

MANOJ KUMAR LOHARIWALA
Address: House no. 707, Sector 6, Panchkula, Haryana – 134109

CONSENT LETTER FROM EACH OF THE DIRECTORS

Date: December 14 2023

The Board of Directors
Innova Captab Limited
601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
Thane, Maharashtra 400705

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (“Equity Shares”) by Innova Captab Limited (the “Company”) and such offering (the “Offer”)

Dear Sir/ Madam,

I hereby give my consent to my name being included as the Director of the Company in the red herring prospectus (“**RHP**”) 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 of the Company are proposed to be listed (the “**Stock Exchanges**”), the red herring prospectus (“**RHP**”) and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai (“**RoC**”), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law

I confirm that I will immediately inform the Company and the Book Running Lead Managers, appointed as such for the purpose of the Offer, of any changes to the information stated in this letter in writing till the date when the Equity Shares receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares issued pursuant to the Offer on the Stock Exchanges.

I confirm that the contents of this certificate are true, correct, adequate and not misleading in any material respect.

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. 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.

All capitalized terms not defined herein would have the same meaning as attributed to it in the RHP of the Company.

MANOJ KUMAR LOHARIWALA
Address: House no. 707, Sector 6, Panchkula, Haryana – 134109

Sincerely,



Director
Name: Manoj Kumar Lohariwala
Designation: Chairman & Whole Time Director

CC:

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

JM Financial Limited
7th Floor, Energy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP
2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India

Encl.: As above

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Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (“Equity Shares”) by Innova Captab Limited (the “Company”) and such offering (the “Offer”)

Dear Sir/ Madam,

I hereby give my consent to my name being included as the Managing Director of the Company in the red herring prospectus (“RHP”) 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 of the Company are proposed to be listed (the “Stock Exchanges”), the red herring prospectus (“RHP”) and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai (“RoC”), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law

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VINAY KUMAR LOHARIWALA
Address: House no. 227, Sector 6, Panchkula, Haryana – 134109

Sincerely,



Director
Name: Vinay Kumar Lohariwala
Designation: Managing Director

CC:

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

JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
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Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India

Encl.: As above

ARCHIT AGGARWAL
Address: E-873, Pitampura, North West Delhi, Delhi – 110034

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Innova Captab Limited
601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
Thane, Maharashtra 400705

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Dear Sir/ Madam,

I hereby give my consent to my name being included as the Director of the Company in the red herring prospectus ("**RHP**") 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 of the Company are proposed to be listed (the "**Stock Exchanges**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law

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ARCHIT AGGARWAL
Address: E-873, Pitampura, North West Delhi, Delhi – 110034

Sincerely,

Archit

Director

Name: Archit Aggarwal

Designation: Non-Executive Director

CC:

ICICI Securities Limited

ICICI Venture House

Appasaheb Marathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

JM Financial Limited

7th Floor, Energy, Appasaheb Marathe Marg,

Prabhadevi, Mumbai 400 025,

Maharashtra, India

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IndusLaw

2nd Floor, Block D

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Khaitan & Co

Max Towers

7th & 8th Floors

Sector 16B Noida

Gautam Buddha Nagar 201 301

Uttar Pradesh, India

Encl.: As above

JAYANT VASUDEO RAO

Address: Phase 2, Palot no. 146, Nalagarh, Solan, Himachal Pradesh - 174101

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The Board of Directors

Innova Captab Limited

601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
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Dear Sir/ Madam,

I hereby give my consent to my name being included as the Director of the Company in the red herring prospectus ("**RHP**") 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 of the Company are proposed to be listed (the "**Stock Exchanges**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law

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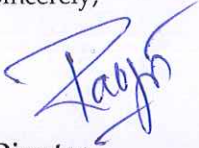
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JAYANT VASUDEO RAO

Address: Phase 2, Palot no. 146, Nalagarh, Solan, Himachal Pradesh - 174101

Sincerely,



Director

Name: Jayant Vasudeo Rao

Designation: Whole Time Director

CC:

ICICI Securities Limited

ICICI Venture House

Appasaheb Marathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,

Prabhadevi, Mumbai 400 025,

Maharashtra, India

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Khaitan & Co

Max Towers

7th & 8th Floors

Sector 16B Noida

Gautam Buddh Nagar 201 301

Uttar Pradesh, India

Encl.: As above

MAHENDER KORTHIWADA

Address: A/504, Carona Dosti Imperia, Ghodbandar Road, Manpada, Thane 400610

CONSENT LETTER FROM EACH OF THE DIRECTORS

Date: December 14 2023

The Board of Directors

Innova Captab Limited

601, Proxima, Plot No. 19,

Sector 30A, Vashi, Navi Mumbai,

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Dear Sir/ Madam,

I hereby give my consent to my name being included as the Non-Executive Independent Director of the Company in the red herring prospectus ("**RHP**") 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 of the Company are proposed to be listed (the "**Stock Exchanges**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law

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MAHENDER KORTHIWADA

Address: A/504, CaronaDosti Imperia, Ghodbandar Road, Manpada, Thane 400610

Sincerely,



Director

Name: Mahender Korthiwada

Designation: Non-Executive Independent Director

CC:

ICICI Securities Limited

ICICI Venture House

AppasahebMarathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, AppasahebMarathe Marg,

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Khaitan & Co

Max Towers

7th & 8th Floors

Sector 16B Noida

Gautam Buddha Nagar 201 301

Uttar Pradesh, India

Encl.: As above

PRIYANKA DIXIT SIBAL

Address: Flat No. 101, First Floor, Alaknanda Co-op Group Housing Society Ltd. Plot GH 45 Sector 56,
Gurgaon, Haryana 122001

CONSENT LETTER FROM EACH OF THE DIRECTORS

Date: December 14 2023

The Board of Directors

Innova Captab Limited

601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
Thane, Maharashtra 400705

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each ("Equity Shares") by Innova Captab Limited (the "Company") and such offering (the "Offer")

Dear Sir/ Madam,

I hereby give my consent to my name being included as the Managing Director of the Company in the red herring prospectus ("**RHP**") 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 of the Company are proposed to be listed (the "**Stock Exchanges**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai ("**RoC**"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law

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PRIYANKA DIXIT SIBAL

Address: Flat No. 101, First Floor, Alaknanda Co-op Group Housing Society Ltd. Plot GH 45 Sector 56,
Gurgaon, Haryana 122001

Sincerely,



Director

Name: Priyanka Dixit Sibal

Designation: Non-Executive Independent Director

CC:

ICICI Securities Limited

ICICI Venture House

Appasaheb Marathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,

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Max Towers

7th & 8th Floors

Sector 16B Noida

Gautam Buddh Nagar 201 301

Uttar Pradesh, India

Encl.: As above

SHIRISH GUNDOPANT BELAPURE

Address: 3, Amramanjari, Gala Gymkhana Road, Opp Chitavn Plots, Near Vasant Bahar Society,
Bopal, Daskroi, Ahmedabad, Gujarat 380058

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Date: December 14 2023

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Innova Captab Limited
601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
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Dear Sir/ Madam,

I hereby give my consent to my name being included as the Independent Non-Executive Director of the Company in the red herring prospectus ("RHP") 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 of the Company are proposed to be listed (the "Stock Exchanges"), the red herring prospectus ("RHP") and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law.

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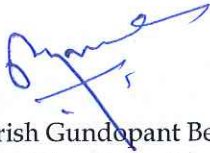
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SHIRISH GUNDOPANT BELAPURE

Address: 3, Amramanjari, Gala Gymkhana Road, Opp Chitavn Plots, Near Vasant Bahar Society,
Bopal, Daskroi, Ahmedabad, Gujarat 380058

Sincerely,



Director

Name: Shirish Gundopant Belapure

Designation: Non-Executive Independent Director

CC:

ICICI Securities Limited

ICICI Venture House

Appasaheb Marathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,

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Encl.: As above

Date: December 14 2023

The Board of Directors
Innova Captab Limited
601, Proxima, Plot No. 19,
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Dear Sir/ Madam,

I hereby give my consent to my name being included as the Director of the Company in the red herring prospectus ("RHP") 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 of the Company are proposed to be listed (the "Stock Exchanges"), and the prospectus which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law

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Sincerely,

Sudhir Kumar

Director
Name: Sudhir Kumar bassi
Designation: Non-Executive Independent Director

CC:

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

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Gautam Buddh Nagar 201 301
Uttar Pradesh, India

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Consent from the Selling Shareholder

Date: 12th December 2023

To,
The Board of Directors,
Innova Captab Limited
601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai, Thane, Maharashtra, 400705606

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

I, Gian Parkash Aggarwal, hereby consent to the following:

1. Inclusion of up to 16,74,107 Equity Shares held by me in the Company as part of the Offer for Sale (the "Offered Shares"), subject to the approval of Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.
2. Including my name and details as the 'Selling Shareholder' in the red herring prospectus and the prospectus to be filed with SEBI, the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") and stock exchanges or any other document to be filed or issued in relation to the Offer.

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations

I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, as amended, the stock exchanges, SEBI or any other statutory or regulatory authority, as required by law.

I confirm that I 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 are listed and commence trading on the relevant stock exchanges pursuant to the Offer.

This letter may be relied on by the Company, Book Running Lead Managers and the legal counsel to the Company and BRLMs, appointed in relation to the Offer. I hereby consent for this certificate being included for the records to be maintained by the Book Running Lead Managers in connection with the Offer.

All capitalized terms used herein and not defined shall have the same meaning as assigned to them in the RHP and the Prospectus.

Thanking you

GIAN PARKASH AGGARWAL

Address: E-873, Pitampura, North West Delhi, Saraswati Vihar, Delhi 110034

Yours faithfully,



Name: Gian Parkash Aggarwal

Place: Delhi

CC:

ICICI Securities Limited

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

JM Financial Limited

7th, Floor, Cnergy, Appasaheb Marathe
Marg, Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw

2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP

2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers 7th, & 8th Floors
Sector 16B Noida
Gautam Buddha Nagar
201301 Uttar Pradesh, India

MANOJ KUMAR LOHARIWALA
Address: House No. 707, Sector- 6, Panchkula, Haryana 134109

.....

Consent from the Selling Shareholder

Date: 12th December 2023

To,
The Board of Directors,
Innova Captab Limited
601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
Thane, Maharashtra, 400705606
Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

I, Manoj Kumar Lohariwala, hereby consent to the following:

1. Inclusion of up to 19,53,125 Equity Shares held by me in the Company as part of the Offer for Sale (the "Offered Shares"), subject to the approval of Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.
2. Including my name and details as the 'Selling Shareholder' in the red herring prospectus and the prospectus to be filed with SEBI, the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") and stock exchanges or any other document to be filed or issued in relation to the Offer.

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 16 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations

I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, as amended, the stock exchanges, SEBI or any other statutory or regulatory authority, as required by law.

I confirm that I 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 are listed and commence trading on the relevant stock exchanges pursuant to the Offer.

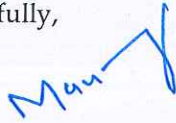
This letter may be relied on by the Company, Book Running Lead Managers and the legal counsel to the Company and BRLMs, appointed in relation to the Offer. I hereby consent for this certificate being included for the records to be maintained by the Book Running Lead Managers in connection with the Offer.

All capitalized terms used herein and not defined shall have the same meaning as assigned to them in the RHP and the Prospectus.

Thanking you

MANOJ KUMAR LOHARIWALA
Address: House No. 707, Sector- 6, Panchkula, Haryana 134109

Yours faithfully,



Name: Manoj Kumar Lohariwala
Place: Panchkula

CC:

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

JM Financial Limited
7th, Floor, Cnergy, Appasaheb Marathe
Marg, Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP
2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co
Max Towers 7th, & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar
201301 Uttar Pradesh, India

VINAY KUMAR LOHARIWALA
Address: House No. 227, Sector- 6, Panchkula, Haryana 134109

.....

Consent from the Selling Shareholder

Date: 12th December 2023

To,
The Board of Directors,
Innova Captab Limited
601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
Thane, Maharashtra, 400705606
Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

I, Vinay Kumar Lohariwala, hereby consent to the following:

1. Inclusion of up to 19,53,125 Equity Shares held by me in the Company as part of the Offer for Sale (the "Offered Shares"), subject to the approval of Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, through the book building process as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.
2. Including my name and details as the 'Selling Shareholder' in the red herring prospectus and the prospectus to be filed with SEBI, the Registrar of Companies, Maharashtra at Mumbai ("**RoC**") and stock exchanges or any other document to be filed or issued in relation to the Offer.

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 16 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations

I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, as amended, the stock exchanges, SEBI or any other statutory or regulatory authority, as required by law.

I confirm that I 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 are listed and commence trading on the relevant stock exchanges pursuant to the Offer.

This letter may be relied on by the Company, Book Running Lead Managers and the legal counsel to the Company and BRLMs, appointed in relation to the Offer. I hereby consent for this certificate being included for the records to be maintained by the Book Running Lead Managers in connection with the Offer.

All capitalized terms used herein and not defined shall have the same meaning as assigned to them in the RHP and the Prospectus.

Thanking you

VINAY KUMAR LOHARIWALA
Address: House No. 227, Sector- 6, Panchkula, Haryana 134109

Yours faithfully,



Name: Vinay Kumar Lohariwala
Place: Panchkula

CC:

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

JM Financial Limited
7th, Floor, Cnergy, Appasaheb Marathe
Marg, Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP
2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co
Max Towers 7th, & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar
201301 Uttar Pradesh, India

Date: 14.12.23

**The Board of Directors,
Innova Captab Limited**

Office No. 606, Ratan Galaxie
6th Floor, J.N. Road
Plot no. 1, Mulund (W),
Mumbai, Maharashtra – 400 080
Dear Sir(s)/Ma'am(s),
Dear Sir,

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares” and such offering, the “Offer”) of Innova Captab Limited (the “Company”)

We, the undersigned, do hereby consent to act as Book Running Lead Manager to the Offer and to the inclusion of our name as Book Running Lead Manager to the Offer in the in the red herring prospectus (“RHP”) and the Prospectus (“Prospectus” together with RHP “Offer Documents”) that the Company intends to file with the Registrar of Companies, Maharashtra at Mumbai (“RoC”) and thereafter with the Securities and Exchange Board of India (the “SEBI”), BSE Limited (the “BSE”) and National Stock Exchange of India Limited (the “NSE”, and together with the BSE, the “Stock Exchanges”).

We further confirm that the following information in relation to us is true and correct and consent to the inclusion of the following information in the Offer Document:

Logo:



Name: JM Financial Limited
Address: 7th Floor Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025
Maharashtra, India
Telephone number: +91 22 6630 3030
E-mail: innova.ipo@jmfl.com
Website: www.jmfl.com
Investor Grievance E-mail: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration Number: INM000010361

We hereby authorize you to deliver a copy of this letter of consent to the RoC pursuant to Sections 26 and 32 of the Companies Act, 2013 and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory or statutory authority as may be required.

We confirm that neither we nor our associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended) hold any Equity Shares of the Company.

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

We confirm that we will immediately inform any changes in writing in the above information to the Company and the other book running lead managers appointed for the Offer (the “BRLMs”) until the commencement of trading of Equity Shares pursuant to the Offer. In the absence of any such communication

JM Financial Limited

Corporate Identity Number: L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 **F:** +91 22 6630 3344 www.jmfl.com

from us, the Company, the other BRLMs and the legal advisors to each of the Company and the BRLMs can assume that there is no change to the above information until the commencement of trading of Equity Shares pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Document and/or for the records to be maintained by the BRLMs and may be relied upon by the Company, the other BRLMs and the legal advisors to each of the Company and the BRLMs in relation to the Offer.

Yours faithfully,

For and on behalf of JM Financial Limited



Name: Rashi Harlalka
Designation: Director

Encl.: *As above*

JM Financial Limited

Corporate Identity Number: L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 **F:** +91 22 6630 3344 **www.jmfl.com**

To

**The Board of Directors
Innova Captab Limited**
601, Proxima, Plot No 19,
Sector 30 A Vashi,
Navi Mumbai, Mumbai,
Maharashtra 400 705, India

Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. [●] each (the “Equity Shares” and such offering, the “Offer”) of Innova Captab Limited (the “Company”)

We, JM Financial Services Limited, do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer 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 to be filed with the Securities and Exchange Board of India (the “SEBI”) and the stock exchanges where the Equity Shares are proposed to be listed (the “Stock Exchanges”), as applicable, and in any publicity matter, press release, presentation or any 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:	JM Financial Services Limited
Address:	Ground Floor, 2,3&4, Kamanwala Chambers, Sir P.M. Road, Fort, Mumbai – 400001, Maharashtra, India
Telephone number:	+91 22 6136 3400
E-mail:	tn.kumar@jmfl.com / sona.verghese@jmfl.com
Website:	www.jmfinancialservices.in
Contact Person:	T N Kumar / Sona Verghese
SEBI Registration Number:	INZ000195834
Logo:	
CIN:	U67120MH1998PLC115415]

We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (**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 further confirm that the above information in relation to us is true, correct, adequate 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 will immediately communicate any changes in writing in the above information to the Company, book running lead managers 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.

JM Financial Services Limited

(Formerly known as JM Financial Services Private Limited)

Corporate Identity Number: U67120MH1998PLC115415

2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T:91 22 6136 3400. F: 91 2266 5902

Regd. Office: 7th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

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 JM Financial Services Limited




Authorized signatory

Name: T N Kumar

Date: November 29, 2023

CC:

ICICI Securities Limited

ICICI Venture Centre
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw

2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP

2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India

JM Financial Services Limited

(Formerly known as JM Financial Services Private Limited)

Corporate Identity Number: U67120MH1998PLC115415

2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T:91 22 6136 3400. F: 91 2266 5902

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

Annexure A

1. Registration Number:	INZ000195834
2. Date of registration / Renewal of registration:	Date of registration – August 29, 2018
3. Date of expiry of registration:	NA
4. If applied for renewal, date of application:	NA
5. Period up to which registration/renewal fees have been paid	NA

JM Financial Services Limited

(Formerly known as JM Financial Services Private Limited)

Corporate Identity Number: U67120MH1998PLC115415

2,3&4, Kamanwala Chambers, Ground Floor, Sir. P.M. Road, Fort, Mumbai-400 001. T:91 22 6136 3400. F: 91 2266 5902

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025. www.jmfinancialservices.in

December 13, 2023

To
The Board of Directors
Innova Captab Limited
601, Proxima, Plot No. 19
Sector 30 A, Vashi
Navi Mumbai, Maharashtra 400 705
India

Dear Sir/Madam

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares” and such offering, the “Offer”) of Innova Captab Limited (the “Company”)

We hereby consent to act as the legal counsel to the Company as to Indian law, and consent to our name being inserted as the ‘Legal Counsel to the Company as to Indian law’ in the red herring prospectus and the prospectus which the Company intends to file with the Securities Exchange Board of India (“SEBI”), the stock exchanges on which the Equity Shares are proposed to be listed (“Stock Exchanges”) and the Registrar of Companies, Maharashtra at Mumbai (“RoC”).

We hereby authorise you to deliver this letter of consent to SEBI, the RoC, the Stock Exchanges or any other regulatory authority as may be required, pursuant to the applicable provisions of the Companies Act, 2013.

The following details with respect to us may be included in the RHP and Prospectus:

Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Budh Nagar 201 301
Uttar Pradesh, India
Telephone: +91 120 479 1000

Your faithfully
For Khaitan & Co LLP


Vaibhav Mittal
Partner

To,

**The Board of Directors,
Innova Captab Limited**

601, Proxima, Plot No. 19, Sector 30 A,
Vashi, Navi Mumbai, Maharashtra 400 705, India
(the "Company")

Dear Sir / Ma'am,

Sub: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Innova Captab Limited (the "Company" and such offer, the "Offer")

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 by the Company with the Registrar of Companies, Maharashtra at Mumbai ("RoC") and thereafter to be filed 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") as well as in any publicity material, press release, presentation or 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:

ICICI Securities Limited

Address:

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

Telephone Number:

+91 22 6807 7100

E-mail:

innova.ipo@icicisecurities.com

Website:

www.icicisecurities.com

Contact Person:

Ashik Joisar / Harsh Thakkar

Investor Grievance e-mail:

customercare@icicisecurities.com

SEBI Registration Number:

INM000011179

CIN:

L67120MH1995PLC086241

We further confirm that the above information in relation to us is true, correct, adequate 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.

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 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 with SEBI (**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 and the other book running lead managers to the Offer ("**BRLMs**") until the date when the Equity Shares, 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 including through online means on the website of the Company.

This consent letter, including 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 **ICICI Securities Limited**



Authorized signatory

Name: Harsh Thakkar

Date: December 14, 2023

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

Date: 04 April ,2022

To,

**The Board of Directors,
Innova Captab Limited**
Office No. 606, Ratan Galaxie
6th Floor, J.N. Road
Plot no. 1, Mulund (W),
Mumbai, Maharashtra - 400 080

Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

We, Kfin Technologies Limited (formerly known as Kfin Technologies Private Limited), consent to our name and the details mentioned herein being inserted as a Registrar to the Company 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: KFIN Technologies Ltd
(Formerly known as (K Fin Technologies Private Limited)

Logo: 

Address: Selenium, Tower B,
Plot No- 31 and 32, Financial District,
Nanakramguda, Serilingampally, Hyderabad,
Rangareddi 500 032 Telangana, India.
Telephone Number: +91 40 6716 2222
Fax: +91 40 2343 1551
Toll free number: 18003094001
Website: www.kfintech.com
Email: innovacaptab.ipo@kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Contact Person: M Murali Krishna
SEBI Registration No.: INR000000221
CIN: U72400TG2017PTC117649

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format. We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We also confirm that we have not been debarred from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, adequate 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.

KFin Technologies Limited 
(Formerly known as KFin Technologies Private Limited)

Registered & Corporate Office:
Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN : U72400TG2017PLC117649

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead managers 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.

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 KFin Technologies Limited



Authorised Signatory
M. Murali Krishna
Designation: Vice President

Encl: As above

CC:

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

JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP
2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

KFin Technologies Limited 
(Formerly known as KFin Technologies Private Limited)

Registered & Corporate Office:
Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN : U72400TG2017PLC117649



<https://www.kfintech.com>
+91 40 6716 2222, 7961 1000

Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India

KFin Technologies Limited

(Formerly known as KFin Technologies Private Limited)

Registered & Corporate Office:

Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda,
Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

CIN : U72400TG2017PLC117649

Annexure A

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Registrar to the Offer is true and correct and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision:

Registration Number	INR000000221
Date of registration/ Renewal of registration	December 24, 2019
Date of expiry of registration	Permanent
If applied for renewal, date of application	Not Applicable
Any communication from SEBI prohibiting the entity from acting as the intermediary	Not Applicable
Any enquiry/ investigation being conducted by SEBI	Not Applicable
Details of any penalty imposed by SEBI	Not Applicable
Period up to which registration/ renewal fees has been paid	Not Applicable

Auditor's Consent Letter**Private and Confidential**

The Board of Directors

Innova Captab Limited

601, Proxima, Plot No 19

Sector 30 A Vashi, Navi Mumbai

Mumbai- 400705, India

Date: 14 December 2023

Subject: Issuance of letter of consent in relation to proposed initial public offering of equity shares of face value of INR 10 each (the "Equity Shares") of Innova Captab Limited (the "Company") comprising a fresh issue of the Equity Shares by the Company and an offer for sale of Equity Shares by certain shareholders of the Company (hereinafter referred to as the "Proposed Offer")

Dear Sirs,

This consent letter is issued in accordance with the terms of our engagement letter dated 03 March 2022 and subsequent addendum dated 25 June 2022.

We, B S R & Co. LLP, Chartered Accountants, were appointed as the Statutory Auditors (the "Auditors") of the Company in its Extraordinary General Meeting dated 08 May 2021 followed by appointment at its 17th Annual General Meeting held on 30 November 2021 for a period of five years to hold office from the conclusion of that Annual General Meeting until the conclusion of the 22nd Annual General Meeting.

We hereby give consent to use in the Red Herring Prospectus ("RHP") and the Prospectus of the Company prepared under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), to be submitted or filed by the Company with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", together with BSE the "Stock Exchanges") and the Registrar of Companies, Maharashtra, situated at Mumbai ("RoC") as applicable in connection with the Proposed Offer (i) our examination report dated 10 November 2023 on the Restated Consolidated Financial Information of the Company for the period ended 30 June 2023 and for the financial years ended 31 March 2023, 31 March 2022 and 31 March 2021 ("Restated Consolidated Financial Information"), which has been prepared in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, (ii) Report on the Statement of Possible Special Tax benefits, available to the Company, Shareholders and its Material Subsidiaries, issued on 14 December 2023, in accordance with the requirements of the SEBI ICDR Regulations and (iii) our report, dated 09 September 2023 prepared in accordance with the Standard on Assurance Engagements (SAE) 3420, "Assurance Engagement to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by ICAI, of the Company as of and for the year ended 31 March 2023 ("Proforma Consolidated Financial Information") prepared in accordance with the SEBI ICDR Regulations (examination report and

Registered Office:

14th Floor, Central B Wing and North C Wing,
Nesco IT Park 4, Nesco Center, Western Express
Highway, Goregaon (East), Mumbai - 400063

B S R & Co. LLP

our report on statement of possible special tax benefits and our report on proforma financial information as aforesaid, collectively referred to as ‘**Reports**’).

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

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

Statutory Auditor’s Name:	B S R & Co. LLP, Chartered Accountants
Address:	Unit No. A505A, 5th Floor, Elante Offices, Plot No. 178-178A, Industrial Area, Phase - 1, Chandigarh - 160002
Telephone Number:	+91 172-672-3400
Fax Number:	+91 172-672-3404
ICAI Firm’s Registration Number:	101248W/W-100022
E-mail:	gmahajan@bsraffiliates.com
Peer Review Certificate Number:	014196

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

Subject to the terms and conditions of the arrangement letter, nothing contained in this consent letter or the preceding paragraphs shall be construed to (i) limit our responsibility for or liability in respect of, the Reports we have issued, covered by our consent above and are included in the RHP and Prospectus in connection with the Proposed Offer or (ii) limit our liability with respect to the Reports we have issued to any person which cannot be lawfully limited or excluded under applicable laws or regulations or guidelines issued by applicable regulatory authorities or (iii) limit our liability in respect of comfort letters provided to BRLMs pursuant to arrangement letter dated 13 December 2023.

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

We undertake to inform the Company promptly with a copy to the ICICI Securities Limited and JM Financial Limited, in the event of any change to the above information until the Equity Shares commence trading on the stock exchanges where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”) or one year from the date of filing of the Red Herring Prospectus/Prospectus, whichever is earlier, pursuant to the Proposed Offer. In the absence of any such communication from us, the BRLMs and the Company may assume that there is no change to the above information.

This certificate is not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior consent in writing, other than for the purpose stated above. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

B S R & Co. LLP

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

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

Place: Panchkula

Date: 14 December 2023

Gaurav Mahajan

Partner

Membership No.: 507857

CC:

**ICICI Securities Limited ICICI
Venture House,
Appasaheb Marathe Marg, Prabhadevi
Mumbai - 400025
Maharashtra, India**

**JM Financial Limited
7 Floor, Cnergy,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400025
Maharashtra, India**

CONSENT LETTER FROM MONITORING AGENCY

Date: 06/Dec /2023

To

The Board of Directors
Innova Captab Limited
601, Proxima,
Plot No 19, Sector 30 A Vashi,
Navi Mumbai, Mumbai,
Maharashtra 400 705, India

Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" aggregating up to Rs. 350 crore ("Fresh Issue")) and an offer for sale of Equity Shares by the Selling Shareholders aggregating up to Rs. [] ("Offer for Sale") the Fresh Issue and Offer for Sale together, the "Offer" of Innova Captab Limited (the "Company")

Dear Sir(s)/Ma'am(s),

We, CRISIL Ratings Limited ("**CRISIL Ratings**") consent to act as the Monitoring Agency in respect of the proposed use of net proceeds of the fresh issue component of the Offer and the inclusion of our name and the details mentioned herein, as the Monitoring Agency 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 thereafter to be filed with the Securities and Exchange Board of India (the "**SEBI**") and the stock exchanges where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), the abridged prospectus, and as well as in public communications in relation to the Offer (the "**Offer Documents**"), as per applicable law.

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 under applicable law. The following details with respect to us may be disclosed in the Offer Documents on an 'as is' basis:

Name: CRISIL Ratings Limited

Address: CRISIL HOUSE, CENTRAL AVENUE, HIRANANDANI BUSINESS PARK, POWAI, MUMBAI, Maharashtra, India, 400076

Telephone Number: 022 33423000 (B)

Email: crisilratingdesk@crisil.com

Website: www.crisilratings.com

Contact Person: Sushant Sarode

CIN: U67100MH2019PLC326247

SEBI Registration No. IN/CRA/001/1999

We confirm that we have been registered as a credit rating agency with SEBI and a copy of our registration certificate is enclosed as an annexure to this certificate (**Annexure A**).

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 including through online means on the website of the Company, if required in accordance with applicable laws or regulatory authorities.

We further confirm that the above information in relation to us is true, correct, adequate and not

CRISIL Ratings Limited

A subsidiary of CRISIL Limited, an S&P Global Company
Corporate Identity Number: U67100MH2019PLC326247

Registered Office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076. Phone: +91 22 3342 3000 | Fax: +91 22 3342 3001

www.crisilratings.com

misleading in any material respect.

The Company agrees and undertakes that (i) it shall comply with all applicable laws and regulations (as may be applicable within India or outside India) in relation to the Fresh Issue and Offer Documents, and (ii) it shall not misrepresent, make any changes to, obliterate or tamper with the information to be disclosed or present any part thereof out of context or in violation of applicable laws and regulations, if any. Further, you acknowledge and agree that CRISIL Ratings does not accept responsibility for the Offer Documents or any part thereof.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, and if so requested by the Company, a copy of the same will be sent to the book running lead managers 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.

This consent letter is for information and inclusion of information as per this letter in the Offer Documents if required by applicable law, 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 capitalised 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 CRISIL Ratings Ltd



Name: Rohit Chugh
Designation: Director Business Development
Date: 06/Dec/2023

CC:

ICICI Securities Limited

ICICI Venture Centre
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw

2nd Floor, Block D
The MIRA, Mathura Road

CRISIL Ratings Limited

A subsidiary of CRISIL Limited, an S&P Global Company
Corporate Identity Number: U67100MH2019PLC326247

Registered Office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076. Phone: +91 22 3342 3000 | Fax: +91 22 3342 3001

www.crisilratings.com

New Delhi 110 065

International Legal Counsel to the BRLMs**Dentons US LLP**

2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law**Khaitan & Co**

Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India

Annexure A

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a credit rating agency is true and correct:

Registration Number:	IN/CRA/001/1999
Date of registration / Renewal of registration:	04/Dec/2020
Date of expiry of registration:	NA
If applied for renewal, date of application:	NA

CRISIL Ratings Limited

A subsidiary of CRISIL Limited, an S&P Global Company
Corporate Identity Number: U67100MH2019PLC326247

Registered Office: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076. Phone: +91 22 3342 3000 | Fax: +91 22 3342 3001

www.crisilratings.com

CONSENT LETTER FROM THE ESCROW COLLECTION BANKS

To

The Board of Directors
Innova Captab Limited
601, Proxima, Plot No 19,
Sector 30 A Vashi,
Navi Mumbai, Mumbai,
Maharashtra 400 705, India

Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. [●] each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

We, **HDFC BANK LTD**, do hereby consent to act as the Escrow Collection Banks and to the inclusion of our name and details mentioned herein being inserted as an Escrow Collection Banks the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Maharashtra at Mumbai ("RoC") and thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (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	HDFC Bank Limited
Address	HDFC Bank Limited, FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042
Telephone No	022-30752927/28/2914
Fax No	022-25799801
Email ID	Siddharth.Jadhav@hdfcbank.com, eric.bacha@hdfcbank.com, vikas.rahate@hdfcbank.com, tushar.gavankar@hdfcbank.com
Website	www.hdfcbank.com
Contact Person	Siddharth Jadhav, Eric Bacha, Vikas Rahate, Tushar Gavankar
SEBI Cert Registration No	INBI00000063
CIN No	L65920MH1994PLC080618

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (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 have also not been debarred from functioning by any regulatory authority.

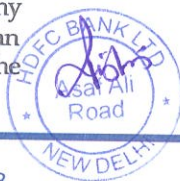
We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the Company, book running lead managers 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.

www.hdfcbank.com

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.

Corporate Identity No.: L65920MH1994PLC080618

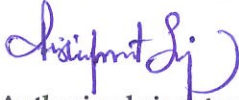


This consent letter, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer.

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 **HDFC BANK LTD**



Authorized signatory

Name: Rishipreet Singh Bhatia

Date: 28th Nov'23

CC:



ICICI Securities Limited

ICICI Venture Centre

Appasaheb Marathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,

Prabhadevi, Mumbai 400 025,

Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw

2nd Floor, Block D

The MIRA, Mathura Road

New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP

2000 McKinney

Avenue Suite 1900

Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers

7th & 8th Floors

Sector 16B Noida

Gautam Buddh Nagar 201 301

Uttar Pradesh, India

Annexure A

1. Registration Number:	INBI00000063
2. Date of registration / Renewal of registration:	January 31, 2013
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	Not Applicable
5. Any communication from SEBI prohibiting HDFC Bank Ltd	Not Applicable
6. Any enquiry/investigation being conducted by SEBI:	Not Applicable
7. Details of any penalty imposed	Not Applicable
8. Period up to which registration/renewal fees have been paid	Permanent Registration.



CONSENT LETTER FROM THE SPONSOR BANK

To
The Board of Directors
Innova Captab Limited
601, Proxima, Plot No 19,
Sector 30 A Vashi,
Navi Mumbai, Mumbai,
Maharashtra 400 705, India

Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. [●] each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

We, **HDFC BANK LTD**, do hereby consent to act as the Sponsor Bank and to our name and details mentioned herein being inserted as Sponsor Bank and Banker 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 thereafter to be filed with the Securities and Exchange Board of India (the "SEBI") and the stock exchanges where the Equity Shares are proposed to be listed (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	HDFC Bank Limited
Address	HDFC Bank Limited, FIG- OPS Department- Lodha, I Think Techno Campus O-3 Level, next to Kanjurmarg, Railway Station, Kanjurmarg (East) Mumbai- 400042
Telephone No	022-30752927/28/2914
Fax No	022-25799801
Email ID	Siddharth.Jadhav@hdfcbank.com,eric.bacha@hdfcbank.com, vikas.rahate@hdfcbank.com , tushar.gavankar@hdfcbank.com
Website	www.hdfcbank.com
Contact Person	Siddharth Jadhav, Eric Bacha, Vikas Rahate, Tushar Gavankar
SEBI Cert Registration No	INBI00000063
CIN No	L65920MH1994PLC080618

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**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 have also not been debarred from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, adequate 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 will immediately communicate any changes in writing in the above information to the Company, book running lead managers 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.



www.hdfcbank.com

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.

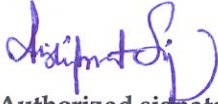
Corporate Identity No.: L65920MH1994PLC080618

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,

For and on behalf of **HDFC BANK LTD**



Authorized signatory
Name: Rishipreet Singh Bhatia
Date: 28th Nov'23



CC:

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

JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP
2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India

Annexure A

1. Registration Number:	INBI00000063
2. Date of registration / Renewal of registration:	January 31, 2013
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	Not Applicable
5. Any communication from SEBI prohibiting HDFC Bank Ltd	Not Applicable
6. Any enquiry/investigation being conducted by SEBI:	Not Applicable
7. Details of any penalty imposed	Not Applicable
8. Period up to which registration/renewal fees have been paid	Permanent Registration.



0873/388



HDFC Bank Limited
Plot No 28, Phase 1,
Industrial Area,
Chandigarh -160 002.

CONSENT LETTER FROM THE BANKERS TO THE COMPANY

To
**The Board of Directors,
Innova Captab Limited**
Office No. 606, Ratan Galaxie
6th Floor, J.N. Road
Plot no. 1, Mulund (W),
Mumbai, Maharashtra – 400 080

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of Rs. [●] each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

We, **HDFC Bank Limited**, consent to our name and the details mentioned herein being inserted as a Banker to the Company 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: HDFC Bank Limited
Address: Big B complex, Bypass Road, Sai Road, Baddi, Dist. Solan, Himachal Pradesh-173205
Telephone Number(s): +917015643599, +919463393333
Contact Person: Gaurav Singla, Raman Sharma
Website: www.hdfcbank.com
Email: gaurav.singla2@hdfcbank.com
CIN: L65920MH1994PLC080618

We further confirm that the above information in relation to us is true, correct, adequate 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 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 Company, book running lead managers 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.

www.hdfcbank.com





We understand your world

0874 359

HDFC Bank Limited
Plot No 28, Phase 1,
Industrial Area,
Chandigarh -160 002.

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,

For and on behalf of **HDFC Bank Limited**

Authorized signatory

Name: Raman Sharma



CC:

ICICI Securities Limited

ICICI Venture Centre
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw

2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP

2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddha Nagar 201 301
Uttar Pradesh, India

www.hdfcbank.com

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013.

Corporate Identity No.: L65920MH1994PLC080618

**The Hongkong and Shanghai
Banking Corporation Limited**
SCO 1,2,3, Sector 9D
Chandigarh, India.
www.hsbc.co.in

CONSENT LETTER FROM THE BANKERS TO THE COMPANY

To
**The Board of Directors,
Innova Captab Limited**
Office No. 606, Ratan Galaxie
6th Floor, J.N. Road
Plot no. 1, Mulund (W),
Mumbai, Maharashtra – 400 080

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of Rs. [●] each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

We, HSBC, consent to our name and the details mentioned herein being inserted as a Banker to the Company 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: The Hongkong and Shanghai Banking Corporation Limited
Address: SCO 1, 2, 3 Sector 9D Chandigarh, India.
Telephone Number(s): +919167033069
Contact Person: Sumit Malhotra
Website: www.hsbc.co.in
Email: sumit.malhotra@hsbc.co.in
CIN No : F00947

We further confirm that the above information in relation to us is true, correct, adequate 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 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 Company, book running lead managers 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.




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,

For and on behalf of **The Hongkong and Shanghai Banking Corporation Limited**


Authorized signatory
Name: Sumit Malhotra

CC:

ICICI Securities Limited

ICICI Venture Centre
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw

2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP

2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co

Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India



STATE BANK OF INDIA,
SME Branch, SCO A 11-14, BIG B Complex, Near
Rotary chowk, Baddi (H.P.) -173025.

Tel No.:01795-245373, 244697, Fax No. 01795-
244697

IFSC Code: SBIN0005397, SWIFT: SBININBB594

E mail: sbi.05397@sbi.co.in

RMME-3/2022-23/07

Date: 20.04.2022

The Board of Directors,
Innova Captab Limited
Office No. 606, RatanGalaxie
6th Floor, J.N. Road
Plot no. 1, Mulund (W),
Mumbai, Maharashtra – 400 080

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of Rs. [●] each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

We, State Bank of India, consent to our name and the details mentioned herein being inserted as a Banker to the Company 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: State Bank of India
Address: SCO No. -A 11-14, Big B complex, Near Rotary Chowk, Baddi, Distt-Solan, HP-173205
Telephone Number(s): +919816501818
Contact Person: Rahul Suri
Website: www.sbi.co.in
Email: rahul.suri@sbi.co.in
CIN:

We further confirm that the above information in relation to us is true, correct, adequate 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 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 Company, book running lead managers 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.

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,

For and on behalf of State Bank of India

Authorized signatory

Name: Rishabh Srivastava

Designation: Chief Manager

CC:

ICICI Securities Limited
ICICI Venture Centre
AppasahebMarathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy, AppasahebMarathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP
2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
GautamBuddh Nagar 201 301
Uttar Pradesh, India

GAURAV SRIVASTAVA

**Address: F Tower, Flat No F-2001, Grand Arch Apartments, Near Golf Course Extension Road,
Sector 58, Gurgaon, Haryana- 122011**

Date: December 14 2023

To,

**The Board of Directors,
Innova Captab Limited
601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
Thane, Maharashtra 400705**

Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

I hereby give my consent to my name being included as the Chief Financial Officer of the Company in the red herring prospectus ("RHP") 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 of the Company are proposed to be listed (the "Stock Exchanges"), the red herring prospectus ("RHP") and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law.

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.

The following details with respect to me may be disclosed in the Offer Documents.

Name: Gaurav Srivastava
Designation: Chief Financial Officer
Address: F Tower, Flat No F-2001, Grand Arch Apartments, Near Golf Course Extension Road, Sector 58,
Gurgaon, Haryana- 122011
Telephone Number: 9871395101
Email: gaurav@innovacaptab.com

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.

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.

GAURAV SRIVASTAVA

**Address: F Tower, Flat No F-2001, Grand Arch Apartments, Near Golf Course Extension Road,
Sector 58, Gurgaon, Haryana- 122011**

Yours faithfully,



**Name: Gaurav Srivastava
Designation: Chief Financial Officer**

CC:

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

**JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India**

Legal Counsel to the BRLMs as to Indian Law

**IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065**

International Legal Counsel to the BRLMs

**Dentons US LLP
2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201**

Legal Counsel to the Company as to Indian Law

**Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India**

Encl.: As above

NEEHARIKA SHUKLA

Address: House No. 183, Sunny Enclave, Zirakpur, SAS Nagar, Punjab 140603

Date: December 14 2023

To,

**The Board of Directors,
Innova Captab Limited**
601, Proxima, Plot No. 19,
Sector 30A, Vashi, Navi Mumbai,
Thane, Maharashtra 400705
Dear Sir(s)/Ma'am(s),

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares" and such offering, the "Offer") of Innova Captab Limited (the "Company")

I, Neeharika Shukla, hereby give my consent to act as the company secretary and compliance officer of the Company in the red herring prospectus ("RHP") 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 of the Company are proposed to be listed (the "Stock Exchanges"), the red herring prospectus ("RHP") and the prospectus which the Company intends to file with Reg Registrar of Companies, Maharashtra at Mumbai ("RoC"), the SEBI and any relevant Stock Exchanges in respect of the Offer. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law.

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 am a member of the Institute of Company Secretaries of India, holding membership number A42724.

I will be responsible for monitoring compliance of the securities laws and for redressal of investor's grievances, in connection with the Offer, and subsequent listing of the Company's Equity Shares on the Stock Exchanges.

The following details with respect to me may be disclosed in the Offer Documents.

Name: Neeharika Shukla
Designation: Company Secretary & Compliance Officer
Address: House No. 183, Sunny Enclave, Zirakpur, SAS Nagar, Punjab 140603
Telephone Number: 7710087109
Email: cs_icl@innovacaptab.com

I further confirm that the above information in relation to me is true and correct.

I confirm that I will immediately communicate any changes in writing in the above information to the Company, book running lead managers 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.

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.

NEEHARIKA SHUKLA

Address: House No. 183, Sunny Enclave, Zirakpur, SAS Nagar, Punjab 140603

Yours faithfully,



Name: Neeharika Shukla

Designation: Compliance Officer

CC:

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

JM Financial Limited
7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400 025,
Maharashtra, India

Legal Counsel to the BRLMs as to Indian Law

IndusLaw
2nd Floor, Block D
The MIRA, Mathura Road
New Delhi 110 065

International Legal Counsel to the BRLMs

Dentons US LLP
2000 McKinney
Avenue Suite 1900
Dallas, Texas 75201

Legal Counsel to the Company as to Indian Law

Khaitan & Co
Max Towers
7th & 8th Floors
Sector 16B Noida
Gautam Buddha Nagar 201 301
Uttar Pradesh, India

Encl.: As above