

CERTIFICATE ON SPECIAL TAX BENEFITS

**STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, MATERIAL SUBSIDIARY
AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA**

To,

The Board of Directors
Enviro Infra Engineers Limited
Unit No.201, R.G. Metro Arcade
Sector -11, Rohini, Delhi-110085

And

Hem Securities Limited
904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai-400013

Dear Sirs,

Re: Statement of possible special tax benefits ("the Statement") available to Enviro Infra Engineers Limited ("the Company"), material subsidiary and its Shareholders prepared in accordance with the requirement under Schedule VI – Part A – Clause (9)(L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated January 10, 2024

We, S S Kothari Mehta & Co. LLP ("we" or "us" or "our" or "Firm"), statutory auditors of the Company, hereby report the possible special tax benefits available to the Company, its shareholders and material subsidiary of the Company, under the Income Tax Act, 1961, as amended (the "IT Act"), applicable Indirect Tax Laws (**as defined in the Annexure**), along with the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-2025, presently in force in India, in the enclosed statement at Annexure II (The Statement).

Management Responsibility

The preparation of this certificate is the responsibility of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents and has been approved by the Board of Directors of the Company at its board meeting held on October 23, 2024 for the purpose set out in paragraph below. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of this certificate and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Management of the Company are responsible for the preparation and presentation of the financial Statement that in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India. Management of the Company is also responsible for consistently following the accounting policy for preparation of the financial statements.

The Management is responsible for ensuring that the Company complies with the requirements of the SEBI ICDR Regulations", the Companies Act, 2013, as amended (the "Act") and applicable guidelines.



Auditors Responsibility

We hereby report that the enclosed Annexure prepared by the Company, initialed by us and the Company for identification purpose, states the possible special tax benefits available to the Company, its material subsidiary and its shareholders, under direct and indirect taxes (together "the Tax Laws"), presently in force in India as on the signing date. These possible special tax benefits are dependent on the Company, material subsidiary and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, material subsidiary and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company, material subsidiary and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover the possible special tax benefits available to the Company, its material subsidiary and its shareholders but does not cover any general tax benefits available to the Company, material subsidiary and its shareholders. Further, the preparation of the enclosed Annexure and its contents is the responsibility of the management of the Company and is not exhaustive. We were informed that the Tax Benefits is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing Tax Laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company comprising a fresh issue of the Equity Shares by the Company. Neither we are suggesting nor advising the investors to invest money based on this Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes" (the "Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended, (the "SEBI ICDR Regulations") and the Companies Act, 2013, along with the rules thereunder, each as amended (the "Companies Act") it is our responsibility to report whether the Statement prepared by the Company, presents, in all material respects, the possible special tax benefits available to the Company, material subsidiary and its shareholders as of October 23, 2024 in accordance with Indian Tax Regulations as at the date of our certificate

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

- i) The Company, its material subsidiary and its shareholders will continue to obtain these possible special tax benefits in future;
- ii) The conditions prescribed for availing the possible special tax benefits where applicable, have been/ would be met with; and
- iii) The revenue authorities / courts will concur with the views expressed herein.

The contents of enclosed Annexure are based on the information, explanation and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.



Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the company and any other person in respect of this Statement, except as per applicable law.

Opinion

In our opinion, the Statement prepared by the Company presents, in all material respects, the possible special tax benefits available as on the date of signing of this certificate, to the Company, material subsidiary and its shareholders, in accordance with the Indian Tax Regulations

We are unable to express any opinion or provide any assurance as to whether:

- a) The Company, its material subsidiary or its shareholders will continue to obtain these possible special tax benefits in future; or
- b) The conditions prescribed for availing the possible special tax benefits where applicable have been/ would be met with.



Restriction on Use

This certificate is issued for the sole purpose of the Offer and this certificate or any extracts or annexures thereof, can be used, in full or part, for inclusion in the draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer, and for the submission of this certificate as may be necessary, to any regulatory / statutory authority, stock exchanges, any other authority as may be required and/or for the records to be maintained by the BRLM in connection with the Offer and in accordance with applicable law., and for the purpose of any defense the BRLM may wish to advance in any claim or proceeding in connection with the contents of the Offer documents.

This certificate may be relied on by the Book Running Lead Manager, their affiliates and legal counsel in relation to the Issue. It should not be used by any other person or for any other purpose. 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.

Yours faithfully,

For and on behalf of
SS Kothari Mehta & Co. LLP
FRN No.: 000756N/N500441



Deepak K. Aggarwal
Partner
Membership No.: 095541
UDIN: 24095541BKEXNF4675
Place: New Delhi
Date: October 23, 2024

Encl: As above

CC:

Book Running Lead Manager ("BRLM") to the Offer

Hem Securities Limited

203, Jaipur Tower,
Opp. A.I.R, M.I. Road,
Jaipur – 302001

Legal Counsel to the Offer

Desai & Diwanji

Forbes Building, 4th floor,
Charanjit Rai Marg,
Fort, Mumbai – 400 001,
Maharashtra, India



ANNEXURE

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO ENVIRO INFRA ENGINEERS LIMITED ("THE COMPANY"), MATERIAL SUBSIDIARY AND ITS SHAREHOLDERS UNDER THE APPLICABLE INDIAN TAX REGULATIONS ("TAX LAWS") IN INDIA

UNDER THE DIRECT TAX LAWS

1. Special tax benefits available to the Company and its material subsidiary - Nil
2. Special tax benefits available to Shareholders - Nil

UNDER THE INDIRECT TAX LAWS

1. Special tax benefits available to the Company and its material subsidiary- Nil
2. Special tax benefits available to the Shareholders - Nil

Notes:

- The Statement is prepared based on information available with the management of the Company and there is no assurance that:
 - the Company, material subsidiary or its shareholders will continue to obtain these benefits in future.
 - the conditions prescribed for availing the benefits have been/ would be met with; and
 - the revenue authorities/courts will concur with the view expressed herein.
- The above views are based on the existing provisions of law and its interpretation, which are subject to change from time to time.

The above Statement of Special Tax Benefits sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership, and disposal of shares.

