

Date: September 21, 2020

To

**The Board of Directors**

**EIH Limited**

4 Mangoe Lane

Kolkata 700 001

(the “Company”)

Dear Sir(s)/Madam(s),

**Re: Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by EIH Limited (the “Issue”)**

We, **Ambit Capital Private Limited**, do hereby consent to act as lead manager to the Issue and to our name and the details mentioned herein, being inserted as a lead manager to the Issue in the letter of offer (the “LOF”) and the abridged letter of offer (collectively, the “Issue Documents”) intended to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), Registrar of Companies (the “RoC”), and the stock exchanges, as applicable, where the Equity Shares are proposed to be listed (the “Stock Exchanges”) and any other documents in relation to the Issue.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required by law. The following details with respect to us may be disclosed in the Issue Documents and any other documents in relation to the Issue:

Logo: 

Name: Ambit Capital Private Limited

Address: Ambit House

449, Senapati Bapat Marg

Lower Parel, Mumbai 400 013

Telephone Number: +91 22 6623 3000

E-mail: eih.rights@ambit.co

Website: www.ambit.co

Contact Person: Miraj Sampat

Investor Grievance e-mail: investorgrievance.acpl@ambit.co

SEBI Registration Number: INM000012379

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

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

We enclose a copy of our registration certificate as **Annexure A** and declaration regarding our registration with SEBI in the required format as **Annexure B**. We also certify that our registration is valid as on date and that we have not been prohibited by SEBI from acting as a merchant banker in capital market issues. We also confirm that we have not been debarred from functioning by any regulatory authority.

**Ambit Capital Private Limited (Corporate Identity Number : U74140MH1997PTC107598)**

Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 T: 91 22 3982 1891 F: 91 22 3982 3020

website: [www.ambit.co](http://www.ambit.co)

This consent letter is for information and for inclusion (in part or full) in the Issue Documents or any other Issue related material, and may be relied upon by the Company, the Lead Manager and the legal advisor appointed in relation to the Issue.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents, as the case may be.

Yours faithfully

For and on behalf of **Ambit Capital Private Limited**



**Authorized signatory**

**Name:** Sandeep Sharma



CC:

**Khaitan & Co**

Ashoka Estate, 12<sup>th</sup> Floor

24 Barakhamba Road, New Delhi 110 001

Delhi, India

Annexure A

<b>मर्चेन्ट बैंककार</b>	श्रम स FORM B	<b>MERCHANT BANKER</b>
<b>भारतीय प्रतिभूति और विनियम बोर्ड</b>		
<b>SECURITIES AND EXCHANGE BOARD OF INDIA</b>		
DD 2B 25		
(मर्चेन्ट बैंककार) विनियम, 1992 (MERCHANT BANKERS) REGULATIONS, 1992		
(फॉर्म B) (regulation B)		
<b>रजिस्ट्रेशन प्रमाणपत्र</b>		
<b>CERTIFICATE OF REGISTRATION</b>		
<p>1. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ कठिन भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) का पठन अधिनियमों के प्रयोग करने हुए इसके द्वारा चर्चा [ / <del>MB/MB/MB</del> ] में मर्चेन्ट बैंककार के रूप में</p> <p>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</p>		
<p><b>AMBIT CAPITAL PRIVATE LIMITED</b>  <b>AMBIT HOUSE</b>  <b>449, SENAPATI BAPAT MARG</b>  <b>LOWER PAREL</b>  <b>MUMBAI - 400013</b></p>		
<p>को नियमों में शर्तों के प्राचीन रही हुए और विनियमों के अनुसार निर्धारित क्रियाकलाप करने का रजिस्ट्रेशन प्रमाणपत्र देता है :- as a merchant banker in Category I / <del>MB/MB/MB</del> subject to conditions in the rules and in accordance with the regulations to carry out following activities :-</p> <ul style="list-style-type: none"> <li>*1. किसी निगम का प्रबंध निदेशक, अन्तर्गत प्रामाणिकता के लिए कार्य, निगम में संबंधित आन्तरिक लेखा कार्य, वित्तव्यय संरचना, उपयुक्ति का, विचारताओं से संबंध बनाना, उचित आवेदन और उचित आवेदन संशुद्धि का प्रतिपाद दे। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.</li> <li>*2. निविदाएं समायोजन। Investment Adviser</li> <li>*3. निगमों का निगमोहन। Underwriting of Issues.</li> <li>*4. अधिकांश-प्रबंध-सेवाएं। Portfolio Management Services.</li> <li>*5. किसी निगम के प्रबंधक, परामर्शी या समायोजक जिनके अन्तर्गत निगम समायोजक सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.</li> <li>*6. परामर्शी या समायोजक। Consultant or Adviser.</li> </ul> <p>(*नो लागू न हो उसे काट दें) (*Delete whichever are not applicable)</p> <p>II. मर्चेन्ट बैंककार के लिए रजिस्ट्रेशन कोड          II. Registration Code for the merchant banker is MB / <b>INM000012379</b></p> <p>III. यह प्रमाणपत्र <b>This certificate of Registration shall be valid unless</b>  <del>III. This Certificate shall be valid from</del> it is suspended or cancelled by the Board</p> <p>एक विनियमन द्वारा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेन्ट बैंककार) विनियम, 1992 में निर्दिष्ट है नवीकृत किया जा सकता है          and may be renewed as specified in regulation D of the Securities and Exchange Board of India (Merchant Banker(s) Regulations, 1992)</p> <p style="text-align: right;">आदेश द्वारा By order</p> <p style="text-align: right;"><i>M. Sonparote</i> <b>MEDHA SONPAROTE</b></p> <p style="text-align: center;"><b>भारतीय प्रतिभूति और विनियम बोर्ड</b> के लिए और उसके ओर से For and on behalf of Securities and Exchange Board of India</p> <p>स्थान Place <b>MUMBAI</b></p> <p>दिनांक Date <b>JANUARY 03, 2019</b></p>		

**Annexure B**

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

- |   |   |
|---|---|
| 1. Registration Number  | INM000012379  |
| 2. Date of registration/ Renewal of registration                                      | January 03, 2017  |
| 3. Date of expiry of registration   | The certificate of Registration shall be valid unless it is suspended or cancelled by the Board |
| 4. If applied for renewal, date of application  | NA  |
| 5. Any communication from SEBI prohibiting the entity from acting as the intermediary | NA  |