



PROPOSED AMENDMENTS IN ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY SUBJECT TO THE APPROVAL OF SHAREHOLDERS IN 29TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY SCHEDULED TO BE HELD ON FRIDAY, 29 TH SEPTEMBER 2023 AT 11:00 A.M THROUGH VIDEO CONFERENCE / OTHER AUDIO-VISUAL MEANS.

1. AMENDMENT OF THE DEFINITION OF “MINIMUM THRESHOLD FOR DIRECTORSHIP” UNDER CLAUSE 4 OF AOA

Existing Clause	Proposed Clause
“Minimum Threshold for Directorship” means an minimum holding of Securities collectively by such investor and its Affiliates at any point of time in the Company aggregating to the extent of 9% (Nine percent) of the shareholding of the Company calculated on a fully diluted basis.	“Minimum Threshold for Directorship” means minimum holding of Securities collectively by such investor and its Affiliates at any point of time in the Company aggregating to the extent of 15% (fifteen percent) of the shareholding of the Company calculated on a fully diluted basis.

2. INSERTING NEW CLAUSE 107(A) “DEBENTURE DIRECTOR(S)” AFTER CLAUSE 107 OF AOA

The Board of Directors of the company shall appoint such person nominated by debenture trustee(s) as a director on its Board, in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.

Any Director so appointed is herein referred to as Debenture Director.

Provided that if more than one debenture trustee(s) are entitled to appoint Debenture director in terms of the SEBI Regulations, all such debenture trustees shall jointly nominate only one person to be appointed as a Debenture Director on the Board of the Company in terms of this Article.

The Debenture Director so appointed shall not be liable to retire by rotation and shall hold office so long as the default subsists. Any vacancy in the office of such Debenture Director during the term shall be filled in by the debenture trustee(s) by nominating another person.