

16-12-2024

To,
The Board of Directors
M-5, Magnum House-I,
Community Centre, Karampura,
West, New Delhi-110015, India

**Re: Proposed Initial Public Offering of Equity Shares of face value of ₹ 2 each ("Equity Shares")
by Aye Finance Limited (the "Company") and such offering (the "Offer")**

Dear Sir(s)/Madam,

I, **Dr. Govinda Rajulu Chintala (DIN: 03622371)** hereby give my consent to my name being included as Chairperson of the Board & Independent Director of the Company in the draft red herring prospectus ("**DRHP**") to be filed by the Company with the Securities and Exchange Board of India, (the "**SEBI**"), and any relevant Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed (the "**Stock Exchange(s)**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with the Registrar of Companies, NCT of Delhi and Haryana (the "**RoC**"), the SEBI and any relevant Stock Exchange(s) in respect of the Offer (the "**Offer Documents**").

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

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date including through online means on the website of the Company.

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

This consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer. I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

I agree to keep the information regarding the Offer strictly confidential.

Yours faithfully,



Dr. Govinda Rajulu Chintala
Chairperson of the Board & Independent Director
(DIN: 03622371)

CC:

Axis Capital Limited

1st Floor, Axis House
C-2, Wadia International Centre
P.B. Marg, Worli, Mumbai 400 025
Maharashtra, India

IIFL Securities Limited (“IIFL”)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400013
Maharashtra, India

JM Financial Limited

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

Nuvama Wealth Management Limited

801-804, Wing A, Building No 3
Inspire BKC, G Block Bandra Kurla Complex
Bandra East, Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas

Level 1 & 2
Max Towers, C-001/A Sector 16 B
Noida – 201 301, India.

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore - 049 321, Singapore

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

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

16-12-2024

To,
The Board of Directors
M-5, Magnum House-I,
Community Centre, Karampura,
West, New Delhi-110015, India

Re: Proposed Initial Public Offering of Equity Shares of face value of ₹ 2 each (“Equity Shares”) by Aye Finance Limited (the “Company”) and such offering (the “Offer”)

Dear Sir(s)/Madam,

I, **Sanjaya Gupta (DIN: 02939128)** hereby give my consent to my name being included as an Independent Director of the Company in the draft red herring prospectus (“**DRHP**”) to be filed by the Company with the Securities and Exchange Board of India, (the “**SEBI**”), and any relevant Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchange(s)**”), the red herring prospectus (“**RHP**”) and the prospectus which the Company intends to file with the Registrar of Companies, NCT of Delhi and Haryana (the “**RoC**”), the SEBI and any relevant Stock Exchange(s) in respect of the Offer (the “**Offer Documents**”).

I confirm that I will immediately inform the Company and the book running lead managers (“**BRLMs**”), appointed as such for the purpose of the Offer, of any changes to the information stated in this letter in writing till the date when the Equity Shares receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares issued pursuant to the Offer on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of “Material Contracts and Documents for Inspection” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date including through online means on the website of the Company.

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

This consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer. I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

I agree to keep the information regarding the Offer strictly confidential.

Yours faithfully,



Sanjaya Gupta
Independent Director
(DIN: 02939128)

CC:

Axis Capital Limited

1st Floor, Axis House
C-2, Wadia International Centre
P.B. Marg, Worli, Mumbai 400 025
Maharashtra, India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited) (“IIFL”)

24th Floor, One Lodha Place,
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Maharashtra, India

Nuvama Wealth Management Limited

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Inspire BKC, G Block Bandra Kurla Complex
Bandra East, Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas

Level 1 & 2
Max Towers, C-001/A Sector 16 B
Noida – 201 301, India.

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore - 049 321, Singapore

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

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

16-12-2024

To,
The Board of Directors
M-5, Magnum House-I,
Community Centre, Karampura,
West, New Delhi-110015, India

Re: Proposed Initial Public Offering of Equity Shares of face value of ₹ 2 each ("Equity Shares") by Aye Finance Limited (the "Company") and such offering (the "Offer")

Dear Sir(s)/Madam,

I, **Vinay Baijal (DIN: 07516339)** hereby give my consent to my name being included as an Independent Director of the Company in the draft red herring prospectus ("**DRHP**") to be filed by the Company with the Securities and Exchange Board of India, (the "**SEBI**"), and any relevant Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed (the "**Stock Exchange(s)**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with the Registrar of Companies, NCT of Delhi and Haryana (the "**RoC**"), the SEBI and any relevant Stock Exchange(s) in respect of the Offer (the "**Offer Documents**").

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

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date including through online means on the website of the Company.

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

This consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer. I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

I agree to keep the information regarding the Offer strictly confidential.

Yours faithfully,



Vinay Baijal
Independent Director
(DIN: 07516339)

CC:

Axis Capital Limited

1st Floor, Axis House
C-2, Wadia International Centre
P.B. Marg, Worli, Mumbai 400 025
Maharashtra, India

IIFL Capital Services Limited (formerly known as IIFL Securities Limited) (“IIFL”)

24th Floor, One Lodha Place,
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Maharashtra, India

Domestic Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas

Level 1 & 2
Max Towers, C-001/A Sector 16 B
Noida – 201 301, India.

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore - 049 321, Singapore

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

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

To,
The Board of Directors
M-5, Magnum House-I,
Community Centre, Karampura,
West, New Delhi-110015, India

16-12-2024

Re: Proposed Initial Public Offering of Equity Shares of face value of ₹ 2 each ("Equity Shares") by Aye Finance Limited (the "Company") and such offering (the "Offer")

Dear Sir(s)/Madam,

I, **Kanika Tandon Bhal (DIN: 06944916)** hereby give my consent to my name being included as an Independent Director of the Company in the draft red herring prospectus ("**DRHP**") to be filed by the Company with the Securities and Exchange Board of India, (the "**SEBI**"), and any relevant Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed (the "**Stock Exchange(s)**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with the Registrar of Companies, NCT of Delhi and Haryana (the "**RoC**"), the SEBI and any relevant Stock Exchange(s) in respect of the Offer (the "**Offer Documents**").

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

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date including through online means on the website of the Company.

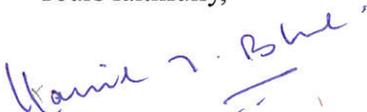
I confirm that the contents of this certificate are true, correct, adequate and not misleading in any material respect.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer. I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

I agree to keep the information regarding the Offer strictly confidential.

Yours faithfully,


Kanika Tandon Bhal
Independent Director
(DIN: 06944916)

CC:

Axis Capital Limited

1st Floor, Axis House
C-2, Wadia International Centre
P.B. Marg, Worli, Mumbai 400 025
Maharashtra, India

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24th Floor, One Lodha Place,
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Maharashtra, India

Domestic Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas

Level 1 & 2
Max Towers, C-001/A Sector 16 B
Noida – 201 301, India.

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore - 049 321, Singapore

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

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

16-12-2024

To,
The Board of Directors
M-5, Magnum House-I,
Community Centre, Karampura,
West, New Delhi-110015, India

Re: Proposed Initial Public Offering of Equity Shares of face value of ₹ 2 each ("Equity Shares") by Aye Finance Limited (the "Company") and such offering (the "Offer")

Dear Sir(s)/Madam,

I, **Padmaja Nair (DIN: 06841868)** hereby give my consent to my name being included as an Independent Director of the Company in the draft red herring prospectus ("**DRHP**") to be filed by the Company with the Securities and Exchange Board of India, (the "**SEBI**"), and any relevant Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed (the "**Stock Exchange(s)**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with the Registrar of Companies, NCT of Delhi and Haryana (the "**RoC**"), the SEBI and any relevant Stock Exchange(s) in respect of the Offer (the "**Offer Documents**").

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

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date including through online means on the website of the Company.

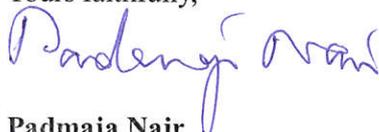
I confirm that the contents of this certificate are true, correct, adequate and not misleading in any material respect.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer. I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

I agree to keep the information regarding the Offer strictly confidential.

Yours faithfully,



Padmaja Nair
Independent Director
(DIN: 06841868)

CC:

Axis Capital Limited

1st Floor, Axis House
C-2, Wadia International Centre
P.B. Marg, Worli, Mumbai 400 025
Maharashtra, India

IIFL Securities Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400013
Maharashtra, India

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Nuvama Wealth Management Limited

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Bandra East, Mumbai 400 051
Maharashtra, India

Domestic Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas

Level 1 & 2
Max Towers, C-001/A Sector 16 B
Noida – 201 301, India.

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore - 049 321, Singapore

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

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

16-12-2024

To,
The Board of Directors
M-5, Magnum House-I,
Community Centre, Karampura,
West Delhi, New Delhi-110015, India

Re: Proposed Initial Public Offering of Equity Shares of face value of ₹ 2 each ("Equity Shares") by Aye Finance Private Limited (the "Company") and such offering (the "Offer")

Dear Sir(s)/Madam,

I, **Aditya Misra (DIN: 09376632)** hereby give my consent to my name being included as Non-Executive & Non-Independent Director of the Company in the draft red herring prospectus ("**DRHP**") to be filed by the Company with the Securities and Exchange Board of India, (the "**SEBI**"), and any relevant Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed (the "**Stock Exchange(s)**"), the red herring prospectus ("**RHP**") and the prospectus which the Company intends to file with the Registrar of Companies, NCT of Delhi and Haryana (the "**RoC**"), the SEBI and any relevant Stock Exchange(s) in respect of the Offer (the "**Offer Documents**").

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

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date including through online means on the website of the Company.

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

This consent letter is for information and for inclusion (in part or full) in the Offer Documents, and may be relied upon by the Company, BRLMs and the legal counsel to each of the Company and the BRLMs in relation to the Offer. I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer.

All capitalized terms not defined herein would have the same meaning as attributed to it in the Offer Documents.

I agree to keep the information regarding the Offer strictly confidential.

Yours faithfully,



Aditya Misra
Non-Executive & Non-Independent Director
(DIN: 09376632)

CC:

Axis Capital Limited

1st Floor, Axis House
C-2, Wadia International Centre
P.B. Marg, Worli, Mumbai 400 025
Maharashtra, India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

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Maharashtra, India

Domestic Legal Counsel to the BRLMs

Cyril Amarchand Mangaldas

Level 1 & 2
Max Towers, C-001/A Sector 16 B
Noida – 201 301, India.

International Legal Counsel to the BRLMs

Hogan Lovells Lee & Lee

50 Collyer Quay
#10-01 OUE Bayfront
Singapore - 049 321, Singapore

Domestic Legal Counsel to the Company

Shardul Amarchand Mangaldas & Co

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

16-12-2024

To,
The Board of Directors
M-5, Magnum House-I,
Community Centre, Karampura,
West Delhi, New Delhi-110015, India

Re: Proposed Initial Public Offering of Equity Shares of face value of ₹ 2 each (“Equity Shares”) by Aye Finance Limited (the “Company”) and such offering (the “Offer”)

Dear Sir(s)/Madam,

I, **Sanjay Sharma (DIN: 03337545)** hereby give my consent to my name being included as Managing Director, Executive Director of the Company in the draft red herring prospectus (“**DRHP**”) to be filed by the Company with the Securities and Exchange Board of India, (the “**SEBI**”), and any relevant Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchange(s)**”), the red herring prospectus (“**RHP**”) and the prospectus which the Company intends to file with the Registrar of Companies, NCT of Delhi and Haryana (the “**RoC**”), the SEBI and any relevant Stock Exchange(s) in respect of the Offer (the “**Offer Documents**”).

I confirm that I will immediately inform the Company and the book running lead managers (“**BRLMs**”), appointed as such for the purpose of the Offer, of any changes to the information stated in this letter in writing till the date when the Equity Shares receive final listing and trading approval from the Stock Exchanges and commence trading on the Stock Exchanges. In the absence of any such communication, the information stated in this letter should be taken as updated information until the date of commencement of listing and trading of the Equity Shares issued pursuant to the Offer on the Stock Exchanges.

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

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

I 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 not defined herein would have the same meaning as attributed to it in the Offer Documents.

I agree to keep the information regarding the Offer strictly confidential.

Yours faithfully,



Sanjay Sharma
Managing Director, Executive Director
(DIN: 03337545)

CC:

Axis Capital Limited

1st Floor, Axis House
C-2, Wadia International Centre
P.B. Marg, Worli, Mumbai 400 025
Maharashtra, India

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Domestic Legal Counsel to the BRLMs

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