

CERTIFICATE FROM KEY MANAGERIAL PERSONNEL

Date: 12/11/2024

To

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

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower,
WTC Complex,
Cuffe Parade, Colaba, 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
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

(The aforementioned book running lead managers and any other book running lead managers appointed by the Company are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

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,

I Neeraj Sharma am a CFO & key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto ("Companies Act") and confirm that the following information with respect to me is true, fair, correct, adequate and not misleading. I consent to being name as a "key managerial personnel of the Company" to the inclusion of the information contained in this certificate in the Draft Red Herring Prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the "Stock Exchanges") and the Red Herring Prospectus ("RHP") and the prospectus (the "Prospectus", together with DRHP and RHP referred to as "Offer Documents") which the Company intends to file with the Registrar of



Companies, Delhi and Haryana at New Delhi (the "RoC") and SEBI and the Stock Exchanges, and in any other Offer related documents.

Profile

I confirm the contents of the below mentioned profile. I confirm that I have documentary back up/evidence of the information included in this profile and have furnished the same to the Company, BRLMs and counsels.

I am Chief Financial Officer of the Company. I have been associated with NTPC Limited since October 7, 1998. I have a bachelor's degree in commerce from Panjab University. I am a member of Institute of Chartered Accountants of India. I have over 36 years of experience in power sector I have received remuneration of ₹ 6.01 million in fiscal 2024 from the company.

Interest of KMP

I do not hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company.

None of my relatives (as defined under the Companies Act, 2013), hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

Except to the extent of normal reimbursement of any traveling and other incidental expenses, I received a compensation of ₹ 6.01 million in the last fiscal (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year, including any compensation payable at a later date) and no benefits in kind were granted to me on an individual basis by the Company for services in all capacities to the Company. There is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

I have no interest in the Company other than to the extent of the remuneration or benefits to which I am entitled to in accordance with the terms of my appointment and reimbursement of expenses incurred by me during the ordinary course of business

I confirm that no amount or benefit, has been paid or given to me within the two preceding years or intended to be paid or given to me:

I confirm that I am not declared as 'Fraudulent Borrowers' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016 or the SEBI ICDR Regulations.

I have not entered into any contracts or arrangement with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment/retirement.

I am not party to any bonus or profit sharing plan of the Company. I am paid performance based discretionary incentives.

I confirm that the PAN allotted to me is AKVPS6348E.

I shall not be paid any portion of the Offer proceeds by the Company.

There is no arrangement/proposal direct or indirect whereby I will receive any portion of the proceeds from the Offer and there is no material existing or anticipated transaction in relation to utilization of such proceeds or project cost.

Except as stated below, there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as key managerial personnel of the Company

I have been appointed on secondment basis by NTPC Limited and appointed as CFO by the Board in its meeting held on 12th May 2023.



I have not entered into any agreement either on my own or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

I have not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares.

I confirm that there have been no queries/ correspondences/ communications received from regulators such as SEBI, Stock Exchanges (including regional stock exchanges).

I have not been a director, promoter, member or person in control of any entity that has been identified as a shell company identified by the Ministry of Corporate Affairs through its letter to the Securities Exchange Board of India dated June 9, 2017 (bearing reference 03/73/2017-CL-II) and subsequently published by the Securities Exchange Board of India through its letter dated August 7, 2017, bearing no. SEBI /HO/ISD/OW/P/2017/18183.

Neither me, and nor any entity that I have been associated with as a promoter, director or otherwise, has been identified as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, or in terms of the SEBI ICDR Regulations.

I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.

I confirm that there is no excessive dependence on me by the Company for the project for which the Offer is being made.

I have been nominated to my post as key managerial personnel of the Company by NTPC Limited *vide* office order dated 13.07.2022 and appointed by the Board of Directors of the Company *vide* resolution dated 12.05.2023.

I am not directly or indirectly (including through my relatives, as defined under the Companies Act, 2013, as amended) interested in any contract, agreement or arrangement entered into by the Company, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

I am not interested in the appointment of any person(s) acting as underwriters, registrars, legal counsel or bankers to the Offer or any such intermediary appointed in connection with the Offer.

There are no material existing or anticipated transactions in relation to utilisation of the offer proceeds or project cost entered into by me.]

There are no shares issued to me in an employee share purchase scheme by the Company.

I am not related to any other director, senior management personnel or key managerial personnel of the Company.

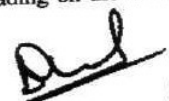
I confirm that there is no conflict of interest between the suppliers of raw materials and third-party service providers (including those crucial for operations of the Company) and me.

I confirm that there is no conflict of interest between the lessor of any immovable properties of the Company (including those crucial for operations of the Company) and me.

There are no other agreements/arrangements and clauses / covenants which are material, to which I am a party, and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision in the Offer, other than the ones which have already disclosed in the DRHP.

I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer, the ICDR Regulations and other applicable law.

I confirm that I will immediately communicate any changes in writing to the above information to the Company and the Book Running Lead Managers until the date when the Equity Shares commence trading on the Stock

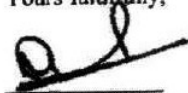


Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal counsels to each of the Company and the Book Running Lead Managers. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the 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.

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the Offer Document.

Yours faithfully,



Name: Neeraj Sharma
Chief Financial Officer
Date: 12/11/2024

CC:

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

CERTIFICATE FROM KEY MANAGERIAL PERSONNEL

Date: 12/11/2024

To

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

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower,
WTC Complex,
Cuffe Parade, Colaba, 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
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

(The aforementioned book running lead managers and any other book running lead managers appointed by the Company are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

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,

I, Manish Kumar am a key managerial personnel of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto ("Companies Act") and confirm that the following information with respect to me is true, fair, correct, adequate and not misleading. I consent to being name as a "key managerial personnel of the Company" to the inclusion of the information contained in this certificate in the Draft Red Herring Prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the "Stock Exchanges") and the Red Herring Prospectus ("RHP") and the prospectus (the "Prospectus", together with DRHP and RHP referred to as "Offer Documents") which the Company intends to file with the Registrar of Companies, Delhi and Haryana at New Delhi (the "RoC") and SEBI and the Stock Exchanges, and in any other Offer related documents.

Manish

Profile

I confirm the contents of the below mentioned profile. I confirm that I have documentary back up/evidence of the information included in this profile and have furnished the same to the Company, BRLMs and counsels.

I am Company Secretary and Compliance Officer of the Company. I have been associated with NTPC Limited since November 08, 2005. I have a bachelor's degree in science (honours) from Magadh University and a bachelor's degree in laws from the University of Delhi. I am a member of the Institute of Company Secretaries of India. Prior to joining the Company, I was associated with Cenlub Industries Limited as a Company Secretary. I have received remuneration of ₹ 4.69 million in fiscal 2024*.

*The amount of remuneration Rs. 4.69 million is being paid to me, on an individual basis, by one of the Promoters, NTPC Limited. The remuneration expense is accounted for in the books of the promoter company.

Interest of KMP

I do not hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company.

None of my relatives (as defined under the Companies Act, 2013), hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company, as of the date of this certificate.

Except to the extent of normal reimbursement of any traveling and other incidental expenses, I received a compensation of Rs. 3.9 million in the last fiscal which was paid by the NTPC Limited (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year, including any compensation payable at a later date) and no benefits in kind were granted to me on an individual basis by the Company for services in all capacities to the Company. There is no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

I confirm that no amount or benefit, other than the compensation as disclosed below, has been paid or given to me within the two preceding years or intended to be paid or given to me:

I am posted in the Company on secondment basis from NTPC Limited and during last fiscal remunerations and other benefits was paid by the NTPC Limited.

I confirm that I am not declared as 'Fraudulent Borrowers' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 1, 2016 or the SEBI ICDR Regulations.

I have not entered into any contracts or arrangements with the Company relating to my appointment and remuneration or providing for benefits upon termination of employment/retirement.

I am not party to any bonus or profit-sharing plan of the Company. I am paid performance based discretionary incentives and am entitled to receive employee stock options.

I confirm that the PAN allotted to me is APKPK8078F.

I shall not be paid any portion of the Offer proceeds by the Company.

There is no arrangement/proposal direct or indirect whereby I will receive any portion of the proceeds from the Offer and there is no material existing or anticipated transaction in relation to utilization of such proceeds or project cost except as described below:

Except as stated below, there is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as key managerial personnel of the Company

I am Company Secretary of the Company and appointed by the Board in its meeting held on 21st December 2022.



I have not entered into any agreement either on my own or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

I have not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares.

I confirm that there have been no queries/ correspondences/ communications received from regulators such as SEBI, Stock Exchanges (including regional stock exchanges).

I have not been a director, promoter, member or person in control of any entity that has been identified as a shell company identified by the Ministry of Corporate Affairs through its letter to the Securities Exchange Board of India dated June 9, 2017 (bearing reference 03/73/2017-CL-II) and subsequently published by the Securities Exchange Board of India through its letter dated August 7, 2017, bearing no. SEBI /HO/ISD/OW/P/2017/18183.

Neither me, and nor any entity that I have been associated with as a promoter, director or otherwise, has been identified as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the Reserve Bank of India, or in terms of the SEBI ICDR Regulations.

I am neither on the board nor associated in any manner with any company which has been identified as the vanishing company.

I confirm that there is no excessive dependence on me by the Company for the project for which the Offer is being made.

I am Company Secretary of the Company, posted on a secondment basis from NTPC Limited. I was appointed by the Board in its meeting held on 21st December 2022.

I am not directly or indirectly (including through my relatives, as defined under the Companies Act, 2013, as amended) interested in any contract, agreement or arrangement entered into by the Company, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

I am not interested in the appointment of any person(s) acting as underwriters, registrars, legal counsel or bankers to the Offer or any such intermediary appointed in connection with the Offer.

There are no material existing or anticipated transactions in relation to utilisation of the offer proceeds or project cost entered into by me.

There are no shares issued to me in an employee share purchase scheme by the Company.

I am not related to any other director, senior management personnel or key managerial personnel of the Company

I confirm that there is no conflict of interest between the suppliers of raw materials and third-party service providers (including those crucial for operations of the Company) and me

I confirm that there is no conflict of interest between the lessor of any immovable properties of the Company (including those crucial for operations of the Company) and me, except as disclosed below:

There are no other agreements/arrangements and clauses / covenants which are material, to which I am a party, and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision in the Offer, other than the ones which have already disclosed in the DRHP.

I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer, the ICDR Regulations and other applicable law.

I confirm that I will immediately communicate any changes in writing to the above information to the Company and the Book Running Lead Managers until the date when the Equity Shares commence trading on the Stock

Mansil

Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the Offer Documents in relation to the Offer or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal counsels to each of the Company and the Selling Shareholders and the Book Running Lead Managers. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the 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.

All capitalized terms used herein but not specifically defined shall have the same meaning as ascribed to them in the Offer Document.

Yours faithfully,



Name: Manish Kumar
Company Secretary
Date: 12/11/2024

CC:

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
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International Legal Counsel to the Book Running Lead Managers

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