

November 25, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001, Maharashtra, India
Scrip Code: 544174

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051, Maharashtra, India
Scrip Symbol: TBOTEK

Sub: Modification to the ESOP Trust Deed-TBO Employees Benefit Trust

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 3(3) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, we would like to inform you that the trust deed of TBO Employees Benefit Trust has been modified to the extent of change in the composition of the trustees.

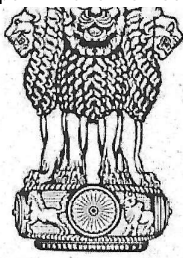
We are enclosing herewith the copy of the deed of variation to the trust deed of TBO Employees Benefit Trust.

Kindly take the same on record.

Thanking you,
Yours faithfully

For and on behalf of TBO Tek Limited

Neera Chandak
Company Secretary
Encl: As above



सत्यमेव जयते

INDIA NON JUDICIAL

Government of National Capital Territory of Delhi

₹100

e-Stamp

Certificate No. : IN-DL86657354503623W
Certificate Issued Date : 14-Nov-2024 01:54 PM
Account Reference : IMPACC (IV)/ dl1074803/ DELHI/ DL-DLH
Unique Doc. Reference : SUBIN-DL DL107480321567194639724W
Purchased by : TBO TEK LIMITED
Description of Document : Article Others
Property Description : Not Applicable
Consideration Price (Rs.) : 0
(Zero)
First Party : TBO TEK LIMITED
Second Party : KP CORPORATE SOLUTIONS LIMITED AND ANIL BERERA AND ANKUSH ARORA
Stamp Duty Paid By : TBO TEK LIMITED
Stamp Duty Amount(Rs.) : 100
(One Hundred only)



₹100

Please write or type below this line

This stamp paper forms an integral part of the Deed of Variation to the Trust Deed (October 6, 2021) dated November 15 2024 entered into by and among TBO Tek limited, KP Corporate Solutions limited, Mr. Anil Berera and Mr. Ankush Arora.

Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.shcilestamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

DEED OF VARIATION

THIS DEED OF VARIATION TO THE TRUST DEED OF TBO EMPLOYEES BENEFIT TRUST is made at 15th day of November 2024

BETWEEN

TBO Tek Limited, a company incorporated under the Companies Act, 1956, having its registered office at E-78 South Extension Part – I, New Delhi – 110049 (hereinafter referred to as the **“Settlor”**, which expression shall, unless repugnant to or inconsistent with the context, mean and include its successors and assigns) of the FIRST PART;

AND

1. KP Corporate Solutions Limited, a company registered under the Companies Act, 1956, having its registered office at IndiQube, The Kode, 7th Floor, S. No. 134, Hissa No. 1/38, CTS No. 2265 to 2273, Baner Pashan Link Road, Baner Gaon, Pune, Haveli, Maharashtra, India-411045, represented through its authorised representative Mr. Rahul Somani;
2. Mr. Anil Berera, s/o Mr. Bishan Dass Berera, r/o AR-605B, The Aralias, DLF Golf Links, DLF Phase V, Gurugram, Haryana-122009;
3. Mr. Ankush Arora, s/o Mr. Jugal Kishore Arora, r/o C1104, BPTP Freedom Park Life, Sector 57, Gurgaon, Haryana-122003;

(KP Corporate Solutions Limited, Mr. Anil Berera and Mr. Ankush Arora are hereinafter referred individually as **“Trustee”** and collectively as the **“Trustees”**, which expression shall, unless repugnant to or inconsistent with the context, mean and include its successors and assigns) of the SECOND PART.

WHEREAS:

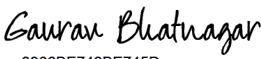
- A. The Settlor vide trust deed dated October 6, 2021 (**“Trust Deed”**), had set up an irrevocable trust, known as TBO Employees Benefit Trust (**“Trust”**), with a view to administer the Settlor’s employee stock option scheme, as per the terms more particularly mentioned therein.
- B. Mr. Harsh Kumar, Mr. Sarthak Raychadhuri, and KP Corporate Solutions Limited were appointed as the First Trustees/ Initial Trustees (**“Initial Trustees”**) of the Trust for a period of three years from the date of their appointment. Upon expiration of their term, they have ceased to be the Initial Trustees.
- C. In accordance with the provisions of Clause 15.2 of the Trust Deed, the Nomination and Remuneration Committee of the Settlor, in place of outgoing Initial Trustees, has appointed Mr. Anil Berera and Mr. Ankush Arora and re-appointed KP Corporate Solutions Limited as the Trustees of the Trust.
- D. In view of the above, the Settlor and the Trustees are desirous of modifying the Trust Deed as more particularly mentioned hereinafter.

NOW THEREFORE, THIS DEED OF VARIATION WITNESSETH as follows:

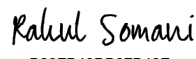
1. Mr. Anil Berera, Mr. Ankush Arora and KP Corporate Solutions Limited have been appointed/ re-appointed (as applicable) as the Trustees of the Trust w.e.f. the date of cessation of the term of office of Initial Trustees and all the provisions relating to Trustees' powers, obligations, duties, etc. as mentioned in the Trust Deed shall apply to them as if they were the original trustees of the Trust.
2. Mr. Harsh Kumar, Mr. Sarthak Raychadhuri, and KP Corporate Solutions Limited have ceased to be the Initial Trustees of the Trust on account of expiration of their term of office.
3. The variations shall have the effect of amending the Trust Deed only to the extent of replacement/ continuation of Trustee as stated hereinabove.
4. This Deed of Variation shall be an integral part of the Trust Deed and that the Trust Deed as deemed to be amended by this Deed of Variation shall have full force and effect in all other respect.

IN WITNESS WHEREOF the Settlor and the Trustees have set their respective hands the day and year herein written above.

Signed and delivered by the within named Settlor
On Behalf of TBO Tek Limited

DocuSigned by:

8966DE742BE745D...
Gaurav Bhatnagar
Joint Managing Director

Signed and delivered by the within named Trustees
On Behalf of KP Corporate Solutions Limited

Signed by:

B23FB40DB27B42F...
Rahul Somani
Authorised Signatory

Signed by:

E1D5D0E1DA32446...
Mr. Anil Berera

Signed by:

7C9C378B473545E...
Mr. Ankush Arora