

CONSENT LETTER FROM INDEPENDENT DIRECTOR

Date: 12.11.2024

To

**The Board of Directors**  
**NTPC Green Energy Limited**  
NTPC Bhawan, Core -7, SCOPE  
Complex 7 Institutional Area, Lodi  
Road, New 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**  
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

*(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 hereby give my consent to my name being included as an Independent Director in the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Delhi and Haryana at New Delhi ("RoC") and 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 in any other Offer related documents

I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, SEBI, the Stock Exchanges or any other regulatory authority required by law.

Primal Chand Oswal.

I confirm that the information in this letter is true, fair, 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.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed the ("Stock Exchanges"). In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I 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 public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This certificate is for information and for inclusion (in part or full) in the RHP and the Prospectus to be filed in relation to the Offer (collectively, the "Offer Documents") or any other Offer-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 Offer. I hereby consent to the submission of this certificate 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.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,

Name: Bimal Chand Oswal  
Designation: Independent Director  
Date: 12.11.2024  
CC:

Bimal Chand Oswal.  
(DIN: 03286483)

**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

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*Haswani*

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Sincerely, *HPaswan*

Name: Dr. Viveka Nand Paswan  
Designation: Independent Director (DIN: 09397615)  
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

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Dear Sir/Madam,

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*Siddhant*

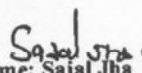
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I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing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

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Sincerely,

  
Name: Sajal Jha  
Designation: Independent Director (DIN: 09402663)  
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  
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Delhi, India

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**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 hereby give my consent to my name being included as Director (Projects) in the Draft Red Herring Prospectus ("DRHP") to be filed by the Company with the Securities and Exchange Board of India, ("SEBI"), and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the "Stock Exchanges"), the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, as amended, the Stock Exchanges or any other regulatory authority required by law.



I confirm that the information in this letter is true, fair, 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.

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

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Sincerely,

**Name:** Shanmugha Sundaram Kothandapani  
**Designation:** Director (Projects) (DIN: 10347322)  
**Date:** 12.11.2024

CC:

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

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Dear Sir/Madam,

I hereby give my consent to my name being included as Director (Finance) {Whole-time Director} in the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, as amended, the Stock Exchanges or any other regulatory authority required by law.

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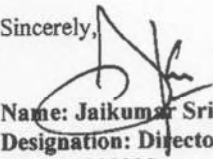
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Sincerely,

  
Name: Jaikumar Srinivasan  
Designation: Director (Finance)  
DIN: 01220828  
Date: 12-11-2024

CC:

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

**J. Sagar Associates**  
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Dear Sir/Madam,

I hereby give my consent to my name being included as Chairman and Managing Director in the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, as amended, the Stock Exchanges or any other regulatory authority required by law.

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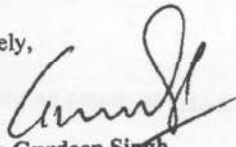
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Sincerely,



Name: Gurdeep Singh  
Designation: Chairman and Managing Director (DIN: 00307037)  
Date: 12.11.2024

CC:

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

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