

Annexure II

Approval / Consent / No-objection letter from Lenders

To,

The Board of Directors
Azadi Engineering Limited
90/C,90/D, Phase I I.D.A
Jeedimetla
Hyderabad – 500 055
Telangana, India

Subject: Proposed fund raising, including by means of an initial public offering (the "Offer") of equity shares (the "Equity Shares") of Azadi Engineering Private Limited (the "Company")

Dear Sir/Madam,

We refer to the loan facilities/financial assistance currently availed by the Company from us (the "Facilities"), and the facility agreement(s) and other related documentation, including security documents, including any amendments, supplements, and annexures thereto, the details of which are set out in Annexure A and to your request letter dated 28th July 2023 in relation to the captioned subject matter (the "Request Letter", and such documents, the "Loan Documents"). We hereby confirm that the Loan Documents govern all loans and facilities currently sanctioned by us in favour of the Company.

Capitalized terms which are used but not defined herein have the same meaning as ascribed to such terms in the Request Letter.

We have been informed that in the event the Company proceeds with the proposed Offer, it may result in or involve, *inter alia*, amendments to the constitutional documents of the Company, issue and/or transfer of equity shares of the Company, private placement of Equity Shares including by way of Pre-IPO Placement, bonus and/or split of Equity Shares; and/or rights issues of the Equity Shares prior to the Offer, changes to the shareholding pattern, capital structure, effecting consequential changes to the register of members/shareholders, changes in the composition of the board of directors of the Company, appointment or re-designation of the senior management or key managerial personnel of the Company, diversification into non-core business area, listing of the Equity Shares on one or more stock exchanges, divestment of shareholding of the promoters and/or promoter group of the Company (as identified in the Offer related documents) and other existing shareholders, imposition of lock-in on the shareholding of the promoter(s) and other shareholders of the Company, deposit of application monies from the proposed Offer in designated accounts maintained with other banks, utilizing the Offer proceeds for the purposes disclosed in the offer document to be filed with regulatory authorities including but not limited to repayment and/or prepayment of borrowings/financing facilities and existing debt (in whole or in part) availed by the Company (including the Facilities) or investments to set up new projects or expansion activities of the Company, working capital requirements, acquisitions, general corporate purposes and expenses to be incurred in relation to the Offer, engaging the services of other banks in the Offer including as investment banks, registrar, escrow collection banks, public issue account banks, sponsor banks and refund banks and other intermediaries. The proposed Offer may also involve a lock-in and divestment of the shareholding of the promoters of the Company (as identified in the Offer related documents) and other existing shareholders. The aforesaid resultant changes and consequent actions pursuant to the proposed Offer are herein collectively referred to as the "Actions".

We are also aware that some or all of the acts and deeds, including the Actions, required to be undertaken or disclosures required to be made by the Company in relation to the proposed Offer, would require our consent, waiver and/or no objection to us under the Loan Documents. We are also aware that the terms of the proposed Offer, including the objects of the Offer, are currently being discussed and are yet to be finalised by the Company and the same shall be disclosed in the Offer documents.

ICICI Bank Limited
ICICI Towers, 4th Floor,
North Wing Tower 2,
Plot No. 12, Financials District,
Nanakramguda, Gachibowli,
Rangareddy District,
Hyderabad - 500 032,
Telangana, India.



Website www.icicibank.com
CIN : L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

Accordingly, we hereby convey our unconditional approval and consent to and declare that we have no objection to the Company undertaking the proposed Offer and to the Company doing all acts and deeds, and executing all other documents, forms and instruments as may be required in connection with the proposed Offer and completion thereof, in compliance with applicable law and as considered necessary by the Company including but not limited to any of the Actions. We confirm that the undertaking by the Company of any of the Actions would not constitute an event of default under the Loan Documents.

Further, we waive our right to appoint a nominee director on the board of directors of the Company and also waive the pre-payment charges, or similar penalties under the Loan Documents.

Additionally, we hereby give our consent to the inclusion and disclosure of our name as a banker to the Company and the terms and conditions of the Loan Documents along with the relevant details of the [Loan/ outstanding] amount(s) in the Offer Documents.

Further, with reference to the Loans, we confirm that:

1. the Company is not in default and has never defaulted in repayment of any loan taken from us or [payment of interest thereon/ payment of principal amount and interest or of any financial covenants] and there has been no rollover, re-scheduling or restructuring of such Loans or any event of default or acceleration under any Loan Documents except as mentioned below and we waive all rights that we may have in case of any non-compliance by the Company under the Loan Documents:

[Nil]

2. there is no pending litigation, dispute, notice, show-cause or attachment order initiated by us against the Company, or against any of the directors or promoters of the Company till date nor have we threatened to commence any litigation or dispute against the Company or any of its directors or promoters except as mentioned below:

[Nil]

3. we have not, until date, issued any notices of default (including cross-default) or sought any prepayments, accelerations in repayment, lump sum payments or amounts towards penalty or fines or sought for conversion of the loan amounts into Equity Shares or sought termination, suspension or cancellation of any Loans availed by the Company or invoked any of our rights in relation to the security provided in relation to the borrowings till date except as mentioned below:

[Nil]

4. the Company has complied with and is not, nor has in the past been, in breach of any of the terms, conditions, representations, warranties and covenants in relation to the Loans (including those relating to maintenance of certain financial ratios) except as mentioned below:

[Nil]

5. we have not declared the Company, its promoters or directors as wilful defaulters or fraudulent borrowers as defined under the guidelines/circulars issued by the Reserve Bank of India.

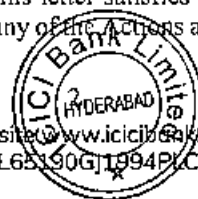
We confirm that all credit accounts maintained by the Company pursuant to the Loans are regular and satisfactorily performing. We also hereby waive any of our rights under any agreements in relation to the Loans that may be triggered as a result of any action or other step taken in connection with the proposed Offer, including any right or restriction in respect of the Actions, or that may have occurred in the past and/or that are currently subsisting.

Our consent, **ICICI Bank Limited** and no objection given in this letter satisfies all requirements, with respect to the Loans, to obtain our consent, **ICICI Bank Limited** has no objections for any of the Actions and shall supersede all covenants and conditions

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that may be stipulated in any Loan Documents that the Company has entered into with us. Further, the above consent, waiver and / or no objection shall be applicable for any future documentation (in addition to the Loan Documents) executed with the Company in respect of any additional facilities or enhancements availed by the Company from us until the closure of the Offer and completion of the Actions, whichever is later.

We authorise you to deliver this letter of consent to the Registrar of Companies, Andhra Pradesh and Telangana at Hyderabad pursuant to the provisions of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Securities and Exchange Board of India, the relevant stock exchanges for the proposed Offer and any other regulatory or statutory authority as required by law. The contents of this letter may be disclosed (in part or full) in any document relating to the proposed Offer, as may be required or appropriate in accordance with applicable laws.

We represent that our execution, delivery and performance of this letter has been duly authorized by all necessary actions (corporate or otherwise). [Additionally, we hereby give our consent to be named as a banker to the Company (in the format set forth in Annexure B hereto) in the offer documents in relation to the Offer.

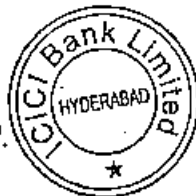
We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with the Offer, which will be available for inspection from date of the filing of the red herring prospectus until the bid/Offer closing date.

This letter can be relied on by the Company and the book running lead managers to the proposed Offer ("BRLMs") and the legal advisors to each of the Company and the BRLMs in respect of the proposed Offer. We hereby consent to this letter being disclosed by the BRLMs and the Company, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation. This consent, no-objection and waiver granted herein may be deemed to be in full force until the date of the listing and commencement of trading of the Equity Shares of the Company on the Stock Exchanges. We confirm that we will immediately inform the Company and the BRLMs of any change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the proposed Offer. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares of the Company are listed and commence trading on the relevant stock exchanges pursuant to the proposed Offer.

We agree to keep the information regarding the proposed Offer, the Request Letter and this consent strictly confidential.

Kind regards
For and on behalf of ICICI Bank Ltd

M. Vijaya Kes.
397079
Authorised Signatory



Date: 4th August 2023
Place: Hyderabad

ICICI Bank Limited
ICICI Towers, 4th Floor,
North Wing Tower 2,
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Complex, Mumbai 400051, India.

Enclosed: As above

Cc:

Axis Capital Limited
1st Floor, Axis House
C-2 Wadia International Centre
P. B. Marg
Worli, Mumbai 400 025
Maharashtra, India

Anand Rathi Advisors Limited
11th Floor, Times Tower
Kamla City, Senapati Bapat Marg Lower Parel
Mumbai 400 013
Maharashtra, India

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited
1501, 15th floor, A & B Wing,
Parinee Crescenzo
G Block, Bandra Kurla Complex
Mumbai - 400 051
Maharashtra, India



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Annexure A

S. No.	Date	Nature / Type of Document	Particulars of borrowing facility (including nature and date)	Sanctioned amount (Rs. in million)		Outstanding amount as on 1 st August 2023			Rate of interest (%)	Term / Tenure
				Fund based	Non-fund based	Principal amount (₹ in million)	Interest and other amounts (₹ in million)	Total (₹ in million)		
1.	01-08-2023	Bank Facility	Export Packing Credit	215.00	0.0	214.9		214.9		12 Months
2.	01-08-2023	Bank Facility	Packing Credit in Foreign Currency (Sub Limit of Export Packing Credit)	(215.0)	0.0	0.0	0.0	0.0		12 Months
3.	01-08-2023	Bank Facility	FUBD/FBP/PSFC (Sub Limit of Export Packing Credit)	(215.0)	0.0	0.0	0.0	0.0		12 Months
4.	01-08-2023	Bank Facility	FCNR(B) For Working Capital (sublimit of Export Packing Credit)	(215.0)	0.0	0.0	0.0	0.0		12 Months
5.	01-08-2023	Bank Facility	Cash Credit (sublimit of Export Packing Credit)	(100.0)	0.0	0.0	0.0	0.0		12 Months
6.	01-08-2023	Bank Facility	Rupee Term Loan	150.0	0.0	146.00		146.00		72 Months
7.	01-08-2023	Bank Facility	FCNR B Term Loan (sublimit of Rupee Term Loan)	(150.0)	0.0	0.0	0.0	0.0		12 Months
8.	01-08-2023	Bank Facility	Vendor Bill Discounting	25.0	14.47	0.0	0.0	14.47		12 Months
9.	01-08-2023	Bank Facility	Derivative	0.0	14.5	0.0	0.0	0.0		12 Months

ICICI Bank Limited

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Annexure B

CONSENT LETTER FROM BANKER TO THE COMPANY

To,

The Board of Directors
Azad Engineering Limited
90/C,90/D, Phase I I.D.A
Jeedimetla
Hyderabad – 500 055
Telangana, India

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

We, ICICI Bank Ltd, consent to our name and the details mentioned herein being inserted as a banker to the Company in the draft red herring prospectus ("DRHP"), red herring prospectus ("RHP") and the prospectus ("Prospectus") and any other material used in connection with the Offer (together, the "Offer Documents") which the Company intends to file, with the Securities and Exchange Board of India ("SEBI"), Registrar of Companies, Andhra Pradesh and Telangana at Hyderabad ("RoC") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), as applicable and any publicity material, press release, presentation or any other documents in relation to the Offer.

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. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer


Name: ICICI Bank Ltd
Address: ICICI Towers ,Service Centre NANAKRAM GUDA, FINANCIAL DISTRICT GACHIBOWLI, HYDERABAD, TELANGANA-500032
Telephone Number(s): +91 40-41081294
Contact Person: Vijaya Manthana
Website: <https://www.icicibank.com/>
Email: vijaya.manthana@icicibank.com

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any material respect. We confirm that the information in this consent is adequate to enable investors to make a well-informed decision, to the extent that such information with respect to us is relevant to the prospective investor to make a well-informed decision. We agree to keep the information regarding the Offer strictly confidential.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer ("Book Running Lead Managers") until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors 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 advisors appointed by ~~ICICI Bank Limited~~ the Book Running Lead Managers in relation to the Offer.

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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 to the public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date (including on the website of the Company).

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

Yours faithfully,

For and on behalf of ICICI Bank Limited

M. Vijaya Manthana
397079.



Authorized signatory
Name: Vijaya Manthana
Date: 4th August 2023

Cc:

Axis Capital Limited
1st Floor, Axis House
C-2 Wadia International Centre
P. B. Marg
Worli, Mumbai 400 025
Maharashtra, India

Anand Rathi Advisors Limited
11th Floor, Times Tower
Kamla City, Senapati Bapat Marg
Lower Parel
Mumbai 400 013
Maharashtra, India

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India

SBI Capital Markets Limited
1501, 15th floor, A & B Wing,
Parinee Crescenzo
G Block, Bandra Kurla Complex
Mumbai - 400 051
Maharashtra, India



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Khaitan & Co
10th & 13th Floors, Tower 1C
One World Centre
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Tower
19, Branton Road, Off M.G Road
Bengaluru 560 025
Karnataka, India



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