

EdelARC / 2050/2022-2023

August 17, 2022

To,

SBICAP Trustee Company Limited
 202, Maker Tower-E,
 Cuffe Parade, Mumbai 400 005

Dear Sir/Madam,

Subject: Request for consent for modification/revision/amendment of the transfer of debenture clause/paragraph of the debenture trust deed dated June 5, 2017

This is to inform you that the Debenture Committee of the Company at its meeting held on August 16, 2022 has approved the modification/revision/amendment of the transfer of debenture clause/ paragraph of the debenture trust deed dated June 5, 2017 ("DTD") in order clarify and capture the true understanding of all the parties to the transactions that the debentures issued under the said DTD are freely transferable and/or transmittable. The resolution passed by the Debenture Committee is enclosed as Annexure 1. The consent of the debenture holders is enclosed as Annexure 2.

The existing and revised clause/ paragraph of the DTD dated June 5, 2017 is as follows:

Existing clause/paragraph of DTD	Revised clause/paragraph of DTD
Paragraph 9 of Schedule 1 <u>Transfer of Debentures:</u> The Debentures shall be transferable and transmittable in accordance with Applicable Law and in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the equity shares of the Company. The Company shall register the transfer of Debentures (if applicable) only when a proper instrument of transfer, duly executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address, occupation, if any, of the transferee, has been delivered to the registered office of the Company along with appropriate transfer documents for registration. All request for transfer should be submitted prior to the record date for payment of principal. Transfer of Debentures in dematerialised form would be in accordance with the	Paragraph 9 of Schedule 1 <u>Transfer of Debentures:</u> The Debentures (or any interest therein) shall be freely transferable and / or transmittable. The transfer of the Debentures will be in accordance with the provisions of Applicable Law including the Depositories Act, 1996 and the regulations made thereunder and the rules, regulations and byelaws of the Depository (in case of Debentures in dematerialised form).

Edelweiss Asset Reconstruction Company Limited

Corporate Identity Number: U67100MH2007PLC174759

Registered Office: Edelweiss House, Off CST Road, Kalina, Mumbai – 400 098 | Tel: +91 22 4183 0600 | earc.info@edelweissarc.in

New Delhi Office: E-3, 2nd Floor, Delhi Press, Rani Jhansi Road, Jhandewalan New Delhi - 110055

Grievance Redressal Officer: Mr. Deepak Nautiyal | +91 22 4183 0600

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rules/procedures as prescribed by the relevant Depository.	
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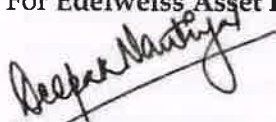
In view of the above, it is requested to accord your consent and provide your no objection for modification/revision/amendment of the said DTD.

Pursuant to the no-objection received, the said revision shall tantamount to corresponding changes in the clause/paragraph of transfer of debentures specified under clause/paragraph 9 of Schedule 1 of the DTD.

Thanking you.

Yours faithfully,

For Edelweiss Asset Reconstruction Company Limited

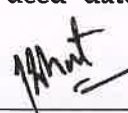


Deepak Nautiyal
Company Secretary & Compliance Officer

ACCEPTED, ACKNOWLEDGED AND CONFIRMED ON BEHALF OF THE
DEBENTUREHOLDERS

SBICAP TRUSTEE COMPANY LIMITED

We hereby agree and provide our consent for modification/revision/amendment of clause/paragraph 9 of Schedule 1 of the debenture trust deed dated June 5, 2017 as contemplated in letter dated August 17, 2022.

Sign: 

Name: Mr. Tatin Bhat

Designation: Group Head-DT & Compliance

Date: 19th August, 2022

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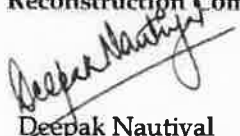
**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE
DEBENTURE COMMITTEE OF EDELWEISS ASSET RECONSTRUCTION COMPANY
LIMITED HELD ON TUESDAY, AUGUST 16, 2022**

RESOLVED that the consent of the Committee be and is hereby accorded to revise the clause/paragraph 9 of Schedule 1 of the debenture trust deed dated June 5, 2017, subject to the approval as deemed necessary;

FURTHER RESOLVED that the Managing Director & Chief Executive Officer, Chief Financial Officer, Company Secretary, Ms. Mythili Balasubramanian, Ms. Nivedita Shetty, Mr. Girish Parmar, Mr. Venkatesh Chandrasekhar, Ms. Sheetal Chaturvedi, Ms. Gauri Verekar, Mr. Akash Deep, Mr. Avinaash Singh Gautama, Ms. Amruta Agasimani, Mr. Vishal Ladhani, Mr. Ashutosh Misra, Mr. Aherar Patel and the authorised signatories of the Company be and are hereby severally authorised on behalf of the Company to modify, revise, amend, change and sign, execute or deliver the debenture trust deeds, supplement/amended/revised debenture trust deeds, deeds, documents, agreements, papers, letters, forms, applications to debenture trustee, stock exchange, depositories, debenture holders, statutory authorities or such other authorities or agencies as may be required and to do all such acts, deeds, matters and things, as deemed necessary to give effect to this resolution; and

FURTHER RESOLVED that, if required, a certified true copy of this resolution be submitted to the authorities concerned.

For Edelweiss Asset Reconstruction Company Limited.


Name Deepak Nautiyal
Designation Company Secretary
Membership No. 29485

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