

CONSENT LETTER FROM THE BANKERS TO THE COMPANY

*No. of copies required: 3
To be delivered prior to the filing of the DRHP*

Date: 31.08.2024

To

The Board of Directors
NTPC Green Energy Limited
[NTPC Bhawan, Core -7, SCOPE Complex
7 Institutional Area, Lodi Road, New Delhi -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 offer, the "Offer")

Dear Sir/Madam,

We, Axis Bank, consent to our name and the details mentioned herein being inserted as a Banker to the Company in the draft red herring prospectus ("DRHP"), red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Delhi and Haryana at New Delhi ("RoC") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and any other documents in relation to the Offer.

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 Offer Documents and any other documents in relation to the Offer:

Name: Axis Bank Ltd
Address: B-21 & B -22 Sector -16 Noida -201301
Telephone Number(s): 9582800221 , 9582800222
Contact Person: Pinaki Kumar Mukherjee (Branch Head)
Website :www.axisbank.com
Email: noida.branchhead@axisbank.com

We agree to keep information regarding the Offer strictly confidential.

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 will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer ("Book Running Lead Managers") until the date when the Equity Shares 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 Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, Book Running Lead Managers and the legal counsels appointed by the Company and Selling Shareholder and the Book Running Lead Managers, in relation to the Offer. 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 Offer, which will be available for inspection from date of the filing of the RHP until the Bid/Offer Closing Date, including through online means on the website of the Company.

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

Yours faithfully,

For and on behalf of Axis Bank Ltd

Authorized signatory

Name: Pinaki Kumar Mukherjee

Designation : SVP

Date: 31.08.2024

For **AXIS BANK LTD**

Pinaki Kumar Mukherjee
Branch Head
Emp. No. 1383, SS No. 1974
B-21&22, Sector-16, Noida

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,
Prahadevi, Mumbai – 400013,
Maharashtra, India

IFFL Securities Limited

24th 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





भारतीय स्टेट बैंक
State Bank of India

CONSENT LETTER FROM THE BANKERS TO THE COMPANY

[On the letterhead of the Banker to the Company]

No. of copies required: 3
To be delivered prior to the filing of the DRHP

Date: 29.08.2024

To
The Board of Directors
NTPC Green Energy Limited
[NTPC Bhawan, Core -7, SCOPE Complex
7 Institutional Area, Lodi Road, New Delhi -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 offer, the "Offer")

Dear Sir/Madam,

We, State Bank of India, consent to our name and the details mentioned herein being inserted as a Banker to the Company in the draft red herring prospectus ("DRHP"), red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Delhi and Haryana at New Delhi ("RoC") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and any other documents in relation to the Offer.

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 Offer Documents and any other documents in relation to the Offer:

Name: State Bank of India
Address: [CAG Delhi Branch, Parsvanth Capital Towers, 5th Floor, Bhai Veer Singh Marg, Gole Market, Delhi-100001]
Telephone Number(s): [011-23475510, 23475522]
Contact Person: [Shikha Baishya, Chief Manager]
Website: [www.sbi.co.in]
Email: [sbi.17313@sbi.co.in, amt1.cagdel@sbi.co.in]

We agree to keep information regarding the Offer strictly confidential.

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 will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer ("Book Running Lead Managers") until the date when the Equity Shares 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 Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, Book Running Lead Managers and the legal counsels appointed by the Company and Selling Shareholder and the Book Running Lead Managers, in relation to the Offer. 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.

✉ cs.cagdel@sbi.co.in
agmib.cagdel@sbi.co.in
aa.cagdel@sbi.co.in
sbi.17313@sbi.co.in

कॉर्पोरेट लेखा समूह शाखा
(शाखा कोड सं. 17313)
चौथा एवं पाँचवां तल, पारसनाथ कैपिटल टॉवर
भाई वीर सिंह मार्ग, गोल मार्केट, नई दिल्ली-110001

Corporate Accounts Group Branch
(Branch Code No. 17313)
4th & 5th Floor, Parsvnath Capital Tower
Bhai Veer Singh Marg, Gole Market, New Delhi-110001



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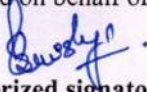
☎ : 011-23475510 (GM) 23475550 (DGM & COO) 23475601 (IB) 23475561 (CS) 23475691 (A&A) 23475512 (AMT-1) 011-23475511 (AMT-2)
23475513 (AMT-3) 23475516 (AMT-4) 23475515 (AMT-5) 011-23475678 (CLAMT)

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available for inspection from date of the filing of the RHP until the Bid/Offer Closing Date, including through online means on the website of the Company.

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

Yours faithfully,

For and on behalf of State Bank of India


Authorized signatory

Name: Shikha Baishya

Designation: Chief Manager

Date: 29.08.2024



Cc:

Book Running Lead Managers

IDBI Capital Markets & Securities Limited

6th Floor, IDBI Tower,
WTC Complex,
Cuffe Parade, Mumbai – 400 005
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Dallas, Texas 75201

