



**COPY OF RESOLUTION PASSED IN THE 26<sup>TH</sup> MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON MONDAY, 09<sup>TH</sup> SEPTEMBER 2024 AT NTPC BHAWAN, SCOPE COMPLEX, LODI ROAD, NEW DELHI-110003**

**Item No. 26.2.11: RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING**

The Board, after discussion, passed the following resolutions:

**“RESOLVED THAT**, subject to approval of the shareholders of the Company in a general meeting and pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (**“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, (**“SCRR”**) and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**“GoI”**), Securities Exchange Board of India (**“SEBI”**) or Reserve Bank of India (**“RBI”**), Department for Promotion of Industry and Internal Trade (**“DIPP”**), stock exchange and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the **“Applicable Laws”**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to any approvals from the Ministry of Power, Government of India, Ministry of New and Renewable Energy, Government of India, the Registrar of Companies, at Delhi and Haryana (**“RoC”**), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India (**“DEA”**), and all other appropriate statutory authorities, ministries and departments (the **“Regulatory Authorities”**), and such other approvals, consents, waivers, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, the consent and approval of the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board,

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including the powers conferred by this resolution), the consent and approval of the Board be and is hereby accorded to create, issue, offer, allot such number of equity shares of face value of ₹ 10 each of the Company (the "Equity Shares") comprising of a fresh issue up to an aggregate of ₹ 1,00,000 million ("Fresh Issue" and such an offering the "Issue") at a price to be determined by the Company, if any, in consultation with the book running lead managers appointed in respect of the Issue ("BRLMs"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations ("Issue Price"), out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, in consultation with the BRLMs including anchor investors and qualified institutional buyers as defined under Regulation 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign/resident investors whether they are one or more of the members of the Company, eligible employees, eligible shareholders, including the shareholders of the listed promoter, NTPC Limited (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Issue in consultation with the BRLMs and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Issue, with an option to the Company to retain an over-subscription to the extent of 1% of the net issue, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an issue document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the allotment shall be

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made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees or eligible shareholders, which include the shareholders of the listed promoter, NTPC Limited (the **"Reservation"**) or to provide a discount to the issue price to retail individual bidders or eligible employees or eligible shareholders, which include the shareholders of the listed promoter, NTPC Limited (the **"Discount"**) at the discretion of the Board; and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing."

**"RESOLVED FURTHER THAT** the Equity Shares issued pursuant to the Issue shall be listed at one or more recognized stock exchanges in India."

**"RESOLVED FURTHER THAT** the Equity Shares so allotted pursuant to the Issue (including any reservation) shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend."

**"RESOLVED FURTHER THAT** subject to the approval of the shareholders of the Company, the Board and any other committee thereof, be and is hereby authorised to act and/or delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any allotment of Equity Shares pursuant to the Issue, including but without limitation, to the following:

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- (i) constituting a committee for the purposes of issue and allotment of Equity Shares, and other matters in connection with or incidental to the Issue, including the pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors as may be decided by the Company, in consultation with the BRLMs in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- (ii) making available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees of the Company, eligible shareholders, which include the shareholders of the listed promoter, NTPC Limited (the "Reservation") and/or to provide a discount to the Issue price to any category(ies) of persons permitted under applicable law, including without limitation, retail individual bidders, eligible employees or eligible shareholders (the "Discount") and to take any and all actions in connection with any Reservation or Discount as the Board or a duly constituted committee thereof, in consultation with the BRLM, may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, and seek any consent or approval required or necessary;
- (iii) to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws);
- (iv) authorization of any director or directors of the Company or other officer or officers of the Company such as the Chief Financial Officer and the Company Secretary and Compliance Officer, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of Equity Shares pursuant to the Issue;
- (v) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

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- (vi) appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (vii) seeking, if required, any approval, consent or waiver from the Company's lenders and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the Company and its subsidiaries have entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company and its subsidiaries, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI, IRDAI and/or any other approvals, consents or waivers that may be required in connection with the issue, and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- (viii) approving suitable policies on insider trading, whistleblowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- (ix) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, in accordance with Applicable Laws;
- (x) deciding, negotiating and finalizing, in consultation with the BRLMs, including entering into discussions and execution of all relevant documents with Investors;
- (xi) approving the draft red herring prospectus ("DRHP"), the updated draft red herring prospectus, the red herring prospectus ("RHP") and the prospectus ("Prospectus"), the abridged prospectus, the preliminary international wrap and the final international wrap, confirmation of allocation notes, application forms (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, as may be considered desirable or expedient) in relation to the Issue as finalized in consultation with the BRLMs, in accordance with Applicable Laws;
- (xii) withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLMs;
- (xiii) settling in questions, difficulties or doubts that may arise in relation to the Issue;
- (xiv) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking

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all actions that may be necessary in connection with obtaining such listing and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, and other intermediaries;

- (xv) appointing, in consultation with the BRLMs, the registrar, monitoring agency and other intermediaries to the Issue, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws and entering into any agreements including the issue agreement, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Issue and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;
- (xvi) finalizing of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) to be filed with the Registrar of Companies, at Delhi and Haryana, and any corrigendum, addendum, amendments or supplements thereto;
- (xvii) authorizing of the maintenance of a register of holders of the Equity Shares;
- (xviii) finalizing of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
- (xix) issuing advertisements in such newspapers, including addendum or corrigendum to the draft red herring prospectus and the red herring prospectus, as applicable, as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- (xx) authorize and approve, in consultation with the BRLMs, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;



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- (xxi) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Issue in terms of Section 40(3) of the Companies Act, 2013 and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xxii) to submit undertaking/certificate or provide clarifications to SEBI, the Registrar of Companies, Delhi and Haryana and the Stock Exchanges where the Equity Shares are proposed to be listed;
- (xxiii) to make applications to the Stock Exchanges for the in-principle and final approval for listing of its Equity Shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with SEBI, as may be required for the purpose;
- (xxiv) accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws;
- (xxv) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Law to the officials of the Company; and
- (xxvi) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf."

**"RESOLVED FURTHER THAT** the powers of the Board, and any duly constituted committee thereof, as set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution."

**"RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed by way of the Issue that may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including



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offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/foreign portfolio investors/such other persons or otherwise.”

“**RESOLVED FURTHER THAT** all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law.”

“**RESOLVED FURTHER THAT**, Chief Executive Officer, Chief Financial Officer and Company Secretary be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including issuing certified true copies of these resolutions to various authorities and filing necessary forms with the RoC.”

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

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For and on behalf of  
NTPC Green Energy Limited

Manish Kumar  
Company Secretary  
M. No.- A16376





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**COPY OF RESOLUTION PASSED IN THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON TUESDAY, 10<sup>TH</sup> SEPTEMBER 2024 AT NTPC BHAWAN, SCOPE COMPLEX, LODI ROAD, NEW DELHI-110003**

**Item No. 7: To raise capital through an Initial Public Offering (Special Resolution):**

"RESOLVED THAT, pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, ("SCRR") and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("GoI"), Securities Exchange Board of India ("SEBI") or Reserve Bank of India ("RBI"), Department of Investment and Public Asset Management ("DIPAM") and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to any approvals from Stock Exchanges, the Ministry of Power, Government of India, Ministry of New and Renewable Energy, Government of India, the Registrar of Companies, at Delhi and Haryana ("RoC"), SEBI, RBI, the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), and all other appropriate statutory authorities, ministries and departments (the "Regulatory Authorities"), and such other approvals, consents, waivers, permissions and sanctions as may be required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, the consent and approval of the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board, including the powers conferred by this resolution), the consent and approval of the Board be and is hereby accorded to create, issue, offer, allot such number of equity shares of face value of ₹ 10 each of the Company (the "Equity Shares") comprising of a fresh issue up to an aggregate of





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₹ 1,00,000 million ("Fresh Issue" and such an offering the "Issue") at a price to be determined by the Company, if any, in consultation with the book running lead managers appointed in respect of the Issue ("BRLMs"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations ("Issue Price"), out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, in consultation with the BRLMs including anchor investors and qualified institutional buyers as defined under Regulation 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign/ resident investors whether they are one or more of the members of the Company, eligible employees, eligible shareholders, including the shareholders of the listed promoter, NTPC Limited (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Issue in consultation with the BRLMs and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Issue, with an option to the Company to retain an over-subscription to the extent of 1% of the net issue, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an issue document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the allotment shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation

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with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees or eligible shareholders, which include the shareholders of the listed promoter, NTPC Limited (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees or eligible shareholders, which include the shareholders of the listed promoter, NTPC Limited (the "Discount") at the discretion of the Board; and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Equity Shares issued pursuant to the Issue shall be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Equity Shares so allotted pursuant to the Issue (including any reservation) shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT the Board and any other committee thereof, be and is hereby authorised to act and/or delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any allotment of Equity Shares pursuant to the Issue, including but without limitation, to the following:

- i) constituting a committee for the purposes of issue, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Issue, including the pricing and terms of the Equity Shares, the

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(एनटीपीसी लिमिटेड की पूर्ण स्वामित्व वाली सहायक कम्पनी)  
**NTPC Green Energy Limited**  
(A wholly Owned Subsidiary of NTPC Limited)

Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors as may be decided by the Company, in consultation with the BRLMs in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;

- ii) making available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees of the Company, eligible shareholders, which include the shareholders of the listed promoter, NTPC Limited (the "Reservation") and/or to provide a discount to the Issue price to any category(ies) of persons permitted under applicable law, including without limitation, retail individual bidders, eligible employees or eligible shareholders (the "Discount") and to take any and all actions in connection with any Reservation or Discount as the Board or a duly constituted committee thereof, in consultation with the BRLM, may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, and seek any consent or approval required or necessary;
- iii) to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws);
- iv) authorization of any director or directors of the Company or other officer or officers of the Company such as the Chief Financial Officer and the Company Secretary and Compliance Officer, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment of Equity Shares pursuant to the Issue;
- v) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- vi) appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- vii) seeking, if required, any approval, consent or waiver from the Company's lenders and/or the lenders of the subsidiaries of the Company, industry data providers and/or parties with whom the

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Company and its subsidiaries have entered into various commercial and other agreements including without limitation customers, suppliers, strategic partners of the Company and its subsidiaries, and/or any/all concerned governmental and regulatory authorities in India, including the RBI and SEBI, IRDAI and/or any other approvals, consents or waivers that may be required in connection with the issue, and allotment of Equity Shares and approving and issuing advertisements in relation to the Issue, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;

- viii) approving suitable policies on insider trading, whistleblowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- ix) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Issue, in accordance with Applicable Laws;
- x) deciding, negotiating and finalizing, in consultation with the BRLMs, including entering into discussions and execution of all relevant documents with Investors;
- xi) approving the draft red herring prospectus ("DRHP"), the updated draft red herring prospectus, the red herring prospectus ("RHP") and the prospectus ("Prospectus"), the abridged prospectus, the preliminary international wrap and the final international wrap, confirmation of allocation notes, application forms (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, as may be considered desirable or expedient) in relation to the Issue as finalized in consultation with the BRLMs, in accordance with Applicable Laws;
- xii) withdrawing the DRHP or the RHP or not proceeding with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLMs;
- xiii) settling in questions, difficulties or doubts that may arise in relation to the Issue;
- xiv) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including

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arrangements with BRLMs, underwriters, escrow agents, legal advisors, and other intermediaries;

- xv) appointing, in consultation with the BRLMs, the registrar, monitoring agency and other intermediaries to the Issue, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws and entering into any agreements including the issue agreement, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Issue and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever, any amendment(s) or addenda thereto or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;
- xvi) finalizing of and arranging for the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) to be filed with the Registrar of Companies, at Delhi and Haryana, and any corrigendum, addendum, amendments or supplements thereto;
- xvii) authorizing of the maintenance of a register of holders of the Equity Shares;
- xviii) finalizing of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
- xix) issuing advertisements in such newspapers, including addendum or corrigendum to the draft red herring prospectus and the red herring prospectus, as applicable, as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
- xx) authorize and approve, in consultation with the BRLMs, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;
- xxi) to open and operate separate escrow accounts and or any other account, with scheduled banks to receive applications along with application monies in relation to the Issue in terms of Section 40(3) of the Companies Act, 2013 and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this

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regard;

- xxii) to submit undertaking/certificate or provide clarifications to SEBI, the Registrar of Companies, Delhi and Haryana and the Stock Exchanges where the Equity Shares are proposed to be listed;
- xxiii) to make applications to the Stock Exchanges for the in-principle and final approval for listing of its Equity Shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with SEBI, as may be required for the purpose;
- xxiv) accepting and appropriating of the proceeds of the Fresh Issue in accordance with applicable laws;
- xxv) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Law to the officials of the Company; and
- xxvi) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf."

RESOLVED FURTHER THAT the powers of the Board, and any duly constituted committee thereof, as set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed by way of the Issue that may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/foreign portfolio investors/such other persons or otherwise.

RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with

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applicable law, or the Company shall pay interest on failure thereof, as per applicable law.

RESOLVED FURTHER THAT Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including issuing certified true copies of these resolutions to various authorities and filing necessary forms with the RoC.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

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**For and on behalf of  
NTPC Green Energy Limited**

Manish Kumar  
Company Secretary  
M. No.- A16376

