

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,

**Re: 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 audited financial statements of the Company for the fiscals 2022, 2021 and 2020, 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 ICAI and our report thereon dated September 5, 2022;

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: GDA House, Plot No 85, Bhusari Colony (Right), Pune - 411038  
Tel: 020 – 6680 7200  
Peer Review Certificate Number - 012341  
Email: umesh.abhyankar@gdaca.com  
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 (i) examination report dated September 5, 2022 on Restated Consolidated Financial Information for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020; (ii) limited review report dated July 29, 2022 on the unaudited financial results submitted by company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and disclosures requirements) Regulations, 2015 for the three months periods ended June 30, 2021 and June 30, 2022; and (iii) Certificate of Special tax benefits dated September 7, 2022.

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**Pune Office:** GDA House, Plot No.85, Right Bhusari Colony, Paud Road, Kothrud, Pune – 411 038, Phone – 020 – 6680 7200,  
Email – [audit@gdaca.com](mailto:audit@gdaca.com)

**Mumbai Office :** D-509, Neelkanth Buisness Park, Nathani Road, Vidyavihar (West) Mumbai 400086, Phone- 022-3512 3184



**G.D. Apte & Co.**  
**Chartered Accountants**

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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.

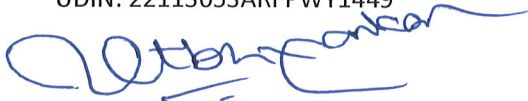
We also authorize you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, the recognized stock exchanges or any regulatory authorities as required by law.

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 Manager in connection with the Issue, and in accordance with applicable law, and for the purpose of any defense the Lead Manager may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents.

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 Manager, 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: 22113053ARFPWY1449



Umesh S. Abhyankar  
Partner  
Membership No. 113053  
Pune, September 7, 2022

CC:

**GYR Capital Advisors Private Limited**  
428, Gala Empire, Near JB Tower,  
Drive in Road, Thaltej,  
Ahemdabad-380 054,  
Gujarat, India.



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**Saffron Capital Advisors Private Limited**

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

(GYR Capital Advisors Private 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

