

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

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. G. D. Apte & Co., Chartered Accountants, statutory auditors of the Company, hereby consent to the inclusion of, and use in, the Draft Letter of Offer and Letter of Offer (“Offer Documents”) of the Company to be filed with the Securities and Exchange Board of India (“SEBI”) and the recognized stock exchanges, as may be applicable or any other material to be issued in relation to the Issue: (i) the restated consolidated financial statements of the Company for the fiscals 2023, 2022 and 2021, (prepared in accordance with the Indian Accounting Standards, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), the Companies Act, 2013, as amended along with the rules issued thereunder, and Guidance Note on the Reports in Company Prospectuses (revised 2019) issued by the Institute of Chartered Accountants of India (the “ICAI”)) and our report thereon dated July 27, 2023; (ii) limited reviewed unaudited consolidated financial results of the Company for the six month period ended September 30, 2023 prepared in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and our limited review report thereon dated November 1, 2023 and (iii) statement of special tax benefits available to the Company, its Material Subsidiaries and Shareholders dated February 2, 2024.

We also consent to the inclusion of references to us as the “Statutory Auditors” or “Auditors” of the Company under any of the headings and sections in the Offer Documents and any other documents to be issued, registered or filed in relation to the Issue, as may be required. The following information in relation to us may be disclosed:

Name: G. D. Apte & Co., Chartered Accountants

Address: D-509, Neelkanth Business Park, Nathani Road, Vidyavihar (West) Mumbai 400086

Tel: +91 223 512 3184

Peer Review Certificate Number - 015 904 dated October 13, 2023

Email: umesh.abhyankar@gdaca.com

Contact Person: Umesh S. Abhyankar

Firm Registration No.: 100 515W

We are not and have not been engaged or interested in the formation or promotion of the management of the Company or its subsidiaries.

We further consent to be named as an “expert” as defined under section 2(38) of the Companies Act, 2013, read with section 26(5) of the Companies Act, 2013 to the extent and in capacity as an independent Statutory Auditor and in respect of examination report dated July 27, 2023 on Restated Consolidated Financial Information for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, (ii) limited



reviewed unaudited consolidated financial results of the Company for the six months period ended September 30, 2023 prepared in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and our limited review report thereon dated November 1, 2023 and (iii) statement of special tax benefits available to the Company, its Material Subsidiaries and Shareholders dated February 2, 2024.

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 authorize you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, the recognized stock exchanges or any regulatory authorities as required by law.

This certificate is for information, and for inclusion, in full or part, in the Offer Documents and any other material prepared in connection with the Issue, and for the submission/ registration of this certificate as may be necessary, to any regulatory / statutory authority, recognized stock exchanges, 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.

Nothing in the preceding paragraph shall be construed to (i) limit our responsibility for or liability in respect of, the reports we have issued, covered by our consent above and are included in the Draft Letter of Offer/ Letter of Offer or (ii) limit our liability to any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities.

We confirm that the information herein is true, fair, correct, complete and accurate, not misleading and does not contain any untrue statement of a material fact nor omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading. This certificate may be relied on by the Company, Lead Managers, their affiliates and the legal counsel in relation to the Issue.

Yours faithfully,

For G. D. Apte & Co.
Chartered Accountants
Firm Registration Number: 100515W
UDIN: 24113053BKBFDW5021

Umesh S. Abhyankar
Partner
Membership No. 113053
Pune, February 2, 2024



CC:

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”)

Legal counsel to the Issue

T&S Law

Near VVIP Mall, Raj Nagar Extension,
Ghaziabad – 201 017,
Uttar Pradesh, India

