



महाराष्ट्र MAHARASHTRA

2024

DC 613336



Sub-Treasury Office
Vasai
14 FEB 2025
Addl. Treasury Officer
14/02/25

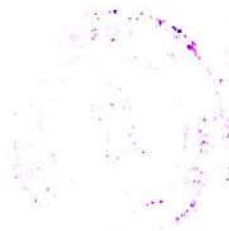
This Stamp Paper forms an integral part of Addendum to Registrar Agreement entered between ATC Energies System Limited ("the Company"), Sandeep Gangabishan Bajoria (Selling Shareholder) and KFIN Technologies Limited ("Registrar") dated February 24, 2025.

For ATC ENERGIES SYSTEM LIMITED

B. J. M. Z.
Director

B. J. M. Z.
S. G. B.





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ATC Energies System Ltd.



17 FEB 2025

110324
14/02/25

8. दिनांक (Date)	14/02/25
9. पत्रिका क्रमांक (Serial No./Date)	110324
1. प्रकृतिका (Nature of document)	
2. कर्तव्य (Whether it is to be registered)	
3. विवरण (Property Description in brief)	
4. मालिक (Name of the owner person from whom purchased and his name & signature)	ATC
5. मालिक (Name, Address & Signature)	
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DATED FEBRUARY 24, 2025

ADDENDUM TO REGISTRAR AGREEMENT

AMONGST

ATC ENERGIES SYSTEM LIMITED

AND

SANDEEP GANGABISHAN BAJORIA
[SELLING SHAREHOLDER]

AND

KFIN TECHNOLOGIES LIMITED

THIS ADDENDUM TO THE REGISTRAR AGREEMENT (HEREINAFTER REFERRED TO AS THE "ADDENDUM") IS ENTERED INTO AT MUMBAI ON THIS 24TH DAY OF FEBRUARY, 2025, BY AND AMONG:

ATC ENERGIES SYSTEM LIMITED, a public limited company incorporated under the laws of India and having its registered office at Unit No. 3, Plot No. 33, New India Industrial Estate, Mahal IN AR, Off MC Rd., Andheri East, Mumbai – 400 093, Maharashtra, India, (hereinafter referred to as the "Company" / "Issuer Company" which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the FIRST PART;

AND

SANDEEP GANGABISHAN BAJORIA, an Indian citizen and resident of Flat No. 502, A-Wing, Panchsheel – 4, Raheja Township, Malad East, Mumbai – 400 097, Maharashtra, India ("Selling Shareholder") of the SECOND PART;

AND

KFIN TECHNOLOGIES LIMITED, a company incorporated under the Companies Act, 1956 and having its registered office at Selenium, Tower B, Plot No-31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi – 500 032, Telangana, India, (hereinafter referred to as the "Registrar" or "Registrar to the Issue"), which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the THIRD PART;

In this Addendum, the Company, Selling Shareholder and the Registrar are hereinafter individually referred to as a "Party" and collectively as the "Parties".

WHEREAS:

- A. Pursuant to Registrar Agreement dated August 27, 2024 ("Registrar Agreement") entered amongst the Parties, wherein the Parties had stipulated the term and conditions with respect to the issue equity shares of face value of ₹ 10 each of the Company through initial public offering aggregating upto 52,80,000 Equity Shares, in accordance with the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, and other applicable statutory and/or regulatory requirements.
- B. The Parties hereto desire to now make certain amendments thereto which are set out hereunder:

NOW THEREFORE, IN VIEW OF THE FOREGOING AND IN CONSIDERATION OF THE MUTUAL COVENANTS AND AGREEMENTS SET FORTH BELOW, THE PARTIES AGREE AS FOLLOWS:

1. Definition and Interpretation

Subject to and as otherwise provided in this Addendum and unless there is anything in the subject or context inconsistent therewith, all words and expressions defined or construed under Clause 1 of the Registrar Agreement shall have the same meanings or construction in this Addendum.

2. Amendments to the Registrar Agreement

The following amendment to the Registrar Agreement shall take effect as of the date of this Addendum:

- 2.1. The Recital Clause B of the Registrar Agreement shall be deleted in entirety and the following clause shall be substituted in place thereof:
 - A. "The board of directors of the Company pursuant to a resolution dated January 21, 2025 and the shareholders of the Company pursuant to a resolution dated February 3, 2025 and adopted in accordance with Section 62(1)(c) of the Companies Act, 2013 (as defined herein) have approved and authorized the Offer."

3. Binding Agreement

All other terms and covenants in the Registrar Agreement shall continue to remain valid and binding on the Parties except as amended herein. To the extent that any of the terms and covenants contained in this Addendum may contradict or may be in conflict with the terms and covenants of the Registrar Agreement, it is expressly agreed hereto that the terms of this Addendum shall take precedence and supersede the terms and covenants of the Registrar Agreement.

4. Further Assurance

For the avoidance of doubt all clauses of the Registrar Agreement, to the extent not modified by this Addendum,

For ATC ENERGIES SYSTEM LIMITED

Director

Sanjeev

5464



are hereby incorporated into this Addendum mutatis mutandis, shall continue in full force and effect and shall continue to govern the rights, obligations and duties of all the parties and other persons bound thereunder.

5. Counter Parts

This Addendum may be executed in counterparts which when taken together shall constitute one and the same document.

6. Entire Addendum

This Addendum constitutes the entire agreement of the parties hereto with respect to the amendments to the Registrar Agreement set forth herein.

7. Governing Law

This Addendum shall be governed by, and construed in accordance with the laws of India and the Courts in Mumbai shall have exclusive jurisdiction. The Clauses pertaining to Governing Law and Arbitration under the Registrar Agreement shall mutatis mutandis apply to this Addendum.

For ATC ENERGIES SYSTEM LIMITED

Bejani's
Director

SGB *Bejani's*



THIS SIGNATURE PAGE FORMS AN INTERGRAL PART OF THIS ADDENDUM DATE FEBRUARY 24, 2025 TO THE REGISTRAR AGREEMENT DATED AUGUST 27, 2024 ENTERED INTO BY AND AMONG ATC ENERGIES SYSTEM LIMITED, SANDEEP GANGABISHAN BAJORIA AND KFIN TECHNOLOGIES LIMITED

IN WITNESS WHEREOF, the Parties hereto have caused this Addendum to be executed and acknowledged by their respective officers or representatives hereunto duly authorized, as of the date first above written.

Signed and Delivered }
by Sandeep Gangabishan Bajoria }
for and on behalf of ATC ENERGIES }
SYSTEM LIMITED }

For ATC ENERGIES SYSTEM LIMITED

Sandeep Bajoria
Director



THIS SIGNATURE PAGE FORMS AN INTERGRAL PART OF THIS ADDENDUM DATE FEBRUARY 24, 2025 TO THE REGISTRAR AGREEMENT DATED AUGUST 27, 2024 ENTERED INTO BY AND AMONG ATC ENERGIES SYSTEM LIMITED, SANDEEP GANGABISHAN BAJORIA AND KFIN TECHNOLOGIES LIMITED

IN WITNESS WHEREOF, the Parties hereto have caused this Addendum to be executed and acknowledged by their respective officers or representatives hereunto duly authorized, as of the date first above written.

Signed and Delivered
by SANDEEP GANGABISHAN BAJORIA
(the Selling Shareholder)

}
} *S. Bajoria*
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THIS SIGNATURE PAGE FORMS AN INTERGRAL PART OF THIS ADDENDUM FEBRUARY 24, 2025 TO THE REGISTRAR AGREEMENT DATED AUGUST 27, 2024 ENTERED INTO BY AND AMONG ATC ENERGIES SYSTEM LIMITED, SANDEEP GANGABISHAN BAJORIA AND KFIN TECHNOLOGIES LIMITED

IN WITNESS WHEREOF, the Parties hereto have caused this Addendum to be executed and acknowledged by their respective officers or representatives hereunto duly authorized, as of the date first above written.


Signed and Delivered
by _____
for and on behalf of KFIN
TECHNOLOGIES LIMITED

