IDBI Trusteeship Services Ltd
CIN : U65991MH2001GOI131154

No. 64002/ITSL/OPR/ CL/23-24/DEB/1350

16.03.2024

Oxyzo Financial Services Limited
Shop No. G-22 C (UGF) D-1 (K-84)
Green Park Main New Delhi
South Delhi – 110016

Kind Attn: Nikhil Jain

Dear Sir,

Sub: Consent to act as Debenture Trustee for proposed Private Placement issuance of Secured Listed Redeemable Non-Convertible Debentures of aggregating up to Rs. 24 Crores proposed to be issued Oxyzo Financial Services Limited (the Company/Issuer).

This is with reference to your mail dated 13.03.2024 regarding appointment of IDBI Trusteeship Services Limited (ITSL) as Debenture Trustee for proposed Private Placement issuance of Secured Listed Redeemable Non-Convertible Debentures of INR 24 Crores - to be issued by Oxyzo Financial Services Limited ("the Company/Issuer"). In this regards it would indeed be our pleasure to be associated with your esteemed organization as Debenture Trustee.

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Accordingly, we hereby confirm our acceptance to act as Debenture Trustee for the above, subject to the company agreeing the conditions as set out in Annexure - A.

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 SEBI / ROC / the Stock Exchange(s) or any other authority as required.

Oxyzo Financial Services Limited shall enter into Debenture Trustee Agreement for the above Debenture issue program.

Thanking you,
Yours faithfully,
For **IDBI Trusteeship Services Limited**

Authorised Signatory

Regd. Office : Universal Insurance Building, Ground Floor, Sir P. M. Road, Fort, Mumbai - 400 001.
Tel. : 022-4080 7000 • Fax : 022-6631 1776 • Email : itsl@idbitrustee.com • response@idbitrustee.com
Website : www.idbitrustee.com

Annexure - A

1) The Company agrees and undertakes to create the securities over such of its assets as particularly described in Information Memorandum and on such terms and conditions as agreed by the Debenture holders and disclose in the Information Memorandum or Disclosure Document and execute, the Debenture Trust Deed and other necessary security documents for each series of Debentures as approved by the Debenture Trustee, within a period as per applicable law.

2) The Company hereby agree & undertakes to pay to the Debenture Trustee so long as they hold the office of the Debenture Trustee, remuneration as mutually agreed for their services as Debenture Trustee in addition to all legal, traveling 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 hereby agree & undertakes to 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, SEBI Circular No. SEBI/IMD/DOF-1/Debenture/2009/11/05 dated 11/05/2009 on Simplified Listing Agreement for Debt Securities read with the SEBI Circular No. SEBI/IMD/DOF-1/DEBENTURE/Cir-5/2009 dated the 26th November, 2009, SEBI Circular No. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated 3rd November, 2020, SEBI Circular No. SEBI/HO/MIRSD/CRADT/CIR/P/2020/230 dated 12th November, 2020, OPERATIONAL CIRCULAR FOR DEBENTURE TRUSTEES dated March 31, 2023, the Companies Act, 2013 as amended from time to time and other applicable provisions as amended from time to time and agree to furnish to Debenture Trustee such information in terms of the same on regular basis.