

CL/DEB/23-24/1183

Date : 26-Oct-2023

To,
Vedansh Chandak,
SHRIRAM FINANCE LIMITED,
Wockhardt Towers, Level- 3,
West Wing, C-2, G- Block,
Bandra Kurla Complex,
Bandra (East), Mumbai,
Maharashtra, India 40005.

Dear Sir/ Madam,

Re: Consent to act as a Debenture Trustee for Private Placement of for Secured, Senior, Listed, Rated, Redeemable, Principal Protected, Non- Convertible Debentures, Market Linked Non-Convertible Debentures, Perpetual Debt Instruments, Tier II bonds/Subordinated Debentures, Green Debt securities aggregating upto INR 10,000 Crores.

We refer to your letter dated 26.10.2023, 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 o f 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,



Name : Saish Bhayye

Designation : Assistant Manager

