

**Statement of Changes:**

Sr. No.	Clause No. of Scheme	Old Statement	New Statement
1.	1.2	'The Appointed Date' means April 1, 2022	'The Appointed Date' means April 1, 2023
2.	1.6	"The Record Date" means the date to be fixed by the Board of Directors of CITIZEN INFOLINE LIMITED (CIL) for the purpose of issue of Shares of CIL to the Shareholders of Transferor Company.	"The Record Date" means the date to be fixed by the Board of Directors of CITIZEN SOLAR PRIVATE LIMITED (CSPL) for the purpose of issue of Shares of CIL to the Shareholders of Transferor Company.
3.	1.7	"Relevant SEBI Circular" means the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the SEBI as amended from time to time;	"Relevant SEBI Circular" means the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 or SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November 2021 issued by the SEBI as amended from time to time;
4.	4.3	Any fraction arising on issue of Equity shares as above will be rounded off to the nearest integer.	Any fraction arising on issue of Equity shares as above will be rounded off to the nearest integer aggregated and held by the corporate trustee or such other authorized representative(s), nominated by the Board in that behalf, who shall sell such shares in the market at such price or times and at such price or prices and to such person or persons, as it/he/they may deem fit, and pay to the Transferee Company, the net sale proceeds thereof, whereupon the Transferee Company shall distribute such net sale proceeds (after deduction of applicable taxes, if any), to the Equity Shareholders in proportion to their respective fractional entitlements., within a period of 90 days from the date of allotment of shares.
5.	4.4	No fractional entitlements shall be issued in favour of any member of Transferor Company holding Equity Shares of the Transferor Company in respect of the fractional entitlements if any, to which he may be entitled on issue or allotment of the shares of the Transferee Company as aforesaid. The Board of Directors of the Transferee Company shall instead consolidate all such fractional entitlements and allot shares in lieu thereof to a director or an authorized officer of the Transferee Company with express understanding that such director or the officer shall sell the same at the best available price in one or more lots by private sale/placement or by auction as deemed fit (the decision of such director or the officer as the case may be as to the timing and method of the sale and the price at which such sale has been given effect to shall be final) and pay the sales proceeds to the Transferee Company. The net sale proceeds thereupon shall be distributed among the members of the respective Transferor Companies in the proportion of their fractional entitlements in the Transferee Company.	Deleted the same



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6.	5	Subject to the provisions of the Securities Contracts (Regulations) Act, 1956, the Securities and Exchange Board of India ("SEBI") Act 1992 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Listing Agreement with the stock exchanges. The New Equity Shares to be issued by the Transferee Company pursuant to the Scheme shall be listed at all the Stock exchanges where the existing equity shares of Transferee Company are listed. The Transferee Company shall take steps for listing of these shares on these Stock Exchanges in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Listing Agreement.	Subject to the provisions of the Securities Contracts (Regulations) Act, 1956, the Securities and Exchange Board of India ("SEBI") Act 1992 and the SEBI LODR, 2015, if applicable, with the stock exchanges. The New Equity Shares to be issued by the Transferee Company pursuant to the Scheme shall be listed at all the Stock exchanges where the existing equity shares of Transferee Company are listed. The Transferee Company shall take steps for listing of these shares on these Stock Exchanges in accordance with the SEBI LODR, 2015, relevant SEBI Circulars and other relevant provisions, as may be applicable. The New Shares allotted by the Transferee Company, pursuant to the Scheme, shall remain frozen in the depository system till listing / trading permission is given by the Stock Exchange.
7.	19.5	The approval to the Scheme by the requisite majorities of the members and Creditors, as applicable and if any of the Transferor Company. In case of Transferee Company, the approval of shareholders to scheme through postal ballot and e-voting is required, as per para 9(a) of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10 2017.	The approval to the Scheme by the requisite majorities of the members and Creditors, as applicable and if any of the Transferor Company.
8.	19.6	In case of Transferee Company, the approval of shareholders to scheme through postal ballot and e-voting is required, as per para 9(a) of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10 2017. The approval of the scheme by the public shareholders of the transferee company shall be acted upon, if the number of votes cast by in favour of the proposal are more than the number of shares cast by the public shareholders against it. The terms Public shall carry the same meaning as defined in Rule 2 of the Securities Contract (Regulation) Rules, 1957. The voting by the shareholders shall be through "Postal Ballot" as envisaged in section 110 of the Companies Act, 2013 and applicable rules thereunder, including that of the procedures of the e-voting mechanism provided by the concerned depositories from time to time.	In case of Transferee Company, the approval of shareholders to scheme through General Meeting and e-voting is required, as per para 9(a) of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10 2017, the same will be complied with and the approval of the scheme by the public shareholders of the transferee company shall be acted upon, if the number of votes cast by in favour of the proposal are more than the number of shares cast by the public shareholders against it.

We hereby confirm that we have not carried out any other material changes in the filed draft scheme other than stated above.

For, Citizen Infoline Limited

  
Omprakash Lalchand Jain

Director DIN: 00171365 Date: May 17, 2024



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