

Date: September 18, 2024

To,

The Board of Directors
NTPC Green Energy Limited
NTPC Bhawan, Core -7, SCOPE
Complex, 7 Institutional Area, Lodi
Road, New Delhi-110 003, India

Dear Sir / Madam:

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 offering, the “Issue”)

We, the undersigned, do hereby consent to act as the legal counsel to the Company as to Indian law and to our name being inserted as the ‘Legal Counsel to the Company’ in the draft red herring prospectus (“**DRHP**”) to be filed with the Securities and Exchange Board of India (“**SEBI**”) and National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) and together with NSE, the “**Stock Exchanges**”) and the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) and together with the DRHP and the RHP, the “**Issue Documents**”) to be filed with the Registrar of Companies, Delhi and Haryana for registration, and filed with SEBI and the Stock Exchanges in relation to the Issue.

The following details about us may be included in the Issue Documents:

J. Sagar Associates

B-303, 3rd Floor, Ansal Plaza
Hudco Place, August Kranti Marg
New Delhi – 110049
Delhi, India

One Lodha Place, 27th Floor,
Senapati Bapat Marg,
Lower Parel, Mumbai – 400013,
Maharashtra, India

We hereby authorize you to deliver this letter of consent to the Registrar of Companies, Delhi and Haryana or any other regulatory authorities as required by law.



This consent letter is for information and for inclusion (in part or full) in the Issue Documents, and may be relied upon by the Company, the book running lead managers appointed for the Issue (“BRLMs”) and the legal advisors appointed by the Company and the BRLMs in relation to the Issue.

Regards,

For **J. Sagar Associates**

J. Sagar Associates