

Consent from the Promoter Group Selling Shareholder

Date:

To,

The Board of Directors,
Trualt Bioenergy Limited
Survey No. 166, Kulali Cross,
Jamkhandi Mudhol Road,
Bagalkot - 587313,
Karnataka, India

Dear Ma'am(s)/Sir(s),

Re: Proposed initial public offering of equity shares of face value of Rs. 10/- each (the "Equity Shares" and such offering, the "Offer") of "Trualt Bioenergy Limited" (the "Company")

As on the date of this certificate, I, Dhraksayani Sangamesh Nirani daughter of Shankar Gosar, residing at Vijay Palace, #166, Kulai Cross, Jamakhandi Road, Mudhol Bagalkot 587313, holder of passport number P2290911, do confirm that I hold 52,70,000 (Fifty Two Lakhs Seventy Thousand Equity Shares representing 7.46% of the pre-Offer Equity Share capital

I have been informed by the Company of the proposed initial public offering of its Equity Shares, which includes a fresh issue of Equity Shares (the "Fresh Issue") by the Company and an offer for sale of Equity Shares (the "Offer for Sale") by certain existing shareholders of the Company (the Fresh Issue together with the Offer for Sale, the "Offer"), through the book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013 and rules made thereunder and other applicable laws.

I, Dhraksayani Sangamesh Nirani, hereby consent to the following:

1. Inclusion of up to 98,00,000 Equity Shares held by us in the Company as part of the Offer for Sale (the "Offered Shares"), representing 1.27% of the Equity Share capital on fully diluted basis, subject to the approval of Securities and Exchange Board of India ("SEBI") in the updated draft red herring prospectus, and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.

2. Inclusion of my name and details as a 'Promoter Group Selling Shareholder' and any other information contained in this certificate (in part or full) the red herring prospectus and the prospectus to be filed with SEBI, the Registrar of Companies, Karnataka at Bengaluru ("RoC") and stock exchanges or any other materials or document to be filed or issued in relation to the Offer.

Acknowledgements:

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 16 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

I confirm that any participation in the Offer by offering the Equity Shares offered by me pursuant to the Offer for Sale is voluntary and I further acknowledge that it does not create any obligation on the Company to purchase any Equity Shares offered by me pursuant to the Offer for Sale from me.

I hereby authorize the Company and the Registrar to the Offer to perform all the necessary acts, as permitted under the SEBI ICDR Regulations, in relation to the Offer. I hereby authorize the Company to take all actions in respect of the Offer for and on my behalf under Section 28(3) of the Companies Act, 2013, as amended. I hereby also authorize the Compliance Officer of the Company and the Registrar to the Offer to redress complaints, if any, of the investors.

I confirm that I shall provide all support and cooperation as may reasonably be requested by the Company and the book running lead managers ("Book Running Lead Managers" or "BRLMs") in relation to the Offer.

I further 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.

I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of sections 26 and 32 of the Companies Act, 2013, as amended, the stock exchanges, SEBI or any other statutory or regulatory authority, as required by law.

I confirm that I will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the relevant stock exchanges pursuant to the Offer.

This letter may be relied on by the Company, BRLMs and the legal counsel to the Company and BRLMs appointed in relation to the Offer. I hereby consent for this certificate being included for the records to be maintained by the BRLMs in connection with the Offer.

Dhraksayani S Nirani

All capitalized terms used herein and not defined shall have the same meaning as assigned to them in the DRHP, the RHP and the Prospectus.

Thanking you

Yours faithfully,



Signature

Name: Dhraksayani Sangamesh Nirani

Place: Mudhol

CC:

Book Running Lead Managers

DAM Capital Advisors Limited

Altimus 2202, Level 22

Padurang Budhkar Marg

Worli, Mumbai - 400 018

Maharashtra, India

SBI Capital Markets Limited

1501, 15th floor

A & B Wing, Parinee Crescenzo

Bandra Kurla Complex

Bandra (East), Mumbai- 400 051

Domestic Legal Counsel to the Company

Khaitan & Co.

Embassy Quest, 3rd Floor,

45/1 Magrath Road, Bengaluru 560 025

Karnataka, India

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee

50 Collyer Quay

#10-01 OUE Bayfront

Singapore 049321

Domestic Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers,
19, Brunton Road, Off Mahatama Gandhi Road,
Craig Park Layout, Ashok Nagar,
Bengaluru, 560025
Karnataka, India