

September 26, 2022

Meghraj Holdings Private Limited (Company)

A-1101, The Platina, 11th Floor,
A Block Gachibowli,
Hyderabad, Telangana - 500032

Re: Offer Letter for the appointment of Debenture Trustee for the proposed issue of Listed Secured Rated Non-Convertible Debentures (NCDs) by Meghraj Holdings Pvt Ltd aggregating up to INR 140 Crores

Dear Sir,

This is with reference to the issue of Listed, Secured NCDs aggregating to INR 140 crores. In this connection, we would like to inform you that the fees for the said transaction is included in the mandate issued in the name of Green Gold Animation Pvt Ltd dated September 26, 2022.

Kindly acknowledge and return a duplicate copy of this letter by fax / courier as a token of your acceptance of the terms. Should you require any clarifications please do not hesitate to contact the undersigned.

We look forward to working with your organization and building a long standing, mutually beneficial relationship

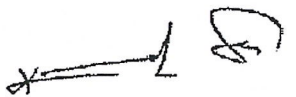
It may be noted that this letter of offer does not construe "Consent Letter" confirming that VIL is acting debenture trustee for the said transaction (Applicable for listed debenture issuances). The consent letter will be issued after execution of a Debenture Trustee Appointment Agreement between ourselves.

This offer letter is only for purpose of acceptance of the commercial terms of appointment.

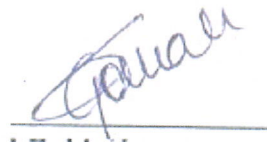
Yours sincerely,

For Vistra ITCL (India) Limited

For Vistra ITCL (India) Limited



Krunal Shah



Sonal Gokhale

Accepted
For Meghraj Holdings Private Limited



Authorized Signatory of the Company

