



Date: 03rd February, 2025

To,
The Board of Directors,
Atlanta Electrical Limited
Plot No. 1503/4, GIDC Estate,
Vithal Udyognagar, Anand,
Gujarat, India, 388121

Re: Proposed initial public offering of equity shares of face value of ₹ 2/- each (the "Equity Shares") of Atlanta Electrical Limited (the "Company") comprising a fresh issue of the Equity Shares of the Company ("Fresh Issue") and an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", and together with the Fresh Issue, the "Offer")

Dear Sir/Madam,

We, M/s. Nandaniya Joshi and Associates, represented through our partner, Mayank Joshi, company secretary in practice, are an independent firm of company secretaries (as defined under Section 2 of the Company Secretaries Act, 1980) in practice holding a valid certificate of peer review bearing number 6103/2024 issued by the Peer Review Board of the Institute of Company Secretaries in India and certificate of practice number 23797 (A26685) issued to our partner Mayank Joshi by the Peer Review Board of the Institute of Company Secretaries in India. We, M/s. Nandaniya Joshi and Associates consent to our name being inserted as an "expert" as defined under Section 2(38) of the Companies Act, 2013, as amended and our PCS Search Report and PCS Capital Structure Report dated 31st January, 2025 (the "Report"), as annexed as Annexure A hereof and its contents or any extract thereof and all the information in relation to us appearing therein, about us in the draft red herring prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges") and the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Gujarat, at Ahmedabad ("RoC") and thereafter to be filed with SEBI and the Stock Exchanges, where the Equity Shares are proposed to be listed, as well as in other documents in relation to the Offer (the "Offer Documents").





This letter does not impose any obligation on the Company to include in any Offer Documents all or any part of the information with respect to which consent for disclosure is being granted pursuant to this certificate.

We hereby authorise you to deliver this consent letter to SEBI, Stock Exchanges, the RoC and any other regulatory authorities as may be required.

We confirm that we are not and have not been engaged or interested in the formation or promotion or management of the Company.

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the Book Running Lead Managers until the date on which the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter, including any annexures thereto is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This certificate does not impose any obligation on the Company to include in any Offer Documents all or any part of the information with respect to which consent for disclosure is being granted pursuant to this certificate.





We hereby authorise you to deliver this consent letter to SEBI, Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the book running lead managers to the Offer ("**Book Running Lead Managers**") in connection with the Offer.

We represent that our execution, delivery and performance of this consent has been duly authorised by all necessary action (corporate or otherwise).

We undertake to keep strictly confidential the details of the proposed capital raising options, your request letter and this consent letter.

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

We confirm that we will immediately communicate any changes in writing in the above information to the Company, Book Running Lead Managers until the date when the Equity Shares that are allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Managers and the legal counsel, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal counsels appointed by the Company and the Book Running Lead Managers in relation to the Offer. We also consent to the inclusion of this consent letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available to the public for inspection and uploaded on the website of the Company from the date of the RHP until the Bid / Offer Closing Date.



NANDANIYA JOSHI & ASSOCIATES

Company Secretaries

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All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

For and on behalf of

For and on behalf of

Nandaniya Joshi & Associates

Firm Unique Code- P2020GJ084200

Name: Mayank Joshi

Designation: Practising Company Secretary

Membership Number: A26685

Peer Review Number: 6103/2024

Certificate of Practice Number: 23797



CC:

Book Running Lead Managers

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower, Rahimtullah Sayani

Road

Opposite Parel ST Depot, Prabhadevi,

Mumbai- 400 025

Maharashtra, India

Axis Capital Limited

1st Floor, Axis House,

P.B. Marg, Worli,

Mumbai-400 025

Maharashtra, India

Legal Counsel to the Book Running Lead Manager

J. Sagar Associates

One Lodha Place, 27th Floor,

Senapati Bapat Marg, Lower Parel,

Mumbai – 400013

Maharashtra, India

Trilegal

One World Centre

10th Floor, Tower 2A & 2B,

Senapati Bapat Marg,

Lower Parel (West),

Mumbai – 400 013

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