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ANNOUNCEMENT OF SETTLEMENT

BY

NTPC LIMITED

(incorporated with limited liability in the Republic of India)

(THE "ISSUER")

IN RESPECT OF:

INVITATION BY THE ISSUER TO ELIGIBLE HOLDERS (AS DEFINED IN THE TENDER OFFER MEMORANDUM) FOR OFFERS TO TENDER FOR PURCHASE FOR CASH ANY AND ALL OF THE OUTSTANDING (1) INR20,000,000,000 7.375 PER CENT. NOTES DUE 2021 PAYABLE IN U.S. DOLLARS (ISIN: XS1467374473) (THE "2021 NOTES"); AND/OR (2) INR20,000,000,000 7.25 PER CENT. NOTES DUE 2022 PAYABLE IN U.S. DOLLARS (ISIN: XS1604199114) (THE "2022 NOTES", TOGETHER WITH THE 2021 NOTES, THE "NOTES"), IN EACH CASE, UPON THE TERMS, SUBJECT TO THE CONDITIONS AND IN THE MANNER SET OUT IN THE TENDER OFFER MEMORANDUM (THE "OFFERS")

Reference is made to the announcements made on 7 December 2020, 16 December 2020 and 18 December 2020 in relation to the Offers. The full terms and conditions of the Offers are set out in the tender offer memorandum dated 7 December 2020 (the "**Tender Offer Memorandum**"). Unless otherwise defined, capitalised terms used in this announcement but not defined herein shall have the same meanings as given to them in the Tender Offer Memorandum.

SETTLEMENT

Payment of the aggregate amounts of the relevant Purchase Consideration, Accrued Interest Amount and Additional Interest Amount for the Notes was made by the Issuer on the Settlement Date (being 22 December 2020) in accordance with the terms set out in the Tender Offer Memorandum to the Clearing Systems for payment to the cash accounts of the relevant Direct Participants through which the relevant Eligible Holders validly tendered their Notes.

Notes which have not been validly accepted for purchase by the Issuer pursuant to the Offers will remain outstanding.

GENERAL

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes are required to inform themselves about, and to observe, any such restrictions. This announcement is not a tender offer memorandum, a solicitation of an offer to purchase, or a solicitation of an offer to sell, any securities. The Offers have been made solely pursuant to the Tender Offer Memorandum, which sets forth a detailed description of the terms of the Offers.

NTPC LIMITED

22 December 2020

Legal Entity Identifier: 335800Q4TRGJXNLVMB81