, India Tel: + (91 22) 6634 1100 Fax: + (91 22) 2284 0492 E-mail: ntpc.fpo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com Website: www.kmcc.co.in Contact Person: Mr. Chandrakant Bhole SEBI Registration No.: INM000008704	 <b>KARVY COMPUTERSHARE PRIVATE LIMITED</b> Kary Computer Share Private Limited 17-24 Vittalrao Nagar, Madhapur Hyderabad 500 081, Andhra Pradesh, India Tel: + (91 40) 2342 0815 Fax: + (91 40) 2343 1551 E-mail: ntpcfpo@karvy.com Website: www.karvy.com Contact Person: Mr. M. Murali Krishna SEBI Registration No.: INR000000221
<b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b>				
<b>Mr. A. K. Rastogi</b> , NTPC Bhawan, SCOPE Complex, 7, Institutional Area, Lodhi Road, New Delhi 110 003, India <b>Tel:</b> + (91 11) 2436 0071, <b>Fax:</b> + (91 11) 2436 0241, <b>E-mail:</b> akrastogi@ntpc.co.in Investors can contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allotment and credit of allotted shares in the respective beneficiary account or refund orders.				

**AVAILABILITY OF THE PROSPECTUS:** Investors are advised to refer to the Prospectus and the risk factors contained therein. Full copy of the Prospectus is available at the website of SEBI, BSE, NSE, NTPC and the BRLMs at www.sebi.gov.in, www.bseindia.com, www.nseindia.com, www.ntpc.co.in, www.icicisecurities.com, www.citibank.co.in, www.jpmipl.com and www.kmcc.co.in.

The list of Banks who have been notified by SEBI to act as SCSBs for the ASBA process are provided on the SEBI website at www.sebi.gov.in/pmd/scsb.pdf.

**BANKERS TO THE OFFER AND ESCROW COLLECTION BANKS:** ABN Amro Bank N.V., Axis Bank Limited, HDFC Bank Limited, Kotak Mahindra Bank Limited, Standard Chartered Bank, State Bank of India, Yes Bank Limited, The Hongkong and Shanghai Banking Corporation Limited and ICICI Bank Limited.

For NTPC Limited  
On behalf of the Board of Directors  
Sd/-  
Chairman & Managing Director

"NTPC Limited is proposing, subject to market conditions and other considerations, a further public offer of its equity shares and has filed a Prospectus with the Registrar of Companies, NCT of Delhi and Haryana, the Stock Exchanges and the Securities and Exchange Board of India ("SEBI"). The Prospectus is available on the website of SEBI at www.sebi.gov.in and the respective websites of the BRLMs at www.icicisecurities.com, www.citibank.co.in, www.jpmipl.com and www.kmcc.co.in. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "Risk factors" of the Prospectus. These materials may not be published or distributed in the United States of America and is not an offer to sell or a solicitation of an offer to buy securities in the United States or elsewhere. These securities have not been and NTPC Limited and the Selling Shareholder do not intend that they will be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an exemption from registration under such Act. NTPC Limited and the Selling Shareholder do not intend to conduct a public offering of securities in the United States of America."