Ref No: DT/22-23/ERP/153

February 28, 2023

Aditya Birla Finance Limited (Company)
Indian Rayon Compound,
Veraval, Gujarat – 362266

Sub: Consent to act as Debenture Trustee for Issue of Secured, Listed / Unlisted, Dematerialised, Redeemable, Non-Convertible, Debentures (NCDs) aggregating to value to Rs. 10,000,00,00,000 (Rupees Ten Thousand Crores Only) in dematerialised form on private placement basis to be issued by the Company.

Dear Sir,

This is with reference to our discussion regarding appointment of Vistra ITCL (India) Limited as Debenture Trustee for the Issue of Issue of Secured, Listed / Unlisted, Dematerialised, Redeemable, Non-Convertible, Debentures (NCDs) aggregating to value to Rs. 10,000,00,00,000 (Rupees Ten Thousand Crores Only) in dematerialised form on private placement basis to be issued by the Company. In this regard, we do hereby give our consent to act as the Debenture Trustee subject to the Company agreeing to the following conditions

1. The Company agrees and undertakes to create charge on the security in our favour as defined under the Debenture Trustee Appointment Agreement dated February 28, 2023 for the above referred issue. The said security shall be created on such terms and conditions as disclosed in the Debenture Trustee Appointment Agreement and execute necessary documents as agreed upon by the Company under the Debenture Trustee Appointment Agreement.

2. The Company agrees & undertakes to pay Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration as stated in appointment letter for the services as Debenture Trustee in addition to all legal, travelling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other documents affecting the Security till the monies in respect of the Debentures have been fully paid-off and the requisite formalities for satisfaction of charge in all respects, have been complied with.

3. The Company shall comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, , SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 and other applicable provisions as amended from time to time and agrees to furnish to Trustee such information in terms of the same on regular basis.

Sincerely,
For Vistra ITCL (India) Limited

Vistra ITCL (India) Limited

Mr. Sandesh Vaidya
Assistant Vice President

VISTRA

Ref.No: CL/MUM/2023/DEB/58

Date: 15th June 2023

Aditya Birla Finance Limited
Indian Rayon Compound, Veraval,
Gujarat – 362266

Sub: Consent to act as Debenture Trustee for proposed to issue dematerialised, unsecured, listed, redeemable, non-convertible, subordinate debentures (NCDs) of the face value of Rs. 1,00,000/- each (or such other face value as per applicable regulation), of the aggregate nominal value of Rs. 2000 crore (Rupees Two Thousand Crore only) (hereinafter referred to as the "Debentures") in tranches on private placement basis

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Dear Sir,

This is with reference to our discussion regarding appointment of Vistra ITCL (India) Limited issue dematerialised, unsecured, listed, redeemable, non-convertible, subordinate debentures (NCDs) of the face value of Rs. 1,00,000/- each (or such other face value as per applicable regulation), of the aggregate nominal value of Rs. 2000 crore (Rupees Two Thousand Crore only) (hereinafter referred to as the "Debentures") in tranches on private placement basis by Aditya Birla Finance Limited (Company). In this regard, we do hereby give our consent to act as the Debenture Trustee subject to the Company agreeing to the following conditions.

1. The Company agrees and undertakes to execute necessary documents, as defined under the Debenture Trustee Agreement dated 15th June, 2023 for the above referred issue.

2. The Company shall pay Debenture Trustee so long as they hold the office of the Debenture Trustee, remuneration as stated in appointment letter for the services as Debenture Trustee in addition to all legal, travelling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and any other transaction documents till the monies in respect of the Debentures have been fully paid-off and the requisite formalities forthe same , have been complied with.

3. The Company shall comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021 and other applicable provisions as amended from time to time and agrees to furnish to Trustee such information in terms of the same on regular basis.

Sincerely,
For Vistra ITCL (India) Limited

Vistra ITCL (India) Limited

Mr. Sandesh Vaidya
Assistant Vice-President

VISTRA

July 28, 2020

To,
Aditya Birla Finance Limited (Company)
Indian Rayon Compound, Veraval,
Gujarat - 362 362

Kind Attention: **Mr. Sourav Chandra**

Sub : Consent to act as Debenture Trustee for the proposed Issue of 50,000 Unsecured, Redeemable, Non-Convertible, Debentures (NCDs) (not qualifying as perpetual/sub-debt, but senior to these debentures) of face value of Rs. 10,00,000/- each aggregating to Rs. 5000 crores to be issued by the Company on private placement basis from time to time

Dear Sir,

This is with reference to our discussion regarding appointment of Vistra ITCL (India) Limited as Debenture Trustee for the proposed Issue of 50,000 Unsecured, Redeemable, Non-Convertible, Debentures (NCDs) (not qualifying as perpetual/sub-debt, but senior to these debentures) of face value of Rs. 10,00,000/- each aggregating to Rs. 5000 crores to be issued by the Company on private placement basis from time to time. In this regard, we do hereby give our consent to act as the Debenture Trustee subject to the Company agreeing to the following conditions

1. The Company agrees and undertakes to comply with terms as detailed in the Debenture Trust Deed (DTD) dated July 25, 2020

2. The Company agrees & undertakes to pay Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration as stated in appointment mail dated July 23, 2020 for the services as Debenture Trustee in addition to all legal, travelling and other cost, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other documents affecting the Security till the monies in respect of the Debentures have been fully paid-off and the requisite formalities for satisfaction of charge in all respects, have been complied with

3. The Company shall comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and other applicable provisions as amended from time to time and agrees to furnish to Trustee such information in terms of the same on regular basis

Sincerely,
For Vistra ITCL (India) Limited

Vistra ITCL (India) Limited

Authorized Signatory