

Ref No. DT/2023-24/ERP/4510**Date: 09th February 2024**

To
Provident Cedar Private Limited (Company)
130/2, Ulsoor Road,
Bangalore-560042

Dear Sir/ Madam,

Sub: Consent to the proposed re-structuring of Non-Convertible Debentures issued by the Company for obtaining prior approval of stock exchange under Regulation 59 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Clause 23 of Schedule VII of Debenture Trust Deed dated 27.10.2023, sub-regulation 2(b) of regulation 59 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and the provisions of Section 71, 179 and other applicable provisions of Companies Act, 2013.

Particulars of Debentures:

1. 360 (Three Hundred and Sixty) listed, unsecured, rated, redeemable, zero coupon non-convertible debentures of a face value of INR 10,00,000 (Indian Rupees Ten Lakh) each, aggregating up to INR 36,00,00,000 (Indian Rupees Thirty-Six Crores) (the “Unsecured Debentures”/ “NCDs”) issued on a private placement basis by Provident Cedar Private Limited (‘Company’) in terms of the Debenture Trust Deed dated 13.10.2022, the Information Memorandum dated 17.10.2022 and the related Transaction Documents and having ISIN INE0NF908013.
2. 700 (Seven Hundred) listed, unsecured, rated, redeemable, zero coupon non-convertible debentures of a face value of INR 1,00,000 (Indian Rupees One Lakh) each, aggregating up to INR 7,00,00,000 (Indian Rupees Seven Crores) (the “Unsecured Debentures”/ “NCDs”) issued on a private placement basis by Provident Cedar Private Limited (‘Company’) in terms of the Debenture Trust Deed dated 27.10.2023, the Information Memorandum dated 16.10.2023 and the related Transaction Documents and having ISIN INE0NF908021. (collectively referred to as “NCDs/ Debentures”)

We, Vistra ITCL(India) Limited (“Vistra”/ “Debenture Trustee”) are acting as Debenture Trustee for the above-mentioned NCDs. The company vide letter dated January 08, 2024, has informed Vistra for the proposed restructuring/conversion of NCDs from unsecured to secured.

With reference to the subject matter, in the capacity of Debenture Trustee of the aforementioned Debentures and further to the consent of **Purva Real Estate Fund- Purva Residential Excellence Fund – I** (‘Debenture holder’) vide letter dated 09th February 2024 to the proposed restructuring of the NCDs we herewith express our consent to restructure the unsecured debentures to secured debentures and amend transaction documents subject to the following:

1. The Company agrees and undertakes to create charge on all the proposed security to the extent as defined in transaction documents for securing the debentures as defined under the transaction documents for the above referred conversion. The said security shall be created within 30 days or such other timeline as may be prescribed under applicable laws on such terms and conditions as disclosed in

the supplemental Information Memorandum and amended Debenture Trust Deed to be executed inter alia between the Company and Debenture Trustee.

2. The Company shall comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, SEBI Debenture Trustee Master Circular dated March 31, 2023 (updated as on July 06, 2023) and other applicable provisions as amended from time to time and agrees to furnish to Debenture Trustee such information in terms of the same on regular basis.

For Vistra ITCL (India) Limited

Authorised Signatory
Name: Sanjay Dodti
Designation: Manager

Registered office:
The IL&FS Financial Centre,
Plot No. C- 22, G Block, 6th Floor
Bandra Kurla Complex, Bandra (East),
Mumbai 400051, India

Corporate office :
The Qube, 6th floor, 602
A wing Hasan pada road ,
Mittal industrial estate Marol ,
Andheri (East) Mumbai 400059

Tel : +91 22 2850 0028
Fax : +9122 2850 0029
Email: mumbai@vistra.com
Limited
www.vistraitcl.com

Vistra ITCL (India)

Corporate Identity Number (CIN):U66020MH1995PLC09!