

Term-Sheet	
Series	Series 64
Security Name	7.49% Series 64
Issuer	NTPC Limited
Issue Size	Rs 500 crore with a green shoe of Rs.200 crore aggregating to Rs.700 crore
Date of Passing Board Resolution	29.07.2016
Date of Passing resolution in the general meeting	20.09.2016
Objects of the Issue	The funds raised through this issue will be utilized for, <i>inter alia</i> , funding of Capital Expenditure of the Company, refinancing for meeting the debt requirement in on-going projects, including recoupment of expenditure already incurred and other general corporate purposes such as working-capital etc.
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	"CRISIL AAA" by CRISIL Limited, "[ICRA] AAA (Stable)" by ICRA Limited & "CARE AAA" by CARE
Face Value	Rs. 10 Lakh per Bond
Tenor	15 years
Coupon Payment Frequency	Annual
Coupon Payment Dates	Annually on 7 th November 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 thereafter (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	Vistra ITCL (India) Limited (Formerly 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>1. Qualified Institutional Buyers ("QIBs"):</p> <ul style="list-style-type: none"> • Public Financial Institutions as defined in Section 2(72) of the Companies Act 2013; • Alternative Investment Funds; • Scheduled commercial banks; • 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;



	<ul style="list-style-type: none"> • 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. <p>2. Non QIBs:</p> <ul style="list-style-type: none"> • 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. <p>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.</p> <p>Who are not eligible to apply for Bonds?</p> <p>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:</p> <ol style="list-style-type: none"> 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 <p>Also Refer 'who can apply' under the section Terms of Offer of the Offer Letter</p>	
Issue Schedule	Issue Opening Date	07.11.2016
	Issue Closing Date	07.11.2016
	Pay-In-Date	07.11.2016
	Deemed Date of Allotment	07.11.2016

