



Date: May 16, 2024

To,

The Board of Directors

Orient Green Power Company Limited

Bascon Futura SV, 4th Floor, No. 10/1,
Venkatanarayana Road, T. Nagar, Chennai – 600 017,
Tamil Nadu, India

Sumedha Fiscal Services Limited

6A Geetanjali, 6th Floor,
8B Middleton Street,
Kolkata – 700071, India

Saffron Capital Advisors Private Limited

605, Center Point, Sixth Floor,
Andheri - Kurla Road, J.B. Nagar Andheri (East),
Mumbai - 400 059, India

(Sumedha Fiscal Services Limited and Saffron Capital Advisors Private Limited referred to as the “**Lead Managers**”)

Dear Sirs,

Sub: Proposed rights issue of equity shares of Rs. 10 each (the “Equity Shares”) of Orient Green Power Company Limited (the “Company” and such offering, the “Issue”).

1. We refer to our certificates listed out in Annexure A (the “**Certificates**”), relating to the updated draft of the letter of offer filed with Securities and Exchange Board of India (“**SEBI**”) relating to the Issue. Defined terms used herein shall have the same meaning given to them in the Certificates.
2. We reaffirm as of the date hereof (and as though made on the date hereof) all statements made in the Certificates, are valid and subsisting as of date of this letter. Further, nothing has come to our attention that there was any such change in the disclosures made in the Certificates.
3. This letter is solely for the information of the addressees and to assist the Lead Managers in conducting and documenting their diligence of the affairs of the Company in connection with the offering of securities covered by the Letter of Offer and for the purpose of any defense the addressees may wish to advance in any claim or proceeding in connection with the contents of the Letter of Offer, and is not to be used, circulated, quoted or otherwise referred to for any other purpose or filed with or referred to in whole or in part in the Letter of Offer or any other document, except that (i) reference may be made to it in any transaction agreement including the Issue Agreement, or in any list of closing documents pertaining to the Issue; (ii) this letter may be disclosed to any of the professional advisors of the addressees or as may be required by law, regulation, court order or regulatory, judicial, quasi-judicial, governmental, statutory, administrative or self-regulatory authority; (iii) this letter may be produced in any actual or potential proceeding or actual or potential dispute in connection with the Issue; (iv) copies of this letter may be included in any compilation of transaction documents pertaining to the Issue; (v) this letter may be referred to in any other communication between any of the addressees prepared by or for the addressees; or (vi)



N G RAO & ASSOCIATES
CHARTERED ACCOUNTANTS

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95421 87777

this letter may be referred to or disclosed to third parties where to do so would be necessary or desirable for the purposes of resolving any actual or potential dispute or to establish a due diligence defense in respect of the Letter of Offer in connection with the Issue.

Yours truly,

For & on behalf of N G Rao & Associates
Chartered Accountants
Firm Registration Number: 009399S

Kiran Parsa



Kiran Parsa
Partner
Membership No. 220629
ICAI Peer Review Certificate No. : 016529
UDIN: **24220629BKEZNM2728**

Place : Hyderabad
Date : May 16, 2024

Encl: As above

CC:

Legal Counsel to the Issue

T&S Law

Unit Number 15, Logix Technova,
Block B, Sector 132, Noida – 201 304,
Uttar Pradesh, India.

H.No. 6-3-1186/A/6, (New No. 325),
2nd Floor, Chinna Balreddy Building,
Adjacent Lane to ITC Kakatiya Hotel,
Begumpet, Hyderabad-500 016.

Flat No.203, D.No. 48-10-20,
Veeramachaneni Building,
New Govt Hospital Road,
Gunadala, Vijayawada - 520 004

H.No. 8-22-5/1, FF3,
Neeladri Towers, Pattabi
Street, Gandhi Nagar,
Kakinada - 533 004.

Flat No.104, Sai Thirumala
Enclave, Lalitha Nagar,
Behind Lalitha Temple,
Visakhapatnam-530016

Email : nageswararaog207@gmail.com / nageswararaog@rediffmail.com



Annexure A

	Name of the certificate	Date of issuance
1	Certificate on Valid Peer Review Certificate from ICAI	8th May 2024
2	Capitalisation Statement	8th May 2024
3	Certificate on Accounting Policies	8th May 2024
4	Certificate on Auditor Qualifications and Adverse Remarks	8th May 2024
5	Certificate on Defaults and Non-Payment of Statutory dues	8th May 2024
6	Certificate on Delay in Repayment of loan	8th May 2024
7	Certificate on Dividend	8th May 2024
8	Certificate on Financial Indebtedness	8th May 2024
9	Certificate on Insurance Coverage, Insurance Claim & GPA	8th May 2024
10	Certificate on Insurance Coverage	8th May 2024
11	Certificate on Material Frauds	8th May 2024
12	Certificate on No Material Developments	8th May 2024
13	Certificate on Outstanding dues to creditors	8th May 2024
14	Certificate on Related Party Transactions	8th May 2024
15	Certificate on Significant Transactions with Subsidiary	8th May 2024
16	Certificate on Rejection Criteria under SEBI General Order, 2012	8th May 2024
17	Certificate on Corporate Governance	8th May 2024
18	Certificate on Corporate Governance for stock exchanges	8th May 2024
19	Certificate on Undisputed Statutory dues	8th May 2024
20	Certificate on Working Capital	8th May 2024
21	Comfort letter for circleups	8th May 2024
22	Consent letter	8th May 2024
23	Certificate on sources of SVL loans to GGPPL and CWFPL	14th May 2024