

DATED MAY 8, 2024

AMENDMENT TO THE REGISTRAR AGREEMENT DATED DECEMBER 21, 2023

AMONGST

AWFIS SPACE SOLUTIONS LIMITED

AND

**PEAK XV PARTNERS INVESTMENTS V
(FORMERLY KNOWN AS SCI INVESTMENTS V)**

AND

BISQUE LIMITED

AND

LINK INVESTMENT TRUST

AND

BIGSHARE SERVICES PRIVATE LIMITED

This amendment agreement to the registrar agreement dated December 21, 2023 (“**Registrar Agreement**”) is entered into, at New Delhi on May 8, 2024, (“**Amendment Agreement**”) amongst:

- (1) **AWFIS SPACE SOLUTIONS LIMITED**, a company incorporated under the Companies Act, 2013 having its registered office at C-28-29, Kissan Bhawan, Qutab Institutional Area, New Delhi 110 016, India (hereinafter referred to as “**Company**”, which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors in interest and permitted assigns) of the **FIRST PART**;
- (2) **THE ENTITIES NAMED IN SCHEDULE III OF THE REGISTRAR AGREEMENT** (hereinafter collectively referred to as the “**Selling Shareholders**”, which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include their successors-in-interest and permitted assigns) of the **SECOND PART**; and
- (3) **BIGSHARE SERVICES PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956, as amended and having its office at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 Maharashtra, India (hereinafter referred to as “**Registrar**”, which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include its successors in interest and permitted assigns) of the **THIRD PART**.

The Company, the Selling Shareholders and the Registrar are together referred to as “**Parties**”, and individually as “**Party**”, as the context may require.

WHEREAS

1. The Company and the Selling Shareholders are proposing, subject to necessary approvals and market conditions, to undertake the Offer, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013, and the rules made thereunder, each as amended and other applicable laws. In this regard, the Company has filed the draft red herring prospectus dated December 21, 2023 (“**DRHP**”) with the Securities and Exchange Board of India (the “**SEBI**”), the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (the “**NSE**” and collectively with BSE, the “**Stock Exchanges**”). The Company has received final observations from the SEBI through the letter bearing reference no. SEBI/CFD/DIL2/2024/14552/1 dated April 16, 2024 (“**Final Observations**”) and in-principle approvals for the Offer from BSE and NSE, each dated March 22, 2024.
2. The Company and the Selling Shareholders had approached the Registrar to act as the registrar to the Offer in accordance with the terms and conditions detailed in the Registrar Agreement and in the manner as required under the various rules, regulations and notifications, as applicable and notified by the SEBI as empowered under the provisions of the Securities and Exchange Board of India Act, 1992, as amended (the “**SEBI Act**”).
3. The Selling Shareholders have increased their portion of the Offered Shares and have revised their respective portion of the Offered Shares, being offered as part of the Offer for Sale (“**Revised Offer**”). Further, SEBI has issued its master circular bearing reference no. SEBI/HO/MIRSD/POD-1/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents dated May 7, 2024, which supersedes SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023. All references in the Registrar Agreement shall be required to be updated with the latest master circular.
4. Accordingly, the Parties hereby agree to amend the Registrar Agreement through this Amendment Agreement to amend Schedule III (List of Selling Shareholders) and Recital 6 of the Registrar Agreement.
5. Under Clause 60 of the Registrar Agreement, no amendment or modification of the Registrar Agreement shall be valid or legally binding on the Parties unless made in writing and signed on behalf of each of the Parties by its authorized officer or representative. Further, Clause 60 of the Registrar Agreement as amended shall apply *mutatis mutandis* to this Amendment Agreement.

ACCORDINGLY, the Parties hereby agree as follows:

1. AMENDMENTS

- 1.1 Recital 6 of the Registrar Agreement is hereby amended and substituted in its entirety with the following clause:

“6. The Registrar is an entity registered with SEBI under the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended (the “**SEBI RTA Regulations**”) read with the SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD-1/CIR/2024/37 for Registrars to an Issue and Share Transfer Agents, dated May 7, 2024 (“**SEBI RTA Master Circular**”), having a valid and subsisting registration number INR000001385 to act as a registrar to the Offer (the activities pertaining to the registrar to the Offer are being collectively referred to as the “**Assignment**”) and includes all responsibilities required to be discharged by the registrar to the Offer in the manner as required under the various rules and regulations as applicable, passed by the SEBI as empowered under the provisions of the SEBI Act, and the Registrar has accepted the Assignment as per the terms and conditions detailed in this Agreement. The Board of Directors by its resolution dated December 8, 2023, has approved the appointment of Bigshare Services Private Limited as the Registrar to the Offer as per the terms and conditions detailed in this Agreement.”

- 1.2 Schedule III ‘List of Selling Shareholders’ of the Registrar Agreement shall stand substituted with the following:

| S. No. | Name of the Selling Shareholder |
|--------|--|
| 1. | Peak XV Partners Investments V (formerly known as SCI Investments V) |
| 2. | Bisque Limited |
| 3. | Link Investment Trust |

2. Miscellaneous

- 2.1 This Amendment Agreement, collectively with the Registrar Agreement, contains the whole agreement between the Parties relating to the transactions contemplated under the Registrar Agreement. Further, to the extent of any inconsistency, this Amendment Agreement shall prevail over the Registrar Agreement solely with respect to the matter set out in Clause 1 (*Amendments*) of this Amendment Agreement.
- 2.2 Except to the extent expressly set out herein, this Amendment Agreement shall not amend any other provision of the Registrar Agreement. This Amendment Agreement shall be read with and form part of the Registrar Agreement.
- 2.3 Unless the context otherwise requires, all capitalized terms and expressions used but not defined in this Amendment Agreement shall have the meaning ascribed to such terms under the Registrar Agreement. The rules of interpretation set out in Clause 1 (*Interpretation*) of the Registrar Agreement shall, unless the context otherwise requires, apply to this Amendment Agreement *mutatis mutandis*.
- 2.4 The provisions of Clause 52 (*Arbitration and Dispute Resolution*) and Clause 50 of the Registrar Agreement as amended shall apply *mutatis mutandis* to this Amendment Agreement.
- 2.5 This Amendment Agreement may be executed in counterparts, each of which when so executed and delivered shall be deemed to be an original, but all such counterparts shall constitute one and the same instrument.
- 2.6 The Parties hereby consent to the disclosure of this Amendment Agreement, in part or in full, in the offer documents, along with making this Amendment Agreement available to the public for inspection as required under the applicable laws and for purposes of submission with the regulatory authorities, as applicable.
- 2.7 The delivery of signed counterparts by electronic mail in “portable document format (PDF)” shall be as effective as signing and delivering the counterpart in person. Each such counterpart when so executed and delivered shall be deemed to be an original, but all such counterparts shall constitute one and the same instrument.

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This signature page forms an integral part of the amendment agreement to the Registrar Agreement entered into by and among the Company, the Selling Shareholders, and the Registrar.

SIGNED FOR AND ON BEHALF OF AWFIS SPACE SOLUTIONS LIMITED

A handwritten signature in black ink, appearing to read 'Amit Ramani', written in a cursive style.

Name: Amit Ramani

Designation: Chairman and Managing Director

This signature page forms an integral part of the amendment agreement to the Registrar Agreement entered into by and among the Company, the Selling Shareholders, and the Registrar.

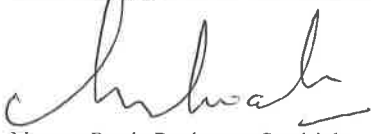
SIGNED FOR AND ON BEHALF OF PEAK XV PARTNERS INVESTMENTS V (FORMERLY KNOWN AS SCI INVESTMENTS V)



Name: **Hemant Parsenora**
Designation: Director

This signature page forms an integral part of the amendment agreement to the Registrar Agreement entered into by and among the Company, the Selling Shareholders, and the Registrar.

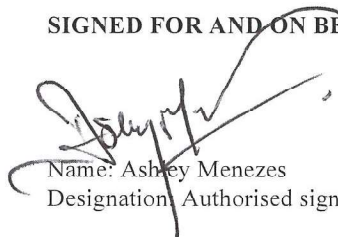
SIGNED FOR AND ON BEHALF OF BISQUE LIMITED

A handwritten signature in black ink, appearing to read 'Panir Pushpom Soobiah', written in a cursive style.

Name: Panir Pushpom Soobiah
Designation: Director

This signature page forms an integral part of the amendment agreement to the Registrar Agreement entered into by and among the Company, the Selling Shareholders, and the Registrar.

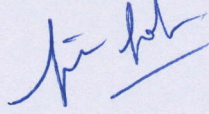
SIGNED FOR AND ON BEHALF OF LINK INVESTMENT TRUST

A handwritten signature in black ink, appearing to read 'Ashley Menezes', is written over the printed name and designation.

Name: Ashley Menezes
Designation: Authorised signatory

This signature page forms an integral part of the amendment agreement to the Registrar Agreement entered into by and among the Company, the Selling Shareholders, and the Registrar.

SIGNED FOR AND ON BIGSHARE SERVICES PRIVATE LIMITED:



Name: Jibu John

Designation: General Manager

