

Date 05/08/2024

To,

HAPPIEST MINDS TECHNOLOGIES LIMITED

#53/1-4, Hosur Main Road, Madivala (Next to Madivala Police Station) Bengaluru – 560 068

Subject: Inclusion of Debenture Trustee Fee details/Engagement Letter under IM/OD/PPM

Dear Sir/Madam,

We, Vistra ITCL (India) Limited (“Vistra”) are acting as Debenture Trustee in respect of listed secured non-convertible debentures issued by you, as more particularly described in Annexure I hereto.

We refer to clause 10 of the SEBI circular No. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03 reads as follows-

10. The issuer in addition to disclosures made under schedule I of ILDS Regulations and circulars issued thereafter, shall also disclose the following in the OD or PPM/IM:

10.1 “Debt Securities shall be considered as secured only if the charged asset is registered with sub-registrar and Registrar of Companies or CERSAI or Depository etc., as applicable, or is independently verifiable by the debenture Trustee”;

10.2 Terms and Conditions of debenture trustee agreement including fees charged by debenture trustee(s), details of security to be created and process of due diligence carried out by debenture trustee;

10.3 Due diligence certificate as per the format specified in Annexure A

Kindly note that the as per the above provisions of the SEBI circular the Fee letter/Engagement letter of the debenture trustee Annexed herein below shall be part of the IM/OD/PPM and from the date of this letter, or from the effective date under the applicable SEBI circular, whichever may be earlier.

Regards,

For Vistra ITCL (India) Limited


Authorised Signatory 

Annexure I

Issue Size	Secured/ Unsecured	Date of Debenture Trust Deed	ISIN
125,00,00,000/-	Unsecured	25 th March,2023	INE419U08033 INE419U08025 INE419U08017

Annexure -II

(Attached over email body)