

**Consent from Monitoring Agency**

**Date: 8<sup>th</sup> November 2024**

To,

**NTPC Green Energy Limited  
NTPC Bhawan, Core-7, SCOPE Complex  
7 Institutional Area, Lodi Road, New Delhi -110003**

Dear Sir/Ma'am,

**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 issue, the "Issue")**

We, CARE Ratings Limited ("CARE"), consent to the inclusion of our name and the details mentioned herein, as the Monitoring Agency to the Issue and to the inclusion the information contained in this letter in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Securities and Exchange Board of India ("SEBI"), Registrar of Companies and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), as applicable and any other document in relation to the Offer as per applicable law.

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

**Name: CARE Ratings Limited**

**Address: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai 400 022.**

**Telephone number: 0120-4452000**

**E-mail ID: [pankaj.sharma@careedge.in](mailto:pankaj.sharma@careedge.in)**

**Website: [www.careratings.com](http://www.careratings.com)**

**Contact person: Mr. Pankaj Sharma**

**SEBI registration number: IN/CRA/004/1999**

**CIN: L67190MH1993PLC071691**

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 as a credit rating agency by any regulatory authority.

We confirm that the information in this certificate is true, correct, accurate, and not misleading in any material respect. CARE's consent is subject to the Company ensuring its compliance with applicable laws in relation to the Offer and that there is no misrepresentation/ modification to above mentioned information which is required to be reproduced on an "as is" basis.

CARE Ratings Limited

9th Floor, C-001 A/2, Berger Tower, Sector 16B,  
Noida, Gautam Buddha Nagar, Uttar Pradesh-  
201 301  
Phone: +91-120-4452 000

CIN-L67190MH1993PLC071691

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Off Eastern Express Highway, Sion (East), Mumbai -  
400 022  
Phone: +91-22-6754 3456  
Email: [care@careedge.in](mailto:care@careedge.in) • [www.careedge.in](http://www.careedge.in)

We confirm that we will immediately communicate any changes to the above information in writing to the Company, until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers. We hereby consent to the submission and disclosure of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory, statutory or judicial authorities as may be required and/or for the records to be maintained by the Book Running Lead Managers in accordance with applicable law.

The Monitoring Agency and its affiliates have no fiduciary relationship in connection with the offer. The Monitoring Agency and its affiliates also do not act as an expert to the extent defined under Section 2(38) of the Companies Act, 2013. While the Monitoring Agency obtains information from sources it believes to be reliable, it does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives from auditors, lawyers, chartered engineers or other experts, and relies on in its reports.

All capitalised terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,  
For **CARE Ratings Limited**



Authorized Signatory  
Name: Pankaj Sharma  
Designation: Director – Business Development  
Date: 8<sup>th</sup> November 2024

CC:

#### **Book Running Lead Managers**

##### **IDBI Capital Markets & Securities Limited**

6th Floor, IDBI Tower,  
WTC Complex,  
Cuffe Parade, Mumbai – 400 005  
Maharashtra, India.

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**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 Capital Services Limited (formerly known as 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

**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

**CARE Ratings Limited**

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Annexure- A

COPY OF REGISTRATION CERTIFICATE

प्ररूप ख  
FORM B

भारतीय प्रतिभूति और विनियम बोर्ड (साख निर्धारण एजेंसियाँ) विनियम, 1999  
SECURITIES AND EXCHANGE BOARD OF INDIA  
(CREDIT RATING AGENCIES) REGULATIONS, 1999

[ ~~विनियम 8 (1)~~ / विनियम 8 क(6) ]  
[ ~~REGULATION 8 (1)~~ / REGULATION 8 A(6) ]

साख निर्धारण एजेंसी के रूप में ~~आसंभिक~~ / स्थायी रजिस्ट्रीकरण प्रमाणपत्र  
CERTIFICATE OF ~~INITIAL~~ / PERMANENT REGISTRATION AS CREDIT RATING AGENCY

- I. बोर्ड भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992, के अधीन बनाए गए विनियमों के साथ पठित उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए  
In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the regulations made thereunder the Board hereby grants a certificate of ~~initial~~/ permanent registration to

**क्रेडिट एनेलिसिस एण्ड रिसर्च लिमिटेड**  
CREDIT ANALYSIS & RESEARCH LIMITED

को साख निर्धारण एजेंसी के क्रियाकलाप करने के लिए विनियमों में शर्तों के अनुसार और के अध्यक्षीन साख निर्धारण एजेंसी के रूप में ~~आसंभिक~~ / स्थायी रजिस्ट्रीकरण प्रमाणपत्र एतद्द्वारा प्रदान करता है ।

as a credit rating agency in accordance with and subject to the conditions in the regulations to carry out the activity of the credit rating agency.

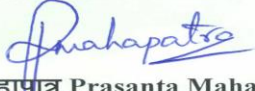
- II. साख निर्धारण एजेंसी के लिए रजिस्ट्रीकरण सं. आईएन/सानिए/004/1999 है ।  
Registration Number for the Credit Rating Agency is IN/CRA/004/1999.
- III. यह रजिस्ट्रीकरण प्रमाणपत्र ..... से ..... तक / स्थायी रूप से विधिमान्य होगा, जब तक कि बोर्ड द्वारा निलंबित या रद्द न कर दिया जाये ।  
This certificate of registration shall be valid ~~from~~ ..... to ..... / for permanent, unless suspended or cancelled by the Board.

स्थान : मुम्बई  
Place : Mumbai

तारीख : 30 दिसम्बर, 2011  
Date : December 30, 2011



आदेश द्वारा  
भारतीय प्रतिभूति और विनियम बोर्ड के लिए और की ओर से  
By order for and on behalf of  
SECURITIES AND EXCHANGE BOARD OF INDIA

  
(प्रशांत महापात्र Prasanta Mahapatra)  
प्रभाग मुख्य / Division Chief

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