



Ref No: 2012/OPR/VTPL/2025-26/DEB

Date: 20th November 2025

To,
IIFL Finance Limited
 802, 8th Floor, Hub Town Solaris,
 N.S. Phadke Marg, Vijay Nagar,
 Andheri East,
 Mumbai 400069,
 Maharashtra, India

Kind Attn: Mr. Kapish Jain

Dear Sir/Madam,

Re: Consent for ceding first pari passu charge and no objection in relation to the proposed public issue by IIFL Finance Limited (the "Company") of secured redeemable, non-convertible debentures aggregating up to ₹ 2,000 Cr (Rupees Two Thousand Crore) (the "NCDs"), in one or more tranches (the "Proposed Issue").

With reference to your letter dated 20 November 2025, we, in the capacity of Debenture Trustee for the non-convertible debentures as detailed out in Schedule I, confirm that we have no objection to creation of a first pari-passu charge on present and future receivables of the Company, except those receivables specifically and exclusively charged in favour of certain existing charge holders, in our favour, as the debenture trustee for the Proposed Issue, such that a minimum security cover to the extent of 1.0 times of the outstanding principal amounts and interest thereon of the NCDs is maintained at until the final maturity date of the NCDs.

We further give our consent as the debenture trustee (acting on behalf of debenture holders) to the Company to proceed with the Proposed Issue and disclose the charge and other terms of the security documents in any of the relevant documents pertaining to the Proposed Issue.

We, further confirm that the Company is not in violation of any of the terms and conditions, including any covenants or restrictions imposed on the Company by the debenture trust deed(s) valid and existing as on the date of this Consent entered into by the Company with us and other debenture documents in relation to the debentures issued by the Company to the debenture holders and that no cross default or event of default has occurred or is continuing till date.

We confirm the following:

- There has been no rescheduling of any Debentures and no event of default, cross default, rollover of any debentures or trigger event have taken place as on the date of this certificate;
- We have not issued any notice of delay or default (including cross default) or sought any pre-payments, accelerations in repayment or lump sum payments or interest payments or amounts towards penalty or fines in connection with the Debentures issued by the Company;
- The Company has maintained the security cover throughout the tenure of debenture documentation (a) issued by the Company, including the information memorandum(s), and/or (b) entered into between the Company and us, including the debenture trust deed(s), the debenture trustee agreement(s) and the relevant security document(s).



We confirm that we will immediately inform the Company and the Lead Managers of any change to the aforementioned information until the instruments are listed with the stock exchanges. Furthermore, in the absence of any such communication, the aforementioned information should be considered to be correct and duly updated until the instruments issued pursuant to the Issue get listed with any stock exchanges.

We hereby authorize you to deliver this letter of consent to the relevant stock exchanges, the Registrar of Companies or other regulatory authorities as required by law.

We also agree to keep the Proposed Issue strictly confidential including (i) the nature and scope of this transaction; and (ii) our knowledge of the proposed transaction of the Company, until such time as the proposed transaction is publicly announced by the Company.

Yours faithfully,

For and on behalf of Vardhman TrusteeShip Private Limited



Authorized Signatory

Name: Yogesh Limbachiya

Designation: AVP – Compliance & Operation


SCHEDULE I
Details of Debentures

(₹ in Crore)

S. No.	Debenture Name / Series/ ISIN	Asset cover	Amount outstanding as on October 31, 2025
1	INE530B07294	1x	57.21
2	INE530B07286	1x	24.13
3	INE530B07310	1x	157.24
4	INE530B07260	1x	118.93
5	INE530B07278	1x	37.86
6	INE530B07344	1x	123.58
7	INE530B07351	1x	8.91
8	INE530B07385	1x	88.20
9	INE530B07377	1x	131.94
10	INE530B07369	1x	37.52
11	INE530B07559	1x	146.10
12	INE530B07542	1x	14.38
13	INE530B07534	1x	102.61
14	INE530B07526	1x	2.90
15	INE530B07518	1x	23.51
16	INE530B07476	1x	98.60
17	INE530B07500	1x	7.34
18	INE530B07484	1x	42.58
19	INE530B07492	1x	61.99

Security :-

Above debentures are fully secured by first pari passu charge on receivables of the Company/ current assets / book debts.