

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”)

In connection with the proposed Issue, we, M/s. G.D. Apte, Chartered Accountants, statutory auditors of the Company and the subsidiaries viz. Gamma Green Power Private Limited (“**GGPPL**”) and Clarion Wind Farm Private Limited (“**CWFPL**”) have been requested to provide a certificate with regard to the source of funds for loans extended by these subsidiaries viz. GGPPL and CWFPL to the company, as required by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”).

The accompanying information as regards the sources of funds for loans extended up to April 30, 2024 as per the requirement of the clause (9)(A)(7)(G) of Part A of Schedule VI to the ICDR Regulations (the “**Statement**”) is prepared by and is the responsibility of the Management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of 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.

We have performed the following procedures in relation to the Statement:

- a. Obtained from the management the loan agreements and the details of loan extended to the Company.
- b. Compared and traced the amounts in the loan statement prepared by the management of the company from the books of account and related records of the respective companies.
- c. Traced the source of funds for the loans extended, as mentioned in the Statement to the books of account of the subsidiaries.
- d. Made management inquiries and obtained necessary representations.

We have examined the sources of the funds availed by the Company from Gamma Green Power Private Limited, one of the subsidiaries and Clarion Wind Farm Private Limited one of the step-down subsidiaries.

The details of the source of the funds for GGPPL and CWFPL out of which the aforesaid loans were provided to the company are summarised as under:

(₹ In Lakhs)

Source of Funds	GGPPL to OGPL	CWFPL to OGPL	Total
Loan received from CWFPL	779.06	-	779.06
Loan received from SVL Limited	2,253.84	-	2,253.84
Internal accruals	948.43	-	948.43
Loan receipt from secured lenders	1,242.70	-	1,242.70
Proceeds from land sale	-	20.00	20.00
Proceeds from scrap sale	-	15.00	15.00
Internal accruals	-	3.02	3.02
Loan received from Bharath wind farm limited	-	57.00	57.00
Loan repayment received from GGPPL	-	5.00	5.00
Total	5,224.03	100.02	5,324.05

Based on our examination of books of account of the respective companies, information and explanations given to us and management representation made available to us, we confirm that the above transactions are the source of funds for loans extended by Gamma Green Power Private Limited and Clarion Wind Farm Private Limited to Orient Green Power Company Limited.

We confirm that the information provided 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 Offer Documents. We hereby consent to the aforementioned details being included in the Offer

G.D. Apte & Co.
Chartered Accountants

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 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.

Yours faithfully,

For G. D. Apte & Co.
Chartered Accountants
Firm Registration Number: 100515W
UDIN: 24113053BKBFHM9127

Umesh S. Abhyankar
Partner
Membership No. 113053
Pune, May 15, 2024



CC:

Legal Counsel to the Issue
T&S Law
Unit Number 15, Logix Technova,
Block B, Sector 132, Noida – 201 304,
Uttar Pradesh, India.