

To:

**INTERNATIONAL FINANCE CORPORATION**

IFC's South Asia Department,  
Indira Gandhi International Airport,  
Worldmark 3, 6th Floor,  
Asset No 7, Aerocity,  
New Delhi, Delhi 110037

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**SUPPLEMENT DATED MAY 13, 2022 TO THE PRIVATE PLACEMENT OFFER LETTER DATED APRIL 26, 2022, FOR THE ISSUE BY WAY OF PRIVATE PLACEMENT BY KANDLA INTERNATIONAL CONTAINER TERMINAL PRIVATE LIMITED (THE "ISSUER") OF UP TO: (A) 10,138 SENIOR, UNLISTED, COLLATERALISED, REDEEMABLE NON-CONVERTIBLE DEBENTURES ("TRANCHE I DEBENTURES") OF THE FACE VALUE OF INR 1,00,000 (INDIAN RUPEES ONE LAKH ONLY) EACH, AGGREGATING UPTO INR 101,38,00,000/- (INDIAN RUPEES ONE HUNDRED ONE CRORE AND THIRTY EIGHT LAKHS ONLY); AND (B) 5,628 SENIOR, UNLISTED, COLLATERALISED, REDEEMABLE NON-CONVERTIBLE DEBENTURES ("SERIES B DEBENTURES") OF THE FACE VALUE OF INR 1,00,000 (INDIAN RUPEES ONE LAKH ONLY) EACH, AGGREGATING UPTO INR 56,28,00,000/- (INDIAN RUPEES FIFTY SIX CRORES AND TWENTY EIGHT LAKHS ONLY)**

**(TRANCHE I DEBENTURES AND SERIES B DEBENTURES SHALL BE COLLECTIVELY REFERRED TO AS THE "DEBENTURES" AND ISSUANCE OF THE DEBENTURES BEING REFERRED TO AS THE "ISSUE")**

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This is a supplement to the private placement offer letter dated April 26, 2022, as amended on May 5, 2022 (the "**Offer Letter**") in relation to the Issue (the "**Supplemental Offer Letter**"). This Supplemental Offer Letter contains relevant additional information and disclosures in relation to the Issue, and in reliance of which the subscription to the Debentures is deemed to have been made. The Issuer has issued this supplemental offer letter to all recipients of the Offer Letter.

The Offer Letter is hereby amended to delete all references to "Tranche 2 Debentures" in entirety and replace them with "Series B Debentures". For avoidance of doubt, it is clarified that each reference to "Debentures" shall be construed to mean the Tranche 1 Debentures and the Series B Debentures, collectively.

This Supplemental Offer Letter shall be effective on and from the date of the Offer Letter. This Supplemental Offer Letter shall in all respects form an integral part of the Offer Letter.

**For Kandla International Container Terminal Private Limited**

**Sanjeev Kanubhai Parikh**  
**Director**  
**DIN: 00030568**

**Date:** May 13, 2022  
**Place:** Mumbai.