

Date: November 04, 2024

To,
The Board of Directors
NTPC Green Energy Ltd
NTPC Bhawan, Core-7, SCOPE Complex
7 Institutional Area, Lodi Road, New Delhi -110003

Dear Ma'am/Sir,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Offer") of NTPC Green Energy Ltd (the "Company")

We, ICICI Bank Ltd, do hereby consent to act as the Escrow Collection Bank, Refund Bank and Sponsor Bank and to our name and details mentioned herein being inserted as Escrow Collection Bank, Refund Bank and Sponsor Bank in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents"), which the Company intends to file, with the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"), Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and in any publicity material, press release, presentation or 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:	ICICI Bank Limited
Address:	Capital Market Division, 5th Floor, HT Parekh Marg Churchgate, Mumbai - 400020
Telephone number:	022- 68052182
E-mail:	ipocmg@icicibank.com
Website:	www.icicibank.com
Contact Person:	Mr.Varun Badai
SEBI Registration Number:	INBI00000004
CIN:	L65190GJ1994PLC021012

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also 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 also not been debarred from functioning by any regulatory authority.

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.

ICICI Bank Limited
Capital Market Division, 122,
1st Floor, Mistry Bhavan,
Dinshwa Vaccha Road,
Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Tel. : 022-66818800
Fax : 022-66818866
Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

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 public 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.

Sincerely,
For ICICI Bank Limited



Authorized Signatory

Name: *Sujit Lingam*
Designation: *Chief Manager*

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,

ICICI Bank Limited

Capital Market Division, 122,
1st Floor, Mistry Bhavan,
Dinshwa Vaccha Road,
Churchgate,
Mumbai – 400 020,
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Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

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

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

ICICI Bank Limited

Capital Market Division, 122,
1st Floor, Mistry Bhavan,
Dinshwa Vaccha Road,
Churchgate,
Mumbai – 400 020,
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India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

Date: November 04, 2024

Annexure A

We hereby confirm that as on date the following details in relation to our registration with the SEBI as an Escrow Collection Banks, Refund Banks and Sponsor bank are true and correct.

1.	Registration Number	INBI00000004
2.	Date of permanent registration/ Renewal of registration	1/11/2015
3.	Date of expiry of registration	Permanent Registration
4.	If applied for renewal, date of application	NA
5.	Any communication from SEBI prohibiting the entity from acting as the intermediary	NO
6.	Any enquiry/ investigation being conducted by SEBI	NO
7.	Period up to which registration/renewal fees has been paid:	NA
8.	Details of any penalty imposed by SEBI	NO

For ICICI Bank Limited



Authorized Signatory

ICICI Bank Limited
Capital Market Division, 122,
1st Floor, Mistry Bhavan,
Dinshwa Vaccha Road,
Churchgate,
Mumbai – 400 020,
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India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

CONSENT LETTER FROM THE ESCROW COLLECTION BANKS/PUBLIC OFFER BANK/SPONSOR BANK

Date:-02-11-2024

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 Ltd, do hereby consent to act as the Public Issue Account Bank and Sponsor Bank and to our name and details mentioned herein being inserted as Public Issue Account Bank and Sponsor Bank in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents"), which the Company intends to file, with the Registrar of Companies, Delhi and Haryana at New Delhi ("RoC"), Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and in any publicity material, press release, presentation or 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: Axis House", 6th Floor, C-2,
Wadia International Centre,,
Pandurang Budhkar Marg, Worli,
Mumbai - 400 025
Telephone Number: 8369209690
Email: vishal.lade@axisbank.com
Website: www.axisbank.com
Contact Person: Vishal Lade
SEBI Registration Number: INBI00000017



We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also 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 also not been debarred from functioning by any regulatory authority.

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 public 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:- SUPRIYA GOPI
Designation: AVP & BOH

FOR AXIS BANK LTD.
SUPRIYA GOPI
Operations Head
Emp. No. 10852, SS No. 6232
Corporate Banking Branch, New Delhi
AXIS BANKING BRANCH
Corporate Banking Branch
Pusa Road
NEW DELHI

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

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
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Legal Counsel to the Company as to Indian Law

J. Sagar Associates

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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



Annexure A

[on the letterhead of the Escrow Collection Banks/Public Offer Bank]

1. Registration Number:	INBI00000017
2. Date of registration / Renewal of registration:	June 19, 2021
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	NA
5. Any communication from SEBI prohibiting Axis Bank Ltd from acting as escrow collection banks/ refund banks/ public offer bank:	NA
6. Any enquiry/investigation being conducted by SEBI:	NA
7. Period up to which registration/renewal fees has been paid:	25th November 2024
8. Details of any penalty imposed	NA

FOR AXIS BANK LTD.
SJPRIYA GOPI
Operations Head
Emp. No. 10852 SS No. 6232
Corporate Banking Branch, New Delhi
AXIS BANK LTD.
Corporate Banking Branch
Pusa Road, New Delhi