

SANJAY JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: sanjay@eiepl.in

CONSENT FROM THE PROMOTER SELLING SHAREHOLDER

Date: 30.03.2024

To,

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

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares") of Enviro Infra Engineers Limited (the "Company") (the "Offer")

I, Sanjay Jain, s/o Late Sh. R K Jain, residing at B-6/83, Sector-11, Rohini, New Delhi - 110085 is one of the Promoter of the Company and hold 5,09,25,000 Equity Shares, representing 37.21% of the pre-Offer equity share capital of the Company.

I have been informed by the Company that it is proposing to undertake the Offer through an offer for sale of Equity Shares and may undertake fresh issue of shares in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, as amended and rules made thereunder.

The information pertaining to me as mentioned in the **Exhibit I** is true and correct.

The weighted average price at which the Equity Shares were acquired by me in the last one year is ₹ NIL

The average cost of acquisition of Equity Shares held by me is ₹ 0.70.

Consents

I hereby give my consent to the inclusion of up to 21,34,000 Equity Shares (the "**Offered Shares**") held by me in the Company as part of the Offer for Sale in the Offer, subject to the consent of the Securities and Exchange Board of India ("**SEBI**") subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**"), the prospectus (the "**Prospectus**") and together with the DRHP and RHP, the "**Offer Documents**") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.



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I hereby consent to the inclusion of my name as a Promoter Selling Shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**"), and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, Delhi (the "**RoC**") and thereafter file with SEBI and the Stock Exchanges.

I note that the Promoter is required to provide such number of Equity Shares available for contributing to 20% of the post Offer paid-up Equity Share capital in connection with the Offer towards promoters' contribution (the "**Promoters' Contribution**") in accordance with Regulations 14 and 15 of the SEBI ICDR Regulations.

In this regard, I hereby confirm the following:

- (i) The Equity Shares considered as the Promoters' Contribution have not been acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets and have not been issued against Equity Shares, which are otherwise ineligible for Promoters' Contribution;
- (ii) The Equity Shares considered as the Promoters' Contribution are not resulting from a bonus issue during the preceding three years by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;
- (iii) The Equity Shares considered as the Promoters' Contribution are not subject to any pledge or any other encumbrance;
- (iv) The Equity Shares considered as the Promoters' Contribution are not acquired or subscribed to during the preceding year, at a price lower than the Offer price;
- (v) The Equity Shares considered as the Promoters' Contribution are not arising out of securities acquired during the preceding year, at a price lower than the offer price; and
- (vi) The information relating to the sources of funds for Promoter's Contribution is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead.
- (vii) The Equity Shares considered as the Promoters' Contribution have not been allotted to Promoters during the preceding one year at a price less than the offer price, against capital existing in a partnership firm, from which the Company has been formed, and where such capital was not existing in such firms for a continuous period of at least one year.



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In relation to my participation in the Offer for Sale, I am aware that my Offered Shares, need to be held in dematerialized form and accordingly, I hereby confirm that the Offered Shares held by me are in dematerialized form.

I hereby authorize the Company 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.

I hereby confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead manager (the "BRLM") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLM and the legal counsel appointed for the the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,

Signed by



Sanjay Jain

Encl.: As above

CC:

BRLM to the Offer

Hem Securities Limited

904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai – 400 013,
Maharashtra, India

Legal Counsel to the Offer

Desai & Diwanji

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

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Exhibit I

Name of Promoter Selling Shareholder	Sanjay Jain
Address of the Promoter Selling Shareholder	B-6/83, Sector-11, Rohini, New Delhi – 110085
PAN no.	AAKPJ1861E
Date of birth	31.07.1972
Telephone number	9313309499
Number of Equity Shares to be offered in the Offer	21,34,000



SANJAY JAIN
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CERTIFICATE FROM THE PROMOTER SELLING SHAREHOLDER

Date: 30.03.2024

To,

The Board of Directors,
Enviro Infra Engineers Limited
Unit No.201, R.G. Metro Arcade
Sector -11, Rohini, Delhi – 110 085,
India

AND

Hem Securities Limited
904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai – 400 013,
Maharashtra, India

(**HEM Securities Limited** referred to as the “**Book Running Lead Manager**” or the “**BRLM**”)

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares”) of Enviro Infra Engineers Limited (the “Company”) (the “Offer”)

Dear Sirs,

I, Sanjay Jain, S/o Late Sh. R K Jain, residing at B-6/83, Sector-11, Rohini, New Delhi - 110089 is one of the Promoter of the Company and hold 5,09,25,000 Equity Shares, representing 37.21% of the pre-Offer equity share capital of the Company. I have consented to the inclusion of up to 21,34,000 Equity Shares (the “**Offered Shares**”) held by me in the Company as part of the Offer.

I hereby authorize the Company to take all actions in respect of the Offer for and on my behalf in accordance with Section 28 of the Companies Act, 2013, as amended. I confirm that the Offer related expenses and taxes will be shared amongst me in accordance with the terms of the Offer Document and the Companies Act, 2013.

I confirm that I am the legal and beneficial owner and have full title of the Offered Shares, and that the Offered Shares are pari-passu to the existing shares and are fully paid-up, in dematerialised form and valid and marketable title shall be transferred in the Offer, free from liens, charges, encumbrances and transfer restrictions of any kind whatsoever.

I confirm that the Equity Shares being offered and sold in the Offer have been held by me for a continuous period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI including the Equity Shares received pursuant to conversion of any

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fully paid-up compulsorily convertible securities held by me in accordance with Regulation 8 of the SEBI ICDR Regulations and, to the extent that the Equity Shares being offered by me in the Offer have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the DRHP and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.

I confirm that my intended participation in the Offer by offering the Equity Shares held by me for sale pursuant to the Offer for Sale is voluntary and I acknowledge that it does not create any obligation on the Company or BRLM to purchase any Offered Shares.

I have not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares to be offered and sold in the Offer. No incentive/payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise, whether in cash or kind, shall be made by me in the Offer to any persons who make an application for Equity Shares in the Offer and/or who receive Equity Shares, in the Offer.

I confirm that I have not taken nor will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the shares pursuant to the Offer.

I confirm the information pertaining to myself as contained in **Annexure I** and details in relation to my shareholding as contained in **Annexure II** is true and correct.

I have not been debarred or prohibited from accessing the capital markets, or debarred from buying, selling or dealing in securities, under any order or direction passed by SEBI or any other regulatory or governmental authority or any court of law, whether in or outside India.

I have not been classified as a wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India or any other governmental authority.

I confirm that no action or investigation, including show cause notices, by the SEBI or any other regulatory authority, whether in India or abroad, has been initiated against us.

I have not been declared to be or associated with any company declared to be a vanishing company.

I have not been in receipt of any notice from SEBI or any other governmental authority initiating any action or investigation against me, which will prevent me from offering and selling the Offered Shares pursuant to the Offer or prevent the completion of the Offer.

I confirm that there are no winding up or liquidation orders passed by any court in India against entities of which I am a promoter or partner or proprietor and no such proceedings (whether instituted by any governmental agency or third parties) are pending or threatened or have been commenced for the purpose of, and no judgment has been rendered, declaring me bankrupt or insolvent.

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I hereby authorize the compliance officer of the Company and the registrar to the Offer to redress complaints, if any, of the investors in respect of the statements specifically made, confirmed or undertaken by me in the Offer Documents in relation to myself as a selling shareholder and the Offered Shares and I also undertake to co-operate with the Company and the BRLM for resolving such complaints expeditiously.

I acknowledge that in the event that (i) a regulatory approval is not received in a timely manner or the conditions specified in the approval are not satisfied, or (ii) there is any litigation leading to stay on the Offer, or (iii) the SEBI or any other regulator instructs the Company not to proceed with the Offer, or (iv) for any other reason beyond the control of the Company, the Offer may be delayed beyond the schedule of activities indicated in the DRHP, RHP or the Prospectus. Consequently, I understand that the payment of consideration to me for the Equity Shares being offered in the Offer may be delayed and I undertake that I shall not have recourse to the proceeds of the offer for sale which shall be held in cash escrow in my favour until the final listing and trading approvals from the Stock Exchanges have been obtained.


I hereby undertake not to sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on my Equity Shares being offered and sold in the Offer and hereby also undertake to take such steps as may be required to ensure that the above shares are available for the offer for sale and transferred into a share escrow account maintained by the share escrow agent appointed in this regard prior to filing of the red herring prospectus with the RoC, notifying the depository participant of the contents of this letter and entering into any escrow arrangements for such Equity Shares as required by the Book Running Lead Managers.

I agree that the securities transaction tax and withholding tax, if any, in respect of the Offered Shares shall be deducted from the proceeds arising out of the Offer and such securities transaction tax shall be deposited by the BRLM appointed in relation to the Offer.

I hereby authorize the Company to deduct from the proceeds of the offer for sale, set-off or otherwise claim and receive from me, expenses of the Offer and applicable taxes required to be borne by the Promoter Selling Shareholders in proportion to the Equity Shares offered by the Promoter Selling Shareholders in the Offer. I undertake to reimburse the Company for the expenses incurred by the Company in relation to the Offer in proportion to the number of Equity Shares offered by me (as agreed to between me and the Company and in accordance with applicable law) in the Offer.

I confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLM and the legal counsel appointed for the Offer.

I 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.



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I hereby consent to the submission of this certificate and to include in the offer documents as may be necessary to the SEBI, the Registrar of Companies, Delhi, the relevant Stock Exchanges and any other regulatory or statutory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the BRLM 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 BRLM and the legal counsel appointed for 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.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus, Red Herring Prospectus or Prospectus, as applicable.

Thanking you

Yours faithfully,



Sanjay Jain

CC:

Legal Counsel to the Offer

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

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B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
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Annexure I

Name of Promoter Selling Shareholder	Sanjay Jain
Address of the Promoter Selling Shareholder	B-6/83, Sector-11, Rohini, New Delhi – 110085
Telephone number	9313309499
E-mail	sanjay@eiepl.in
Date of birth	31-07-1972
Number of equity shares held in the Company	5,09,25,000
Number equity shares being offered under the Offer for Sale	21,34,000



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Annexure II

I. BUILD UP OF THE SHAREHOLDING IN THE COMPANY

Date of allotment/ transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value per equity share (₹)	Offer price per equity share
Upon Incorporation	Initial Subscription to MOA	3,000	Cash	10	10
01.04.2010	Further issue pursuant to takeover of existing business of partnership firm "M/s Enviro Engineers"	4,57,000	Other than cash	10	10
02.01.2012	Transmission of Equity Shares from Rajinder Kumar Jain	2,11,050	-	10	-
08.01.2019	Transfer of Equity Shares from SMR Projects Private Limited	2,98,950	Cash	10	96
06.05.2022	Bonus Issue in the ratio of 6:1 i.e. six (6) Equity Shares for one (1) Equity Share	58,20,000	Other than cash	10	-
08.06.2022	Bonus Issue in the ratio of 1:2 i.e. one (1) Equity Share for every two (2) Equity Shares	33,95,000	Other than cash	10	-
29.03.2024	Bonus Issue in the ratio of 4:1 i.e. Four (4) Equity Shares for every one (1) Equity Shares	4,07,40,000	Other than cash	10	-
	Total	5,09,25,000			



MANISH JAIN
A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089
T: 011-40591549 E: manish@eiepl.in

CONSENT FROM THE PROMOTER SELLING SHAREHOLDER

Date: 30.03.2024

To,

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

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares") of Enviro Infra Engineers Limited (the "Company") (the "Offer")

I, Manish Jain, s/o Late Sh. R K Jain, residing at A-2/309, Sunrise Apartments, Sector-13, Rohini, New Delhi – 110089, is one of the Promoter of the Company and hold 5,09,25,000 Equity Shares, representing 37.21% of the pre-Offer equity share capital of the Company.

I have been informed by the Company that it is proposing to undertake the Offer through an offer for sale of Equity Shares and may undertake fresh issue of shares in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, as amended and rules made thereunder.

The information pertaining to me as mentioned in the **Exhibit I** is true and correct.

The weighted average price at which the Equity Shares were acquired by me in the last one year is ₹ NIL

The average cost of acquisition of Equity Shares held by me is ₹ 0.70.

Consents

I hereby give my consent to the inclusion of up to 21,34,000 Equity Shares (the "**Offered Shares**") held by me in the Company as part of the Offer for Sale in the Offer, subject to the consent of the Securities and Exchange Board of India ("**SEBI**") subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**"), the prospectus (the "**Prospectus**" and together with the DRHP and RHP, the "**Offer Documents**") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.



MANISH JAIN

A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089

T:011-40591549 E: manish@eiepl.in

I hereby consent to the inclusion of my name as a Promoter Selling Shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**"), and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, Delhi (the "**RoC**") and thereafter file with SEBI and the Stock Exchanges.

I note that the Promoter is required to provide such number of Equity Shares available for contributing to 20% of the post Offer paid-up Equity Share capital in connection with the Offer towards promoters' contribution (the "**Promoters' Contribution**") in accordance with Regulations 14 and 15 of the SEBI ICDR Regulations.

In this regard, I hereby confirm the following:

- (i) The Equity Shares considered as the Promoters' Contribution have not been acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets and have not been issued against Equity Shares, which are otherwise ineligible for Promoters' Contribution;
- (ii) The Equity Shares considered as the Promoters' Contribution are not resulting from a bonus issue during the preceding three years by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;
- (iii) The Equity Shares considered as the Promoters' Contribution are not subject to any pledge or any other encumbrance;
- (iv) The Equity Shares considered as the Promoters' Contribution are not acquired or subscribed to during the preceding year, at a price lower than the Offer price;
- (v) The Equity Shares considered as the Promoters' Contribution are not arising out of securities acquired during the preceding year, at a price lower than the offer price; and
- (vi) The information relating to the sources of funds for Promoter's Contribution is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead.
- (vii) The Equity Shares considered as the Promoters' Contribution have not been allotted to Promoters during the preceding one year at a price less than the offer price, against capital existing in a partnership firm, from which the Company has been formed, and where such capital was not existing in such firms for a continuous period of at least one year.



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In relation to my participation in the Offer for Sale, I am aware that my Offered Shares, need to be held in dematerialized form and accordingly, I hereby confirm that the Offered Shares held by me are in dematerialized form.

I hereby authorize the Company 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.

I hereby confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead manager (the "BRLM") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLM and the legal counsel appointed for the the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,

Signed by



Manish Jain

Encl.: As above

CC:

BRLM to the Offer:

Hem Securities Limited

904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai – 400 013,
Maharashtra, India

Legal Counsel to the Offer :

Desai & Diwanji

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

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Exhibit I

Name of Promoter Selling Shareholder	Manish Jain
Address of the Promoter Selling Shareholder	A-2/309, Sunrise Apartments, Sector-13, Rohini, New Delhi - 110089
PAN no.	ACSPJ3523H
Date of birth	04.03.1976
Telephone number	9350862367
Number of Equity Shares to be offered in the Offer	21,34,000



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CERTIFICATE FROM THE PROMOTER SELLING SHAREHOLDER

Date: 30.03.2024

To,

The Board of Directors,
Enviro Infra Engineers Limited
Unit No.201, R.G. Metro Arcade
Sector -11, Rohini, Delhi – 110 085,
India

AND

Hem Securities Limited
904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai – 400 013,
Maharashtra, India

(**HEM Securities Limited** referred to as the “**Book Running Lead Manager**” or the “**BRLM**”)

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares”) of Enviro Infra Engineers Limited (the “Company”) (the “Offer”)

Dear Sirs,

I, Manish Jain, S/o Late Sh. R K Jain, residing at A-2/309, Sunrise Apartments, Sector-13, Rohini, New Delhi - 110089 is one of the Promoter of the Company and hold 5,09,25,000 Equity Shares, representing 37.21% of the pre-Offer equity share capital of the Company. I have consented to the inclusion of up to 21,34,000 Equity Shares (the “**Offered Shares**”) held by me in the Company as part of the Offer.

I hereby authorize the Company to take all actions in respect of the Offer for and on my behalf in accordance with Section 28 of the Companies Act, 2013, as amended. I confirm that the Offer related expenses and taxes will be shared amongst me in accordance with the terms of the Offer Document and the Companies Act, 2013.

I confirm that I am the legal and beneficial owner and have full title of the Offered Shares, and that the Offered Shares are pari-passu to the existing shares and are fully paid-up, in dematerialised form and valid and marketable title shall be transferred in the Offer, free from liens, charges, encumbrances and transfer restrictions of any kind whatsoever.

I confirm that the Equity Shares being offered and sold in the Offer have been held by me for a continuous period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI including the Equity Shares received pursuant to conversion of any



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fully paid-up compulsorily convertible securities held by me in accordance with Regulation 8 of the SEBI ICDR Regulations and, to the extent that the Equity Shares being offered by me in the Offer have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the DRHP and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.

I confirm that my intended participation in the Offer by offering the Equity Shares held by me for sale pursuant to the Offer for Sale is voluntary and I acknowledge that it does not create any obligation on the Company or BRLM to purchase any Offered Shares.

I have not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares to be offered and sold in the Offer. No incentive/payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise, whether in cash or kind, shall be made by me in the Offer to any persons who make an application for Equity Shares in the Offer and/or who receive Equity Shares, in the Offer.

I confirm that I have not taken nor will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the shares pursuant to the Offer.

I confirm the information pertaining to myself as contained in **Annexure I** and details in relation to my shareholding as contained in **Annexure II** is true and correct.

I have not been debarred or prohibited from accessing the capital markets, or debarred from buying, selling or dealing in securities, under any order or direction passed by SEBI or any other regulatory or governmental authority or any court of law, whether in or outside India.

I have not been classified as a wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India or any other governmental authority.

I confirm that no action or investigation, including show cause notices, by the SEBI or any other regulatory authority, whether in India or abroad, has been initiated against us.

I have not been declared to be or associated with any company declared to be a vanishing company.

I have not been in receipt of any notice from SEBI or any other governmental authority initiating any action or investigation against me, which will prevent me from offering and selling the Offered Shares pursuant to the Offer or prevent the completion of the Offer.

I confirm that there are no winding up or liquidation orders passed by any court in India against entities of which I am a promoter or partner or proprietor and no such proceedings (whether instituted by any governmental agency or third parties) are pending or threatened or have been commenced for the purpose of, and no judgment has been rendered, declaring me bankrupt or insolvent.



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A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089

T:011-40591549 E: manish@eiepl.in

I hereby authorize the compliance officer of the Company and the registrar to the Offer to redress complaints, if any, of the investors in respect of the statements specifically made, confirmed or undertaken by me in the Offer Documents in relation to myself as a selling shareholder and the Offered Shares and I also undertake to co-operate with the Company and the BRLM for resolving such complaints expeditiously.

I acknowledge that in the event that (i) a regulatory approval is not received in a timely manner or the conditions specified in the approval are not satisfied, or (ii) there is any litigation leading to stay on the Offer, or (iii) the SEBI or any other regulator instructs the Company not to proceed with the Offer, or (iv) for any other reason beyond the control of the Company, the Offer may be delayed beyond the schedule of activities indicated in the DRHP, RHP or the Prospectus. Consequently, I understand that the payment of consideration to me for the Equity Shares being offered in the Offer may be delayed and I undertake that I shall not have recourse to the proceeds of the offer for sale which shall be held in cash escrow in my favour until the final listing and trading approvals from the Stock Exchanges have been obtained.

I hereby undertake not to sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on my Equity Shares being offered and sold in the Offer and hereby also undertake to take such steps as may be required to ensure that the above shares are available for the offer for sale and transferred into a share escrow account maintained by the share escrow agent appointed in this regard prior to filing of the red herring prospectus with the RoC, notifying the depository participant of the contents of this letter and entering into any escrow arrangements for such Equity Shares as required by the Book Running Lead Managers.

I agree that the securities transaction tax and withholding tax, if any, in respect of the Offered Shares shall be deducted from the proceeds arising out of the Offer and such securities transaction tax shall be deposited by the BRLM appointed in relation to the Offer.

I hereby authorize the Company to deduct from the proceeds of the offer for sale, set-off or otherwise claim and receive from me, expenses of the Offer and applicable taxes required to be borne by the Promoter Selling Shareholders in proportion to the Equity Shares offered by the Promoter Selling Shareholders in the Offer. I undertake to reimburse the Company for the expenses incurred by the Company in relation to the Offer in proportion to the number of Equity Shares offered by me (as agreed to between me and the Company and in accordance with applicable law) in the Offer.

I confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLM and the legal counsel appointed for the Offer.

I 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.



MANISH JAIN

A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089

T:011-40591549 E: manish@eiepl.in

I hereby consent to the submission of this certificate and to include in the offer documents as may be necessary to the SEBI, the Registrar of Companies, Delhi, the relevant Stock Exchanges and any other regulatory or statutory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the BRLM 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 BRLM and the legal counsel appointed for 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.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus, Red Herring Prospectus or Prospectus, as applicable.

Thanking you

Yours faithfully,



Manish Jain

CC:

Legal Counsel to the Offer

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

MANISH JAIN
A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089
T:011-40591549 E: manish@eiepl.in

Annexure I

Name of Promoter Selling Shareholder	Manish Jain
Address of the Promoter Selling Shareholder	A-2/309, Sunrise Apartments, Sector-13, Rohini, New Delhi - 110085
Telephone number	9350862367
E-mail	manish@eiepl.in
Date of birth	04-03-1976
Number of equity shares held in the Company	5,09,25,000
Number equity shares being offered under the Offer for Sale	21,34,000



MANISH JAIN
A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089
T:011-40591549 E: manish@ciepl.in

Annexure II

I. BUILD UP OF THE SHAREHOLDING IN THE COMPANY

Date of allotment/ transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value per equity share (₹)	Offer price per equity share
Upon Incorporation	Initial Subscription to MOA	4,000	Cash	10	10
01.04.2010	Further issue pursuant to takeover of existing business of partnership firm "M/s Enviro Engineers"	4,26,000	Other than cash	10	10
02.01.2012	Transmission of Equity Shares from Rajinder Kumar Jain	2,41,050	-	10	-
08.01.2019	Transfer of Equity Shares from SMR Projects Private Limited	2,98,950	Cash	10	96
06.05.2022	Bonus Issue in the ratio of 6:1 i.e. six (6) Equity Shares for one (1) Equity Share	58,20,000	Other than cash	10	-
08.06.2022	Bonus Issue in the ratio of 1:2 i.e. one (1) Equity Share for every two (2) Equity Shares	33,95,000	Other than cash	10	-
30.03.2024	Bonus Issue in the ratio of 4:1 i.e. Four (4) Equity Shares for every one (1) Equity Shares	4,07,40,000	Other than cash	10	-
	Total	5,09,25,000			



RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@eiepl.in

CONSENT FROM THE PROMOTER SELLING SHAREHOLDER

Date: 30.03.2024

To,

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

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares") of Enviro Infra Engineers Limited (the "Company") (the "Offer")

I, Ritu Jain, w/o Sh. Sanjay Jain, residing at B-6/83, Sector-11, Rohini, New Delhi - 110085 is one of the Promoter of the Company and hold 1,31,24,000 Equity Shares, representing 9.59% of the pre-Offer equity share capital of the Company.

I have been informed by the Company that it is proposing to undertake the Offer through an offer for sale of Equity Shares and may undertake fresh issue of shares in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, as amended and rules made thereunder.

The information pertaining to me as mentioned in the **Exhibit I** is true and correct.

The weighted average price at which the Equity Shares were acquired by me in the last one year is ₹ NIL

The average cost of acquisition of Equity Shares held by me is ₹ 0.76.

Consents

I hereby give my consent to the inclusion of up to 5,00,000 Equity Shares (the "**Offered Shares**") held by me in the Company as part of the Offer for Sale in the Offer, subject to the consent of the Securities and Exchange Board of India ("**SEBI**") subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**"), the prospectus (the "**Prospectus**") and together with the DRHP and RHP, the "**Offer Documents**") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.



RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@eiepl.in

I hereby consent to the inclusion of my name as a Promoter Selling Shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**"), and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, Delhi (the "**RoC**") and thereafter file with SEBI and the Stock Exchanges.

I note that the Promoter is required to provide such number of Equity Shares available for contributing to 20% of the post Offer paid-up Equity Share capital in connection with the Offer towards promoters' contribution (the "**Promoters' Contribution**") in accordance with Regulations 14 and 15 of the SEBI ICDR Regulations.

In this regard, I hereby confirm the following:

- (i) The Equity Shares considered as the Promoters' Contribution have not been acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets and have not been issued against Equity Shares, which are otherwise ineligible for Promoters' Contribution;
- (ii) The Equity Shares considered as the Promoters' Contribution are not resulting from a bonus issue during the preceding three years by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;
- (iii) The Equity Shares considered as the Promoters' Contribution are not subject to any pledge or any other encumbrance;
- (iv) The Equity Shares considered as the Promoters' Contribution are not acquired or subscribed to during the preceding year, at a price lower than the Offer price;
- (v) The Equity Shares considered as the Promoters' Contribution are not arising out of securities acquired during the preceding year, at a price lower than the offer price; and
- (vi) The information relating to the sources of funds for Promoter's Contribution is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead.
- (vii) The Equity Shares considered as the Promoters' Contribution have not been allotted to Promoters during the preceding one year at a price less than the offer price, against capital existing in a partnership firm, from which the Company has been formed, and where such capital was not existing in such firms for a continuous period of at least one year.



RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@eiepl.in

In relation to my participation in the Offer for Sale, I am aware that my Offered Shares, need to be held in dematerialized form and accordingly, I hereby confirm that the Offered Shares held by me are in dematerialized form.

I hereby authorize the Company 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.

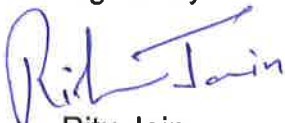
I hereby confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead manager (the "BRLM") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLM and the legal counsel appointed for the the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,

Signed by


Ritu Jain

Encl.: As above

CC:

BRLM to the Offer:

Hem Securities Limited

904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai – 400 013,
Maharashtra, India

Legal Counsel to the Offer

Desai & Diwanji

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

RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@iepl.in

Exhibit I

Name of Promoter Selling Shareholder	Ritu Jain
Address of the Promoter Selling Shareholder	B-6/83, Sector-11, Rohini, New Delhi – 110085
PAN no.	AIBPJ2641R
Date of birth	26.10.1972
Telephone number	9350544580
Number of Equity Shares to be offered in the Offer	5,00,000



RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@eiepl.in

CERTIFICATE FROM THE PROMOTER SELLING SHAREHOLDER

Date: 30.03.2024

To,

The Board of Directors,
Enviro Infra Engineers Limited
Unit No.201, R.G. Metro Arcade
Sector -11, Rohini, Delhi – 110 085,
India

AND

Hem Securities Limited
904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai – 400 013,
Maharashtra, India

(HEM Securities Limited referred to as the “Book Running Lead Manager” or the “BRLM”)

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares”) of Enviro Infra Engineers Limited (the “Company”) (the “Offer”)

Dear Sirs,

I, Ritu Jain, w/o Sh. Sanjay Jain, residing at B-6/83, Sector-11, Rohini, New Delhi - 110089 is one of the Promoter of the Company and hold 1,31,24,000 Equity Shares, representing 9.59% of the pre-Offer equity share capital of the Company. I have consented to the inclusion of up to 5,00,000 Equity Shares (the “Offered Shares”) held by me in the Company as part of the Offer.

I hereby authorize the Company to take all actions in respect of the Offer for and on my behalf in accordance with Section 28 of the Companies Act, 2013, as amended. I confirm that the Offer related expenses and taxes will be shared amongst me in accordance with the terms of the Offer Document and the Companies Act, 2013.

I confirm that I am the legal and beneficial owner and have full title of the Offered Shares, and that the Offered Shares are pari-passu to the existing shares and are fully paid-up, in dematerialised form and valid and marketable title shall be transferred in the Offer, free from liens, charges, encumbrances and transfer restrictions of any kind whatsoever.

I confirm that the Equity Shares being offered and sold in the Offer have been held by me for a continuous period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI including the Equity Shares received pursuant to conversion of any



RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@eiepl.in

fully paid-up compulsorily convertible securities held by me in accordance with Regulation 8 of the SEBI ICDR Regulations and, to the extent that the Equity Shares being offered by me in the Offer have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the DRHP and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.

I confirm that my intended participation in the Offer by offering the Equity Shares held by me for sale pursuant to the Offer for Sale is voluntary and I acknowledge that it does not create any obligation on the Company or BRLM to purchase any Offered Shares.

I have not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares to be offered and sold in the Offer. No incentive/payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise, whether in cash or kind, shall be made by me in the Offer to any persons who make an application for Equity Shares in the Offer and/or who receive Equity Shares, in the Offer.

I confirm that I have not taken nor will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the shares pursuant to the Offer.

I confirm the information pertaining to myself as contained in **Annexure I** and details in relation to my shareholding as contained in **Annexure II** is true and correct.

I have not been debarred or prohibited from accessing the capital markets, or debarred from buying, selling or dealing in securities, under any order or direction passed by SEBI or any other regulatory or governmental authority or any court of law, whether in or outside India.

I have not been classified as a wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India or any other governmental authority.

I confirm that no action or investigation, including show cause notices, by the SEBI or any other regulatory authority, whether in India or abroad, has been initiated against us.

I have not been declared to be or associated with any company declared to be a vanishing company.

I have not been in receipt of any notice from SEBI or any other governmental authority initiating any action or investigation against me, which will prevent me from offering and selling the Offered Shares pursuant to the Offer or prevent the completion of the Offer.

I confirm that there are no winding up or liquidation orders passed by any court in India against entities of which I am a promoter or partner or proprietor and no such proceedings (whether instituted by any governmental agency or third parties) are pending or threatened or have been commenced for the purpose of, and no judgment has been rendered, declaring me bankrupt or insolvent.



RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@eiepl.in

I hereby authorize the compliance officer of the Company and the registrar to the Offer to redress complaints, if any, of the investors in respect of the statements specifically made, confirmed or undertaken by me in the Offer Documents in relation to myself as a selling shareholder and the Offered Shares and I also undertake to co-operate with the Company and the BRLM for resolving such complaints expeditiously.

I acknowledge that in the event that (i) a regulatory approval is not received in a timely manner or the conditions specified in the approval are not satisfied, or (ii) there is any litigation leading to stay on the Offer, or (iii) the SEBI or any other regulator instructs the Company not to proceed with the Offer, or (iv) for any other reason beyond the control of the Company, the Offer may be delayed beyond the schedule of activities indicated in the DRHP, RHP or the Prospectus. Consequently, I understand that the payment of consideration to me for the Equity Shares being offered in the Offer may be delayed and I undertake that I shall not have recourse to the proceeds of the offer for sale which shall be held in cash escrow in my favour until the final listing and trading approvals from the Stock Exchanges have been obtained.

I hereby undertake not to sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on my Equity Shares being offered and sold in the Offer and hereby also undertake to take such steps as may be required to ensure that the above shares are available for the offer for sale and transferred into a share escrow account maintained by the share escrow agent appointed in this regard prior to filing of the red herring prospectus with the RoC, notifying the depository participant of the contents of this letter and entering into any escrow arrangements for such Equity Shares as required by the Book Running Lead Managers.

I agree that the securities transaction tax and withholding tax, if any, in respect of the Offered Shares shall be deducted from the proceeds arising out of the Offer and such securities transaction tax shall be deposited by the BRLM appointed in relation to the Offer.

I hereby authorize the Company to deduct from the proceeds of the offer for sale, set-off or otherwise claim and receive from me, expenses of the Offer and applicable taxes required to be borne by the Promoter Selling Shareholders in proportion to the Equity Shares offered by the Promoter Selling Shareholders in the Offer. I undertake to reimburse the Company for the expenses incurred by the Company in relation to the Offer in proportion to the number of Equity Shares offered by me (as agreed to between me and the Company and in accordance with applicable law) in the Offer.

I confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLM and the legal counsel appointed for the Offer.

I 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.



RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@iepl.in

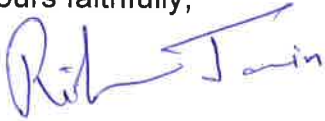
I hereby consent to the submission of this certificate and to include in the offer documents as may be necessary to the SEBI, the Registrar of Companies, Delhi, the relevant Stock Exchanges and any other regulatory or statutory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the BRLM 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 BRLM and the legal counsel appointed for 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.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus, Red Herring Prospectus or Prospectus, as applicable.

Thanking you

Yours faithfully,



Ritu Jain

CC:

Legal Counsel to the Offer

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

RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@eiepl.in

Annexure I

Name of Promoter Selling Shareholder	Ritu Jain
Address of the Promoter Selling Shareholder	B-6/83, Sector-11, Rohini, New Delhi – 110085
Telephone number	9350544580
E-mail	ritu@eiepl.in
Date of birth	26-10-1972
Number of equity shares held in the Company	1,31,24,000
Number equity shares being offered under the Offer for Sale	5,00,000



RITU JAIN
B-6/83, SECTOR – 11, ROHINI, NEW DELHI - 110085
T:011-40591549 E: ritu@eiepl.in

Annexure II

I. BUILD UP OF THE SHAREHOLDING IN THE COMPANY

Date of allotment/transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value per equity share (₹)	Offer price per equity share
02.04.2013	Further Issue	2,50,000	Cash	10	40
06.05.2022	Bonus Issue in the ratio of 6:1 i.e. six (6) Equity Shares for one (1) Equity Share	15,00,000	Other than cash	10	-
08.06.2022	Bonus Issue in the ratio of 1:2 i.e. one (1) Equity Share for every two (2) Equity Shares	8,75,000	Other than cash	10	-
30.03.2024	Bonus Issue in the ratio of 4:1 i.e. Four (4) Equity Shares for every one (1) Equity Shares	1,04,99,200	Other than cash	10	-
	Total	1,31,24,000			



SHACHI JAIN
A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089
T: 011-40591549 E: shachi@eiepl.in

CONSENT FROM THE PROMOTER SELLING SHAREHOLDER

Date: 30.03.2024

To,

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

Dear Sirs,

Sub: Proposed initial public offering of equity shares of face value of Rs. 10 each (the "Equity Shares") of Enviro Infra Engineers Limited (the "Company") (the "Offer")

I, Shachi Jain, w/o Sh. Manish Jain, residing at A-2/309, Sunrise Apartments, Sector-13, Rohini, New Delhi – 110089, is one of the Promoter of the Company and hold 1,31,24,000 Equity Shares, representing 9.59% of the pre-Offer equity share capital of the Company.

I have been informed by the Company that it is proposing to undertake the Offer through an offer for sale of Equity Shares and may undertake fresh issue of shares in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Companies Act, 2013, as amended and rules made thereunder.

The information pertaining to me as mentioned in the **Exhibit I** is true and correct.

The weighted average price at which the Equity Shares were acquired by me in the last one year is ₹ NIL

The average cost of acquisition of Equity Shares held by me is ₹ 0.76.

Consents

I hereby give my consent to the inclusion of up to 5,00,000 Equity Shares (the "**Offered Shares**") held by me in the Company as part of the Offer for Sale in the Offer, subject to the consent of the Securities and Exchange Board of India ("**SEBI**") subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "**DRHP**"), the red herring prospectus (the "**RHP**"), the prospectus (the "**Prospectus**") and together with the DRHP and RHP, the "**Offer Documents**") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.



SHACHI JAIN

A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089

T: 011-40591549 E: shachi@eiepl.in

I hereby consent to the inclusion of my name as a Promoter Selling Shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**"), and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, Delhi (the "**RoC**") and thereafter file with SEBI and the Stock Exchanges.

I note that the Promoter is required to provide such number of Equity Shares available for contributing to 20% of the post Offer paid-up Equity Share capital in connection with the Offer towards promoters' contribution (the "**Promoters' Contribution**") in accordance with Regulations 14 and 15 of the SEBI ICDR Regulations.

In this regard, I hereby confirm the following:

- (i) The Equity Shares considered as the Promoters' Contribution have not been acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets and have not been issued against Equity Shares, which are otherwise ineligible for Promoters' Contribution;
- (ii) The Equity Shares considered as the Promoters' Contribution are not resulting from a bonus issue during the preceding three years by utilization of revaluation reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;
- (iii) The Equity Shares considered as the Promoters' Contribution are not subject to any pledge or any other encumbrance;
- (iv) The Equity Shares considered as the Promoters' Contribution are not acquired or subscribed to during the preceding year, at a price lower than the Offer price;
- (v) The Equity Shares considered as the Promoters' Contribution are not arising out of securities acquired during the preceding year, at a price lower than the offer price; and
- (vi) The information relating to the sources of funds for Promoter's Contribution is true, fair, correct, accurate, not misleading and without omission of any matter that is likely to mislead.
- (vii) The Equity Shares considered as the Promoters' Contribution have not been allotted to Promoters during the preceding one year at a price less than the offer price, against capital existing in a partnership firm, from which the Company has been formed, and where such capital was not existing in such firms for a continuous period of at least one year.

Shachi Jain

SHACHI JAIN
A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089
T: 011-40591549 E: shachi@eiepl.in

In relation to my participation in the Offer for Sale, I am aware that my Offered Shares, need to be held in dematerialized form and accordingly, I hereby confirm that the Offered Shares held by me are in dematerialized form.

I hereby authorize the Company 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.

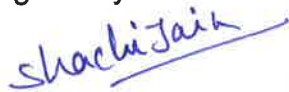
I hereby confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead manager (the "BRLM") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLM and the legal counsel appointed for the the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,

Signed by



Shachi Jain

Encl.: As above

CC:

BRLM to the Offer:

Hem Securities Limited

904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai – 400 013,
Maharashtra, India

Legal Counsel to the Offer :

Desai & Diwanji

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

SHACHI JAIN
A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089
T: 011-40591549 E: shachi@eiepl.in

Exhibit I

Name of Promoter Selling Shareholder	Shachi Jain
Address of the Promoter Selling Shareholder	A-2/309, Sunrise Apartments, Sector-13, Rohini, New Delhi - 110089
PAN no.	AERPJ0640J
Date of birth	08.11.1976
Telephone number	9350230789
Number of Equity Shares to be offered in the Offer	5,00,000

Shachi

SHACHI JAIN
A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089
T: 011-40591549 E: shachi@eiepl.in

CERTIFICATE FROM THE PROMOTER SELLING SHAREHOLDER

Date: 30.03.2024

To,

The Board of Directors,
Enviro Infra Engineers Limited
Unit No.201, R.G. Metro Arcade
Sector -11, Rohini, Delhi – 110 085,
India

AND

Hem Securities Limited
904, A Wing, 9th Floor, Naman Midtown
Senapati Bapat Marg, Prabhadevi Station,
Lower Parel, Mumbai – 400 013,
Maharashtra, India

(**HEM Securities Limited** referred to as the “**Book Running Lead Manager**” or the “**BRLM**”)

Re: Proposed initial public offering of equity shares of face value of Rs. 10 each (the “Equity Shares”) of Enviro Infra Engineers Limited (the “Company”) (the “Offer”)

Dear Sirs,

I, Shachi Jain, w/o Sh. Manish Jain, residing at A-2/309, Sunrise Apartments, Sector-13, Rohini, New Delhi - 110089 is one of the Promoter of the Company and hold 1,31,24,000 Equity Shares, representing 9.59% of the pre-Offer equity share capital of the Company. I have consented to the inclusion of up to 5,00,000 Equity Shares (the “**Offered Shares**”) held by me in the Company as part of the Offer.

I hereby authorize the Company to take all actions in respect of the Offer for and on my behalf in accordance with Section 28 of the Companies Act, 2013, as amended. I confirm that the Offer related expenses and taxes will be shared amongst me in accordance with the terms of the Offer Document and the Companies Act, 2013.

I confirm that I am the legal and beneficial owner and have full title of the Offered Shares, and that the Offered Shares are pari-passu to the existing shares and are fully paid-up, in dematerialised form and valid and marketable title shall be transferred in the Offer, free from liens, charges, encumbrances and transfer restrictions of any kind whatsoever.

I confirm that the Equity Shares being offered and sold in the Offer have been held by me for a continuous period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI including the Equity Shares received pursuant to conversion of any



SHACHI JAIN

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fully paid-up compulsorily convertible securities held by me in accordance with Regulation 8 of the SEBI ICDR Regulations and, to the extent that the Equity Shares being offered by me in the Offer have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of the DRHP and are eligible for being offered for sale in the Offer, in terms of Regulation 8 of the SEBI ICDR Regulations.

I confirm that my intended participation in the Offer by offering the Equity Shares held by me for sale pursuant to the Offer for Sale is voluntary and I acknowledge that it does not create any obligation on the Company or BRLM to purchase any Offered Shares.

I have not entered, and shall not enter, into buyback arrangements directly or indirectly for purchase of the Equity Shares to be offered and sold in the Offer. No incentive/payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise, whether in cash or kind, shall be made by me in the Offer to any persons who make an application for Equity Shares in the Offer and/or who receive Equity Shares, in the Offer.

I confirm that I have not taken nor will take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in the stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the shares pursuant to the Offer.

I confirm the information pertaining to myself as contained in **Annexure I** and details in relation to my shareholding as contained in **Annexure II** is true and correct.

I have not been debarred or prohibited from accessing the capital markets, or debarred from buying, selling or dealing in securities, under any order or direction passed by SEBI or any other regulatory or governmental authority or any court of law, whether in or outside India.

I have not been classified as a wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India or any other governmental authority.

I confirm that no action or investigation, including show cause notices, by the SEBI or any other regulatory authority, whether in India or abroad, has been initiated against us.

I have not been declared to be or associated with any company declared to be a vanishing company.

I have not been in receipt of any notice from SEBI or any other governmental authority initiating any action or investigation against me, which will prevent me from offering and selling the Offered Shares pursuant to the Offer or prevent the completion of the Offer.

I confirm that there are no winding up or liquidation orders passed by any court in India against entities of which I am a promoter or partner or proprietor and no such proceedings (whether instituted by any governmental agency or third parties) are pending or threatened or have been commenced for the purpose of, and no judgment has been rendered, declaring me bankrupt or insolvent.

SHACHI JAIN

A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089

T: 011-40591549 E: shachi@eiepl.in

I hereby authorize the compliance officer of the Company and the registrar to the Offer to redress complaints, if any, of the investors in respect of the statements specifically made, confirmed or undertaken by me in the Offer Documents in relation to myself as a selling shareholder and the Offered Shares and I also undertake to co-operate with the Company and the BRLM for resolving such complaints expeditiously.

I acknowledge that in the event that (i) a regulatory approval is not received in a timely manner or the conditions specified in the approval are not satisfied, or (ii) there is any litigation leading to stay on the Offer, or (iii) the SEBI or any other regulator instructs the Company not to proceed with the Offer, or (iv) for any other reason beyond the control of the Company, the Offer may be delayed beyond the schedule of activities indicated in the DRHP, RHP or the Prospectus. Consequently, I understand that the payment of consideration to me for the Equity Shares being offered in the Offer may be delayed and I undertake that I shall not have recourse to the proceeds of the offer for sale which shall be held in cash escrow in my favour until the final listing and trading approvals from the Stock Exchanges have been obtained.

I hereby undertake not to sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on my Equity Shares being offered and sold in the Offer and hereby also undertake to take such steps as may be required to ensure that the above shares are available for the offer for sale and transferred into a share escrow account maintained by the share escrow agent appointed in this regard prior to filing of the red herring prospectus with the RoC, notifying the depository participant of the contents of this letter and entering into any escrow arrangements for such Equity Shares as required by the Book Running Lead Managers.

I agree that the securities transaction tax and withholding tax, if any, in respect of the Offered Shares shall be deducted from the proceeds arising out of the Offer and such securities transaction tax shall be deposited by the BRLM appointed in relation to the Offer.

I hereby authorize the Company to deduct from the proceeds of the offer for sale, set-off or otherwise claim and receive from me, expenses of the Offer and applicable taxes required to be borne by the Promoter Selling Shareholders in proportion to the Equity Shares offered by the Promoter Selling Shareholders in the Offer. I undertake to reimburse the Company for the expenses incurred by the Company in relation to the Offer in proportion to the number of Equity Shares offered by me (as agreed to between me and the Company and in accordance with applicable law) in the Offer.

I confirm that this certificate, including any annexures hereto, is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLM and the legal counsel appointed for the Offer.

I 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.



SHACHI JAIN
A-2/309, SUNRISE APARTMENTS, SECTOR-13, ROHINI, NEW DELHI - 110089
T: 011-40591549 E: shachi@eiepl.in

I hereby consent to the submission of this certificate and to include in the offer documents as may be necessary to the SEBI, the Registrar of Companies, Delhi, the relevant Stock Exchanges and any other regulatory or statutory authority and/or for the records to be maintained by the BRLM and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the BRLM 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 BRLM and the legal counsel appointed for 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.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Draft Red Herring Prospectus, Red Herring Prospectus or Prospectus, as applicable.

Thanking you

Yours faithfully,



Shachi Jain

CC:

Legal Counsel to the Offer

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

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Annexure I

Name of Promoter Selling Shareholder	Shachi Jain
Address of the Promoter Selling Shareholder	A-2/309, Sunrise Apartments, Sector-13, Rohini, New Delhi - 110085
Telephone number	9350230789
E-mail	shachi@eiepl.in
Date of birth	08-11-1976
Number of equity shares held in the Company	1,31,24,000
Number equity shares being offered under the Offer for Sale	5,00,000

Shachi

Annexure II

I. BUILD UP OF THE SHAREHOLDING IN THE COMPANY

Date of allotment/ transfer	Nature of transaction	Number of equity shares	Nature of consideration	Face value per equity share (₹)	Offer price per equity share
02.04.2013	Further Issue	2,50,000	Cash	10	40
06.05.2022	Bonus Issue in the ratio of 6:1 i.e. six (6) Equity Shares for one (1) Equity Share	15,00,000	Other than cash	10	-
08.06.2022	Bonus Issue in the ratio of 1:2 i.e. one (1) Equity Share for every two (2) Equity Shares	8,75,000	Other than cash	10	-
30.03.2024	Bonus Issue in the ratio of 4:1 i.e. Four (4) Equity Shares for every one (1) Equity Shares	1,04,99,200	Other than cash	10	-
	Total	1,31,24,000			

Jain