



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, Centre 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”)

We, M/s. N G Rao & Associates, Chartered Accountants, have received a request from the Company to review and certify whether the accounting policies followed by the company in relation to the Unaudited Consolidated Financial Results for the period ended December 31, 2023 and Restated Audited Consolidated financial statements of the Company for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 proposed to be included in the draft letter of offer to be filed by the Company are in compliance with the Indian Accounting Standards notified under Section 2(2), Section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015 as amended and the other relevant provisions of the Companies Act, 2013. We have also been requested to certify whether there have been any changes to the accounting policies of the Company during the nine-month period ended December 31, 2023 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021.

We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, ‘Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,’ issued by the ICAI.





We hereby certify that the accounting policies adopted by the Company in the preparation of the unaudited consolidated financial results of the Company for the nine-month period ended December 31, 2023 and for the preparation of Restated Consolidated financial statements for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 are in compliance with the Indian Accounting Standards notified under Section 2(2), Section 133 of the Companies Act, 2013 and the Companies (Indian Accounting Standards) Rules, 2015 as amended and the other relevant provisions of the Companies Act, 2013 except as follows:

NIL

We further certify that there have been no changes to the accounting policies of the Company during the nine-month period ended December 31, 2023 and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, except as follows:

NIL

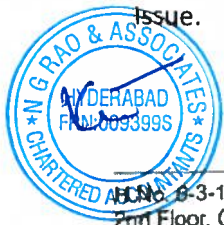
We confirm that while providing this certificate, we have complied with the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

We conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' and 'Guidance Note on the Reports in Company Prospectuses (revised 2019)' issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Notes require that we comply with the ethical requirements of the 'Code of Ethics' issued by the ICAI, as revised from time to time.

We confirm that the information above is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

This certificate is issued for the purpose of the Issue, and can be used, in full or part, for inclusion in the draft letter of offer, letter of offer and any other material used in connection with the Issue (together the "Offer Documents"). We hereby consent to the aforementioned details being included in the Offer Documents and consent to the submission of this certificate as may be necessary, to the Securities and Exchange Board of India, any regulatory / statutory authority, relevant recognized stock exchanges where the Equity Shares are proposed to be listed, or any other authority as may be required and/or for the records to be maintained by the Lead Managers in connection with the Issue and in accordance with applicable law, and for the purpose of any defense the Lead Managers may wish to advance in any claim or proceeding in connection with the contents of the offer documents.

This certificate may be relied on by the Company, the Lead Managers and the legal counsel in relation to the Issue.



F.No. 8-3-1186/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



N G RAO & ASSOCIATES
CHARTERED ACCOUNTANTS

Off: +91-40-4240 8813
Mobile : 98480 18791
98491 35573
95421 87777

We undertake to update you in writing of any changes in the abovementioned position until the date the Equity Shares issued pursuant to the Issue commence trading on the recognized stock exchanges. In the absence of any communication from us till the Equity Shares commence trading on the recognized stock exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

Yours faithfully,

For & on behalf of N G Rao & Associates
Chartered Accountants

Firm Registration Number: 009399S

UDIN: 24220629BKEZMS1030



Kiran Parsa

Partner

Membership No. 220629

Hyderabad,

Date: 08 May, 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.