

Date : 24<sup>th</sup> Jun 2020

**Re: Securities Subscription Agreement dated March 30, 2020 (the "CDC SSA") executed by and amongst CDC Group plc ("CDC"), Supermarket Grocery Supplies Private Limited and the Management Team.**

1. We refer to the CDC SSA executed by the parties thereto. In this letter, all capitalized terms used herein but not defined shall have the meaning given to them under the CDC SSA.
2. In accordance with the CDC SSA, CDC subscribed to the Subscription Securities (i.e. 16,539 Series F-2 Debentures) for the Securities Subscription Amount (i.e. the INR Equivalent of USD 1,788,000) at a price of INR Equivalent of USD 108.1081 per Series F-2 Debenture. Based on the exchange rate applicable on the date of remittance of funds by CDC and the INR Equivalent of USD 1,788,000 received by the Company, the face value of each of the Series F-2 Debentures was increased to INR. 8,240 (Indian Rupees Eight Thousand Two Hundred and Forty), and the face value of the Series F-2 Debentures allotted to CDC on April 16, 2020 also reflected this increased face value.
3. Consequently, in consideration of CDC having invested the Securities Subscription Amount in the Company, the following amendments are hereby agreed to be made to the CDC SSA:
  - a. In Clause 1.1 (*Definitions*), the definition of "Series F-2 Debentures" shall be substituted with the following:

"Series F-2 Debentures" shall mean fully, compulsorily and mandatorily convertible debentures of face value of Rs. 8,240 (Rupees Eight Thousand Two Hundred and Forty) each, the terms whereof are provided in Error! Reference source not found., which shall be issued to the Series F-2 Investor in accordance with the terms of this Agreement;
  - b. In Schedule VI (*Terms of the Series F-2 Debentures*) paragraph 1 shall be replaced with the following text, and there shall be no other change to the terms of the Series F-2 Debentures set out in Schedule VI of the CDC SSA:

**Face Value**

Each Series F-2 Debenture held by CDC shall be of a face value of INR. 8,240 (Indian Rupees Eight Thousand Two Hundred and Forty).

4. The Company shall, and the Management Team shall cause the Company to, within a period of 90 (ninety) days from the date of this letter, amend the Shareholders Agreement as well as the Articles to reflect the change in the face value of the Series F-2 Debentures issued to CDC.
5. This letter shall modify the CDC SSA only to the limited extent specifically and expressly set out in this letter. Except as amended by this letter, all other provisions of the CDC SSA shall remain unchanged and

**Supermarket Grocery Supplies Pvt. Ltd.**

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CIN: U51909KA2011PTC060707

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continue in full force and effect, and the CDC SSA as specifically and expressly amended by this letter shall be applicable and binding on the parties thereto.

6. Please signify your acceptance by returning a signed copy of this letter to the Company. This letter, once accepted by CDC and the Management Team, shall form an integral part of the CDC SSA and shall amend the terms of the CDC SSA, and any references to the CDC SSA shall mean the CDC SSA, as amended by the terms of this letter.

Yours Sincerely,

**For Supermarket Grocery Supplies Private Limited**

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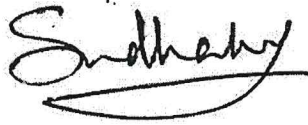
**Authorised Signatory**

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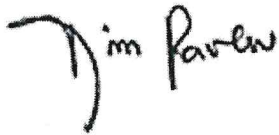
Agreed and Accepted by:

**Mr. V. S. SUDHAKAR**



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**Mr. VIPUL PAREKH**



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**Mr. HARI MENON**



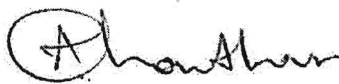
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**Mr. V. S. RAMESH**



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**Mr. ABHINAY CHOUDHARY**



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Agreed and Accepted by:

**For CDC GROUP PLC**

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**Tony Morgan**  
**Authorised Signatory**