

**Dated: 18<sup>th</sup> September, 2024**

To


**The Board of Directors**  
**NTPC Green Energy Limited**  
NTPC Bhawan , Core -7, SCOPE  
Complex 7 Institutional Area, Lodhi  
Road, Delhi, India, 110003

**Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of NTPC Green Energy Limited (the “Company” and such issue, the “Issue”)**

Dear Sir/Madam,

We, IDBI Capital Markets & Securities Ltd, do hereby consent to act as book running lead manager to the Issue and to our name and the details mentioned herein, being inserted as a book running lead manager to the Issue in the draft red herring prospectus (“DRHP”), red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (collectively, the “Issue Documents”) intended to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Delhi and Haryana at New Delhi (“RoC”), and the stock exchanges, as applicable, where the Equity Shares are proposed to be listed (“Stock Exchanges”) and any other documents in relation to the Issue.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue: Please below find the details:

<b>Logo</b>	
<b>Name</b>	IDBI Capital Markets & Securities Ltd
<b>Address</b>	6 <sup>th</sup> floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai – 400005, Maharashtra, India
<b>Telephone Number</b>	+91-22-4069-1953
<b>Email</b>	<a href="mailto:ngel.ipo@idbicapital.com">ngel.ipo@idbicapital.com</a>
<b>Website</b>	<a href="http://www.idbicapital.com">www.idbicapital.com</a>
<b>Contact Person</b>	Indrajit Bhagat / Drashti Dugar
<b>Investor Grievance Email</b>	<a href="mailto:redressal@idbicapital.com">redressal@idbicapital.com</a>
<b>SEBI Registration Number</b>	INM000010866
<b>CIN</b>	U65990MH1993GOI075578

We further confirm that the above information in relation to us is true and correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

Further, except as disclosed below, we confirm that neither we nor our associates hold any Equity Shares of the Company:

S. No.	Name of the entity	Number of Equity Shares	Percentage of Equity Shares
1.	Nil	Nil	Nil
2.	Nil	Nil	Nil

We certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have enclosed a copy of our registration certificate regarding our registration with SEBI in 'Annexure A'.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Issue ("**Book Running Lead Managers**") until the date when the Equity Shares allotted and transferred in the Issue, commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Managers and the legal counsels, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.

This consent letter is for information and for inclusion (in part or full) in the Issue Documents or any other Issue-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal counsels appointed by the Company and the Book Running Lead Managers in relation to the Issue. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Issue Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents, as the case may be.

**Yours faithfully,**

**For and on behalf of IDBI Capital Markets & Securities Ltd**



**Name: Mr. Subodh Gandhi**  
**Date: 18<sup>th</sup> September, 2024**  
**Designation: Senior Vice President**

**Cc:**

**Book Running Lead Managers**

**IDBI Capital Markets & Securities Limited**  
6th Floor, IDBI Tower,  
WTC Complex,  
Cuffe Parade, Mumbai – 400 005  
Maharashtra, India.

**HDFC Bank Limited**  
Investment Banking Group  
Unit No. 701, 702 and 702-A  
7th floor, Tower 2 and 3,  
One International Centre, Senapati Bapat Marg,  
Prabhadevi, Mumbai – 400013,  
Maharashtra, India

**IIFL Securities Limited**

24<sup>th</sup> Floor, One Lodha Place  
Senapati Bapat Marg, Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

**Nuvama Wealth Management Limited**

(Formerly known as Edelweiss Securities Limited)  
801 - 804, Wing A, Building No. 3  
Inspire BKC, G Block  
Bandra Kurla Complex, Bandra East  
Mumbai 400 051  
Maharashtra, India

**Legal Counsel to the Company as to Indian Law**

**J. Sagar Associates**

B-303, 3rd Floor, Ansal Plaza  
Hudco Place  
August Kranti Marg  
New Delhi 110049  
Delhi, India

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

**Trilegal**

One World Centre,  
10th floor, Tower 2A & 2B,  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India.

**International Legal Counsel to the Book Running Lead Managers**

**Dentons US LLP**

100 Crescent Court, Suite 900  
Dallas, Texas 75201

मर्चेन्ट बैंककार

फॉर्म 8  
FORM 8

MERCHANT BANKER

भारतीय प्रतिभूति और विनिमय बोर्ड  
SECURITIES AND EXCHANGE BOARD OF INDIA

002807

(मर्चेन्ट बैंककार) विनियम, 1992  
(MERCHANT BANKERS) REGULATIONS, 1992

(धारा 8)  
(regulation 8)

Regulation 8A

रजिस्ट्रेशन प्रमाणपत्र  
CERTIFICATE OF REGISTRATION

PERMANENT REGISTRATION

1. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

**IDBI CAPITAL MARKETS & SECURITIES LIMITED**  
3RD FLOOR, MAFATLAL CENTRE  
NARIMAN POINT  
MUMBAI - 400021

as a merchant banker in Category II subject to conditions in the rules and in accordance with the regulations to carry out following activities -

- \*1. Issue of any form of securities other than shares, debentures, bonds, debenture convertible bonds, convertible preference shares, etc.
- \*2. Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
- \*3. Investment Advisor
- \*4. Underwriting of issues
- \*5. Portfolio Management Services
- \*6. Manager, Consultant or Adviser to any issue including corporate advisory services
- \*7. Consultant or Adviser

(Details whichever are not applicable)

**INM000010866**

II. Registration Code for the merchant banker is MB /  
This certificate of Registration shall be valid for permanent  
Unless suspended or cancelled by the Board

III. This Certificate shall be valid from  
and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992



*M. S. Sonparote*  
**MEDHA SONPAROTE**

भारतीय प्रतिभूति और विनिमय बोर्ड  
For and on behalf of  
Securities and Exchange Board of India

Place **MUMBAI**

Date **JUNE 29, 2016**





We understand your world

## Investment Banking

Unit no. 701, 702 and 702-A, 7th floor,  
Tower 2 and 3, One International Centre,  
Senapati Bapat Marg, Prabhadevi,  
Mumbai – 400013

**Tel.:** 022 - 3395 8233

**Email :** investmentbanking@hdfcbank.com

Date: October 28, 2024

To

### The Board of Directors

#### NTPC Green Energy Limited

NTPC Bhawan , Core -7, SCOPE

Complex 7 Institutional Area, Lodhi

Road, Delhi, India, 110003

**Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of NTPC Green Energy Limited (the “Company” and such issue, the “Issue”)**

Dear Sir/Madam,

We, HDFC Bank Limited, do hereby consent to act as book running lead manager to the Issue and to our name and the details mentioned herein, being inserted as a book running lead manager to the Issue in the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (collectively, the “Issue Documents”) intended to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Delhi and Haryana at New Delhi (“RoC”), and the stock exchanges, as applicable, where the Equity Shares are proposed to be listed (“Stock Exchanges”) and any other documents in relation to the Issue.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue

**Logo:**

**Name:**

**Address:**



We understand your world

HDFC Bank Limited

Investment Banking Group,

Unit no. 701, 702 and 702-A,

7th floor, Tower 2 and 3,

One International Centre,

Senapati Bapat Marg,

Prabhadevi, Mumbai – 400013

**Telephone Number:**

+91 22 3395 8233

**E-mail:**

ntpcgreen.ipo@hdfcbank.com

**Website:**

www.hdfcbank.com

**Contact Person:**

Sanjay Chudasama / Bharti Ranga

**Investor Grievance e-mail:**

investor.redressal@hdfcbank.com

**SEBI Registration Number:**

INM000011252

**CIN:**

L65920MH1994PLC080618

We further confirm that the above information in relation to us is true and correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

We confirm that neither we nor our associates hold any Equity Shares of the



We understand your world

## Investment Banking

Unit no. 701, 702 and 702-A, 7th floor,  
Tower 2 and 3, One International Centre,  
Senapati Bapat Marg, Prabhadevi,  
Mumbai – 400013

**Tel.:** 022 - 3395 8233

**Email :** investmentbanking@hdfcbank.com

We certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have enclosed a copy of our registration certificate regarding our registration with SEBI in ‘**Annexure A**’.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Issue (“**Book Running Lead Managers**”) until the date when the Equity Shares allotted and transferred in the Issue, commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Managers and the legal counsels, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.



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We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Issue Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents, as the case may be.

Yours faithfully,

For and on behalf of HDFC Bank

**Authorized signatory**

**Name:** Mitul Shah

**Designation:** Head – Equity Capital Markets

**Cc:**

**Book Running Lead Managers**



We understand your world

## Investment Banking

Unit no. 701, 702 and 702-A, 7th floor,  
Tower 2 and 3, One International Centre,  
Senapati Bapat Marg, Prabhadevi,  
Mumbai – 400013

**Tel.:** 022 - 3395 8233

**Email :** investmentbanking@hdfcbank.com

### **IDBI Capital Markets & Securities Limited**

6th Floor, IDBI Tower,  
WTC Complex,  
Cuffe Parade, Mumbai – 400 005  
Maharashtra, India.

### **IIFL Securities Limited**

24<sup>th</sup> Floor, One Lodha Place  
Senapati Bapat Marg, Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

### **Nuvama Wealth Management Limited**

(Formerly known as Edelweiss Securities Limited)  
801 - 804, Wing A, Building No. 3  
Inspire BKC, G Block  
Bandra Kurla Complex, Bandra East  
Mumbai 400 051  
Maharashtra, India

### **Legal Counsel to the Company as to Indian Law**

#### **J. Sagar Associates**

B-303, 3rd Floor, Ansal Plaza  
Hudco Place  
August Kranti Marg  
New Delhi 110049  
Delhi, India

### **Legal Counsel to the Book Running Lead Managers as to Indian Law**

#### **Trilegal**

One World Centre,  
10th floor, Tower 2A & 2B,  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India.

### **International Legal Counsel to the Book Running Lead Managers**

#### **Dentons US LLP**

100 Crescent Court, Suite 900  
Dallas, Texas 75201



We understand your world

## Investment Banking

Unit no. 701, 702 and 702-A, 7th floor,  
Tower 2 and 3, One International Centre,  
Senapati Bapat Marg, Prabhadevi,  
Mumbai – 400013

**Tel.:** 022 - 3395 8233

**Email :** investmentbanking@hdfcbank.com

### ANNEXURE A

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a book running lead manager are true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision:

1.	Registration Number:	INM000011252
2.	Date of registration / Renewal of registration:	23-01-2014 (Last renewal)
3.	Date of expiry of registration:	Permanent Registration
4.	If applied for renewal, date of application:	N.A.
5.	Period up to which registration/ renewal fees has been paid:	22-01-2026
6.	Any communication from SEBI prohibiting HDFC Bank Limited from acting as book running lead manager:	None as Merchant Banker
7.	Details of any penalty imposed	None as Merchant Banker



मर्चेट बैंककार

फॉर्म 8  
FORM 8

MERCHANT BANKER

भारतीय प्रतिभूति और विनियम बोर्ड  
SECURITIES AND EXCHANGE BOARD OF INDIA

00 2735

(मर्चेट बैंककार) विनियम, 1992  
(MERCHANT BANKERS) REGULATIONS, 1992

(विनियम 8)  
(regulation 8)

Regulation 8A

रजिस्ट्रीकरण प्रमाणपत्र

CERTIFICATE OF REGISTRATION PERMANENT REGISTRATION

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पटित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा पटित व्यक्तियों का पर्याय करते हुए इसके द्वारा पर्व 1 / ~~II~~ / ~~III~~ / ~~IV~~ में मर्चेट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

HDFC BANK LIMITED  
HDFC BANK HOUSE  
SENAPATI BAPAT MARG  
LOWER PAREL  
MUMBAI-400013

को नियमों में जनों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / ~~II~~ / ~~III~~ / ~~IV~~ subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- \*1. किसी निगम का संबंध जिसके अन्तर्गत वारपेंचर्य तैयार करना, निगम में संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आवंटन और अधिक आवंटन धनगति का प्रस्ताव है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
  - \*2. विनिधान सलाहकार। Investment Advisor
  - \*3. निगमों का निम्निकन। Underwriting of issues.
  - \*4. संविभाम-संबंध-सेवाएं। Portfolio Management Services.
  - \*5. किसी निगम के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
  - \*6. परामर्शी या सलाहकार। Consultant or Adviser.
- (\*जो लागू न हो उसे काट दें।) (\*Delete whichever are not applicable)

II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड

II. Registration Code for the merchant banker is MB / INM000011252

III. यह प्रमाणपत्र

III. This Certificate shall be valid from unless suspended or cancelled by the Board

मक विधिमान्य होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है, नवीकृत किया जा सकेगा।  
and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

आदेश द्वारा  
By order



TS

B.K. GUPTA

भारतीय प्रतिभूति और विनियम बोर्ड

के लिए और उसकी ओर से  
For and on behalf of

Securities and Exchange Board of India

स्थान Place

MUMBAI

तारीख Date

APRIL 23, 2014

Handwritten signature





## CONSENT LETTER FROM THE BOOK RUNNING LEAD MANAGERS

Date: November 05, 2024

To

**The Board of Directors**  
**NTPC Green Energy Limited**  
NTPC Bhawan , Core -7, SCOPE  
Complex 7 Institutional Area, Lodhi  
Road, Delhi, India, 110003

**Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of NTPC Green Energy Limited (the “Company” and such issue, the “Issue”)**

Dear Sir/Madam,

We, IIFL Capital Services Limited (*formerly known IIFL Securities Limited*), do hereby consent to act as book running lead manager to the Issue and to our name and the details mentioned herein, being inserted as a book running lead manager to the Issue in the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Issue Documents**”) intended to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Delhi and Haryana at New Delhi (“**RoC**”), and the stock exchanges, as applicable, where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and any other documents in relation to the Issue.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue

Logo: 

Name: IIFL Capital Services Limited (*formerly known IIFL Securities Limited*)

Address: 24th Floor, One Lodha Place,

Senapati Bapat Marg, Lower Parel (West),  
Mumbai 400 013, Maharashtra, India

Telephone Number: (+91 22) 4646 4728

E-mail: [ngel.ipo@iiflcap.com](mailto:ngel.ipo@iiflcap.com)

Website: [www.iiflcap.com](http://www.iiflcap.com)

Contact Person: Mansi Sampat/ Pawan Kumar Jain

Investor Grievance e-mail: [ig.ib@iiflcap.com](mailto:ig.ib@iiflcap.com)

SEBI Registration Number: INM000010940

CIN: L99999MH1996PLC132983

We further confirm that the above information in relation to us is true and correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make

1

**IIFL Capital Services Limited (formerly known IIFL Securities Limited)**

Corporate Identity Number: L99999MH1996PLC132983 | SEBI Merchant Banking Registration Number: INM000010940

24<sup>th</sup> Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. Tel: +91 22 4646 4600 Fax: +91 22 2493 1073

**Regd. Office:** IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: [info.ib@iiflcap.com](mailto:info.ib@iiflcap.com); [secretarial@iifl.com](mailto:secretarial@iifl.com)

• Website: [www.iiflcap.com](http://www.iiflcap.com); [www.indiaonline.com](http://www.indiaonline.com)



a well-informed decision. We confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

Further, except as disclosed below, we confirm that neither we nor our associates hold any Equity Shares of the Company:

S. No.	Name of the entity	Number of Equity Shares	Percentage of Equity Shares
1.	NIL	NIL	NIL

We certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have enclosed a copy of our registration certificate regarding our registration with SEBI in ‘Annexure A’.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Issue (“**Book Running Lead Managers**”) until the date when the Equity Shares allotted and transferred in the Issue, commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Managers and the legal counsels, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.

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We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Issue Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents, as the case may be.

Yours faithfully,

For and on behalf of IIFL Capital Services Limited (*formerly known IIFL Securities Limited*)

**Authorized signatory**  
**Name: Pawan Kumar Jain**  
**Date: November 05, 2024**  
**Designation: Vice President**

**Cc:**

**Book Running Lead Managers**

**IDBI Capital Markets & Securities Limited**

6th Floor, IDBI Tower,  
WTC Complex,  
Cuffe Parade, Mumbai – 400 005  
Maharashtra, India.

**HDFC Bank Limited**

Investment Banking Group  
Unit No. 701, 702 and 702-A  
7th floor, Tower 2 and 3,  
One International Centre, Senapati Bapat Marg,  
Prabhadevi, Mumbai – 400013,  
Maharashtra, India

**IIFL Capital Services Limited (formerly known IIFL Securities Limited)**

24<sup>th</sup> Floor, One Lodha Place  
Senapati Bapat Marg, Lower Parel (West)  
Mumbai 400 013  
Maharashtra, India

**Nuvama Wealth Management Limited**

(Formerly known as Edelweiss Securities Limited)  
801 - 804, Wing A, Building No. 3  
Inspire BKC, G Block  
Bandra Kurla Complex, Bandra East  
Mumbai 400 051  
Maharashtra, India

**Legal Counsel to the Company as to Indian Law**

**J. Sagar Associates**

B-303, 3rd Floor, Ansal Plaza  
Hudco Place  
August Kranti Marg  
New Delhi 110049  
Delhi, India

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

**Trilegal**

One World Centre,  
10th floor, Tower 2A & 2B,  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India.

**International Legal Counsel to the Book Running Lead Managers**

**Dentons US LLP**

100 Crescent Court, Suite 900





## ANNEXURE A

<b>मर्चेट बैंककार</b>	फॉर्म B FORM B	<b>MERCHANT BANKER</b>
<b>भारतीय प्रतिभूति और विनियम बोर्ड</b> <b>SECURITIES AND EXCHANGE BOARD OF INDIA</b>		
00 28 9 3 (मर्चेट बैंककार) विनियम, 1992 (MERCHANT BANKERS) REGULATIONS, 1992		
(रिगुलेशन 8) (regulation 8)		
<b>रजिस्ट्रीकरण प्रमाणपत्र</b> <b>CERTIFICATE OF REGISTRATION</b>		
<p>I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के माध्यम से भारत में प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) का प्रयोग करके प्रयोग करने हेतु इसके द्वारा पत्र 1 / <del>11-111-11</del> में मर्चेट बैंककार के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to</p>		
<p><b>IIFL SECURITIES LIMITED</b> <b>IIFL HOUSE SUN INFOTECH PARK</b> <b>ROAD NO 16 V PLOT NO B23</b> <b>MAHARASHTRA</b> <b>THANE-400604</b></p>		
<p>को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / <del>II</del> subject to conditions in the rules and in accordance with the regulations to carry out following activities :-</p> <ul style="list-style-type: none"> <li>*1. किसी निष्पन्न का प्रबंध जिसके अन्तर्गत प्रोस्पेक्टस तैयार करना, निष्पन्न में संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अर्थात् प्रस्तावित करना, वित्तदाताओं से संबंध बनाना, अंतिम आवेदन और अधिक आवेदन धनगति का प्रबंध करना। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.</li> <li>*2. निष्पन्न सलाहकार। Investment Adviser</li> <li>*3. निष्पन्नों का निष्पन्न। Underwriting of issues.</li> <li>*4. निष्पन्न प्रबंध सेवाएं। Portfolio Management Services.</li> <li>*5. किसी निष्पन्न के प्रबंधक, परामर्शी या सलाहकार जिसके अन्तर्गत निष्पन्न सलाहकार के रूप में। Manager, Consultant or Adviser to any issue including corporate advisory services.</li> <li>*6. परामर्शी या सलाहकार। Consultant or Adviser. (*क्रे नष्ट न हो उसे कट दें) (*Delete whichever are not applicable)</li> </ul>		
<p>II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड II. Registration Code for the merchant banker is MB / <b>INM000010940</b></p>		
<p>III. यह प्रमाणपत्र <b>This Certificate of registration shall be valid for permanent, unless</b> III. This Certificate shall be valid from <b>suspended or cancelled by the Board</b></p>		
<p>तक विधिवत संग्रहीत और जैसा भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा। and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.</p>		
		<p>अद्वैत द्वारा By order</p> <p><i>Anupma Chadha</i> <b>ANUPMA CHADHA</b> भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसके ओर से For and on behalf of Securities and Exchange Board of India</p>
स्थान Place	Mumbai	
तारीख Date	July 12, 2019	

2004

01-12-04

SEBI/Regd. Office/Secy (M&A) / 1100

Date: September 18, 2024

To

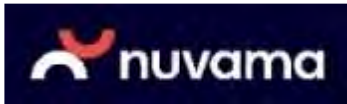
**The Board of Directors**  
**NTPC Green Energy Limited**  
NTPC Bhawan , Core -7, SCOPE  
Complex 7 Institutional Area, Lodhi  
Road, Delhi, India, 110003

**Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the “Equity Shares”) of NTPC Green Energy Limited (the “Company” and such issue, the “Issue”)**

**Dear Sir/Madam,**

We, **Nuvama Wealth Management Limited** do hereby consent to act as book running lead manager to the Issue and to our name and the details mentioned herein, being inserted as a Book Running Lead Managers to the Issue in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Issue Documents**”) intended to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), Registrar of Companies, Delhi and Haryana at New Delhi (“**RoC**”), and the stock exchanges, as applicable, where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and any other documents in relation to the Issue.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue



**Logo:**

**Name:** Nuvama Wealth Management Limited

**Address:** 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051  
Maharashtra, India

**Telephone number:** +91 22 4009 4400

**E-mail:** suraksha.ipo@nuvama.com

**Website:** www.nuvama.com

**Contact Person:** Pari Vaya

**Investor Grievance E-mail:** customerservice.mb@nuvama.com

**SEBI Registration Number:** INM000013004

**Corporate Identification Number (CIN):** L67110MH1993PLC344634

We further confirm that the above information in relation to us is true and correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision. We confirm that we are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

Further, we confirm that neither we nor our associates hold any Equity Shares of the Company.

We certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have enclosed a copy of our registration certificate regarding our registration with SEBI in ‘**Annexure A**’.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Issue (“**Book Running Lead Managers**”) until the date when the Equity Shares



allotted and transferred in the Issue, commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Managers and the legal counsels, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Issue.

This consent letter is for information and for inclusion (in part or full) in the Issue Documents or any other Issue-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal counsels appointed by the Company and the Book Running Lead Managers in relation to the Issue. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Issue Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents, as the case may be.

Yours faithfully,

**For and on behalf of Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)**



**Authorised Signatory**

**Name:** Sachin Khandelwal

**Designation:** ED & Co Head ECM Corporate Finance

**Encl.:** As above

**Cc:**

**Book Running Lead Managers**

**IDBI Capital Markets & Securities Limited**

6th Floor, IDBI Tower,  
WTC Complex,  
Cuffe Parade, Mumbai – 400 005  
Maharashtra, India.

**HDFC Bank Limited**

Investment Banking Group  
Unit No. 701, 702 and 702-A  
7th floor, Tower 2 and 3,  
One International Centre, Senapati Bapat Marg,  
Prabhadevi, Mumbai – 400013,  
Maharashtra, India

**IIFL Securities Limited**

24<sup>th</sup> Floor, One Lodha Place  
Senapati Bapat Marg, Lower Parel (West)

Mumbai 400 013  
Maharashtra, India

**Nuvama Wealth Management Limited**  
(Formerly known as Edelweiss Securities Limited)  
801 - 804, Wing A, Building No. 3  
Inspire BKC, G Block  
Bandra Kurla Complex, Bandra East  
Mumbai 400 051  
Maharashtra, India

**Legal Counsel to the Company as to Indian Law**

**J. Sagar Associates**  
B-303, 3rd Floor, Ansal Plaza  
Hudco Place  
August Kranti Marg  
New Delhi 110049  
Delhi, India

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

**Trilegal**  
One World Centre,  
10th floor, Tower 2A & 2B,  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India.

**International Legal Counsel to the Book Running Lead Managers**

**Dentons US LLP**  
100 Crescent Court, Suite 900  
Dallas, Texas 75201

मर्चेट बैंककार

रूप B  
FORM B

MERCHANT BANKER

भारतीय प्रतिभूति और विनियम बोर्ड  
SECURITIES AND EXCHANGE BOARD OF INDIA

(मर्चेट बैंककार) विनियम, 1992  
(MERCHANT BANKERS) REGULATIONS, 1992

3004

(विनियम 8)  
(regulation 8)

रजिस्ट्रीकरण प्रमाणपत्र  
CERTIFICATE OF REGISTRATION

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा प्रवर्ग I/ ~~II~~ / ~~III~~ / ~~IV~~ में मर्चेट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

Nuvama Wealth Management Limited  
801 – 804, Wing A, Building No 3,  
Inspire BKC, G Block, Bandra Kurla Complex, Bandra East,  
Mumbai  
400051  
Maharashtra  
India

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I/ ~~II~~ / ~~III~~ / ~~IV~~ subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- \*1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्राप्पेक्टस तैयार करना, निर्गमन में संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आवंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
  - \*2. विनिधान सलाहकार। Investment Adviser
  - \*3. निर्गमनों का निगमन। Underwriting of Issues.
  - \*4. ~~संबंधित प्रबंध सेवाएं। Portfolio Management Services.~~
  - \*5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
  - \*6. परामर्शी या सलाहकार। Consultant or Adviser.
- (\*जो लागू न हो उसे काट दें) (\*Delete whichever are not applicable)

II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड है।

II. Registration Code for the merchant banker is MB /

INM000013004

III. यह प्रमाणपत्र

III. This Certificate shall be valid from

This certificate of Registration shall be valid from 09/06/2023 unless suspended or cancelled by the Board

~~लगाव विधिवानुसारेण केवळ अशाचि प्रकारचे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिश्चित है। रजिस्ट्रीकरण प्रमाणपत्र रद्द कर सकता है।~~

~~and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.~~

आदेश द्वारा  
By order



Achal Singh

भारतीय प्रतिभूति और विनियम बोर्ड

के लिए और उसकी ओर से

For and on behalf of

Securities and Exchange Board of India

स्थान Place

Mumbai

तारीख Date

June 09, 2023