

CL/MUM/20-21/DEB/503

17-Nov-2020

Edelweiss Financial Services Limited

Edelweiss House, Off. C.S.T Road, Kalina, Mumbai MH 400098 IN

Kind Attn:-Avinash Agarwal

Dear Sir,

**Consent to act as Trustee for Secured, Listed, Rated, Redeemable,
Non-Convertible Debentures aggregating to upto Rupees 200.0000 Crores
to be issued by your Company.**

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited to act as Debenture Trustee for the Secured, Listed, Rated, Redeemable, Non-convertible debentures aggregating upto 200.0000 Crores to be issued. In this connection, we are agreeable to act as Trustee on the following trusteehip remuneration:

Acceptance Fee: Rs.100,000.00 plus applicable taxes (One Time, Non Refundable payable on appointment as trustee).

Service Charges: Rs.200,000.00 . plus applicable taxes payable in advance, for each financial year or any part thereof, effective from the date of execution till satisfaction of charges in full. Pro-rata charges would apply for the first year from date of appointment till 31-Mar-2021

All out of pocket expenses incurred towards legal fees, travelling, inspection charges, etc shall be levied and reimbursed on actual basis.

Yours faithfully,

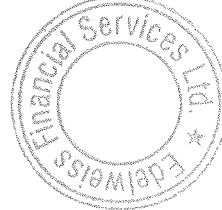
For Catalyst Trusteeship Limited

UMESH MANOHAR SALVI
Digitally signed by
UMESH MANOHAR
SALVI
Date: 2020.11.17
21:56:11 +05'30'

Authorised Signatory

NOTE: As per GST guidelines, CTL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.

For Edelweiss Financial Services Limited



Authorised Signatory



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17-Nov-2020

Edelweiss Financial Services Limited

Edelweiss House, Off. C.S.T Road, Kalina, Mumbai MH 400098 IN

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Non-Convertible Debentures aggregating to upto Rupees 200.0000 Crores
to be issued by your Company.**

This is with reference to the discussions in respect of appointment of Catalyst Trusteeship Limited to act as Debenture Trustee for the Secured, Listed, Rated, Redeemable non-convertible debentures aggregating upto 200.0000 Crores to be issued by your Company. In this connection, we are agreeable to act as Trustee on the terms and conditions as mutually agreed between the Trustee and the Company.

The Company and the Trustee shall enter into relevant trustee agreements and other necessary documents for the aforesaid issue of NCDs and term loans and also agrees & undertakes to comply with the provisions of the SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, SEBI Circular No. CIR/CFD/CMD/6/2015 dated October 13, 2015 and the Listing Agreement pursuant thereto to be executed with Bombay Stock Exchange(BSE)/ National Stock Exchange(NSE), the RBI Circular No. RBI/2012-13/560 dated June 27, 2013, the Companies Act, 2013 and any other applicable statutes, regulations and provisions as amended from time

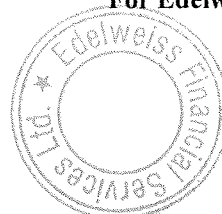
The Company shall enter into Agreement with Trustee as required by Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993 thereby agreeing to create the security within three months from the date of closure of issue or in accordance with the Companies Act, 2013 or as per the provisions as prescribed by any regulatory authority as applicable and comply with the provisions of applicable laws.

We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required.

Yours faithfully,

For Catalyst Trusteeship Limited

UMESH MANO HAR SALVI
Digitally signed by UMesh Manohar Salvi
Date: 2020.11.17 21:56:39 +05'30'

For Edelweiss Financial Services Limited

Authorised Signatory**Authorised Signatory**

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