

To,

The Board of Directors
India Shelter Finance Corporation Limited
6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 (the "Equity Shares") of India Shelter Finance Corporation Limited (the "Company") comprising a fresh issue by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, AXIS BANK LIMITED, do hereby consent to act as the Public Offer Account Bank and to the inclusion of our name and details mentioned herein being inserted as an Public Offer Account Bank the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("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 and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name: **AXIS BANK LIMITED**

Address: Axis House", 7th Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

Telephone Number: **(Direct) 022 24253672**

Email: vishal.lade@axisbank.com

Website: www.axisbank.com

SEBI Registration Number: INB100000017

Contact Person: **Vishal M. Lade**

CIN: L65110GJ1993PLC020769

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 further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("**BRLMs**") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents. 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.

FOR **AXIS BANK LTD.**

VISHAL M. LADE
SVP & Branch Head
Emp. ID: 56604, SS No. 9289
DLF City, Gurgaon

Ground floor, GL-005,006,007,008, Cross Point, DLF Phase IV, Gurgaon,
Haryana, Pin 122 009 (0124) 4709400
REGISTERED OFFICE "Trishul" - 3rd Floor Opp. Samartheswar Temple, Near Law Garden,
Ellisbridge, Ahmedabad - 380006, Telephone No. 079-26409322 Fax No. - 079-26409321
CIN: L65110GJ1993PLC020769 Website - www.axisbank.com

 **AXIS BANK**

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Yours faithfully,

For and on behalf of AXIS BANK LIMITED

Authorized signatory
Name: Amit Vishnoi
Date: 18-11-2023



CC:

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

Citigroup Global Markets India Private Limited
1202, 12th Floor
First International Financial Center
G-Block, C54 & 55, Bandra Kurla Complex
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Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. 27
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

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

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP
6 Battery Road,
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020

Annexure A

1. Registration Number:	INBI00000017
2. Date of registration / Renewal of registration:	16th November 2018
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	NA
5. Period up to which registration/ renewal fees has been paid:	15th November 2024

FOR AXIS BANK LTD.
R. VISHNUPATI
2011 N. Tower, 1st Floor
Opp. ID: 56601, 52 No. 9209
DLF City, Gurgaon

To,

The Board of Directors
India Shelter Finance Corporation Limited
6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India Dear Sir/Ma'am,

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Email: vishal.lade@axisbank.com

Website: www.axisbank.com

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Contact Person: **Vishal M. Lade**

CIN: L65110GJ1993PLC020769

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For **AXIS BANK LTD.**

AMIT VISHNOI
SPT & Branch Head
Emp. ID: 56604, SS No: 9289
DLF City, Gurgaon

Ground floor, GL-005,006,007,008, Cross Point, DLF Phase IV, Gurgaon,
Haryana, Pin 122 009 (0124) 4709400
REGISTERED OFFICE: "Trishul" - 3rd Floor Opp. Samartheswar Temple, Near Law Garden,
Ellisbridge, Ahmedabad - 380006. Telephone No. 079-26409322. Fax No. - 079-26409321
CIN: L65110GJ1993PLC020769 Website: www.axisbank.com

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Yours faithfully,

For and on behalf of AXIS BANK LIMITED

Authorized signatory
Name: Amit Vishnoi
Date: 18-11-2023

For AXIS BANK LTD.
AMIT VISHNOI
APT-6 Branch Head
Emp. ID: 50004, 55 Ho, 9289
DLF City, Gurgaon

CC:

ICICI Securities Limited

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

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Annexure A

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4. If applied for renewal, date of application:	NA
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For **AXIS BANK LTD.**

AMIT VISHNOI
CFO & Branch Head
Emp. ID: 56604, SS No: 9289
DLF City, Gurgaon

To,

The Board of Directors
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6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India Dear Sir/Ma'am,

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Email: vishal.lade@axisbank.com

Website: www.axisbank.com

SEBI Registration Number: INBI00000017

Contact Person: Vishal M. Lade

CIN: L65110GJ1993PLC020769

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For **AXIS BANK LTD.**


AMIT VISHNOI
Joint Branch Head
Emp. ID: 56604, SS No. 9289
DLF City, Gurgaon

Ground floor, GL-005,006,007,008, Cross Point, DLF Phase IV, Gurgaon,
Haryana, Pin 122 009 (0124) 4709400
REGISTERED OFFICE : "Trishul" - 3rd Floor Opp. Samartheswar Temple, Near Law Garden,
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CIN: L65110GJ1993PLC020769 Website: www.axisbank.com

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Yours faithfully,

For and on behalf of AXIS BANK LIMITED

Authorized signatory
Name: Amit Vishnoi
Date: 18-11-2023

FOR AXIS BANK LTD.
AMIT VISHNOI
DPO & Branch Head
C-10, Bk: 56604, 55 Bk: 9289
DLF CITY, Gurgaon

CC:

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ICICI Venture House
Appasaheb Marathe Marg, Prabhadevi
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Amarchand Towers
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New Delhi 110 020



Annexure A

1. Registration Number:	INBI00000017
2. Date of registration / Renewal of registration:	16th November 2018
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For  **AXIS BANK LTD.**
AMIT VISHNOI
SMT & Branch Head
Emp. ID: 56601, 55 Flr. 9289
DLF City, Gurgaon

To,

The Board of Directors
India Shelter Finance Corporation Limited
6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 (the "Equity Shares") of India Shelter Finance Corporation Limited (the "Company") comprising a fresh issue by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

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Email: vishal.lade@axisbank.com

Website: www.axisbank.com

SEBI Registration Number: INBI00000017

Contact Person: **Vishal M. Lade**

CIN: L65110GJ1993PLC020769

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For **AXIS BANK LTD.**

ANIL MISHRA
SVP & Branch Head
Emp. ID: 56604, 5516, 9289
DLF City, Gurgaon

Ground floor, GL-005,006,007,008, Cross Point, DLF Phase IV, Gurgaon,
Haryana, Pin 122 009 (0124) 4709400

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Yours faithfully,

For and on behalf of AXIS BANK LIMITED

Authorized signatory
Name: Amit Vishnoi
Date: 18-11-2023

For AXIS BANK LTD.
AMIT VISHNOI
SVP & Branch Head
Emp. ID: 50613, SS No. 9289
DLF City, Gurgaon

CC:

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Emp. ID: 56604, To No. 9289
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For and on behalf of AXIS BANK LIMITED

Authorized signatory

Name: Amit Vishnoi

Date: 18-11-2023

For **AXIS BANK LTD.**
AMIT VISHNOI
SVP & Director (Lead)
Emp. ID: 56604, M.No. 5289
DLF City, Gurgaon

CC:

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3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	NA
5. Period up to which registration/ renewal fees has been paid:	15th November 2024

For **AXIS BANK LTD.**

AMIT VISHNOI
SENIOR MANAGER
EID: 50004, SS: 001, 0209
D/F City, Gurgaon

To,

The Board of Directors
India Shelter Finance Corporation Limited
6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 (the "Equity Shares") of India Shelter Finance Corporation Limited (the "Company") comprising a fresh issue by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, AXIS BANK LIMITED, 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, Delhi and Haryana, at New Delhi ("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 and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents:

Name: **AXIS BANK LIMITED**

Address: Axis House", 7th Floor, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

Telephone Number: **(Direct) 022 24253672**

Email: vishal.lade@axisbank.com

Website: www.axisbank.com

SEBI Registration Number: INBI00000017

Contact Person: **Vishal M. Lade**

CIN: **L65110GJ1993PLC020769**

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 confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("BRLMs") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents. 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.

For **AXIS BANK LTD.**


AMIT VISHNOI
SVP & Branch Head
Emp. ID: 56504, SS No. 9289
DLF City, Gurgaon

Ground floor, GL 005,006,007,008, Cross Point, DLF Phase IV, Gurgaon,
Haryana, Pin 122 009 (0124) 4709400

REGISTERED OFFICE: "Trishul" - 3rd Floor Opp. Samarthswar Temple, Near Law Garden,
Ellisbridge, Ahmedabad - 380006. Telephone No: 079-26109322 Fax No: - 079-26409321
CIN: L65110GJ1993PLC020769 Website: www.axisbank.com

 **AXIS BANK**

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 AXIS BANK LIMITED

Authorized signatory

Name: Amit Vishnoi

Date: 18-11-2023

For **AXIS BANK LTD.**
AMIT VISHNOI
SMT 6 (2nd) Floor
No. ID: 56604, SS No. 9289
DLF City, Gurgaon.

CC:

ICICI Securities Limited

ICICI Venture House

Appasaheb Marathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor

First International Financial Center

G-Block, C54 & 55, Bandra Kurla Complex

Bandra (East), Mumbai 400098

Maharashtra, India

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. 27

G Block, Bandra Kurla Complex

Bandra (East), Mumbai 400 051

Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers

19, Brunton Road

Off M.G. Road

Bengaluru 560 025

Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

6 Battery Road,

Level 31

Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Amarchand Towers

216, Okhla Industrial Estate Phase III

New Delhi 110 020

Annexure A

1. Registration Number:	INBI00000017
2. Date of registration / Renewal of registration:	16th November 2018
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	NA
5. Period up to which registration/ renewal fees has been paid:	15th November 2024

For AXIS BANK LTD.
ANIL VISWANATHAN
C/O. ID: 54404, 55th Flr, 92/99
DLF City, Gurgaon

निर्गमन बैंककार

प्ररूप ख
FORM-B

BANKERS TO AN ISSUE

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(निर्गमन बैंककार) विनियम, 1994

0004 10 (BANKERS TO AN ISSUE) REGULATIONS, 1994

(विनियम 7)

(Regulation 7)

Regulation 7A

रजिस्ट्रीकरण का प्रमाणपत्र
CERTIFICATE OF REGISTRATION

PERMANENT REGISTRATION

- 9) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उसकी धारा 12 की उप धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,
- 1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

AXIS BANK LIMITED
3RD FLOOR, TRISHUL
OPP. SAMRTHESWAR TEMPLE
LAW GARDEN, ELLIS BRIDGE
AHMEDABAD 380 006

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार निर्गमन बैंककार के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a banker to an issue subject to the conditions in the rules and in accordance with the regulations.

2) निर्गमन बैंककार के लिए रजिस्ट्रीकरण कोड है। **INBI00000017**

2) Registration Code for the Banker to an issue is

3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र तक विधिमान्य है।

3) Unless renewed, the certificate of registration is valid from

3) This Certificate of Registration shall be valid for permanent, unless suspended or cancelled by the Board.



आदेश से
भारतीय प्रतिभूति और विनियम बोर्ड
के लिए और उसकी ओर से
By order

For and on behalf of
Securities and Exchange Board of India

RUCHI CHOJER

स्थान Place : **MUMBAI**

तारीख Date : **FEBRUARY 6, 2013**

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

CONSENT LETTER FROM THE ESCROW COLLECTION BANKS/REFUND BANKS

To,

The Board of Directors
India Shelter Finance Corporation Limited
6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 (the "Equity Shares") of India Shelter Finance Corporation Limited (the "Company") comprising a fresh issue by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

We, HDFC Bank Ltd, do hereby consent to act as the [Escrow Collection Banks/Refund Banks] and to the inclusion of our name and details mentioned herein being inserted as an [Escrow Collection Banks/Refund Banks] the red herring prospectus ("RHP") and the prospectus ("Prospectus") intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi ("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 and material in relation to the Offer (the "Offer Documents").

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 further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("**BRLMs**") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.



www.hdfcbank.com

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

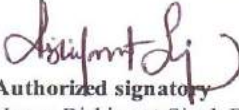
Corporate Identity No.: L65920MH1994PLC080618

This consent letter is for information and for inclusion (in part or full) in the Offer Documents. 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.

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: 20th November 2023



CC:

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

Citigroup Global Markets India Private Limited
1202, 12th Floor
First International Financial Center
G-Block, C54 & 55, Bandra Kurla Complex
Bandra (East), Mumbai 400098
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. 27
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

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

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP
6 Battery Road,
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020

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
India Shelter Finance Corporation Limited
6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 (the "Equity Shares") of India Shelter Finance Corporation Limited (the "Company") comprising a fresh issue by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" and together with the Fresh Issue, the "Offer")

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, Delhi and Haryana, at New Delhi ("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 and material in relation to the Offer (the "Offer Documents").

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 confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer ("**BRLMs**") until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents. 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.



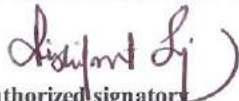
www.hdfcbank.com

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

Corporate Identity No.: L65920MH1994PLC080618

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: 18th November 2023



CC:

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

Citigroup Global Markets India Private Limited
1202, 12th Floor
First International Financial Center
G-Block, C54 & 55, Bandra Kurla Complex
Bandra (East), Mumbai 400098
Maharashtra, India

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. 27
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

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

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP
6 Battery Road,
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020

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.





To,

The Board of Directors
India Shelter Finance Corporation Limited
6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 (the “Equity Shares”) of India Shelter Finance Corporation Limited (the “Company”) comprising a fresh issue by the Company (“Fresh Issue”) and an offer for sale of the Equity Shares by certain existing shareholders of the Company (“Offer for Sale” and together with the Fresh Issue, the “Offer”)

We, Kotak Mahindra Bank Limited, do hereby consent to act as one of the Escrow Collection Banks and to the inclusion of our name and details mentioned herein being inserted as an Escrow Collection Bank the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) intended to be filed with the Registrar of Companies, Delhi and Haryana, at New Delhi (“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 and material in relation to the Offer (the “Offer Documents”).

The following details with respect to us may be disclosed in the Offer Documents:

Name	:	Kotak Mahindra Bank Limited
Address	:	Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (East). Mumbai – 400 097 Maharashtra, India.
Telephone Number	:	022-66056588
Email	:	cmsipo@kotak.com
Website	:	www.kotak.com
Contact Person	:	Mr. Siddhesh Shirodkar, Associate Vice President
SEBI Registration Number	:	INBI00000927
CIN	:	L65110MH1985PLC038137

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 further confirm that no enquiry/ investigations are being conducted by SEBI on us and that no penalties have been imposed on us by SEBI.

We confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer (“BRLMs”) until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.



This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents. 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.

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 **Kotak Mahindra Bank Limited**

Authorized signatory

Name: Amit Gupta

Date: 18th Nov'23

CC:

ICICI Securities Limited

ICICI Venture House

Appasaheb Marathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor

First International Financial Center

G-Block, C54 & 55, Bandra Kurla Complex

Bandra (East), Mumbai 400098

Maharashtra, India

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. 27

G Block, Bandra Kurla Complex

Bandra (East), Mumbai 400 051

Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers

19, Brunton Road

Off M.G. Road

Bengaluru 560 025

Karnataka, India



Kotak Mahindra Bank

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

6 Battery Road,
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020



Annexure A

1. Registration Number:	INBI00000927
2. Date of registration / Renewal of registration:	22-05-2012
3. Date of expiry of registration:	Permanent
4. If applied for renewal, date of application:	NA
5. Period up to which registration/renewal fees has been paid:	Perpetual

निर्गमन बैंककारप्रारूप छ
FORM-B**BANKERS TO AN ISSUE****भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA****000388 (निर्गमन बैंककार) विनियम, 1994
(BANKERS TO AN ISSUE) REGULATIONS, 1994**

(विनियम 7)

(Regulation-7)

Regulation 7A

**रजिस्ट्रीकरण का प्रमाणपत्र
CERTIFICATE OF REGISTRATION PERMANENT REGISTRATION**

- 9) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उसकी धारा 12 की उप धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,
1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

**KOTAK MAHINDRA BANK
36-38 A, NARIMAN BHAWAN
227, NARIMAN POINT
MUMBAI 400 021**

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार निर्गमन बैंककार के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a banker to an issue subject to the conditions in the rules and in accordance with the regulations.

- 2) निर्गमन बैंककार के लिए रजिस्ट्रीकरण कोड है।
2) Registration Code for the Banker to an issue is

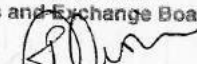
INBI00000927

- 3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र तक विधिमन्व है।
3) Unless renewed, the certificate of registration is valid from

- 3) This Certificate of Registration shall be valid for permanent from 22/05/2012, unless suspended or cancelled by the Board.



आदेश से
भारतीय प्रतिभूति और विनियम बोर्ड
के लिए और उसकी ओर से
By order
For and on behalf of
Securities and Exchange Board of India


RUCHI CHOJER

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

स्थान Place : **MUMBAI**तारीख Date : **August 7, 2012**



To,

The Board of Directors
India Shelter Finance Corporation Limited
6th Floor, Plot No. 15
Sector 44, Institutional Area, Gurgaon
Haryana – 122 002, India

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 (the “Equity Shares”) of India Shelter Finance Corporation Limited (the “Company”) comprising a fresh issue by the Company (“Fresh Issue”) and an offer for sale of the Equity Shares by certain existing shareholders of the Company (“Offer for Sale” and together with the Fresh Issue, the “Offer”)

We, Kotak Mahindra Bank Limited, do hereby consent to act as one of 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, Delhi and Haryana, at New Delhi (“**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 and material in relation to the Offer (the “**Offer Documents**”).

The following details with respect to us may be disclosed in the Offer Documents:

Name	:	Kotak Mahindra Bank Limited
Address	:	Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (East). Mumbai – 400 097 Maharashtra, India.
Telephone Number	:	022-66056588
Email	:	cmsipo@kotak.com
Website	:	www.kotak.com
Contact Person	:	Mr. Siddhesh Shirodkar, Associate Vice President
SEBI Registration Number	:	INBI00000927
CIN	:	L65110MH1985PLC038137

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 confirm that the above information is complete, true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead and is adequate to enable investors to make a well-informed decision.

We confirm that we will immediately and without any undue delay communicate any changes in writing in the above information to the book running lead managers to the Offer (“**BRLMs**”) until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the BRLMs and the legal counsels appointed in relation to the Offer can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.



Kotak Mahindra Bank

This consent letter may be relied upon by the Company, the BRLMs, and the legal advisors to each of the Company and the BRLMs. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and/or any other regulatory authority and/or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents. 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.

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 **Kotak Mahindra Bank Limited**

A handwritten signature in blue ink, appearing to read "Amit Gupta", with a horizontal line underneath.

Authorized signatory

Name: Amit Gupta

Date: 18th Nov'23

CC:

ICICI Securities Limited

ICICI Venture House

Appasaheb Marathe Marg, Prabhadevi

Mumbai 400 025

Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor

First International Financial Center

G-Block, C54 & 55, Bandra Kurla Complex

Bandra (East), Mumbai 400098

Maharashtra, India

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. 27

G Block, Bandra Kurla Complex

Bandra (East), Mumbai 400 051

Maharashtra, India



Kotak Mahindra Bank

Domestic Legal Counsel to the Book Running Lead Managers

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

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP
6 Battery Road,
Level 31
Singapore 049 909

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020



Kotak Mahindra Bank

Annexure A

1. Registration Number:	INBI00000927
2. Date of registration / Renewal of registration:	22-05-2012
3. Date of expiry of registration:	Permanent
4. If applied for renewal, date of application:	NA
5. Period up to which registration/renewal fees has been paid:	Perpetual

निर्गमन बैंककारप्रारूप छ
FORM-B**BANKERS TO AN ISSUE****भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA****000388 (निर्गमन बैंककार) विनियम, 1994
(BANKERS TO AN ISSUE) REGULATIONS, 1994**

(विनियम 7)

(Regulation-7)

Regulation 7A

**रजिस्ट्रीकरण का प्रमाणपत्र
CERTIFICATE OF REGISTRATION PERMANENT REGISTRATION**

- 9) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उसकी धारा 12 की उप धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,
1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to

**KOTAK MAHINDRA BANK
36-38 A, NARIMAN BHAWAN
227, NARIMAN POINT
MUMBAI 400 021**

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार निर्गमन बैंककार के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a banker to an issue subject to the conditions in the rules and in accordance with the regulations.

- 2) निर्गमन बैंककार के लिए रजिस्ट्रीकरण कोड है।
2) Registration Code for the Banker to an issue is

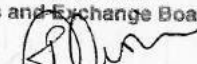
INBI00000927

- 3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र तक विधिमाम्य है।
3) Unless renewed, the certificate of registration is valid from तक विधिमाम्य है।

- 3) This Certificate of Registration shall be valid for permanent from 22/05/2012, unless suspended or cancelled by the Board.



आदेश से
भारतीय प्रतिभूति और विनियम बोर्ड
के लिए और उसकी ओर से
By order
For and on behalf of
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RUCHI CHOJER

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स्थान Place : **MUMBAI**तारीख Date : **August 7, 2012**