CATALYST
Believe in yourself... Trust us!

CL/DEB/24-25/176 **Date : 05-Jun-2024**

To,
Mridul Gupta,
Cube Highways Trust,
Upper Ground Floor,
B-376, Nirman Vihar,
New Delhi, Delhi,
India 110092.

Dear Sir/ Madam,

Re: Consent to act as a Debenture Trustee for Private Placement of Senior, Secured, Rated, Listed, Redeemable, Transferable, Non-Convertible Debentures aggregating upto ₹ 700.00 Crores.

We refer to your letter dated 05.05.2024, requesting us to convey our consent to act as the Debenture Trustee for captioned issue of Debentures.

We hereby convey our acceptance to act as Debenture Trustees for the said issue Debentures, subject to execution of Debenture Trustee Agreement as per Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993, thereby agreeing to execute Debenture Trust Deed and to create the security if applicable within the timeline as per relevant Laws / Regulations and in the Offer Document / Information Memorandum / Disclosure Document / Placement Memorandum and company agreeing / undertaking to comply with the provisions of SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, Companies Act, 2013 and Rules thereunder and other applicable laws as amended from time to time.

Fee Structure for the proposed transaction will be as per annexure A.

Assuring you of the best professional services.
Thanking you.

Yours faithfully,

Catalyst Trusteeship Limited

Name : Saish Bhayye

Designation : Assistant Manager

Annexure A

Fee Structure for transaction CL/DEB/24-25/176

PERTICULARS	AMOUNT
Acceptance fees (one-time, non-refundable, payable on our appointment)	₹ 2,25,000.00
Annually Trusteeship Fees(Amount/Percentage)	₹ 2,25,000.00

Annually Fees are payable in advance each year from date of execution till termination of the transaction. Pro-rata charges would apply for the first year till FY end, as applicable. The taxes on above fee structure are payable at applicable rates from time to time.

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

Please return the second copy this letter duly signed by Authorized Officer from your company.

Yours Faithfully,

For Catalyst Trusteeship Limited

Catalyst Trusteeship Limited

Name : Saish Bhayye

Designation : Assistant Manager

We accept the above terms.

For Cube Highways Trust

Name : Pankaj Vasani

Designation : CFO