



**Allied Blenders
& Distillers**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE
AUDIT COMMITTEE OF THE COMPANY HELD ON JUNE 8, 2024, AT MUMBAI**

**APPROVAL OF THE KEY PERFORMANCE INDICATORS OF THE COMPANY
DISCLOSED IN THE UPDATED DRAFT RED HERRING PROSPECTUS FOR THE INITIAL
PUBLIC OFFERING OF THE COMPANY.**

In terms of the applicable SEBI regulations, the Committee has approved the key performance indicators (“KPIs”) relating to the Company proposed to be disclosed in the Offer Documents. Further, the Committee has also confirmed the verified and audited details of all the KPIs (as certified by S D T & Co, Chartered Accountants) relating to the Company that have been disclosed to earlier investors in the three years prior to filing the DRHP (as defined below), are disclosed under the section titled “Basis for Offer Price” of the Offer Documents.

The committee noted that the list and description of key performance indicators pertaining to the Company, as identified and reviewed by the management of the Company. This is proposed to be disclosed in the Updated Draft Red Herring Prospectus, Red Herring Prospectus (the “RHP”) and prospectus (“Prospectus” and collectively with the uDRHP and the RHP, and other documents or material issued in relation to the Offer, including any amendments, addendum or corrigendum issued thereto, the “Offer Documents”) proposed to be filed by the Company with the Registrar of Companies, Maharashtra at Mumbai, SEBI, BSE Limited and National Stock Exchange of India Limited.

The Committee noted that the list of KPIs which have been used historically by the Company to understand and analyze the business performance, which in result, help it in analyzing the growth of various verticals in comparison to its peers, and other relevant and material KPIs of the business of the issuer Company that have a bearing for arriving at the basis for issue price, along with explanation for KPI metrics shall be presented at the meeting alongwith a draft of the KPI certificate issued by S D T & Co, Chartered Accountants.

The draft of the section titled “Basis for Offer Price” proposed to be included in the uDRHP was tabled for information of the Committee.

The following resolutions was approved.

“**RESOLVED THAT**, the approval of the Audit Committee is hereby accorded to disclose the Key Performance Indicators (the “KPIs”) in the Offer Documents.”

“**RESOLVED THAT** in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022 (“SEBI ICDR Regulations”) and other applicable laws, the Members of the Committee confirm there are no Key Performance Indicators (“KPIs”) pertaining to the Company which have been disclosed to its investors at any point of time during the three years preceding the date of this updated draft red herring prospectus.

RESOLVED FURTHER THAT in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws, the KPIs which have been used historically by the Company to understand and analyze the business performance, which in result, help it in analyzing growth in comparison to its peers, and other relevant and material KPIs of the business of the issuer Company that have a bearing for arriving at the basis for issue price, along with explanation for KPI metrics, are hereby approved.

Allied Blenders And Distillers Limited
(Formerly known as Allied Blenders And Distillers Private Limited)

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RESOLVED FURTHER THAT, pursuant to the Amendments, the KPIs be and are hereby approved and may be disclosed in the Offer Documents.

RESOLVED FURTHER THAT any of the Directors and Mr. Ramakrishnan Ramaswamy, Chief Financial Officer be and are hereby authorised severally to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned authorities for necessary actions.”

//CERTIFIED TRUE COPY//

For **Allied Blenders and Distillers Limited**
(Formerly known as Allied Blenders and Distillers Private Limited)



Ritesh Shah
Company Secretary and Chief Legal Officer

Date of Issue: June 8, 2024