

**TRUSTEE COMPLIANCE REPORT**  
**QUARTER ENDED, September 30, 2023**  
**Issuer - NTPC Limited**

In compliance with the Securities and Exchange Board of India (SEBI) (Debenture Trustee) Regulations, 1993, the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, Companies Act, 2013 and other applicable laws as amended from time to time and acts, rules, regulations, circulars, guidelines framed and issued thereunder, we furnish the required information for your needful.

Sl. No.	Particulars of Information/Documents						
<b>1</b>	<b>Regulatory Requirement:</b>						
a.	An updated list of Debenture holders registered in the Register of Debenture Holders in the following format: ISSUE-WISE PARTICULARS						
	ISIN	Issue size	Name(s) of Debenture Holder	Address	Contact No.	Email Id	
	Attached as Annexure A			As per list attached.			
b.	Any Modification In Existing Outstanding ISINs ISSUE DETAILS						
	Existing ISIN No.	Revised ISIN No.	Date of change in ISIN No.	Date of DP letter for change in ISIN	Furnish copy of letter from DP		
	No Modification in Existing ISIN's						
c.	Details of complaints/grievances in the following format. In case no complaints have been received, a confirmation thereof. ISSUE-WISE PARTICULARS						
	Issue size	Nos. of Complaints/Grievances pending for the previous quarter	Nos. of Complaints/Grievances Received during current quarter	Nos. of Complaints/Grievances pending for the current quarter	Resolved/Unresolved	Reason (if pending beyond 30 days of receipt of grievance)	
	700 Cr (SRS 56)	0	7	0	Resolved		
	Other Bonds SRS in Attached Annexure A	Nil	Nil	Nil	N/A	N/A	
d.	Payment Of Interest / Principal: A Certificate cum Confirmation duly signed by a key managerial personnel viz., Managing Director/ Whole Time Director/CEO/ CS/CFO of the Company to the effect that:-						
	ISIN	Issue Size	Due date of redemption and/or interest	Paid/unpaid (actual date of payment, if paid, reasons if not paid)	Next due date for the payment of Interest / principal	Reasons for delay (if any)	
	Attached as Annexure A						
e.	Credit Rating Details of revisions in the credit rating (if any):						
	Name(s) of Rating Agency		Immediate Previous Credit Rating		Revised Credit Rating & date of revision		
	ICRA - AAA (stable) , CRISIL - AAA, India Ratings - AAA(Stable) & CARE - AAA				NIL		
f.	Creation of DRR Details as per terms of Issue:-						
	ISIN	Issue size	Maintenance of Debenture Redemption Reserve	DRR required to be Created [In Crs.]	DRR Created upto September 30, 2023 Rs. (In Cr.)	Funds invested for debentures maturing during the year	
	As per Companies (Share Capital and Debentures) Amendment Rules, 2019 dated 16th August 2019, issued by MCA, the requirement of DRR for listed entities has been discontinued. In case of deposit of a sum not less than 15% of the value of debentures maturing during the year, MCA had issued notification dated 5 June 2020 in which Listed Companies are not required to create DRR for privately placed debentures maturing during the year. For Publicly placed debentures maturing during FY 2023-24 (Rs 4,819.40 Cr) term deposit of Rs 723 Cr created (copy already submitted)						
g.	Creation of Recovery Expense Fund (REF) as per SEBI regulations:-						
	ISIN	Issue size	Maintenance of REF, REF required to be created [in Rs.]	REF created upto September 30, 2023	REF maintained In the form of	Any addition in the REF during the last quarter	
	Rs 25 Lakh BG No. 003GT01210130002 dated 13.01.2021 Validity date-13.01.2026						
<b>2</b>	<b>DOCUMENTS TO BE SUBMITTED AND THEIR REGULATORY TIMELINES</b>						
a.	i. Security cover Certificate as per guidelines and the format of Annex-VA of the SEBI Operational Circular dated 31.03.23.				Submitted with Q2 FY24 financial results.		
	ii. Certificate of Confirmation of compliance with Financial Covenants from the statutory auditor of the company pursuant to SEBI Operational Circular dated 31.03.23 (Applicable to Secured as well as Unsecured NCDs)						
	iii. ISIN wise details (attached as appendix- A) (Applicable to Secured as well as Unsecured NCDs)						
b.	A statement of value of pledged securities, if any / applicable				N/A		
c.	A statement of value of Debt Service Reserve Account or any other form of security if any / applicable				N/A		
d.	Quarterly statement indicating the utilisation of the issue proceeds and a statement disclosing material deviation(s) (if any) in the use of issue proceeds of non-convertible securities from the objects of the issue, till such proceeds have been fully utilised or the purpose for which the proceeds were raised has been achieved.				N/A		

e.	Certified True Copy of quarterly and year-to-date standalone financial results [6] containing line items as required under Regulation 52 (4) of SEBI LODR Regulations.	Submitted with Q2 FY24 financial results.			
f.	Copy of the un-audited [with limited review report] or audited financial results submitted to stock exchange				
g.	Periodical reports from lead bank regarding progress of the Project, if applicable	N/A			
h.	Copy of the Insurance Policies duly endorsed in favour of the Debenture Trustee as 'Loss Payee'	Comprehensive Insurance policies is taken at Corporate for all NTPC projects and stations. Endorsing of policy for individual plant is not feasible (Insurance policy already submitted).			
i.	Details of initiation of forensic audit (by whatever name called) in respect of the Company, and copies of the disclosures made by the Company to the Stock Exchange in this regard.	N/A			
<b>3</b>	<b>Management Confirmations:</b>				
I.	Management Confirmation for Security and insurance:				
	a) Security Documents executed by the Company remain valid (including but not limited to the purpose of and as provided in Limitation Act 1963), subsisting and binding upon the Company	Yes			
	b) Details of security provided to IDBI Trusteeship:				
	Receivables/Book debts/Hypothecation	Confirmation (Yes/No)	Self-owned/ Holding/ Subsidiary/Third Party etc.	Type of charge (pari passu/ exclusive/residual etc.)	
	Immovable Property	Yes	Self Owned	PPE & CWIP of Sipat Super Thermal Power Project (Exclusive Charge) & Solapur Super Thermal Power Project (Pari-passu Charge with Vistra ITCL India Limited)	
	Pledge of Securities	N/A	N/A	N/A	
	Personal Guarantee	N/A	N/A	N/A	
	Corporate Guarantee	N/A	N/A	N/A	
	Government Guarantee	N/A	N/A	N/A	
	Other movable assets	N/A	N/A	N/A	
	Intangible Assets	N/A	N/A	N/A	
	DSRA/ ISRA or any other account	N/A	N/A	N/A	
	Any other form of security	N/A	N/A	N/A	
	c) Addition/Revision/ Release of security during the quarter: (If there is no such change, kindly mention NIL)				Nil
	d) The assets of the Company and of the guarantors, if any, which are available by way of security/cashflows/profits are sufficient to discharge the claims of the debenture holders as and when they become due and that such assets are free from any other encumbrances except those which are specifically agreed to by the debenture holders and adequate asset cover is maintained				Yes
	e) Delay or Failure to create security (if any), with detailed reasons for delay or default in security creation and the time lines within which the same shall be created				Nil
	f) All the Insurance policies of the Secured Assets of the captioned debentures obtained are valid, enforceable and cover the risks as required under the Information Memorandum/ Debenture Trust Deed, and are endorsed in favour of Debenture Trustee as 'Loss Payee'. The premium in respect of the following insurance policies have been paid.				
	Issue Size	Policy No.	Coverage (Rs.)	Period & expiry date	Status of Endorsement
	Attached as Annexure A	Mega Risk Insurance Package Policy 2023-24	2,44,776.80 crore	1 Year (01.04.23 to 31.03.24)	Comprehensive Insurance policies is taken at Corporate for all NTPC projects and stations. Endorsing of policy for individual plant is not feasible.
II.	Management Confirmation for statutory items:-				
	i. The Company has complied with and is in compliance with the provisions of the Companies Act 2013, the extant SEBI Regulations and the terms and conditions of the captioned Debentures and there is no event of default which has occurred or continuing or subsisting as on date. If no, please specify details.				Yes
	ii. Whether there is any breach of covenant / terms of the debenture issues in terms of the Information Memorandum and DTD. If yes, please specify date of such breach occurred, the details of breach of covenant and remedial action taken by the Company along with requisite documents.				No
	Any additional covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof				Nil
	iii. There is no major change in composition of its Board of Directors, which may amount to change in control as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Changes if any to be disclosed along with copies of intimation made to the stock exchanges)				Yes
	iv. any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company				Nil
	v. Change, if any, in the nature and conduct of the business by the Company				Nil
	vi. Outstanding litigations, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any				Nil
	vii. Proposals, if any placed before the board of directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any				Nil
	viii. Disclosures, if any made to the stock exchange in terms of Regulation 30 or Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which may have a bearing on the Debentures or on the payment of interest or redemption of the Debentures				Nil
	ix. There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures.				Nil
	x. Confirmation that the unclaimed/ unpaid amounts of monies due on debentures and redemption of debentures are transferred to Investor Education and Protection Fund (IEPF)				Yes

III.	Management Confirmation for other items:	
	a) i. Generation of Annexure A and Annexure B for all the existing outstanding ISINs by the issuer company on DLT platform (Applicable only for secured NCDs)	Yes
	ii. Uploading of interest payment and principal repayment [cash flow event] (on retrospective basis from the year 2017) as per the SEBI Master Circular for Debenture Trustees No. SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated March 31, 2023 (updated as on July 06, 2023) (Applicable for both secured and unsecured NCDs)	Requisite details uploaded for available ISINs
	iii. Uploading of covenants as per the outstanding Trust deeds on the DLT platform as per the SEBI Master Circular for Debenture Trustees No. SEBI/HO/DDHS-PoD1/P/CIR/2023/109 dated March 31, 2023 (updated as on July 06, 2023) (This module has been recently introduced) (Applicable for both secured and unsecured NCDs)	Are being done
	b) Details of any default committed by the Issuer with respect to borrowings obtained from banks / financial institutions pertaining to:- a. payment obligations; and / or b. covenant compliance	No Default
	c) Details of Reference to Insolvency or a petition (if any) filed by any creditor or details of Corporate Debt Restructuring (if any);	Nil
	d) Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable	N/A
	e) Details of Fraud/default by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	Nil
	f) Details of one time settlement with any bank (if any);	N/A
	g) Confirmation that a functional website containing, amongst others as per Regulation 62 of SEBI (LODR) Regulations is maintained by the Company.	Yes
	h) Confirmation that the information/documents has been submitted to the debenture holders as per Regulation 58 of SEBI LODR Regulations.	Yes
	i) Confirmation that the capital adequacy norms are maintained as per RBI Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016	N/A
	j) Confirmation that there has been no change in the bank details of the Company for preauthorizing Debenture Trustee(s) to seek debt redemption payment related information from the Bank	Bank details already submitted, no change
	k) Confirmation that a provision, mandating the issuer to appoint the person nominated by the debenture trustee(s) has been duly mentioned in the <u>Trust deed as well as authorized by the Articles of Association</u> of the Company on or before 30 <sup>th</sup> September 2023.	Provision mentioned in Trust Deeds and Letter of Undertaking already submitted to trustee.



Aditya Dar  
Executive Director (Finance)  
Date: 02-11-2023

**TRUSTEE COMPLIANCE REPORT**  
**QUARTER ENDED, September 30, 2023**  
**Issuer - NTPC Limited**

Sl. No.	Particulars of Information/Documents	Remarks
1	Confirmation of having complied with Foreign Account Tax Compliance Act (FATCA) as regards the investors, borrowers and other intermediaries (If Applicable - along with supporting documents, registration number etc)	N/A
2	Outstanding amount as on September 30, 2023	Attached as Annexure A
	Confirm if high value debt listed entity as on date pursuant to SEBI (LODR) Regulations, amendment dated September 07, 2021 (basis of value of principal outstanding of listed debt securities as on March 31, 2022)	Yes
2.1	Date of the Board Meeting for current quarter.	28-10-2023
3	Previous Interest Payment Date and Amount paid	Attached as Annexure A
4	Next Interest Payment Date and Amount	
5	Previous Principal Repayment Date and Amount paid	
6	Next Principal Repayment Date and Amount	
7	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment and confirm if the additional interest of atleast @ 2% p.a. over the coupon rate is paid to the debenture holders.	Nil N/A
8	No. of debenture holders as on last day of this quarter, (Please provide details of NCD Holder viz. Names, Holding, Mailing Address, Email id, Contact Nos. (Benpos))	As per list attached.
9	Whether RTA / Company has forwarded the details of debenture holders (Benpos) to the DT by the seventh working day of every month.	Yes
10	Whether any security is pending to be created for the Debentures, if yes provide details of the same along with the date by which such security is to be / was to be created	Nil
11	Whether the Secured Assets are insured? If yes, attach the latest renewed copies thereof	Yes, Insurance policy already submitted
12	Half yearly results statement should indicate material deviation, if any. This should cover deviation in use of proceeds of issue other than the object stated in offer document	N/A
13	Publication of financial results and statements within 2 working days of the conclusion of the Board Meeting. (atleast in one English national daily newspaper)	Yes
14	Whether financial results for the quarter ended September 30, 2023 submitted to the Stock exchange as per the format specified by SEBI through its circular dated October 12, 2021. Whether unaudited financial results are accompanied by Limited Review Report (LRR)* <i>*LRR is not required if the company has intimated exchanges in advance that it shall submit annual audited results within 60 days from the end of Financial Year.</i>	Unaudited financial results of Q2/H1 FY24 filed with LRR/audit report within stipulated time, as applicable.
15	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Yes
16	Whether Debenture Redemption Reserve (DRR) as per SEBI Regulations and Companies Act has been maintained. Please mention the Amount of DRR maintained If No, please give reasons for the same. Please provide details / issue wise of DRR amount and date of transfer till date.	As per Companies (Share Capital and Debentures) Amendment Rules, 2019 dated 16th August 2019, issued by MCA , the requirement of DRR for listed entities has been discontinued.
17	Whether any material change has taken place in the nature and the conduct of the business of the Issuer since the date of Issue which is detrimental to the interest of debenture holders. If yes, please give details	Nil
18	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the Secured Assets has been passed. If yes, please give details	Nil
19	Whether any major change in the composition of the Board of directors or shareholders as defined in SEBI (Substantial Acquisition and Take Over) Regulations, 2011 which amounts to change in control of Issuer Company has occurred. If yes, please give details	Nil
20	Security Cover certified by the Statutory Auditor for the quarter ended September 30, 2023 (Mandatory for Secured issuance) Note: 1) Refer Annexure I of SEBI circular dated March 31, 2023 for the format of Security Cover certificate. 2) Please provide the security cover table in the excel form along with working..	Submitted with Q2/H1 FY24 financial results.

21	Security Cover certified by the Statutory Auditor of third party/subsidiary/group/holding company (“entities”) in case assets being offered as underlying Security by said entities. Including details of encumbrances in case of pari-passu charge.	N/A
22	Compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results for the quarter September 30, 2023 (Covenants for Secured and Unsecured issuance) as per SEBI circular dated 31st March 2023.	Submitted with Q2/H1 FY24 financial results.
23	Attach the statement of value of pledged securities, if applicable .- Quarterly (SEBI circular dated March 31, 2023)	N/A
24	Attach the statement of value for Debt Service Reserve Account or any other form of security offered- Quarterly (SEBI circular dated March 31, 2023)	N/A
25	Attach the Net worth certificate of guarantor (secured by way of personal guarantee), applicable for March and September (SEBI circular dated March 31, 2023)	N/A
26	Attach the Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee), applicable for March (SEBI circular dated March 31, 2023)	N/A
27	Attached the Valuation report and title search report for the immovable/movable assets, applicable for March (not older than 3 years) (SEBI circular dated March 31, 2023)	Already Submitted
28	Any change in Terms of the NCDs, security/creation of additional security/conversion of unsecured to secured during the quarter pursuant to Regulation 59 of SEBI (LODR) Regulations, 2015 and SEBI circular dated March 31, 2023.	Nil
29	Any change in security, creation of additional security or conversion of NCDs from unsecured to secured in compliance with SEBI circular dated August 04, 2023.	Nil
30	Whether charge over the same assets have been created in favor of multiple trustees. If yes, please mention the name of the trustee, charge amount and asset value	Yes - IDBI Trusteeship Services Limited (Rs 700 Cr) - Axis Trustee Services Ltd (Rs 8,300 Cr)
31	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons.	Yes
32	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	N/A
33	Whether all the terms of issue of debentures or covenants of the transaction documents are complied with? If no, provide details along with reason for non-compliance	Yes
34	Whether the provisions of the following laws applicable to debentures have been complied with: a) Companies Act, 2013 and Rules made thereunder (For all Issuers) b) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 d) Circulars issued by SEBI from time to time.	Yes
35	Whether the company has submitted a certificate to the stock exchange within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities. (Regulation 57(1) SEBI (LODR) Regulations, 2015) (Pursuant to Regulation 57 of SEBI (LODR), Regulations, 2015)	Yes
36	Nature of investor grievances received for quarter ended September 30, 2023 its status as on date of the submission of QCR and reason for the non-resolution/delay if any (Details to be separately provided in annexure as enclosed)	Statement attached for Public issues & Nil Grievance for Privately placed Bonds
37	Any Buy Back of NCDs during the quarter and details of the same	No
38	Whether the company has intimated exchange(s) about its intention to raise funds through issue of new NCD and such intimation was given prior to holding Board meeting.	Information already shared with stock exchanges for the NCD to be raised from the date of AGM i.e. 30.08.2023 till the date of next AGM.
39	Compliance with Accounting Standard and Financial disclosures.	Yes
40	Compliance with Corporate Governance provisions as specified in Chapter IV viz Related Party framework, Independent Directors, submission of quarterly compliance report on corporate governance to Exchange(s), prior intimation to exchanges, disclosure of material information/event, shareholding pattern	Yes
41	Whether Directors and KMPs have disclosed to Board of Directors whether they are directly or indirectly having material interest in any transaction.	Yes
42	Whether the company has appointed qualified Company Secretary as the Compliance Officer	Yes

43	Whether the Company has preserved the transactions records at least for 5 years/as per the archival policy of the Company.	Yes
44	Whether the Company is registered on the SEBI SCORES and Online Dispute Resolution Portal.	Yes
45	Whether statement of investor grievances has been filed to Exchanges within 21 days from the end of quarter (Pursuant to Regulation 13(3) of SEBI (LODR), Regulations, 2015)	Yes, For Q2 FY24, the same has been filed before due date i.e. on 21.10.2023.
46	Whether the Company has constituted following committees and held meetings in compliance with the provisions, as applicable: · Audit Committee · Nomination and Remuneration Committee · Stakeholders Relationship Committee · Risk Management Committee	Yes
47	Whether the Company has made disclosure of information having bearing on performance/operation of listed entity and/or price sensitive information to Exchanges and Debenture Trustee, if any pursuant to Regulation 51 read with Part B of Schedule III of SEBI (LODR) Regulations	Yes, whenever required
48	Whether company has complied with SEBI (LODR) Regulation 50 i.e Intimation to stock exchange(s)	Yes
49	Whether the Company has submitted a compliance certificate to the Exchange(s), duly signed by both Compliance Officer of the listed entity and the authorised representative of the transfer agent (RTA)	Yes
50	Whether the Company and its directors are / were involved in any civil or criminal proceedings, litigation connected with the securities market or any order has / had been passed against them for violation of any laws.	Nil
51	Whether any NCLT proceedings has been initiated against the company, if yes, provide details.	Nil
52	In case of default in payment of Interest/principal, whether the company has made disclosures to the Credit Rating Agencies in timely manner.	Nil
53	Please confirm if disclosure is made to stock exchanges in case of default in payment of interest / instalment obligations on loans, including revolving facilities like cash credit, from banks / financial institutions, whether the company has made disclosure to the Stock exchange. (Refer SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/140 dated November 21, 2019). Please provide a copy of disclosure made, if any	Nil
54	Confirm if there is any breach in providing information to the Debenture Trustee(s) regarding the status of payment or otherwise to the Stock Exchanges and Depositories. (Pursuant to chapter XI of SEBI Circular dated August 10, 2021)	Nil
55	If the REF is maintained in Bank Guarantee form the Company to ensure that it remains valid for a period of 6 months post the maturity date of the listed debt security. The issuer has kept the bank guarantee in force and renewed the Bank Guarantee at least 7 working days before its expiry.	Yes
56	Whether the Security cover as specified in the Term Sheet/PAS4/Information Memorandum/ is maintained	Yes
57	Details of Corporate Debt Restructuring (if any);	Nil
58	Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable	Nil
59	Details of Fraud/default by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;	Nil
60	Details of one-time settlement with any bank (if any);	Nil
61	Details of Reference to Insolvency or a petition (if any) filed by any creditor	Nil
62	Whether the company has forwarded the documents and intimation to the debenture trustee promptly pursuant Regulation 56 of SEBI (LODR) Regulations	Yes
63	Details of unclaimed interest/dividend/redemption amount in the escrow account	Attached as Annexure
64	Details of penalty levied (if any) by the stock exchanges pursuant to SEBI circulars dated November 13, 2020 or July 29, 2022.	Nil
65	Whether all material events and/or information as disclosed under regulation 51 of SEBI LODR Regulations have been informed to the Debenture trustee immediately in so far as it relates to the interest, principal, issue and terms of non-convertible debt securities, rating, creation of charge on the assets, notices, resolutions and meetings of holders of non-convertible debt securities.	Yes
66	Whether Structured Digital Database (“SDD”) is maintained by the company. (pursuant to Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015.	Yes
67	Whether the company has submitted a quarterly SDD compliance certificate certified either by compliance officer or practicing company secretary to the stock exchanges.	Yes

68	A copy of the annual report at the same time as it is issued along with a copy of certificate from the listed entity's auditors in respect of utilization of funds during the implementation period of the project for which the funds have been raised: Provided that in the case of debentures or preference shares issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate may be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved	Already Submitted  N/A
69	Whether issuer has obtained and reported Legal Entity Identifier (“LEI”) code in corporate bond database system pursuant to SEBI circular dated May 03, 2023. a) Issuer proposing to issue and list NCDs- on or after September 01, 2023 b) Issuer having outstanding NCDs as on August 31, 2023- on or before September 01, 2023	Yes
70	Confirm if registration with Financial Intelligence Unit (FIU) is applicable. If yes, please confirm if the registration with FIU is completed.	N/A
71	Confirm if clause relating to appointment of Nominee Director is inserted in Articles of Association and Debenture Trust Deed pursuant to amendment in NCS Regulation dated February 02, 2023.	Provision mentioned in Trust Deeds and Letter of Undertaking already submitted to trustee.

#### MANDATORY ANNEXURES

1	Updated list of name, addresses contact details and email id of debenture holders.	Attached
2	Number and nature of grievances received from debenture holders and time frame within which the same were resolved by the Issuer Company. NIL statement to be submitted in case of no grievances.	Attached
	Companies Statutory Auditors Certificate certifying the following, for March and September: a. Annual basis - End utilization certificate of the Debenture Subscription receipts from issuer’s statutory auditor (Refer Regulation 15 (1A) of SEBI (Debenture Trustees) Regulations, 1993). b. Half yearly basis- Certificate regarding maintenance of hundred percent Security cover or higher Security cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results. (Refer Regulation 15(t)(ii)(a) of SEBI (Debenture Trustees) Regulations, 1993 and Regulation 56(1)(d) of SEBI (LODR), Regulations, 2015), Applicable to secured listed debts.	N/A
3	Quarterly Basis- a. Security Cover certified by the Statutory Auditor for the quarter ended September 30, 2023 (Mandatory for Secured issuance) Note: Refer Annexure I of SEBI circular dated March 31, 2023 for the format of Security Cover certificate (Attached) b. Financial Covenant Confirmation from Statutory Auditor for the quarter ended September 30, 2023 (Covenants for Secured and Unsecured issuance) Note: Refer Annexure II of SEBI circular dated March 31, 2023 for list of covenants c. Audited / unaudited financials (along with LRR) of the Issuer company whichever applicable. Notes to Accounts (calculation of Security Cover Ratio) d. A statement of value of pledged securities. (Refer SEBI Circular dated March 31, 2020) e. A statement of value for the Debt Service Reserve Account or any other form of security offered. (Refer SEBI Circular dated March 31, 2023) (Refer SEBI Circular dated November 12, 2020)	Submitted with Q2/H1 FY24 financial results.  N/A
4	Insurance Policy of the security charged in favour of DT. In case Insurance Policy has expired, please provide Renewed Insurance Policies & Endorsed in favour of the debenture Trustee.	Comprehensive Insurance policies is taken at Corporate for all NTPC projects and stations. Endorsing of policy for individual plant is not feasible.
5	Report of the Lead Bank regarding (Applicable for public issue) (Refer Regulation 15(1A) of DT Regulations, 1993) a. progress of the Project b. report on monitoring of utilization of funds raised for the issue, as applicable	N/A
6	Copy of all notices, resolutions and circulars relating to new issue of non-convertible debt securities, proceedings of meetings of debenture holders, advertisement issued in the media (Refer Regulation 56 of SEBI (LODR) Regulations, 2015)	N/A
7	Letter issued by Credit Rating agency for revised credit rating during the quarter.	N/A
8	Half yearly Basis-Net worth certificate of guarantor (secured by way of personal guarantee), as applicable. Refer SEBI Circular dated March 31, 2023)	N/A
9	Annual Basis- Financials/value of guarantor prepared on basis of audited financial statement etc. of the guarantor (secured by way of corporate guarantee), as applicable. (Refer SEBI Circular dated March 31, 2023)	N/A
10	Annual Basis-Valuation report (Registered Valuer) and title search report for the immovable/movable assets, as applicable. (Refer SEBI Circular dated March 31, 2023)	Already Submitted

<b>Contact Details:</b>	
a) Name of Authorized Signatory	Shri Aditya Dar
b) Email Address	isd@ntpc.co.in
c) Contact Numbers	011-24367072
d) Name, Address and Email id of R&T Agent	BEETAL Financial & Computer Services (P) Ltd. BEETAL House, 3rd Floor, 99, Madangir New Delhi-110062 Email: beetalrta@gmail.com
e) Name, Address and Email id of the Credit Rating Agency	<p>ICRA:- B-710, Statesman House, 148, Barakhamba Road, New Delhi-110001 icra.compliance@icraindia.com</p> <p>CRISIL:- CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400 076 crsilratingdesk@crsil.com</p> <p>CARE - 4th Floor, Godrej Coliseum, Off Eastern Express Highway, Mumbai - 400 022. care@careedge.in</p> <p>India Ratings:- Wockhardt Towers, West Wing, Bandra Kurla Complex, Mumbai - 400051 infogrp@indiaratings.co.in</p>

For NTPC Limited



Aditya Dar

Executive Director (Finance)

Date: 02-11-2023



## Annexure - A

SERIES	Issue Amount and Amounts Raised (Rs. Crore)	Outstanding amount as on September 30, 2023 (Rs. Crore)	Previous Interest Payment Date and Amount paid	Next Interest Payment Date and Amount	Previous Repayment Date and Amount paid	Next Repayment Date and Amount
XLIV	500.00	400.00	04.05.2023 (Rs. 46.25 crore)	04.05.2024 (Rs. 37.00 crore)	04.05.2023 (Rs. 100 crore )	04.05.2024 (Rs. 100 crore )
XLV	75.00	45.00	10.07.2023 (Rs. 4.27 crore)	10.07.2024 (Rs. 3.78 crore)	16.05.2023 (Rs. 5 crore)	16.05.2024 (Rs. 5 crore)
XLVI	75.00	45.00	10.07.2023 (Rs. 4.66 crore)	10.07.2024 (Rs. 4.21 crore)	20.07.2023 (Rs. 5 crore)	20.07.2024 (Rs. 5 crore)
L 1A	488.03	488.03	16.12.2022 (Rs. 41.04 crore)	16.12.2023 (Rs. 41.04 crore)	N/A	16.12.2023 (Rs. 488.03 crore)
L 2A	249.95	249.95	16.12.2022 (Rs. 21.20 crore)	16.12.2023 (Rs. 21.20 crore)	N/A	16.12.2028 (Rs. 249.95 crore)
L 3A	312.03	312.03	16.12.2022 (Rs. 27.02 crore)	16.12.2023 (Rs. 27.02 crore)	N/A	16.12.2033 (Rs. 312.03 crore)
L 1B	208.64	208.64	16.12.2022 (Rs. 18.01 crore)	16.12.2023 (Rs. 18.07 crore)	N/A	16.12.2023 (Rs. 208.64 crore)
L 2B	91.39	91.39	16.12.2022 (Rs. 7.95 crore)	16.12.2023 (Rs. 7.98 crore)	N/A	16.12.2028(Rs. 91.39 crore)
L 3B	399.97	399.97	16.12.2022 (Rs. 35.46 crore)	16.12.2023 (Rs. 35.64 crore)	N/A	16.12.2033 (Rs. 399.97 crore)
LIII	1,000.00	1,000.00	22.09.2023 (Rs. 91.70 crore)	22.09.2024 (Rs. 91.70 crore)	N/A	22.09.2024 (Rs. 1000 crore)
LIV	10,306.83	8,245.46	24.03.2023 (Rs. 872.65 crore)	25.03.2024 (Rs. 701.95 crore)	24.03.2023 (Rs. 2,061.37 crore)	25.03.2024 (Rs. 4,122.73 crore)
55	300.00	300.00	21.08.2023 (Rs. 21.39 crore)	21.08.2024 (Rs. 21.45 crore)	N/A	21.08.2025 (Rs. 300 crore)
57	500.00	500.00	15.12.2022 (Rs.40.95 crore)	15.12.2023 (Rs.40.95 crore)	N/A	15.12.2025 (Rs. 500 crore)
60	1,000.00	1,000.00	06.05.2023 (Rs. 80.72 crore)	06.05.2024 (Rs. 80.50 crore)	N/A	05.05.2026 (Rs. 1,000 crore)
61	1,072.50	715.00	29.05.2023 (Rs. 58.23 crore)	27.05.2024 (Rs. 57.60 crore)	27.05.2021 (Rs. 357.50 crore)	27.05.2026 (Rs. 357.50 crore)
62	800.00	800.00	23.08.2023 (Rs. 60.64 crore)	23.08.2024 (Rs. 60.64 crore)	N/A	23.08.2026 (Rs. 800 crore)
63	670.00	670.00	16.09.2023 (Rs. 50.05 crore)	16.09.2024 (Rs. 50.05 crore)	N/A	16.09.2026 (Rs. 670 crore)
64	700.00	700.00	07.11.2022 (Rs.52.29 crore)	07.11.2023 (Rs.52.43 crore)	N/A	07.11.2031 (Rs. 700 crore)
66	3,925.00	3,925.00	14.12.2022 (Rs. 289.27 crore)	14.12.2023 (Rs. 289.27 crore)	N/A	14.12.2031 (Rs.3925 crore)

<b>Series</b>	<b>ISINs</b>	<b>Maturity Date</b>
44	INE733E07HT2	4-May-24
44	INE733E07HU0	4-May-25
44	INE733E07HV8	4-May-26
44	INE733E07HW6	4-May-27
45	INE733E07ID4	16-May-24
45	INE733E07IE2	16-May-25
45	INE733E07IF9	16-May-26
45	INE733E07IG7	16-May-27
45	INE733E07IH5	16-May-28
45	INE733E07II3	16-May-29
45	INE733E07IJ1	16-May-30
45	INE733E07IK9	16-May-31
45	INE733E07IL7	16-May-32
46	INE733E07IS2	20-Jul-24
46	INE733E07IT0	20-Jul-25
46	INE733E07IU8	20-Jul-26
46	INE733E07IV6	20-Jul-27
46	INE733E07IW4	20-Jul-28
46	INE733E07IX2	20-Jul-29
46	INE733E07IY0	20-Jul-30
46	INE733E07IZ7	20-Jul-31
46	INE733E07JA8	20-Jul-32
50-1A	INE733E07JE0	16-Dec-23
50-2A	INE733E07JF7	16-Dec-28
50-3A	INE733E07JG5	16-Dec-33
50-1B	INE733E07JH3	16-Dec-23
50-2B	INE733E07JI1	16-Dec-28
50-3B	INE733E07JJ9	16-Dec-33
53	INE733E07JO9	22-Sep-24
54	INE733E07JP6	25-Mar-2024,25-Mar-2025
55	INE733E07JQ4	21-Aug-25
57	INE733E07JX0	15-Dec-25
60	INE733E07KA6	5-May-26
61	INE733E07KC2	27-May-26
61	INE733E07KD0	27-May-31
62	INE733E07KE8	21-Aug-26
63	INE733E07KF5	16-Sep-26
64	INE733E07KG3	7-Nov-31
66	INE733E07KI9	14-Dec-31

**Unpaid and Unclaimed Interest and Refund as on 30.09.2023**

<b>S. No.</b>	<b>Bank Account No.</b>	<b>Bank Account Description</b>	<b>Balance as on 30.09.2023</b>
1	50200022414797	HDFC-Interest December 2016-TFB-2013	3,06,751.00
2	50200023898774	HDFC-2nd Int Payment BD 2016-17	81,69,204.34
3	50200028303213	HDFC-NTPC TFB 2013 Interest 2017-18 Account	5,88,357.00
4	50200029956812	HDFC-3rd Int Payment BD 2017-18	87,60,353.02
5	50200035028581	HDFC-NTPC TFB 2013 Interest 2018-19 Account	7,56,335.00
6	50200037510877	HDFC-NTPC Ltd BD 4th Interest Payment 2019 Account	80,22,662.80
7	50200045954346	HDFC-NTPC TFB 2013 Interest 2019-20 Account	8,06,491.00
8	50200048381360	HDFC-NTPC Ltd BD 5th Interest Payment 2019 Account	86,37,459.22
9	000705050858	ICICI-NTPC TFB2013 Interest 2020-21 Account	9,63,695.00
10	000705051304	NTPC Ltd BD 6th Interest Payment 2021 Account	80,70,982.43
11	50200063100752	NTPC 8th TFB 2013 Interest 2021-22 Account	9,68,863.00
12	50200066463851	NTPC BD 7TH INTEREST PAYMENT 2022 A/C	72,80,219.00
13	000705053849	NTPC TFB2013 9 Interest Payment 2022-23 Account	9,32,641.00
14	000705054159	NTPC Bonus Debenture -8th Interest & 1st Redemption payment 2022-23 Account	1,95,89,215.82

**PART 1****Quarterly Compliance Report for the Quarter ended 30-09-2023**

In compliance with the Securities and Exchange Board of India (SEBI) (Debenture Trustee) Regulations, 1993, the SEBI (Listing Obligations and Disclosure Requirements) 2015, and the Companies Act 2013, as amended from time to time we furnish the required information for your needful.

<b>Sr.</b>	<b>Particulars of Information/Documents</b>	<b>[Yes/ No/ Partially Furnished]</b>
1	Management Confirmations	Yes
2	Statutory Auditor's Certifications	Yes
3	Original / Certified True Copies of documents annexed alongwith the QCR	Yes

**PART 2****Management Confirmations viz., declaration/certificates to be signed by key managerial personnel [Managing Director/ Whole Time Director/CEO/ CS/CFO of the Issuer]**

<b>A.</b>	<b>Statutory/Compliance Confirmations</b>	
<b>Sr. No.</b>	<b>Particulars</b>	
a.	The Issuer has complied with and is in compliance with the provisions of the Companies Act 2013, if applicable, the extant SEBI Regulations and the terms and conditions of the captioned Debentures and there is no event of default which has occurred or continuing or subsisting as on date.	Yes
b.	There are no additional covenants (including side letters, accelerated payment clause, etc.) other than those covered in transaction documents <i>(Changes if any by way of inclusion of additional covenants to be disclosed along with copies thereof).</i>	Yes
c.	There are no changes to or restructuring of the terms of Issue like maturity date, coupon rate, face value, redemption schedule, nature of the non-convertible debt securities (Secured/Unsecured) etc.	Yes
d.	There is no major change in composition of its Board of Directors, which may amount to change in control as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 <i>(Changes (if any) to be disclosed along with copies of intimation made to the stock exchanges)</i>	Yes
e.	There is no change in nature and conduct of business of the Issuer. <i>[Changes (if any) whether pre intimated to the debenture trustee alongwith copies of the pre intimation)</i>	Yes
f.	There is no amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Issuer <i>(Proposals (if any) to be disclosed along with copies of intimation made to the stock exchanges alongwith scheme copies)</i>	Nil
g.	There are no outstanding litigations, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any <i>[Litigations, orders, directions etc.,(if any) be disclosed alongwith copies of orders, directions, notices etc.,]</i>	Yes
h.	There were no proposals placed before the board of directors, for considering alterations to any ISIN for which ATSL is debenture trustee, seeking- - alteration in the form or nature of the ISIN; - alteration in rights or privileges of the holders thereof; - alteration in the due dates on which interest or redemption is payable - any matter affecting the rights or interests of holders. <i>(Alterations [if any] to be disclosed along with copies of intimation made to the stock exchanges)</i>	Yes
i.	There are no changes to the security provisions such as: -a change in underlying security -creation of additional security or -creation of security in case of unsecured debt securities	Yes

j.	There were no disclosures made to the stock exchange in terms of Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which may have a bearing on the performance/operation of the Issuer, price sensitive information or on the payment of interest or redemption of the Debentures. <i>(Disclosures [if any] to be disclosed along with copies of intimation made to the stock exchanges)</i>	Yes
k.	Status with respect to compliance of financial covenants of the listed debt securities certified by Statutory Auditor of the issuer. <i>(Provide certificate as to the compliance of above to Debenture Trustee on quarterly basis)</i>	Yes
l.	The submissions to the stock exchange have been done in timely manner as per Applicable Law and requisite information has been provided to the Debenture Trustee and debenture holders, as applicable.	Yes

<b>B.</b>	<b>Secured Issuance Confirmations</b>
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Sr. No.	Particulars	
a.	The Security Documents executed by the Issuer remain valid (including but not limited to the purpose of and as provided in Limitation Act 1963), subsisting and binding upon the Issuer.	Yes
b.	The assets of the Issuer and of the third party security providers, if any, which are available by way of security/cashflows/profits are sufficient to discharge the claims of the debenture holders as and when they become due and that such assets are free from any other encumbrances except those which are specifically agreed to by the debenture holders.	Yes
c.	The Secured Assets have been insured against all risks as prescribed in the Prospectus/Information Memorandum of the captioned Debentures and Security Documents thereof	Yes
d.	All the Insurance policies obtained are valid, enforceable and cover the risks as required under the Information Memorandum/Debenture Trust Deed and are endorsed in favour of Debenture Trustee as 'Loss Payee'. The premium in respect of the following insurance policies have been paid.	Yes
e.	The Issuer is maintaining hundred percent security cover or higher security cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, including compliance with all the covenants of the Debentures.	Yes

<b>C.</b>	<b>Others</b>
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Sr. No.	Particulars	
a.	Details of Corporate Debt Restructuring proposed or implemented or under implementation [if any]	Nil
b.	Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines.	N/A
c.	Details of Fraud/defaults by promoter or key managerial personnel or by Issuer or arrest of key managerial personnel or promoter;	Nil
d.	Details of one time settlement with any bank (if any);	Nil
e.	Details of Reference to Insolvency or a petition (if any) filed by any creditor	Nil
f.	Confirmation that a functional website containing, amongst other requirements as per Reg. 62 of the SEBI LODR, the following information is maintained by the Issuer:- <ul style="list-style-type: none"> <li>- Details of business</li> <li>- Composition of Board</li> <li>- Financial Information including <ul style="list-style-type: none"> <li>- (i) notice of Meeting of Board of Directors where financial results shall be discussed</li> <li>- (ii) financial results, on the conclusion of the meeting of the board of directors where the financial results were approved</li> <li>- (iii) complete copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report etc</li> </ul> </li> <li>- email address for grievance redressal and other relevant details.</li> <li>- name of the debenture trustees with full contact details.</li> <li>- the information, report, notices, call letters, circulars, proceedings, etc., concerning new issuance of NCDs.</li> <li>- all information and reports including compliance reports filed by the Issuer.</li> <li>- (i) Default by issuer to pay interest or redemption amount [if any]</li> <li>- (ii) failure to create a charge on the assets [if any].</li> <li>- (iii) all credit ratings obtained by the entity for all its listed non-convertible securities, updated immediately upon any revision in the ratings [if any]</li> <li>- (iv) statements of deviation(s) or variation(s) as specified in sub-regulation (7) and sub-regulation (7A) of regulation 52 of these regulations.</li> <li>- (v) annual return as provided under section 92 of the Companies Act, 2013 and the rules made thereunder.</li> </ul>	Yes

g.	Issuer to provide information, notices, resolutions, report, call letters, circulars, proceedings, etc., concerning new issuance of NCDs and meetings of NCD holders.(Regulation 56(1)(b))	Yes
h.	<p><b>Information to be submitted to the Debenture holders (Regulation 58)</b></p> <p>Confirmation that we shall in terms of the <b>Regulation 58 of the</b> SEBI (Listing Obligations and Disclosure Requirements) 2015 send to the Debenture Holders the following documents and information:-</p> <ul style="list-style-type: none"> <li>- Soft copies of full annual reports to those who have registered their email address(es) either with the Issuer or with any depository.</li> <li>- Hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders who have not registered their email address.</li> <li>- Hard copies of full annual reports to those who have not registered their email address(es).</li> <li>- Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013, shall be applicable for such meeting.</li> <li>- Proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution.</li> </ul>	Yes
i.	Issuer to provide status of compliance and details of disclosures with respect to issue of green debt securities, if applicable.	N/A

#### 4 ISIN WISE CONFIRMATIONS

a.	Details of Interest/principal payment due in preceding quarter							
	ISIN No	Series/tranche	Due date of redemption and/or interest (falling in the previous quarter)	If Paid		If delayed/ Unpaid/ defaulted		
				Date of payment	Date of intimation to Stock Exchange of payment status within one working day of it becoming due As per Reg. 57 SEBI LODR	Reasons thereof and further action taken, if any	Date of intimation to Stock Exchange of payment status within one working day of it becoming due as per Reg. 57 SEBI LODR	
	INE733E07KL3	SRS 69	17-07-2023	17-07-2023	17-07-2023	N/A		
b.	Details of Interest/principal payment due in the quarter							
	ISINs	Series/tranche	Due date of redemption and/or interest falling in quarter		Date of intimation to Stock Exchange [within 5 working days from quarter end]			
	INE733E07KJ7	SRS 67	Nil		N/A			
	INE733E07KL3	SRS 69	Nil		N/A			
c.	Details of complaints/grievances in the following format. In case no complaints have been received, a confirmation thereof.							
	ISIN No.	No. of pending Complaints at the end of last quarter	No. of complaints received during the quarter	Nature of the Complaint(s) [delay/default in interest/redemption/others]	No. of complaints resolved during Quarter [within 30 days]	No. of complaints unresolved during Quarter [more than 30 days]	Reason (if pending for more than 30 days)	Steps taken to resolve the complaint
	INE733E07KJ7	Nil	Nil	N/A	Nil	Nil	N/A	N/A
	INE733E07KL3							
d.	Recovery Expense Fund							
	Issue Size (in ₹ crores)	ISINs	Size/ Value of Recovery fund maintained	Date of creation of REF	Mode of maintenance	Addition in the Recovery Expense Fund during the quarter	Details of funds withdrawn on account of redemption, if any, during the quarter	
	4,000.00	INE733E07KJ7 - SRS 67	Rs 25 Lakh	13.01.2021	BG No. 003GT01210130002 dated 13.01.2021	Nil	Nil	

	4,300.00	INE733E07KL3- SRS 69	RS 25 Lakh	13.01.2021	Validity date- 13.01.2026		
e.	Debenture Redemption Reserve as per Companies (Share Capital and Debentures) Rules, 2014						
	Issue size (including ISIN)	Type of entity (NBFC/ HFC/FI/ Other) alongwith with listing status	Applicability of Debenture Redemption Reserve [DRR]		DRR [in % and in amount Crs.] created as per Companies (Share Capital and Debentures) Rules, 2014)		
	Rs 4000 Crore (INE733E07KJ7 - SRS 67)	Listed	As per Companies (Share Capital and Debentures) Amendment Rules, 2019 dated 16th August 2019, issued by MCA , the requirement of DRR for listed entities has been discontinued.		N/A		
	Rs 4300 Crore (INE733E07KL3- SRS 69)						
f.	Debenture Redemption Funds as per Companies (Share Capital and Debentures) Rules, 2014						
	ISIN (that is maturing in the current FY)	Issue Size (in ₹ crores)	Amount outstanding (Rs in Cr)	Status of maintenance of DRF (15% of amount of debentures maturing during the year ending on 31st March or invest in securities enlisted in Rule 18 (1) (c) of Companies (Share Capital and Debenture) Rules, 2014)			
	-	Rs 4000 Crore (INE733E07KJ7 - SRS 67)	4,000.00	As per Companies (Share Capital and Debentures) Amendment Rules, 2019 dated 16th August 2019, issued by MCA, the requirement of DRR for listed entities has been discontinued. In case of deposit of a sum not less than 15% of the value of debentures maturing during the year, MCA had issued notification dated 5 June 2020 in which Listed Companies are not required to create FDR for privately placed debentures maturing during the year.			
	-	Rs 4300 Crore (INE733E07KL3- SRS 69)	4,300.00	For Publicly placed debntures maturing during FY 2023-24 (Rs 4,819.40 Cr) term deposit of Rs 723 Cr created (copy already submitted)			
g.	Security Cover						
	Issue size (including ISIN)	Security in terms of Information Memorandum/ Debenture Trust Deed created within due date (Yes/No)	Security Cover Stipulated in terms of Information Memorandum/ Debenture Trust Deed	Details of pending security (if any)	Reasons for delay (waiver if any or extensions if any)	Actual Security Cover maintained	
	Rs 4000 Crore (INE733E07KJ7 - SRS 67)	Yes	Secured by Equitable mortgage on pari-passu charge basis of the immovable properties pertaining to Vindhyachal Super Thermal Power Station	Nil	N/A	Yes	
	Rs 4300 Crore (INE733E07KL3- SRS 69)		Secured by Equitable mortgage on pari-passu charge basis of the immovable properties pertaining to Barh Super Thermal Power Project.				
h.	Unclaimed Interest / Redemption						
	ISIN no. for which interest /redemption is unclaimed	No. of days for which unclaimed	If more than 30 days, whether transferred to escrow account [if so, provide details]		If unclaimed for more than seven years whether transferred to the 'Investor Education and Protection Fund'		
	Nil	N/A	N/A		N/A		

**Part 3**

**Statutory Auditor Confirmations [duly signed and on letter head of Statuory Audit Firm]**

Sr.	Particulars of Information/Documents				
<b>I</b>	<b>Secured Listed Debt Issuances</b>				
<b>a</b>	<b>Quarterly Conformations:</b>				Submitted with Q2/H1 FY24 financial results.
	- Security cover certificate shall be prepared and submitted on quarterly basis wherein the book values of the assets provided in the certificate shall be duly certified by the statutory auditor of the listed entity and the format of certificate shall contain market values under the market value column along with the reference date based on which such values are arrived.				
	- the security cover ratios shall be calculated using the formulas provided under clause 4 of the SEBI Circular				
	- Compliance status with respect to financial covenants				
	- The Certificate certified by the statutory auditor of the issuer company shall have the Unique Document Identification Number (UDIN) generated in the manner prescribed by the relevant regulatory authority.				
<b>b</b>	<b>Half Yearly Conformations:</b>				Submitted with Q2/H1 FY24 financial results.
	- Half yearly certificate regarding maintenance of 100 % or higher Security Cover alongwith confirmations of compliance of all covenants with respect to the debt securities shall be submitted for HY1 and HY2 as per Reg 56 (1)(d) of SEBI LODR Regulations alongwith Q2 and Q4 QCR.				
	- The Certificate certified by the statutory auditor of the issuer company shall have the Unique Document Identification Number (UDIN) generated in the manner prescribed by the relevant regulatory authority.				
<b>II</b>	<b>Other Confirmations (Applicable for Secured and Unsecured Listed Debt Issuances):</b>				Already Submitted
	- End Utilisation of Funds certificate from statutory auditor of the entity alongwith quarterly financial result:-				
	-Where the funds are raised for financing projects – Certificate from the auditor of the entity in respect of utilization of funds for the implementation period of the project for which the funds have been raised;				
	-Where the funds are raised for financing working capital or general corporate purposes or for capital raising purposes – Auditor certificate be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved.				
	-Annual confirmation from Statutory Auditor is due by 75th day from the end of financial year				

**PART 4**

**Original / Certified True Copies of documents [as applicable] to be annexed to the QCR**

Sr.no	Particulars of Documents					
<b>a.</b>	An updated list of Debenture holders registered in the Register of Debenture Holders/BENPOS in the following format:					
	<b>ISSUE-WISE PARTICULARS</b>					
	ISIN no.	Series/tranche	Name(s) of Debenture Holder	Address	Contact No.	Email Id
	INE733E07KJ7	SRS 67	As per list attached.			
	INE733E07KL3	SRS 69				
<b>b.</b>	Letter from Credit Rating Agency along with rationale for revision					
	ISIN Nos.	Issue Size	Name of CRA/s	Previous Rating	Revision in Credit Ratings	
	INE733E07KJ7	Rs 4000 Crore (SRS 67)	ICRA - AAA (stable) , CRISIL - AAA & CARE - AAA		Nil	
	INE733E07KL3	Rs 4300 Crore (SRS 69)				
<b>c.</b>	All Insurance Policies duly endorsed in favour of the Debenture Trustee as 'Loss Payee'.					
	Issue Size	Policy No.	Coverage (Rs.)	Period & expiry date	Status of Endorsement	
	Rs 4000 Crore (SRS 67)	Mega Risk Insurance Package Policy 2023-24	2,44,776.80 crore	1 Year (01.04.23 to 31.03.24)	Comprehensive Insurance policies is taken at Corporate for all NTPC projects and stations. Endorsing of policy for individual plant is not feasible.	
	Rs 4300 Crore (SRS 69)					
<b>d.</b>	Copy of <i>un-audited</i> quarterly financials [signed by MD/Executive Director] alongwith Limited Review Report prepared by the statutory auditors*				Submitted with Q2/H1 FY24 financial results.	
	- To cover line items mentioned under Reg 52 (4), 54(2) & 54(3) of SEBI LODR					
	- To be submitted within forty- five days from the end of the quarter except last quarter					
	- To be submitted within 60 days from the end of last quarter					
	- To be submitted to the trustee on same day as submitted to stock exchanges					



	<i>* In case issuer's accounts are audited by Comptroller and Auditor General of India, the report to be provided by any practicing Chartered Accountant.</i>	
e.	Copy of audited quarterly and year to date standalone financial results [signed by MD/Executive Director] <ul style="list-style-type: none"> <li>- To cover line items mentioned under Reg 52 (4), 54(2) &amp; 54(3) of SEBI LODR</li> <li>- To be submitted within forty- five days from the end of the quarter except last quarter</li> <li>- To be submitted within 60 days from the end of last quarter</li> <li>- To be submitted to the trustee on same day as submitted to stock exchanges</li> </ul>	Submitted with Q2/H1 FY24 financial results.
	<i>Note: The Listed entity to submit a statement of assets and liabilities and statement of cash flows as at the end of every half year, by way of a note, along with the financial results.</i>	
f.	Annual audited standalone and consolidated financial results, along with the statutory auditors report, the directors report, annual report, profit and loss accounts, balance sheets <ul style="list-style-type: none"> <li>- To cover line items mentioned under Reg 52 (4), 54(2) &amp; 54(3) of SEBI LODR</li> <li>- To be submitted within sixty days from the end of the financial year on the same day as submitted to the stock exchanges</li> <li>- In case issuers are audited by Comptroller and Auditor General of India <ul style="list-style-type: none"> <li>(i) financial results audited by auditor appointed by the Comptroller and Auditor General of India to be submitted to the Stock Exchange(s) and trustees within sixty days from the end of the financial year.</li> <li>(ii) on completion of audit by the Comptroller and Auditor General of India- the financial results to be submitted to the Stock exchange(s) and debenture trustee within nine months from the end of the financial year.</li> </ul> </li> </ul>	Already submitted for FY 2022-23
g.	Issue Wise/ISIN Wise Utilization Statement submitted to Stock Exchange as per Reg. 52(7) of SEBI LODR on quarterly basis until the debenture proceeds are completely utilized or the purpose for which the funds have been raised is achieved. <i>Note- Annual confirmation from Statutory Auditor is due by 75th day from the end of financial year.</i>	N/A
h.	Material deviation in the use of proceeds as compared to the objects submitted to stock exchange, if applicable.	N/A
i.	Comments/report received from Monitoring agency, appointed if any, to monitor utilization of proceeds of public issue or rights issue or preferential issue or qualified institutions placement, if applicable.  <i>Note: The listed entity is required to submit such comments/report received from monitoring agency with the stock exchanges within 45 days from end of each quarter. The said requirement is effective from 14.11.2022 [Reg 32(6) of SEBI LODR]</i>	N/A
j.	Confirmation on whether the report received from monitoring agency as mentioned in sr.no.(i) above has been placed before Audit Committee meeting on quarterly basis, promptly upon its receipt, if applicable. [Reg 32(7) of SEBI LODR]	N/A
k.	ISIN Wise intimations sent to Stock Exchange as per Regulation 57 of the SEBI LODR with respect to interest/principal payment of Debentures	Attached
l.	Periodical reports from lead bank regarding progress of the Project [in case debentures are raised for financing projects]	N/A
m.	Annual report as per Reg 53 (2)(a) of SEBI LODR for financial year end.	Already submitted
n.	Stock Exchange Confirmation on the REF created or replenished during the quarter, the annual confirmation is due by 75th day from the end of financial year	Already Submitted
o.	All information, documents/reports/certificates/confirmations required for conduct of continuous due diligence by trustee empanelled agencies <ul style="list-style-type: none"> <li>a. Security Cover</li> <li>b. A statement of value of Debt Service Reserve Account or any other form of security (quarterly)</li> <li>c. A statement of value of pledged securities (quarterly)</li> <li>d. Net worth certificate of personal guarantors [if any] (half yearly)</li> <li>e. Financials/value of corporate guarantor [If any] prepared on basis of audited financial statement etc. of the guarantors[1] (annually)</li> <li>f. Valuation report for immovable and movable secured assets (once in 3 years or as prescribed)</li> <li>g. Title search report for immovable secured assets (once in 3 years or as prescribed)</li> </ul>	Submitted with Q2/H1 FY24 financial results.       N/A  Already Submitted



**Aditya Dar**  
**Executive Director (Finance)**  
**Date: 02-11-2023**

**TRUSTEE COMPLIANCE REPORT**  
**QUARTER ENDED, September 30, 2023**  
**Issuer - NTPC Limited**  
**CIN - L40101DL1975GOI007966**

Sr. No.	Particulars	Remarks	
1.	Description of the Debenture – Tranche/Series /Issue (Secured / Unsecured PCD/FCD/NCD)	NTPC Bonds SRS 79 (Unsecured NCD)	NTPC Bonds SRS 80 (Unsecured NCD)
2.	List of ISIN for which this QCR is provided	INE733E08239	INE733E08247
3.	Type of Issue (Private / Public / Rights)	Private	
4.	Issue Amount and amount raised till date	Rs 500 Cr	Rs 3,000 Cr
5.	Listed/Unlisted (If Listed, the Exchange where listed)	Listed at BSE	Listed at NSE
6.	Date of Listing of NCDs (please provide confirmation and supporting documents from BSE/NSE)	16-12-2022	17-04-2023
7.	Coupon Rate (Revised rate if any )	7.44%	7.35%
8.	Tenor of Issue	10 Years 3 Months 30 Days	3 Years
9.	Date of Board Meeting approving Quarterly Financial Statements for the quarter ended September 30, 2023.	28-10-2023	
10.	Date of Allotment of Debentures	16-12-2022	17-04-2023
11.	Date of Issue of Debenture Certificate (Physical) or Credit to Demat A/c	16-12-2022	17-04-2023
12.	Outstanding amount as on September 30 2023.	Rs 500 Cr	Rs 3,000 Cr
13.	Previous Interest Payment Date and Amount paid	N/A	N/A
14.	Next Interest Payment Date and Amount	16-12-2023 (Rs 37.20 Cr)	17-04-2024 (Rs 220.50 Cr)
15.	Previous Repayment Date and Amount paid	N/A	N/A
16.	Next Repayment Date and Amount	15-04-2033 (Rs 500 Cr)	17-04-2026 (Rs 3,000 Cr)
17.	Whether there has been any delay / default in payment of interest and/or principal amount? If yes, the due dates thereof & date of payment	No	
18.	Whether Recovery Expense Fund has been created and the amount as may be required to be deposited is deposited? (Amount to be deposited – 0.01% of Issue Size with maximum cap of Rs. 25 Lakhs)	REF created vide BG No. 003GT01210130002 dated 13.01.2021 Validity date-13.01.2026	
19.	Credit Rating at the time of issue	ICRA - AAA (stable) , CRISIL - AAA, India Ratings - AAA(Stable) & CARE - AAA	
20.	Present Credit Rating and date of change of credit rating. In case of revision, please attach letter from Credit Rating Agency indicating revision in rating	ICRA - AAA (stable) , CRISIL - AAA, India Ratings - AAA(Stable) & CARE - AAA	
21.	a) No. of debenture holders on the date of Allotment b) No. of debenture holders as on September 30 2023, please provide details of NCD Holders viz. Names, Holding, Mailing Address, Contact Nos. (Benpos)	8	29
22.	Brief details of the security created till date for the Debentures including third party securities	N/A	
23.	Pending Security if any. Date by such security is / was to be created	Nil	
24.	Whether the Secured Assets are insured? If yes, attach the copies thereof	Yes, Insurance policy already submitted	
25.	Confirmation/statement that the assets of the Company are sufficient to discharge the claim of the debenture holders as and when they become due. (Applicable for secured as well as unsecured debentures)	Yes	

26.	Whether all taxes, cesses, insurance premia, any other government charges with respect to Secured Assets for the issue have been paid. If No, please give details and reasons for the same	Yes
27.	Disclosure of defaults on payment of interest/ repayment of principal amount in full on the due date on loans from banks / financial institutions and unlisted debt securities, if any during the quarter. If yes, kindly mention details thereof.	Nil
28.	Whether any material change has taken place in the nature and the conduct of the business of the Issuer which is detrimental to the interest of debenture holders. If yes, please give details	No
29.	Whether any orders, directions, notice of court/ tribunal / authority affecting or likely to affect the debenture holders has been passed. If yes, please give details	No
30.	Whether any major change in the composition of the Board of directors or shareholders as defined in the Take Over Regulations which amounts to change in control of Issuer Company has occurred. If yes, please give details	No
31.	Whether Debenture Redemption Reserve (DRR) as per SEBI Guidelines and Companies Act has been maintained and its amount. If No, please give reasons for the same.	As per Companies (Share Capital and Debentures) Amendment Rules, 2019 dated 16th August 2019, issued by MCA, the requirement of DRR for listed entities has been discontinued.
32.	Details of encumbrances created over the Secured Assets charged for the issue	Nil
33.	Whether Register of Debenture Holders has been maintained with their addresses and whether the transfers and changes in ownership have been recorded. If no, please give reasons	RTA appointed
34.	In case of Partially / Fully Convertible Debentures, whether the debentures have been converted into equity in accordance with the terms of issue? If no, please give reasons.	N/A
35.	Whether the provisions of the following laws applicable to debentures have been complied with: a) Companies Act (For all Issuers) b) SEBI Listing Regulations (For Listed Issues) c) SEBI (Issue & Listing of Non-Convertible Securities) Regulations, 2021 d) Any Other, as may be applicable	Yes
36.	Whether any dividend has been declared during this quarter. If yes, details thereof	Yes, First interim Dividend for FY 2023-24 declared in Board meeting held on 28.10.2023.
37.	Whether all the covenants, terms & conditions of the transaction and security documents are complied with? If no, pls give details and reasons for non-compliance	Yes
38.	Whether DSRA (Debenture Service Reserve Account) is maintained as per the transaction documents. If Yes, amount and Bank account details. If No, its reason thereof (For Debentures wherein DSRA is not required to be maintained as per transaction documents, kindly mention NA)	N/A
39.	Investor grievances received for quarter ended September 30, 2023, resolved during the quarter and grievances unresolved with reasons thereof (Details to be separately provided in annexure as enclosed)	Nil

40.	Contact Details:	
	a) Name of Authorised Signatory	Shri Aditya Dar
	b) Email Address	isd@ntpc.co.in
	c) Contact Numbers	011-24367072
	d) Name & Address of R&T Agent	BEETAL Financial & Computer Services (P) Ltd. BEETAL House, 3rd Floor, 99, Madangir, New Delhi-110062 Email: beetalrta@gmail.com



**Aditya Dar**  
**Executive Director (Finance)**  
**Date: 02-11-2023**