



South Asia

Add value.  
Inspire trust.

TÜV SÜD South Asia ● Solitaire, 4<sup>th</sup> Floor ● ITI Road, Aundh ● Pune -411013 ● Tel.: +912066841200 ● Fax: +91 2066841261

## CONSENT FROM TÜV SÜD SOUTH ASIA PRIVATE LIMITED

**Date:** 25/06/2024

**The Board of Directors  
ACME Solar Holdings Limited**

Plot no 152, Sector 44,  
Gurugram, 122 002  
Haryana, India

**AND**

**Nuvama Wealth Management Limited**

801-804, Wing A, Building No 3  
Inspire BKC, G Block Bandra Kurla Complex  
Bandra East, Mumbai 400 051  
Maharashtra, India

**ICICI Securities Limited**

ICICI Venture House,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**JM Financial Limited**

7<sup>th</sup> Floor, Cnergy  
Appasaheb Marathe Marg, Prabhadevi  
Mumbai 400 025  
Maharashtra, India

**Motilal Oswal Investment Advisors Limited**

Motilal Oswal Tower  
Rahimtullah Sayani Road  
Opposite Parel ST Depot, Prabhadevi  
Mumbai - 400 025  
Maharashtra, India

**Kotak Mahindra Capital Company Limited**

1st Floor, 27 BKC, Plot No. C - 27,  
"G" Block, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051,  
Maharashtra, India



South Asia

(Nuvama Wealth Management Limited, ICICI Securities Limited, JM Financial Limited, Motilal Oswal Investment Advisors Limited, and Kotak Mahindra Capital Company Limited **and** any other book running lead managers which may be appointed in relation to the Offer are collectively referred to as the “**Book Running Lead Managers**” or the “**BRLMs**”)

**Re: Proposed initial public offering of equity shares of face value of ₹ 2 each (“Equity Shares”) by ACME Solar Holdings Limited (the “Company”) and such offering (the “Offer”)**

We, TUV SUD South Asia, consent to our name and the details mentioned herein being inserted as a ‘consultant for the energy yield assessment and cost verification certification’ and the reports issued by us as identified in **Annexure A** 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 are proposed to be listed (the “**Stock Exchanges**”) and the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) intended to be filed with the Registrar of Companies, NCT of Delhi and Haryana (“**RoC**”) and thereafter filed with the SEBI and the Stock Exchanges, as well as in other documents in relation to the Offer (the “**Offer Documents**”).

We hereby also consent to be named as an expert under Section 2(38) and other applicable provisions of the Companies Act, 2013 to the extent and in our capacity as a consultant for the energy yield assessment and cost verification certification and in respect of the reports issued by us and the details derived from the reports and to be included in Offer Documents.

The following details in respect of us may be disclosed in the Offer Documents:

Name	TUV SUD South Asia Private Limited
Address	Mugal House, Off Saki Vihar Road, Saki Naka, Andheri (East), Mumbai -400072 Maharashtra, India
Telephone Number	+91 22 67545666
E-Mail	info.in@tuvsud.com
Website	<a href="https://www.tuvsud.com/en-in">https://www.tuvsud.com/en-in</a>
Registration No.	11-121330
Date of Issue of Registration	17th Aug 1999
Place of Issue of Registration	Mumbai, Maharashtra

In this regard, we also confirm that we are a registered company under “The companies Act, 1956 (No. 1/1956)” and a copy of our registration certificate is attached as **Annexure B**.

We hereby authorize you to deliver this consent letter to SEBI, the Stock Exchanges, the Registrar of Companies, or any other statutory/ governmental/ regulatory authority as may be required and for the purpose of any defense that the Book Running Lead Managers may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

We agree to keep the information regarding the proposed Offer and the contents of this certificate granted by us strictly confidential.

We further confirm that the above information in relation to us is true, correct, accurate, complete, and not misleading in any respect and without omission of any matter that is likely to mislead, and is adequate to enable investors to make a well-informed decision. We agree to keep the information regarding the Offer strictly confidential.



South Asia

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer (“**BRLMs**”) until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, BRLMs and the legal counsels, each to the Company and the BRLMs, 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, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the DRHP.

Yours faithfully,



**TUV SUD South Asia Private Limited**  
Registration Number: 11-121330

Place: Pune  
Date: 25/06/2024

Cc:

**Domestic Legal Counsel to the BRLMs**

**IndusLaw**

2<sup>nd</sup> Floor, Block D, The MIRA  
Mathura Road, Ishwar Nagar  
New Delhi - 110 065  
India

**International Legal Counsel to the BRLMs**

**Hogan Lovells Lee & Lee**

50 Collyer Quay  
#10-01 OUE Bayfront  
Singapore - 049 321, Singapore

**Domestic Legal Counsel to the Company**

**Shardul Amarchand Mangaldas & Co**

Amarchand Towers,  
216 Okhla Industrial Estate, Phase III,  
New Delhi 110 020, India



South Asia

## Annexure A

S. No	Report Name	Report No
1	Energy Yield Assessment & Cost Review Report ACME Solar Holdings Pvt. Ltd. - Operational Projects	2024/GES-002113/AC/EYA/CR/53874
2	Energy Yield Assessment & Cost Review Report for 1200 MWac Solar Photovoltaic Power Plant	2024/GES-002113/AC/EYA/CR/53875
3	Energy Yield Assessment & Cost Review Report for 300 MWac ACME Sikar Solar Private Limited	2024/GES-002113/AC/EYA/CR/53876
4	Review of Wind Resource Assessment and & Project Cost Report ACME Solar Holdings Pvt. Ltd. for Under-Construction 150 MW Wind Power Project	2024/GES-002113/AC/WRA/CR/53877
5	Energy Yield Assessment & Cost Review Report for ACME Gamma Urja Private Limited (400 MW) and ACME Hybrid Urja Private Limited (280 MW)	2024/GES002113/AC/EYA/WRA/CR/54171
6	Energy Yield Assessment & Cost Review Report for ACME Solartech Private Limited (300 MW)	2024/GES-002113/AC/EYA/WRA/CR/54158
7	Energy Yield Assessment & Cost Review Report for ACME Alpha Renewables Private Limited (150 MW)	2024/GES-002113/AC/EYA/WRA/CR/54164
8	Energy Yield Assessment & Cost Review Report for ACME Sigma Urja Private Limited (300 MW)	2024/GES-002113/AC/EYA/CR/54143
9	Energy Yield Assessment & Cost Review Report for ACME Urja One Private Limited (380 MW)	2024/GES-002113/AC/EYA/WRA/CR/54192
10	Energy Yield Assessment & Cost Review Report for ACME Surya Power Private Limited (250 MW)	2024/GES-002113/AC/EYA/WRA/CR/54193
11	Energy Yield Assessment & Cost Review Report for ACME Sun Power Private Limited (320 MW)	2024/GES-002113/AC/EYA/WRA/CR/54163

## Annexure B

भारत सरकार-कम्पनी कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कार्पोरेट पहचान संख्या : U74220MH1999PTC121330

मैसर्स TUV SOUTH ASIA PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
TUV SOUTH ASIA PRIVATE LIMITED

जो मूल रूप में दिनांक सत्रह अगस्त उन्नीस सौ निम्नानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
TUV SUDEUTSCHLAND INDIA PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा  
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य  
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्.आर.एन A12512588 दिनांक 12/04/2007 के द्वारा  
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
TUV SUD SOUTH ASIA PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा मुंबई में आज दिनांक बारह अप्रैल दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF COMPANY AFFAIRS  
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation Consequent upon Change of Name

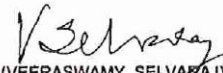
Corporate Identity Number : U74220MH1999PTC121330

In the matter of M/s TUV SOUTH ASIA PRIVATE LIMITED

I hereby certify that TUV SOUTH ASIA PRIVATE LIMITED which was originally incorporated on Seventeenth day of August Nineteen Hundred Ninety Nine under the Companies Act, 1956 (No. 1 of 1956) as TUV SUDEUTSCHLAND INDIA PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A12512588 dated 12/04/2007 the name of the said company is this day changed to TUV SUD SOUTH ASIA PRIVATE LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Mumbai this Twelfth day of April Two Thousand Seven.



  
(VEERASWAMY SELVARAJ)  
कम्पनी रजिस्ट्रार / Registrar of Companies  
महाराष्ट्र, मुंबई  
Maharashtra, Mumbai

TRUE COPY

  
ANAND H. JAWALKAR  
NOTARY, GOVT. OF INDIA  
PUNE





प्राव्य. आर्. आट,  
Form I.R.

निगमन का प्रमाण-पत्र

### CERTIFICATE OF INCORPORATION

ता. \_\_\_\_\_ की सं. \_\_\_\_\_  
No. 11-121330 of Date 1999

मैं एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम (1956 का सं. 1) के अधीन निगमित की गई है और कम्पनी परिमित है।

I hereby certify that TUV SUDEUTSCHLAND INDIA PRIVATE  
LIMITED

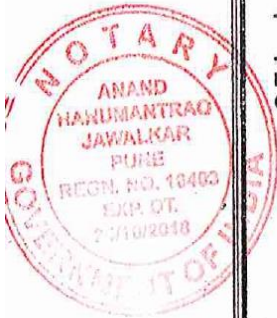
is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. \_\_\_\_\_ को दिया गया।

Given under my hand at MUMBAI this SEVENTEENTH  
day of AUGUST One thousand nine hundred and NINETY NINE.



*V. C. Davey*  
(V.C. DAVEY)  
कम्पनियों का रजिस्ट्रार  
DEPUTY Registrar of Companies  
Maharashtra, Mumbai



TRUE COPY

ANAND H. JAWALKAR  
NOTARY, GOVT. OF MAHARASHTRA  
PUNE  
REG. NO. 10403  
EXP. DT. 27/10/2018  
11/11/2018 11:11 AM / 11/11/2018 11:11 AM / 11/11/2018 11:11 AM  
11/11/2018 11:11 AM / 11/11/2018 11:11 AM / 11/11/2018 11:11 AM



No. 11.121330

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
MUMBAI.**

In the matter of **TUV SUDDEUTSCHLAND INDIA PRIVATE  
LIMITED**

I hereby approve and signify in writing under Section 21  
of the Companies Act, 1956 (Act of 1956) read with the  
Government of India, Department of Company Affairs,  
Notification No. G.S.R. 607E dated the 24th June 1985 the  
change of name of the Company.

from **TUV SUDDEUTSCHLAND INDIA PRIVATE LIMITED**  
to **TUV SOUTH ASIA PRIVATE LIMITED**

and I hereby certify that  
**TUV SUDDEUTSCHLAND INDIA PRIVATE LIMITED**

which was originally incorporated on 17th  
day of ~~AUGUST 1999~~ under the Companies Act, 1956 and under the name  
**TUV SUDDEUTSCHLAND INDIA PRIVATE LIMITED** having  
duly passed the necessary resolution in terms of section 21/22/(1)  
(a)/22(1) (b) of the Companies Act, 1956 the name of the said  
Company is this day changed to  
**TUV SOUTH ASIA PRIVATE LIMITED**

and this  
certificate is issued pursuant to Section 23(1) of the said Act

Given under my hand at **MUMBAI** this 23rd

day of ~~AUGUST 2005~~ ~~one thousand nine hundred~~

~~and~~ ~~one thousand nine hundred~~  
Asstt. Registrar of Companies  
Maharashtra, Mumbai.



TRUE COPY

**ANAND H. JAWALKAR**  
NOTARY, GOVT. OF INDIA  
PUNE