

## **ADDENDUM TO THE NOTICE OF 26<sup>th</sup> ANNUAL GENERAL MEETING OF VISTRA ITCL (INDIA) LIMITED**

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Addendum to the notice dated June 9, 2021 convening the Twenty – Sixth Annual General Meeting of the Members of Vistra ITCL (India) Limited scheduled to be held on Tuesday, August 24, 2021 at 12.15 p.m. at the Board Room, 7<sup>th</sup> Floor, The IL&FS Financial Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, to transact the following business:

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Attention of the Members is invited to the Notice of 26<sup>th</sup> Annual General Meeting ('AGM') of the Members of the Company dated June 9, 2021 already sent to all the Members in due compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder.

Notice is further given that the following additional item of business shall be included in the aforesaid notice as a new Item No 6 Special Business. This Addendum to the Notice of AGM shall form an integral part of the Notice dated June 9, 2021 circulated to the Members of the Company earlier.

### **B. SPECIAL BUSINESS**

#### **(6) Alteration of the Object Clause of the Memorandum of Association of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an *Special Resolution*:-

**“RESOLVED THAT** pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulations made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to amend the Memorandum of association of the Company as per the draft circulated with the addendum to the notice of this meeting with respect to the object clause of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors and / or the Key Managerial Personnel of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

**RESOLVED FURTHER THAT** Ms. Shikha Bagai, Managing Director, Ms. Dipti Jain, Company Secretary and Mr. Nityananda Shanbhag, Deputy Vice President & Head Accounts - Finance of the Company be and are hereby severally authorized to furnish certified extracts of this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR VISTRA ITCL (INDIA) LIMITED**



**DIPTI JAIN  
COMPANY SECRETARY  
(Membership No: FCS 9287)**

Mumbai, August 18, 2021

**Registered Office:**

Vistra ITCL (India) Limited  
7<sup>th</sup> Floor, The IL&FS Financial Centre,  
Bandra Kurla Complex, Bandra (East), Mumbai 400 051  
CIN: U66020MH1995PLC095507

**Website:** [www.vistraitcl.com](http://www.vistraitcl.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE  
COMPANIES ACT, 2013**

The following Explanatory Statement set out all material facts relating to the Special Business mentioned in the accompanying Addendum to the Notice:

**Item No. (6):**

As per Companies Act, 2013, the Companies can carry on the business activities which are mentioned in the main object clause of Memorandum. Our Company is working into various lines of business thus, in order to align with the business activities of the Company it is imperative for us to change the main object clause of the Memorandum of Association of the Company.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this addendum to the notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors recommend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. (6).

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR VISTRA ITCL (INDIA) LIMITED**



**DIPTI JAIN  
COMPANY SECRETARY  
(Membership No: FCS 9287)**

Mumbai, August 18, 2021

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