## **RITESH RAMNIKLAL SHAH**

Address: A-401, Nikunj Chhaya Building, end of Mathuradas Road, Kandivali (West), Mumbai - 400 067

#### CONSENT LETTER FROM KEY MANAGERIAL PERSONNEL OF THE COMPANY

Date 18 JUN 2024

To,

The Board of Directors, Allied Blenders and Distillers Limited 394-C, Lamington Chambers, Lamington Road, Mumbai - 400 004 (the "Company")

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of Rs. 02/- each (the "Equity Shares" and such offering, the "Offer") of Allied Blenders and Distillers Limited (the "Company")

I, Ritesh Ramniklal Shah, Company Secretary & Compliance Officer, hereby give my consent to my name being included as key managerial personnel of the Company and any other information as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended in the red herring prospectus ("RHP") and the prospectus intended to be filed by the Company with Securities and Exchange Board of India (the "SEBI"), the BSE Limited (the "BSE"), the National Stock Exchange of India Limited (the "NSE") and the Registrar of Companies, Maharashtra at Mumbai (the "RoC"), as well as other documents in relation to the Offer including among others, publicity material, research reports, presentations and media releases (collectively, the "Offer Documents").

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the ROC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer.

I further confirm that the above information in relation to me 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.

I confirm that I will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("BRLMs") 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, BRLMs and the legal counsel, each to the Company and the BRLMs, 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.

I 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 consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

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

### **RITESH RAMNIKLAL SHAH**

Address: A-401, Nikunj Chhaya Building, end of Mathuradas Road, Kandivali (West), Mumbai - 400 067

Yours faithfully,

Ritesh Ramniklal Shah Company Secretary and Compliance Officer

CC:

\*

ICICI Securities Limited ICICI Venture Centre Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025

#### Nuvama Wealth Management Limited

(Formerly known as Edelweiss Securities Limited) 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East Mumbai 400 051, Maharashtra, India

#### **ITI Capital Limited**

(A part of The Investment Trust of India Limited Group)
ITI House,
36 Dr. R. K. Shirodkar Marg,
Parel, Mumbai 400 012
Maharashtra, India

Along with any other book running lead managers which may be appointed.

#### **Domestic Legal Counsel to the BRLMs**

IndusLaw

#1502B,15th Floor, Tower -1C "One World Centre", Senapati Bapat Marg Lower Parel, Mumbai 400 013

#### International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee 50, Collyer Quay #10-01 OUE, Bayfront Singapore 049321

**Domestic Legal Counsel to the Company** 

## **RITESH RAMNIKLAL SHAH**

Address: A-401, Nikunj Chhaya Building, end of Mathuradas Road, Kandivali (West), Mumbai - 400 067

AZB & Partners AZB House Plot No. A8, Sector-4 Noida 201301

× .--\*

AZB & Partners AZB House, Peninsula Corporate Park Ganpatrao Kadam Marg, Lower Parel Mumbai 400 013

#### **Independent Chartered Accountant**

**SDT & Co Chartered Accountants** Next Hotel Rajpath, Gayathri Chamber, 205/206, RC Dutt Rd, Alkapuri, Vadodara, Gujarat 390007

#### CONSENT LETTER FROM KEY MANAGERIAL PERSONNEL OF THE COMPANY

Date: 1 8 JUN 2024

To, The Board of Directors, Allied Blenders and Distillers Limited 394-C, Lamington Chambers, Lamington Road, Mumbai - 400 004 (the "Company")

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of Rs. 2/- each (the "Equity Shares" and such offering, the "Offer") of Allied Blenders and Distillers Limited (the "Company")

I, Ramakrishnan Ramaswamy, Chief Financial Officer, hereby give my consent to my name being included as key managerial personnel of the Company and any other information as required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amendedin the red herring prospectus ("RHP") and the prospectus intended to be filed by the Company with SEBI, the Stock Exchanges and the Registrar of Companies, Maharashtra at Mumbai (the "RoC"), as well as other documents in relation to the Offer including among others, publicity material, research reports, presentations and media releases (collectively, the "Offer Documents").

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the ROC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer.

I further confirm that the above information in relation to me 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.

1 confirm that I will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("BRLMs") 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, BRLMs and the legal counsel, each to the Company and the BRLMs, 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.

I 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 consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

#### RAMAKRISHNAN RAMASWAMY

Address: 703/704, Marathon Galaxy 1, L B S Marg, Mulund (w), Mumbai - 400 080

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

Yours Faithfully

Ramakrishnan Ramaswamy Chief Financial Officer

CC:

ICICI Securities Limited ICICI Venture Centre Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025

#### Nuvama Wealth Management Limited

(Formerly known as Edelweiss Securities Limited) 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East Mumbai 400 051, Maharashtra, India

#### **ITI Capital Limited**

(A part of The Investment Trust of India Limited Group) ITI House,
36 Dr. R. K. Shirodkar Marg,
Parel, Mumbai 400 012
Maharashtra, India

Along with any other book running lead managers which may be appointed.

#### **Domestic Legal Counsel to the BRLMs**

IndusLaw

#15026, 15th Floor, Tower -1C "One World Centre", Senapati Bapat Marg Lower Parel, Mumbai 400 013

#### International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee 50, Collyer Quay #10-01 OUE, Bayfront Singapore 049321

#### **Domestic Legal Counsel to the Company**

**AZB & Partners** 

AZB House Plot No. A8, Sector-4 Noida 201 301

#### **AZB & Partners**

AZB House, Peninsula Corporate Park Ganpatrao Kadam Marg, Lower Parel Mumbai 400 013



Date: June 18, 2024

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To, The Board of Directors, **Allied Blenders and Distillers Limited** 394-C, Lamington Chambers, Lamington Road, Mumbai – 400 004 (the **"Company"**)

Dear Sir,

# Re: Proposed initial public offering of equity shares of face value of ₹ 2 each (the "Equity Shares" and such offering, the "Offer") of Allied Blenders and Distillers Limited (the "Company")

We, ICICI Securities Limited, do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer in the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") intended to be filed with the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") and intended to be filed by the Company with the Securities and Exchange Board of India (the "**SEBI**") any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**") in relation to the Offer (the "**Offer Document**").

We hereby authorise you to deliver this consent letter to SEBI, the RoC, the Stock Exchanges and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer. The following details with respect to us may be disclosed in the Offer Document



#### Name: ICICI Securities Limited

Address: ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 Maharashtra, India

Telephone Number: +91 22 6807 7100 E-mail: alliedblenders.ipo@icicisecurities.com Website: www.icicisecurities.com Contact person: Harsh Thakkar/ Rupesh Khant SEBI Registration No.: INM000011179 CIN: L67120MH1995PLC086241

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 are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

We confirm that neither we nor our associates hold any Equity Shares of the Company:

SEBI Registration : INM000011179 CIN No.: L67120MH1995PLC086241

ICICI Securities Limited Registered Office: ICICI Venture House Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025, India Tel (91 22) 6807 7100 Fax (91 22) 6807 7801

Website Address: www.icicisecurities.com





We enclose a copy of our registration certificate (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("**BRLMs**") 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, BRLMs and the legal counsels, each to the Company and the BRLMs, 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.

We also consent to the inclusion of this letter as a part of "Material Contracts and Document 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 consent letter, including any annexures hereto is for information and for inclusion (in part or full) in the Offer Document, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

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

Yours faithfully,

For and on behalf of **ICICI Securities Limited** 

Cost

**Authorized signatory** Name: Rupesh Khant Date: June 18, 2024

CC:

#### Nuvama Wealth Management Limited

(Formerly known as Edelweiss Securities Limited) 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East Mumbai 400 051, Maharashtra, India

#### **ITI Capital Limited**

(A part of The Investment Trust of India Limited Group)
ITI House,
36 Dr. R. K. Shirodkar Marg,
Parel, Mumbai 400 012
Maharashtra, India







#### Domestic Legal Counsel to the BRLMs

#### IndusLaw

#1502B, 15th Floor, Tower -1C "One World Centre", Senapati Bapat Marg Lower Parel, Mumbai 400 013

#### International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee 50, Collyer Quay #10-01 OUE, Bayfront Singapore 049321

#### Domestic Legal Counsel to the Company

#### AZB & Partners

AZB House Plot No. A8, Sector-4 Noida 201 301

#### AZB & Partners

AZB House, Peninsula Corporate Park Ganpatrao Kadam Marg, Lower Parel Mumbai 400 013





Annexure A

Date: June 18, 2024

Re: Proposed initial public offering of equity shares (the "Equity Shares") of Allied Blenders and Distillers Limited (the "Company" and such offering, the "Offer")

1.	Registration Number:	INM000011179
2.	Date of registration / Renewal of registration:	10th July, 2013
3.	Date of expiry of registration:	Not Applicable. Permanent Registration
4.	If applied for renewal, date of application:	Not Applicable
5.	Any communication from SEBI prohibiting	None
	ICICI Securities Limited from acting as book	
	running lead manager:	
6.	Any enquiry/investigation being conducted	None
	by SEBI:	
7.	Period up to which registration/ renewal fees	Paid for 3 years i.e. Untill July 6, 2025
	has been paid:	
8.	Details of any penalty imposed	Nil

# **FICICI** Securities \_\_\_\_\_\_1-5ec

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<ul> <li>ਗੁੱਛ, ਤੁਸਲੇ ਫ਼ੁਸ਼ਾ ਬਜਦ गए नियम और विनियम के साथ पटिंग पानीय पतिप्र विनेधी के आधीत्येय, 1992 को धार 12 को उपया ( विवन ग्रीकर्मों का प्रयोग करने हुए इसके द्या परमें 17 <del>17 17 17 प</del> में मेंदेर विरुद्धा के रूप में In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of Ind 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of Ind 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to ICICI SECURITIES LIMITED ICICI CENTRE H.T.PAREKH MARG CHURCHGATE MUMBAI 400 020</li> <li>an farti में ज्ञांनी के अधीन रहते हुए और विनियमों के अनुसार निर्मालियन कियाकलाप करने का रनिर्म्यीकरण प्रभाणपत्र देना है :- as a m sanker in Category 1/ IV – IIV - IIV subject to conditions in the rules and in accordance with the regulations to carry out following ac 1. किसो निर्माल का प्रबंध निर्माक अलगांव प्रायंवल नेवार करना, निर्माल में भाववित जानकर्या एक करना, वित्य प्रायं परवा अधीवित रहते, किस संदय बनना, जीनेन आवंध काववर प्रायंवल नेवार करना, निर्माल में भाववित जानकर्या एक करना, वित्य प्रायं परवा अधावित करा, वित्य संदय बनना, जीनेन अवधंब निर्माक अवधेब प्रायंवल नेवार करना, निर्माल में भाववित जानकर्या एक करना, वित्य प्रायं परवा अधावित करा, वित्य संदय बनना, जीनेन अवधंक, प्रायंवल के अधिक आवंधन वार्पात्वल में भाववित जानकर्या एक करना, वित्य प्रायं प्रायं आधावित का प्रायं ? किसो का मेनाकंद 1 Underwriting of Issues *. चीनामा परंच गेवायं 1. Portolio Management Service.</li> <li>*. चीनामा परंच गेवायं 1. Managenent Service.</li> <li>*. चीनामा क्या का निर्माल में निर्माल के जियं हरा का वियंग स्वायंक्र 1 Consultant or Adviser.</li> <li>*. चीनामा क्यांक्र ? (Tobelet whichever are not applicable) [], मंदे खेळा के किए गीनेन्द्रीवरण कोड []. सिंहgistration Code for the merchant banker is MB / INM000011179 []. के प्रायंग्र ये कर्म प्रातं प्रेंग्रिन आ वित्य कां (पर्व किकार) विन</li></ul>		जस्ट्राकरण प्रमाप	143	PERMAN	ENT REGIS	TRATION
Sicial Securities LIMITED ICIC CENTRE H.T.PAREKH MARG CHURCHGATE MUMBAI 400 020         An Figure 1         An Figure 2         An Figure 2         An Figure 2         An Figure 2         An Figure 2 <td>बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पटित प्रवत्त अक्तियों का पयोग करने हुए इसके द्वारा पंबर्ग 17 <del>117</del> In exercise of the powers conferred by sub-sect</td> <td>भारतीय प्रतिभूति और <del>1117 - I</del>V में मर्चेट ion (1) of section</td> <td>विनिमय बोर्ड आधी बैंककॉर के रूप में 12 of the Secu</td> <td>नयम, 1992 को rities and Excl</td> <td>धारा 12 को उप nange Board</td> <td>धारा (1) धरा of India Act</td>	बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पटित प्रवत्त अक्तियों का पयोग करने हुए इसके द्वारा पंबर्ग 17 <del>117</del> In exercise of the powers conferred by sub-sect	भारतीय प्रतिभूति और <del>1117 - I</del> V में मर्चेट ion (1) of section	विनिमय बोर्ड आधी बैंककॉर के रूप में 12 of the Secu	नयम, 1992 को rities and Excl	धारा 12 को उप nange Board	धारा (1) धरा of India Act
CICI CENTRE       H.T.PAREKH MARG         H.T.PAREKH MARG       CHURCHGATE         MUMBAI 400 020       Mumbai 400 020         ah नियमों में आनी के अधीन रहते हुए और विनियमों के अनुसार निम्नलिदित कियाकलाप करने का रजिरद्रीकरण प्रमाणपत्र देता है :- as a m         banker in Category 1/ IV-III IIV subject to conditions in the rules and in accordance with the regulations to carry out following ac         1       किमी निर्माम का प्रश्ने हुए और विनियमों के अनुसार निम्नलिदित कियाकलाप करने का रजिरद्रीकरण प्रमाणपत्र देता है :- as a m         banker in Category 1/ IV-III IIV subject to conditions in the rules and in accordance with the regulations to carry out following ac         1       किमी निर्माम का प्रश्ने होंग आपक आवेदन वार करना. निर्मानय से संवीद्य तातकारी (weat करना. विषय)         2       विनियम का प्रश्ने होंग आदक आवेदन वार करना. निर्मानय से संवीद्य तातकारी (weat करना. विषय)         *2.       विनियम का प्रश्ने होंग (Underwriting of Issues.         *3.       निर्मान मारकारा I Investment Adviser         *3.       निर्माम प्रयंग नेवरों I सलाहकार जिनके अलगंन निर्माम सियार कार के साए हैं। Manager, Consultant or Adviser to any issue including a advisory services.         *4.       - जिनम ना के से काद हे ('Delete whichever are not applicable)         II.       मर्य प्रतिप्रदेकरण कोड         II.       मर्य व्यका के लिए रजिन्द्रीकरण केड         *5.       के कार हे मार्य प्रतिप्रदेकरण कोड         II.       Helee whichever are not applicable)	1992, read with the rules and regulations made t	hereunder the Bo	ard hereby gra	nts a certifica	te of registrat	ion to
ICICI CENTRE H.T.PAREKH MARG CHURCHGATE MUMBAI 400 020         को नियमों में अनी के अधीन रहते हुए और विनियमों के अनुसार निम्नलिप्तित कियाकलाप करने का रजिरद्रीकरण प्रमाणपत्र देता है :- as a m banker in Category 1/ IV-HIL-HV subject to conditions in the rules and in accordance with the regulations to carry out following ac e1. किसी निर्माम का प्रश्नं दिस के अनुसार प्राप्तेवटरा तेवार करना. निर्माम से संवीधत तालकारी एक करना. विपर्यापा परंपचा अवधीति करना. विनर संयंध बनाना, जीनन आंडदन और अधिक आंवटन घरगरित का प्रतिष्ठाय के Imagement of any issue, including preparation of prospectus, galhering in relating to the issue, determining financing structure, tie up of financiers, final allotment and retund of excess application money.         *2. चिनेपान सनाइकार? Investment Adviser         *3. किरोमनों का निम्नाकत 1 Underwriting of Issues.         *4 मिन्यान प्रयंघ नेवारों I स्वताक्रिकार गतवारों के अनुसान निर्मामन मनाहकार नेवार के Manager, Consultant or Adviser to any issue including advisory services.         *5. किसी निर्मान के प्रवित्रदीकरण कोड HI. Registration Code for the merchant banker is MB / INMODODI1179         HI. कह प्राप्ति       This certificate of Registration shall be valid for perm unless suspended or cancelled by the unless suspended or cancelled by the H. This Certificate shall be valid from         तक वियाग्य का और तेम भार्मीय प्रतिभूति और विभिन्य बांड (नवेट बककार) विभिन्न, 1992 में विभिन्ट के तवीकृत किया जा म्हणा         तात काय और तेम भार्मीय प्रतिभूति और विभिय बांड (नवेट बककार) विनियम, 1992 में विभिन्ट के तवीकृत किया जा म्हणा and may be renewed as epsellied in regulation 9 of the Securities and Exchange Board of India (Mor Banker(c) Regulations, 1992.	Z Z Z Z Z Z					
<ul> <li>की नियमों में अन्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित कियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a m banker in Category 1/ 18/ 111/ -1V subject to conditions in the rules and in accordance with the regulations to carry out following ac entry in the rules and in accordance with the regulations to carry out following ac entry is a fait के अवर्धन अनर्भन प्रायंपवर्य केया. निर्भास में बॉबिन जानकारी एकत करना, विलयेपाण परेयमा अवधारित करना, वितर संबंध बनमत, औरिम आधेटन और अधिक आवेदन अनर्भन प्रायंत्रात है। Management of any issue, including preparation of prospectus, gathering in relating to the issue, determining financing structure, tie up of financiers, final allotment and retund of excess application money.</li> <li>*2. विनियान मलाइकार I Investment Adviser</li> <li>*3. निर्मानने के विषय में Portfolio Management Services.</li> <li>*5. किसी निर्भास के प्रवेशक, परास्त्री या सलाहकार जिनके अलगंन मिगमित मलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including a advisory services.</li> <li>*6. परामर्गी या सलाहकार I Consultant or Adviser.</li> <li>*6. परामर्गी या सलाहकार I Consultant or Adviser.</li> <li>*6. परामर्गी या सलाहकार I Consultant or Adviser.</li> <li>*7. किंग्रे के किए रजिस्ट्रीकरण कोष्ठ</li> <li>*8. मिर्ग के प्रवेश के लिए रजिस्ट्रीकरण कोष्ठ</li> <li>*9. मिरामर्थ के लिए रजिस्ट्रीकरण कोष्ठ</li> <li>*1. कि प्रमाणपत्र</li> <li>*1. This certificate of Registration shall be valid for perm unless suspended or cancelled by the unless suspended or cancelled by the unless for a first a first first and first a structure of the first first a first first a first first a suspended of cancelled by the surflex and share of the securities and Exchange Board of India (Mer Barker(s) Regulations, 1992.</li> </ul>	ICICI CENTRE H.T.PAREKH MARG					
*2. चिनियान सलाहकार। Investment Adviser         *3. तिरोमनों का निम्नोकत । Underwriting of Issues.         *4. संनियान पर्यंच सेवाएं । Portfolio Management Services.         *5. किसो निर्मामन के प्रबंधक, परामधी वा सलाहकार जिनके अन्तर्गन निर्मामन मलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including or advisory services.         *6. परामधी वा सलाहकार । Consultant or Adviser.         (*5. किसो निर्माम के प्रबंधक, परामधी वा सलाहकार जिनके अन्तर्गन निर्मामन मलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including or advisory services.         *6. परामधी वा सलाहकार । Consultant or Adviser.         (*5. लिए नी उसे आट टें) (*Delete whichever are not applicable)         II. मर्चेट खेककार के लिए रजिस्ट्रीकरण कोड         III. Registration Code for the merchant banker is MB / INM000011179         III. are प्रमाणपत्र       This certificate of Registration shall be valid for perm unless suspended or cancelled by the unless suspended or cancelled by the analybe renowed as specified in regulation 9 of the Securities and Exchange Board of India (Mer Banker(s) Regulations, 1992.						
<ul> <li>*3. तिरोमनों का निम्नोकन । Underwriting of Issues.</li> <li>*4. मॅनियान प्रबंध मेवाएं । Peritolio Management Services.</li> <li>*5. किसी निर्मान के प्रबंधक, परामधी या सलाहकार जिनके अलगंत निर्मामन सलाहकार सेवाएं के Manager, Consultant or Adviser to any issue including or advisory services.</li> <li>*6. परामधी या सलाहकार । Consultant or Adviser.</li> <li>*6. परामधी या सलाहकार । Consultant or Adviser.</li> <li>*6. परामधी या सलाहकार । Consultant or Adviser.</li> <li>*7. किसी निर्मान के प्रबंधक, परामधी या सलाहकार जिनके अलगंत निर्मामन सलाहकार सेवाएं के Manager, Consultant or Adviser to any issue including or advisory services.</li> <li>*6. परामधी या सलाहकार । Consultant or Adviser.</li> <li>*6. परामधी या सलाहकार । Consultant or Adviser.</li> <li>*7. किसी मलाहकार के लिए रजिस्ट्रीकरण कोड</li> <li>II. Registration Code for the merchant banker is MB / INM000011179</li> <li>II. are प्रमाणपत्र This certificate of Registration shall be valid for perm unless suspended or cancelled by the unless suspended or cancelled by the analy be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Mer Banker(s) Regulations, 1992.</li> </ul>	anker in Category 1/ 1 <del>1/ 111/ 1</del> 1V subject to conditions 1. किसी निर्गमन का प्रबंध जिसके अलगॉन प्राप्येक्टस तैयार करन संबंध बनाना, अंतिम आबंटन और अधिक आवेडन धनराशि का	in the rules and in a r. निर्ममन से संबंधित ज पनिदाय है। Manageme	ccordance with th सनकारी एकव करना ent of any issue, incli	e regulations to , ত্রিলতাম্বল মন্ত্র- uding preparation o	carry out follow 11 अवधारित करन f prospectus, gath	ring activities त. वित्तदालाओं
<ul> <li>अत्रिमान प्रबंध नेवाएं । Portfolio Management Services.</li> <li>किसी निर्मान के प्रबंधक, परामधी या सलाहकार जिनके अलगंत निर्मामन मलाहकार सेवाएँ हैं। Manager, Consultant or Adviser to any issue including or advisory services.</li> <li>(कर्मा में प्रे से कार्ट डे) ("Delete whichever are not applicable)</li> <li>मर्चेट खेककार के लिए रजिस्ट्रीकरण कोड</li></ul>	anker in Category 1/ 114 - 1117 - 117 subject to conditions 1. किसी निर्गमन का प्रबंध जिसके अलगर्गन प्राप्येक्टस तियार करज युवंध बनाना, अंतिम आर्थटन और अधिक आवेदन धनराशि का relating to the issue, determining financing structure, tie up of	in the rules and in a r. निर्ममन से संबंधित ज पनिदाय है। Manageme	ccordance with th सनकारी एकव करना ent of any issue, incli	e regulations to , ত্রিলতাম্বল মন্ত্র- uding preparation o	carry out follow 11 अवधारित करन f prospectus, gath	ring activities त. विलवालाओं व
<ul> <li>5. কিনী নিৰ্ণাণন ক प्रबंधक, परागधी या सलाहकार जिनके अलगंत निर्गामन सलाहकार सेवाएँ हैं। Manager, Consultant or Adviser to any issue including a advisory services.</li> <li>6. एरामधी या सलाहकार I Consultant or Adviser.</li> <li>(*ऊंग लागू न तो उसे काट टे) (*Delete whichever are not applicable)</li> <li>11. मर्चेट वेंककार के लिए रजिस्ट्रीकरण कोड</li> <li>II. Registration Code for the merchant banker is MB / INM000011179</li> <li>II. तक प्रमाणपत्र This certificate of Registration shall be valid for perm unless suspended or cancelled by the UNESS suspended or cancelled by the analyticate and single from and single for the regulation 9 of the Securities and Exchange Board of India (Mer Banker(s) Regulations, 1992.</li> </ul>	anker in Category 1/ 14/ 111/ नीV subject to conditions 1. किसी निर्गमन का प्रबंध जिसके अलगर्गन पार्ग्यवटस तियार करन मुंबंध बनाना, अंतिम आर्थटन और अधिक आवेदन धनराशि का relating to the issue, determining financing structure, tie up o 2. चिनिधान सलाहकार। Investment Adviser	in the rules and in a r. निर्ममन से संबंधित ज पनिदाय है। Manageme	ccordance with th सनकारी एकव करना ent of any issue, incli	e regulations to , ত্রিলতাম্বল মন্ত্র- uding preparation o	carry out follow 11 अवधारित करन f prospectus, gath	ring activities त. विलवालाओं व
*6. परामधीं या सलाहकार । Consultant or Adviser. (*জ लागू न तो उसे आट टें) (*Delete whichever are not applicable) II. सर्वेट वेंककार के लिए रजिस्ट्रीकरण कोड II. Registration Code for the merchant banker is MB / INM000011179 II. तक प्रमाणपत्र This certificate of Registration shall be valid for perm II. This Certificate shall be valid from unless suspended or cancelled by the तक विदियान्य होगा और तैमे भारतीय प्रतिमृति और विभिन्ध बीड (मवेट बेंककार) विनियम, 1992 में विनिविष्ट हे त्योकृत किया जा सकेगा। and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Mor Banker(s) Regulations, 1992.	anker in Category 1/ 14/ 111/ नीV subject to conditions 1. किसी निर्णमन का प्रबंध जिसके अलगंत पार्ग्यवट्स तियार करन मंखंध बनाना, अंतिम आधंटन और अधिक आवेदन धनराति का relating to the issue, determining financing structure, tie up o 2. चितिधान सलाहकार। Investment Adviser 3. निर्यायनों का निष्मांकन । Underwriting of Issues.	in the rules and in a r. निर्ममन से संबंधित ज पनिदाय है। Manageme	ccordance with th सनकारी एकव करना ent of any issue, incli	e regulations to , ত্রিলতাম্বল মন্ত্র- uding preparation o	carry out follow 11 अवधारित करन f prospectus, gath	ring activities त. विलवालाओं व
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January 15, 2024

To,

The Board of Directors, Allied Blenders and Distillers Limited 394-C, Lamington Chambers, Lamington Road, Mumbai – 400 004 (the "Company")

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of ₹ 2 each (the "Equity Shares" and such offering, the "Offer") of Allied Blenders and Distillers Limited (the "Company")

We, Nuvama Wealth Management Limited (*formerly known as Edelweiss Securities Limited*), do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer 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, Maharashtra at Mumbai ("RoC") and thereafter filed with the SEBI and the Stock Exchanges, as well as in other documents in relation to the Offer (the "Offer Documents").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents [*IndusLaw Note: Please provide relevant details as required below*]:



Logo: Name: Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)

Address: 801 - 804 Wing A Building No 3 Inspire BKC G Block Bandra Kurla Complex Bandra East, Mumbai 400 051, Maharashtra, India
Tel: (+ 91 22) 4009 4400
E-mail: Allied@nuvama.com

Website: www.nuvama.com

Investor grievance E-mail: customerservice.mb@nuvama.com Contact person: Lokesh Shah

SEBI Registration No.: INM000013004

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 are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.



We confirm that neither we nor our associates hold any Equity Shares of the Company:

We enclose a copy of our registration certificate (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("**BRLMs**") 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, BRLMs and the legal counsels, each to the Company and the BRLMs, 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.

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 consent letter, including any annexures hereto is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

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 Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited)



#### **Authorised Signatory**

Name: Sachin Khandelwal Designation: Executive Director, Co-Head - ECM Execution Contact Number: +91 99303 62968 Email: sachin.khandelwal@nuvama.com Date: January 12, 2023



01-12-04

**ITI Capital Limited** (A part of The Investment Trust of India Limited Group) Regd. Office: ITI House , 36, Dr. R K Shirodkar Road, Parel, Mumbai 400 012

To,

The Board of Directors, Allied Blenders and Distillers Limited 394-C, Lamington Chambers, Lamington Road, Mumbai – 400 004 (the "Company")

Dear Sir,

# Re: Proposed initial public offering of equity shares of face value of ₹ 2 each (the "Equity Shares" and such offering, the "Offer") of Allied Blenders and Distillers Limited (the "Company")

CAPITAL LIMITED

We, **ITI Capital Limited**, do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer 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, Maharashtra at Mumbai ("**RoC**") and thereafter filed with the SEBI and the Stock Exchanges, as well as in other documents in relation to the Offer (the "**Offer Documents**").

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents:



Name: ITI Capital Limited (A part of The Investment Trust of India Limited Group) Address: ITI House, Dr R. K. Shirodkar Marg, Parel, Mumbai – 400 012 Maharashtra, India Telephone Number: + 91 22 6911 3300 E-mail: ipo.alliedblenders@iticapital.in Website: iticapital.in Contact Person: Pallavi Shinde Investor Grievance e-mail: investorgrievance@iticapital.in SEBI Registration Number: INM000010924 CIN: U74140MH1999PLC122493

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 are not an associate of the Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

We confirm that neither we nor our associates hold any Equity Shares of the Company:



We enclose a copy of our registration certificate (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead manager to the Offer ("**BRLMs**") 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, BRLMs and the legal counsels, each to the Company and the BRLMs, 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.

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 consent letter, including any annexures hereto is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

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 **ITI Capital Limited** 

Authorized signatory Name: Pallavi Shinde Date: January 15, 2024

CC:

#### Nuvama Wealth Management Limited

(Formerly known as Edelweiss Securities Limited) 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East Mumbai 400 051, Maharashtra, India

#### **ICICI Securities Limited**

ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 Maharashtra, India

Along with any other book running lead managers which may be appointed.

**ITI Capital Limited** (A part of The Investment Trust of India Limited Group) Regd. Office: ITI House , 36, Dr. R K Shirodkar Road, Parel, Mumbai 400 012



#### Domestic Legal Counsel to the BRLMs

#### IndusLaw

#1502B, 15th Floor, Tower -1C "One World Centre", Senapati Bapat Marg Lower Parel, Mumbai 400 013

#### International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee 50, Collyer Quay #10-01 OUE, Bayfront Singapore 049321

#### **Domestic Legal Counsel to the Company**

#### AZB & Partners

AZB House Plot No. A8, Sector-4 Noida 201 301 AZB & Partners

AZB House, Peninsula Corporate Park Ganpatrao Kadam Marg, Lower Parel Mumbai 400 013



Annexure A

