

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: **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. 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 amended in 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.

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.

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

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

Logo: 

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



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 ICICI Securities Limited from acting as book running lead manager:	None
6. Any enquiry/investigation being conducted by SEBI:	None
7. Period up to which registration/ renewal fees has been paid:	Paid for 3 years i.e. Untill July 6, 2025
8. Details of any penalty imposed	Nil

मर्चेन्ट बैंककार

FORM B

MERCHANT BANKER
**भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA**

00 268 7

**(मर्चेन्ट बैंककार) विनियम, 1992
(MERCHANT BANKERS) REGULATIONS, 1992**

 (विनियम 8)
(regulation 8)

Regulation 8A
**रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION PERMANENT REGISTRATION**

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करने हुए इसके द्वारा पत्र 1/ H/ III/ IV में मर्चेन्ट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 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**

को नियमों में जनों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देना है :- as a merchant banker in Category I/ H/ III/ IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- *1. किसी निर्माण का प्रबंध जिसके अन्तर्गत प्रारम्भिक तैयारी करना, निर्माण से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अध्यासित करना, वित्तदाताओं से संबंध बनाना, अंतिम आवंटन और अधिक आवंटन धनराशि का प्रतिपादन है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
 - *2. चिन्तन सलाहकार। Investment Adviser
 - *3. निर्माणों का निम्नोक्त I. Underwriting of Issues.
 - *4. ~~निर्माण प्रबंध सेवाएं। Portfolio Management Services.~~
 - *5. किसी निर्माण के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निर्माण सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
 - *6. परामर्शी या सलाहकार। Consultant or Adviser.
- (*जो लागू न हो उसे कट दें) (*Delete whichever are not applicable)

II. मर्चेन्ट बैंककार के लिए रजिस्ट्रीकरण कोड

II. Registration Code for the merchant banker is MB / INM000011179

III. यह प्रमाणपत्र

This certificate of Registration shall be valid for permanent unless suspended or cancelled by the Board
III. This Certificate shall be valid from

तक विधिवत होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेन्ट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकता।

and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

 आदेश द्वारा
By order


RUCHI CHOJER

 स्थान Place **MUMBAI**
 तारीख Date **July 10, 2013**

भारतीय प्रतिभूति और विनियम बोर्ड
 के लिए और उसके ओर से
 For and on behalf of
Securities and Exchange Board of India

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

मर्चेट बैंककार

रूप B
FORM B

MERCHANT BANKER

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(मर्चेट बैंककार) विनियम, 1992
(MERCHANT BANKERS) REGULATIONS, 1992

3004

(विनियम 8)
(regulation 8)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

- I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदान शक्तियों का प्रयोग करते हुए इसके द्वारा प्रवर्ग I / ~~II~~ / ~~III~~ / ~~IV~~ में मर्चेट बैंककार के रूप में
- I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

Nuvama Wealth Management Limited
801 – 804, Wing A, Building No 3,
Inspire BKC, G Block, Bandra Kurla Complex, Bandra East,
Mumbai
400051
Maharashtra
India

को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / ~~II~~ / ~~III~~ / ~~IV~~ subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- *1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्रॉस्पेक्टस तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आबंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.
 - *2. विनिधान सलाहकार। Investment Adviser
 - *3. निर्गमनों का निम्नलिखित। Underwriting of Issues.
 - *4. ~~संविधान प्रबंध सेवाएँ। Portfolio Management Services.~~
 - *5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमित सलाहकार सेवाएँ हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.
 - *6. परामर्शी या सलाहकार। Consultant or Adviser.
- (*जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)

II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड है।

II. Registration Code for the merchant banker is MB /

INM000013004

III. यह प्रमाणपत्र

III. This Certificate shall be valid from

This certificate of Registration shall be valid from 09/06/2023 unless suspended or cancelled by the Board

तक विधिमान्य होगा और इसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकता है

and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992.

आदेश द्वारा
By order



Achal Singh

भारतीय प्रतिभूति और विनियम बोर्ड

के लिए और उसकी ओर से

For and on behalf of

Securities and Exchange Board of India

स्थान Place

Mumbai

तारीख Date

June 09, 2023

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, **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:

Logo: 

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: investor grievance@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:

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



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

A handwritten signature in black ink, appearing to read 'Pallavi Shinde', is written over a blue circular stamp. The stamp contains the text 'ITI CAPITAL LTD.' around the perimeter.

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

Enclosure 5

मर्चेंट बैंककार

फॉर्म ३
FORM 3

MERCHANT BANKER

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA
 (मर्चेंट बैंककार) विनियम, 1992
(MERCHANT BANKERS) REGULATIONS, 1992
 (नियम ३)
 (Regulation 3)

रजिस्ट्रिकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

1. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

ITI CAPITAL LIMITED (formerly known as INGA CAPITAL PRIVATE LIMITED)
NAMAN MIDTOWN, 'A' WING, 21 FLOOR
SENAPATI BAPAT MARG, ELPHINSTONE (WEST)
MUMBAI-400013

को निम्नलिखित शर्तों के अधीन करने और और शर्तों के अनुसार विनियमित विनियमों के अधीन रजिस्ट्रिकरण प्रमाणपत्र देता है - as a merchant banker in Category - 17 ~~MB-III-IV~~ subject to conditions in the rules and in accordance with the regulations to carry out following activities -

- 1. Issue prospectus for public issues, including preparation of offer letters, disclosure of financial statements, financial ratios, financial forecasts, etc.
- 2. Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up with financiers, final allotment and refund of excess application money.
- 3. Investment Advisor
- 4. Underwriting of issues.
- 5. Portfolio Management Services.
- 6. Manager, Consultant or Adviser to any issue including corporate advisory services.
- 7. Consultant or Adviser.

(Dates wherever are not applicable)

11. Registration Code for the merchant banker is MB / **INM000010924**
 This Certificate of registration shall be valid for permanent, unless suspended or cancelled by the Board

12. This Certificate shall be valid from **February 13, 2019**

For and on behalf of
ANUPMA CHADHA
 भारतीय प्रतिभूति और विनियम बोर्ड
 के लिए और इसके पक्ष में
 Securities and Exchange Board of India

Place: **Mumbai**
 Date: **February 13, 2019**