

SURESH & CO.

Chartered Accountants

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Bengaluru - 560 004

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Auditors’ Consent Letter

To,
The Board of Directors

CANARYS AUTOMATIONS LIMITED

(Formerly known as Canarys Automations Private Limited)

No. 566 & 567, 2nd Floor, 30th Main, Attimabbe Road
Banagirinagara, Banashankari 3rd Stage, Bengaluru
Bangalore, Karnataka, 560085, India

Dear Sir/ Madam,

Ref: Proposed initial public offering of equity shares of face value of ₹2 each (the “Equity Shares”) of Canarys Automations Limited (Formerly known as Canarys Automations Private Limited) (the “Company”/ “the “Issuer”) comprising a fresh issue of the Equity Shares by the Company (the “Fresh Issue” / “Offer”)

Sub: Letter of Consent

This consent letter is issued in accordance with the terms of our engagement letter dated 25th May, 2023

We, SURESH & CO., Chartered Accountants, were appointed as the Statutory Auditors (the “Auditors”) of Canarys Automations Limited in its Extra-Ordinary General Meeting dated 19th May, 2023 to hold office until the conclusion of the next Annual General Meeting.

We hereby give consent to use in the Draft Red Herring Prospectus and the Prospectus of the Company prepared under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), to be submitted or filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), SME Platform of National Stock Exchange of India Limited (“**NSE Emerge**”) and the Registrar of Companies, Bangalore at Karnataka (“**RoC**”), as applicable, in connection with the Proposed Offer (i) our examination report dated March 31, 2023 on the Restated Financial Information of the Company for the period ended March 31, 2023 and for the financial years ended March 31, 2022 and March 31, 2021 (“**Restated Financial Information**”), which has been prepared in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, (iii) Report on the Statement of Possible Special Tax benefits issued on [•], 2023, in accordance with the requirements of the SEBI ICDR Regulations (examination reports and our report on statement of possible special tax benefits as aforesaid, collectively referred to as ‘**Reports**’).

Further, we consent to our name being used as “Statutory Auditor” or “Auditor” under the headings “*Definitions and Abbreviations*”, “*General Information*”, “*Other Regulatory and Statutory Disclosures*”, “*Material Contracts and Documents for Inspection*” and other sections in the Draft Red Herring Prospectus and Prospectus and references to us as required under Section 26 of the Companies Act, 2013, read with the SEBI ICDR Regulations, and as “Experts” as defined under the provisions of Section 2 (38) of the Companies Act, 2013, to the extent applicable, and in our capacity as Auditors in relation to the Reports, issued by us, included in the Draft Red Herring Prospectus and Prospectus of the Company.

The following information in relation to us may be disclosed in the DP and Prospectus:

Statutory Auditor’s Name	:	M/s. SURESH & CO.
Address	:	Basavanagudi, Bengaluru -560 004
Telephone Number	:	080 2662 3610
ICAI Firm’s Registration Number	:	004255S
Contact Person	:	Vikram Udupi
Membership Number	:	227884
E-mail	:	vikram.u@sureshandco.com
Peer Review Certificate Number	:	013939

SURESH & CO.

The above consents are subject to the condition that we do not accept any responsibility for any reports or matters, including information sent to Indorient Financial Services Limited (the “**Book Running Lead Manager**”) or letters included in the Draft Red Herring Prospectus and Prospectus, other than those mentioned above. Neither we nor our affiliates shall be liable to any investor or LM or any other third party in respect of the Proposed Offer, except to the extent of loss caused due to gross negligence or fraud by us. Further, the Company agrees to indemnify us and our affiliates and hold harmless from all third party (including investors and LM) in respect of any claims, damages, liabilities and cost arising consequent to our giving consent.

Subject to the terms and conditions of the engagement letter, nothing contained in this consent letter or the preceding paragraphs 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 Red Herring Prospectus and Prospectus in connection with the Proposed Offer or (ii) limit our liability with respect to the Reports we have issued to any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities or (iii) limit our liability in respect of comfort letters provided to **Book Running Lead Manager** pursuant to engagement letter dated 25th May, 2023.

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

We undertake to inform the Company promptly with a copy to the Book Running Lead Manager, in the event of any change to the above information until the Equity Shares commence trading on the Stock Exchange or one year from the date of filing of the Draft Red Herring Prospectus, whichever is earlier, pursuant to the Proposed Offer. In the absence of any such communication from us, it may be assumed that there is no change to the above information.

This letter of consent is not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior consent in writing, other than for the purpose stated herein.

We also authorise the Company to deliver a copy of this letter of consent to the SEBI, the RoC and the Stock Exchange pursuant to the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations. Additionally, we hereby give our consent for the submission of this letter of consent to any other regulatory authority as required by law with prior intimation to us, in connection with this Proposed Offer. We confirm that we shall not withdraw this consent before delivery of a copy of the Draft Red Herring Prospectus and Prospectus, with the SEBI, the Stock Exchange and the RoC, as applicable.

for SURESH & CO.

Chartered Accountants,

Firm Registration Number: 004255S

Udupi Vikram

Partner

Membership Number: 227984

Bengaluru

August 21, 2023

Copy to,

INDORIENT FINANCIAL SERVICES LIMITED

A/501, Rustomjee Central Park, Executive Spaces,

Andheri Kurla Road, Chakala, Mumbai – 400093,

Maharashtra, India

(the “**Book Running Lead Manager**”)