

46009/CL/MUM/23-24/DEB/446

Date: January 31,2024

**India Infrastructure Finance Company Limited (IIFCL)**

Plate A & B, 5thFloor,  
Office Block 2, NBCC Towers,  
East Kidwai Nagar,  
New Delhi-23, Delhi  
India

**Kind Attn: Ms. Palak Singh (Assistant Manager)**

**Sub: Consent Letter to act as Debenture Trustee for Unsecured Listed Redeemable Non-Convertible Debentures of Rs 6000.00 Crores and Commercial Paper of Rs 1000.00 Crores aggregating upto Rs. 7000.00 Crores**

Dear Mam,

This is with reference to our discussion regarding appointment of Beacon Trusteeship Limited as Debenture Trustee for Unsecured Listed Redeemable Non-Convertible Debentures of Rs 6000.00 Crores and Commercial Paper of Rs 1000.00 Crores aggregating upto Rs. 7000.00 Crores

In this regards it would indeed be our pleasure to be associated with your esteemed organization as Debenture Trustee. In this connection, we confirm our acceptance to act as Debenture Trustee for the same.

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.

Looking forward to a long and fruitful association with your esteemed organization.

Yours faithfully  
**For Beacon Trusteeship Limited**

Accepted  
**For India Infrastructure Finance Company Limited (IIFCL)**



**Veena Nautiyal**  
Associate Director  
Mumbai, January 31,2024  
**Authorised Signatory**

**Authorised Signatory**

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**BEACON TRUSTEESHIP LTD.**

Regd & Corporate Office : 7A & B Siddhivinayak Chambers, Gandhi Nagar, Opp MIG Cricket Club, Bandra East (E),  
Mumbai - 400051

CIN: U74999MH2015PLC271288

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E-mail: [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)  
Website : <http://www.rcmcdelhi.com>  
CIN : U67120DL1950PTC001854

RCMC/IIFCL/Consent/2024

Dated 22 February 2024

**India Infrastructure Finance Company Limited**

Fifth Floor, Block 2  
Plate A & B NBCC Tower  
East Kidwai Nagar  
New Delhi – 110 023

Dear Sir,

**Sub.: Consent to act as Registrar and Transfer Agent (RTA) for proposed NCD and or Commercial Papers by IIFCL in 2023-24**

This is with reference to appointment of RCMC Share Registry Pvt Ltd as RTA for IIFCL's proposed Bond Issues in 2024-23.

In this regards it would indeed be our pleasure to be associated with your esteemed organization as RTA for the Listed, Rated, Unsecured Taxable, Senior, Unsubordinated, Redeemable, Non-Convertible Debentures (“**NCD/ Debentures/ Bond/CP**”) proposed to be listed on BSE/NSE. In this connection, we confirm our acceptance to act as RTA for the same.

We are also agreeable for inclusion of our name as RTA 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.

Looking forward to a long and fruitful association with your esteemed organization.

Yours faithfully,  
For RCMC Share Registry Pvt Ltd

  
  
Authorised Signatory