

**NOTICE OF MEETING OF DEBENTURE HOLDER(S) OF
IND BARATH THERMOTEK PRIVATE LIMITED PURSUANT TO REGULATION 3.3.2
(CHAPTER X) OF SEBI (MASTER CIRCULAR FOR DEBENTURE TRUSTEES)
SEBI/HO/DDHS-PoD1/P/CIR/2023/109 DATED 31ST MARCH, 2023, AS AMENDED FROM TIME
TO TIME**

To,

Debenture Holder/s under ISIN INE408S07016 and INE408S07024

Subject: Default in paying the Interest payment

- This is with reference to issued issue 6,990 secured, listed, rated and redeemable non-convertible, debentures of face value of Rs. 10,00,000 (Rupees ten lakhs only) each aggregating to Rs. 699,00,00,000 (Rupees six hundred and ninety-nine crores) issued at par (“**Initial Debentures**”) and issue additional rated, listed, secured and redeemable non-convertible debentures of face value Rs. 10,00,000 (Rupees ten lakhs only) each aggregating to Rs. 80,00,00,000 (Rupees eighty crores) issued at par (“**Additional Debentures**”) shall be hereinafter together referred to as the “**Debentures**”) on private placement basis under Debenture Trust Deed dated 27th June 2015 wherein we, Vistra ITCL (India) Limited (“**Vistra**”), are acting in the capacity of and as a Debenture Trustee for and on behalf of the debenture holders (“**Debenture Holder**”) under the debenture trust deed (“**DTD**”).
- **As you are aware, the Issuer has not paid the interest as scheduled under ISIN INE408S07016 and INE408S07024, which constitutes an event of default.**
- In view of the above, we propose to convene a virtual meeting of the Debenture Holder(s) on 15th November 2024 at 12.00 pm of the Debenture Holder(s) under ISIN INE408S07016 and INE408S07024 for discussing the aforementioned and the following agenda items:-
 - (i) Negative consent for proceeding with enforcement of security.
 - (ii) Steps to be taken in case of Event of Default and instructions from the Debenture holder(s) on the course of action to be taken for enforcement and/or remediation as per SEBI Master Circular dated 16th May 2024.
 - (iii) Appointment of nominee director
 - (iv) Consent to be given within 15 days from the date of notice; and
 - (v) Any other matter/instruction related to the above ISINs.



- The link of the meeting will be sent to the Debenture Holder(s) shortly under ISIN INE408S07016 and INE408S07024.
- A meeting may be called by giving not less than 30 days of the calendar notice in writing that is specified in clause 10 of the DTD. Provided that a meeting may be called after giving shorter notice, if consent is accorded thereto by majority of the Debenture Holder(s). Every notice of a meeting of the Debenture Holders shall specify the place, day and hour of the meeting and shall contain a statement of the business to be transacted thereat.
- Please note the following: -
 - i. If the default is cured between the date of notice and the date of meeting, then the convening of such a meeting may be dispensed with;
 - ii. We have not received any intimation regarding any Inter Creditor Agreement ('ICA') with reference to the Issuer. In the event we receive any ICA, we shall inform you and take instructions seeking positive consent for signing the same or any other instruction as you may provide.
 - iii. In the event requisite consents are not received either for enforcement of security or for signing the ICA, then the Debenture Trustee shall take further action, if any, as per the decision taken in the meeting of the Debenture holders.
- In this regard, we request the Debenture Holder(s) to ensure that the email ID is registered with the RTA/DP on a priority basis so that proper email id appear in BENPOS for ease in quick communication.

Please note:

- 1) The notice of the meeting is sent to the Debenture Holder(s) details available with us, we have not received latest benpos from the issuer.
- 2) The Debenture Holder(s) shall ensure that they have valid POA/Board Resolution for attending and voting in the meeting.

For Vistra ITCL India Limited.

K.K. Bhadkar

Authorised Signatory

