
IDBI Capital Markets & Securities Limited 6th Floor, IDBI Tower WTC Complex Cuffe Parade Mumbai – 400 005, Maharashtra, India Telephone: +91 22 2217 1953 E-mail: ireda.ipo@idbicapital.com Investor Grievance E-mail: redressal@idbicapital.com Website: www.idbicapital.com SEBI Registration Number: INM000010866 CIN: U65990MH1993GOI075578	BOB Capital Markets Limited 1704, B Wing, 17th Floor Parinee Crescenzo, Plot No.C- 38/39, G Block Bandra Kurla Complex, Bandra East Mumbai – 400 051, Maharashtra, India Telephone: +91 22 6138 9353 E-mail : ireda.ipo@bobcaps.in Investor Grievance E-mail: investorgrievance@bobcaps.in Website: www.bobcaps.in SEBI Registration Number: INM000009926 CIN : U65999MH1996GOI098009	SBI Capital Markets Limited 1501, 15th floor, A&B Wing Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India Telephone: +91 22 4006 9807 E-mail: ireda.ipo@sbicaps.com Investor grievance e-mail: investor.relations@sbicaps.com Website: www.sbicaps.com SEBI Registration Number: INM000003531 CIN: U99999MH1986PLC040298

Annexure III

To,

September 7 , 2023

Securities and Exchange Board of India




Corporation Finance Department Division of Issues and Listing
 SEBI Bhavan, Plot No. C4 A, 'G' Block
 Bandra Kurla Complex, Bandra (E)
 Mumbai 400 051, Maharashtra, India

Dear Sir/ Madam,

Re: Proposed initial public offering of up to 671,941,177 Equity Shares of face value of ₹ 10 each (“Equity Shares”) of Indian Renewable Energy Development Agency Limited (“Company” or “Issuer”) (“Offer”) comprising of a fresh issue of up to 403,164,706 Equity Shares by the Company (the “Fresh Issue”) and an offer for sale of up to 268,776,471 Equity Shares (the “Offer for Sale”) by the President of India, acting through the Ministry of New and Renewable Energy, Government of India (“Promoter Selling Shareholder”).

We, IDBI Capital Markets & Securities Limited, BOB Capital Markets Limited and SBI Capital Markets Limited, as the Book Running Lead Managers (“**BRLMs**”) to the above-mentioned Offer, state and confirm as follows:

1. We have examined various documents including those relating to litigation, including commercial disputes, patent disputes, disputes with collaborators etc. and other material documents while finalising the draft red herring prospectus dated 7, 2023 (“**DRHP**”) pertaining to the Offer - **Complied with to the extent applicable**
2. On the basis of such examination and discussions with the Company, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Offer, price justification, contents of the documents and other papers furnished by the Company and the Promoter Selling Shareholder, we confirm that:
 - (A) The DRHP filed with the Securities and Exchange Board of India (“**SEBI**”) is in conformity with the documents, materials and papers which are material to the Offer;
 - (B) All material legal requirements relating to the Offer as specified by SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and
 - (C) The material disclosures made in the DRHP are true and adequate to enable the investors to make a well informed decision as to the investment in the proposed Offer and such disclosures are in accordance with the requirements of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable legal requirements.
3. Besides ourselves, all the intermediaries named in the DRHP are registered with SEBI and that till date such registration is valid. – **Complied with and noted for compliance.**
4. We have satisfied ourselves about the capability of the underwriters to fulfil their underwriting commitments. - **Noted for compliance to the extent applicable.**
5. Written consent from the Promoter has been obtained for inclusion of their Equity Shares as part of the Promoter’s contribution subject to lock-in and the Equity Shares proposed to form part of the Promoter’s contribution subject to lock-in shall not be disposed or sold or transferred by the Promoter during the period starting from the date of filing of the DRHP with the SEBI till the date of commencement of lock-in period as stated in the DRHP. **Complied with and noted for compliance.**

		
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6. All applicable provisions of the SEBI ICDR Regulations, which relates to Equity Shares ineligible for computation of Promoter’s contribution, have been and shall be duly complied with and appropriate disclosures as to compliance with the said regulation(s) have been made in the DRHP. **Complied with and noted for compliance.**
7. All applicable provisions of the SEBI ICDR Regulations which relate to receipt of promoters’ contribution prior to opening of the Offer, shall be complied with. Arrangements have been made to ensure that promoters’ contribution shall be received at least one day before the opening of the Offer and that the auditors’ certificate to this effect shall be duly submitted to SEBI. We further confirm that arrangements have been made to ensure that promoters’ contribution shall be kept in an escrow account with a scheduled commercial bank and shall be released to the company along with the proceeds of the Offer. **Not Applicable.**
8. Necessary arrangements shall be made to ensure that the monies received pursuant to the Offer are credited or transferred to in a separate bank account as per the provisions of sub-section (3) of section 40 of the Companies Act, 2013 and that such monies shall be released by the said bank only after permission is obtained from the Stock Exchanges, and that the agreement entered into between the bankers to the Offer, the Company and the Promoter Selling Shareholder specifically contains this condition. **Noted for compliance.**
9. The existing business as well as any new business of the Company for which the funds are being raised fall within the ‘main objects’ in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried in the last ten years are valid in terms of the object clause of the Memorandum of Association. **Complied with to the extent applicable.**
10. Following disclosures have been made in the DRHP:
 - (a) An undertaking from the Company that at any given time, there shall be only one denomination for the equity shares of the Company, excluding SR equity shares, where the Company has outstanding SR equity shares, and **Complied with to the extent applicable and noted for compliance. There are no SR equity shares issued by the Company.**
 - (b) An undertaking from the Company that it shall comply with all disclosure and accounting norms specified by the SEBI. **Complied with to the extent applicable and noted for compliance**
11. We shall comply with the regulations pertaining to advertisements in terms of the SEBI ICDR Regulations. **Noted for compliance.**
12. If applicable, the entity is eligible to list on the innovator’s growth platform in terms of the provisions of Chapter X of the SEBI ICDR Regulations. **Not Applicable**




We enclose a note explaining the process of due diligence that has been exercised by us including in relation to the business of the Company, the risks in relation to the business, experience of the Promoter and that the related party transactions entered into for the period disclosed in the offer document have been entered into by the Company in accordance with applicable laws (**Please refer to the due diligence process note enclosed as “Annexure IIIA”**).

We enclose a checklist confirming regulation-wise compliance with the applicable provisions of the SEBI ICDR Regulations, containing details such as the regulation number, its text, the status of compliance, page number of the DRHP where the regulation has been complied with and our comments, if any (**Please refer to the checklist enclosed as “Annexure IIIB”**).

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to such terms in the DRHP.

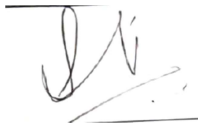
Enclosed: Annexures as above.

Yours sincerely,

		
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This signature page forms an integral part of the letter to Securities and Exchange Board of India, in relation to the initial public offering of Indian Renewable Energy Development Agency Limited

For IDBI Capital Markets & Securities Limited







Authorized Signatory

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For BOB Capital Markets Limited

Poorna Pikle






Authorized Signatory

Name: Poorna Pikle

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For SBI Capital Markets Limited




Authorized Signatory

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