



COPY OF RESOLUTION PASSED IN THE 27th MEETING OF THE BOARD OF DIRECTORS OF NTPC GREEN ENERGY LIMITED HELD ON 17th SEPTEMBER 2024.

Item No. 27.2.2: APPROVAL OF DRAFT RED HERRING PROSPECTUS

The Board, after discussion, passed the following resolutions:

RESOLVED THAT, the Draft Red Herring Prospectus for the proposed initial public offering (the "Issue") of equity shares of the Company of face value of ₹ 10 each (the "Equity Shares"), containing disclosures as required under the provisions of the Companies Act, 2013 as amended and the rules and regulations framed thereunder (the "Companies Act") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable law, a copy of which is placed before the meeting, be and is hereby approved and adopted for filing with the Securities and Exchange Board of India (the "SEBI") and the relevant stock exchanges, as the case may be, and such other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, the SEBI ICDR Regulations and other applicable laws, subject to it being duly signed by the directors of the Company and the Chief Financial Officer.

RESOLVED FURTHER THAT, Ms Ritu Arora Director of the Company and Shri Neeraj Sharma, Chief Financial Officer, be and are hereby authorized to sign the said Draft Red Herring Prospectus on behalf of the Company and file the same with the SEBI for their observations and with the relevant stock exchanges for obtaining their in-principle approval and for listing purposes and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the afore going resolutions.

RESOLVED FURTHER THAT, the IPO Committee, as constituted on 9 September 2024, be and is hereby authorized to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the Draft Red Herring Prospectus in accordance with the applicable law and regulations prior to filing with the SEBI.

RESOLVED FURTHER THAT, the IPO Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or desirable for such purpose, including, without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto.

Mansu



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

RESOLVED FURTHER THAT, Shri Rajiv Gupta, Chief Executive Officer and Shri Neeraj Sharma, Chief Financial Officer be and are hereby authorized severally to take all steps for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution under the signature of any of the Directors be submitted with the concerned regulatory authorities."

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

Manish Kumar
Company Secretary
M. No.- A16376