CL/DEB/23-24/873/9 **16.04.2024**

To,
Mr. Atul Patni
Company Secretary,
Bajaj Housing Finance Ltd.
3rd floor, Panchshil Tech Park,
Plot 43/1, 43/2 & 44/2,
Viman Nagar, Pune-411014

Dear Sir,

Re: Consent to act as a Debenture Trustee for Private Placement of Fully Paid, Rated, Listed, Redeemable, Transferable, Secured, Non-Convertible Debentures of ₹ 500 Crores with a green shoe option to retain oversubscription upto ₹ 1000 Crores aggregating to ₹ 1500.00 Crores. (Series 31 Tranche 9)

We refer to the communication dated April 16, 2024 via email, informing that your company proposes to issue Secured Redeemable Non-Convertible of ₹ 500 Crores with a green shoe option to retain oversubscription up to ₹ 1000 Crores aggregating to ₹ 1500 Crores under **"Series 31 Tranche 9"** on private placement basis and requesting us to act as debenture trustee.

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 create the security within the timeline as per relevant Laws / Regulations and in the Placement Memorandum/Offer Document / Information Memorandum / Disclosure Document/ Shelf Placement Memorandum/ Tranche Placement Memorandum and company agreeing / undertaking to comply with the provisions of SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Debt 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.

Yours faithfully,

For Catalyst Trusteeship Limited

Catalyst Trusteeship Limited

Authorized Signatory
Name: Suyash Sawant
Designation: Assistant Manager