

Date 05/08/2024

To,

**MEGRAJ HOLDINGS PRIVATE LIMITED**

No. A1101, The Platina 11th Floor, A Block, Gachibowli, Hyderabad, Telangana - 500032

**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

*Trishita Aggarwal*  
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Authorised Signatory



**Annexure I**

<b>Issue Size</b>	<b>Secured/ Unsecured</b>	<b>Date of Debenture Trust Deed</b>	<b>ISIN</b>
1,400,000,000	Secured	02 <sup>nd</sup> June, 2023	INE0NZ807013

**Annexure -II**

**(Attached over email body)**