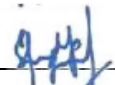


TERM SHEET

Series	8.33% Series 59
Security Name	8.33% Series 59 – 2021
Issuer	NTPC Limited
Issue Size	Upto Rs 500 crore. Plus green shoe option of upto Rs 500 crore (aggregating upto Rs 1000 crore)
Actual Issue Size	Base Issue of Rs 500 crore. Plus green shoe option of Rs 155 crore (aggregating upto Rs 655 crore)
Date of Passing Board Resolution	30.07.2015
Date of Passing resolution in the general meeting	18.09.2015
Objects of the Issue	The funds raised through this issue will be utilized for, inter alia, funding of capital expenditure, refinancing the debt requirement in on-going projects including recoupment of expenditure already incurred.
Instrument	Secured, Non –Cumulative, Non-Convertible, Redeemable, Taxable Bonds in the nature of Debentures
Issuance Mode	In demat mode only
Trading Mode	In demat mode only
Credit Rating	<b>“CRISIL AAA”</b> by CRISIL Limited , <b>“[ICRA] AAA (Stable)”</b> by ICRA Limited and <b>“CARE AAA”</b> by CARE
Face Value	Rs. 10 lac per Bond
Tenor	5 Years from the Deemed Date of Allotment
Coupon Payment Frequency	Annual
Coupon Payment Dates	Annually on Feb 24 of each year till maturity of Bonds ( corresponding to the deemed date of allotment)
Coupon Type	Fixed
Minimum Application	50 Bonds (face value of Rs 5 crore) and in multiples of 50 Bonds (face value of Rs 5 crore).
Day Count Basis	Actual/ Actual
Listing / Designated Stock Exchange	Proposed on the National Stock Exchange of India Limited (“NSE”) and BSE Limited. NSE is proposed to be the Designated Stock Exchange.
Trustees	IL&FS Trust Company Limited
Depository	National Securities Depository Limited and Central Depository Services (India) Limited
Registrars	Beetal Financial & Computer Services Private Limited
Eligible Investors	<p>The following categories are eligible to apply for this private placement of Bonds:</p> <p><b>1. Qualified Institutional Buyers (“QIBs”):</b></p> <ul style="list-style-type: none"> <li>Public Financial Institutions as defined in Section 2(72) of the Companies Act 2013;</li> <li>Alternative Investment Funds;</li> <li>Scheduled commercial banks;</li> </ul>

  
 Joint General Manager (Finance)  
 NTPC Limited

- Mutual Funds registered with SEBI;
- State industrial development corporations;
- Insurance companies registered with the Insurance Regulatory and Development Authority;
- Provident funds with a minimum corpus of Rs. 25 crore;
- Pension funds with a minimum corpus of Rs. 25 crore;
- The National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India; and
- Insurance funds set up and managed by the Department of Posts, India,

subject to such being authorized to invest in the Bonds.

## **2. Non QIBs:**

- Companies and Bodies Corporate authorized to invest in bonds/ debentures;
- Other Banks authorized to invest in bonds/ debentures;
- Gratuity Funds and Superannuation Funds;
- Provident Funds and Pension Funds with corpus of less than Rs. 25.00 crore;
- Societies authorized to invest in bonds/ debentures;
- Registered Trusts authorized to invest in bonds/ debentures;
- Statutory Corporations/ Undertakings established by Central/ State legislature authorized to invest in bonds/ debentures;
- Resident Individual Investors;
- Hindu Undivided Families through Karta;
- Limited liability partnerships , Partnership firms formed under applicable laws in India in the name of the partners.

**Any other investor that are authorized to invest in Bonds by their respective constitutional and/or charter documents, subject to compliance with respective applicable laws, subject to confirmation from the issuer.**

## **Who are not eligible to apply for Bonds?**

The following categories of persons, and entities, shall not be eligible to participate in the Issue and any applications from such persons and entities are liable to be rejected:

- Minors without a guardian name (A guardian may apply on behalf of a minor. However, Applications by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian);
- Non-resident investors including NRIs, FIIs, QFIs, FPIs and SWFs;
- Venture Capital Fund and Foreign Venture Capital Investor;
- Overseas Corporate Bodies; and
- Person ineligible to contract under applicable statutory/regulatory requirements

*[Handwritten signature]*

Joint General Manager (Finance)  
NTPC Limited

