

IDBI Trusteeship Services Ltd.

CIN : U65991MH2001GOI131154



Ref no: 8081/ITSL/OPR/CL/25-26/DEB/416

Date: 14th July, 2025

To,

Vamica Resorts Infra Limited,

Plot No. A-41, the Iconic, Office No. 1312 Floor 13t,

Noida, Gautam Buddha Nagar, Noida,

Uttar Pradesh, India, 201301

Kind Attention – Mr. Gaurav Suri

Dear Sir,

Sub: Consent to act as Debenture Trustee for secured, unlisted and Non-convertible debenture having nominal value of Rs. 1,00,000/- (Indian Rupees One lakhs Only) upto aggregating amount not exceeding INR 25,00,00,000 (Indian Rupees Twenty Five Crores only), on a private placement basis.

This is with reference to our discussion regarding the appointment of IDBI Trusteeship Services Ltd. as Debenture Trustee for secured, unlisted and non-convertible debenture having nominal value of Rs. 1,00,000/- (Indian Rupees One lakhs Only) upto aggregating amount not exceeding INR 25,00,00,000 (Indian Rupees Twenty Five Crores only), on a private placement basis.

At the request from the Issuer Company, we indicate our trusteeship remuneration for the said assignment as follows:

| Charge Heads | Terms |
|---|---|
| Acceptance Fees | Rs. 2,50,000/- plus applicable taxes (One-time payment, payable upfront and non-refundable) |
| Service Charges | Rs. 1,00,000/- p.a. plus applicable taxes. First such payment would become payable from April 1, 2026 till March 31, 2027; thereafter the Service Charges are payable on an annual basis in advance on 1st April every year till the redemption and satisfaction of charges in full. |
| Delay Payment Charges | In case the payment of service charges not received within a period of 30 days from the date of the bill, ITSL reserves the right to charge "delayed payment charges" @ 12% p.a. on the outstanding amount. |
| Out of Pocket Expenses & Statutory Dues | Would be reimbursable on actual basis within 30 days of the claim. |
| Validity: | This Consent letter is valid for a period of three (3) months from the date of this letter and shall stand automatically cancelled/revoked/withdrawn without any further communication/reference to the Issuer Company unless otherwise revalidated by us. This Consent Letter shall not be construed as giving rise to any obligation on the part of IDBI Trusteeship Services Ltd. to act as Debenture Trustees unless the Company communicates acceptance to IDBI Trusteeship Services Ltd within 3 days from the date of issuance of this letter and the Issuer Company also executes Trusteeship documents |
| Reset Clause | Debenture Trustee shall have the right to reset the above referred service charges on expiry of 3 years from the date of this consent letter. |
| Any enforcement consequent to the event of default (EOD) would attract separate charges | |

Looking forward to a long & fruitful association and assuring you of our best services at all times.

Yours Faithfully,

We accept the above terms

For IDBI Trusteeship Services Limited,

For Vamica Resorts Infra Limited

Authorized Signatory

Authorized Signatory

NOTE: As per recent GST guidelines, ITSL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.