



May 11, 2023

BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai -400 001

Sub: Intimation regarding the proceedings of 33rd Extra-Ordinary General Meeting ('EGM') of the Company held on Wednesday, May 10, 2023, pursuant to Regulation 51(2) read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/ Madam,

In terms of Regulation 51(2) read with Part B of Schedule III of the Listing Regulations, we wish to inform that the 33rd Extra-Ordinary General Meeting (**'EGM'**) of Vivriti Capital Private Limited (**'Company'**) was held on Wednesday, May 10, 2023, at 05.30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai – 600002, India.

The detailed proceedings of the EGM are annexed herewith. We request you to take the same on record.

For and on behalf of **Vivriti Capital Private Limited**

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121



Summary of the proceedings of the 33rd Extra-Ordinary General Meeting held on May 10, 2023

The 33rd Extra-Ordinary General Meeting ('EGM') of the Company was held at shorter notice on Wednesday, May 10, 2023, at 05.30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai – 600002, India.

The Company, while conducting the meeting through VC, adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") from time to time. The proceedings of the EGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the EGM. Physical presence of members was accordingly dispensed with.

6 (six) members were present (including authorized representative(s)) at the meeting through VC. The requisite quorum was present at the EGM in accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company. From the Board of Directors, following were present at the EGM and rest were granted leave of absence:

Directors Present:

- a. Ms. Namrata Kaul – Independent Director and Chair of Audit Committee
- b. Ms. Anita Belani – Independent Director and Chair of Nomination and Remuneration Committee
- c. Mr. John Tyler Day – Nominee Director
- d. Mr. Lazar Zdravkovic - Nominee Director
- e. Mr. Vineet Sukumar – Managing Director and as Representative of Stakeholders Relationship Committee

The directors present at the EGM through VC from their respective residence/office/places introduced themselves to the Members of the Company.

The representatives of auditors of Company were allowed waiver from attendance due to their prior commitments.

Ms. Namrata Kaul was elected as the Chairperson of the meeting. The EGM Notice (copy uploaded on website) as circulated and shorter notice consent were taken as read, including the instructions for participation, and voting at EGM by members. It was informed that the documents and statutory registers are available for inspection by the members including such necessary documents with respect to the agendas transacted at the meeting.

Following item(s) of business as per the EGM Notice were transacted at the meeting:

Special Business:

1. To consider and approve conversion of the Company from Private Limited to Public Limited Company:

The members present at the meeting considered the proposal of conversion of the Company from a Private Limited to Public Limited Company on account of business reasons. Detailed rationale for the said conversion was circulated along with the EGM Notice for reference of the members.



Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was unanimously approved.

2. To consider and approve alteration of Articles of Association:

The members present at the meeting considered the proposal to alter the Articles of Association ('AoA') of the Company. The proposed alterations to AoA along with relevant disclosures as required under Companies Act, 2013 and all other applicable laws were circulated along with the EGM Notice for reference of the members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was unanimously approved.

3. To consider and approve alteration of Memorandum of Association:

The members present at the meeting considered the proposal to alter the Name and Capital clauses of the Memorandum of Association ('MoA') of the Company. The proposed alterations to MoA along with relevant disclosures as required under Companies Act, 2013 and all other applicable laws were circulated along with the EGM Notice for reference of the members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was unanimously approved.

4. To approve adoption and implementation of Vivriti Capital Private Limited - Employee Stock Option Plan 2023 under direct route:

The members present at the meeting considered the proposal for adoption and implementation of Vivriti Capital Private Limited - Employee Stock Option Plan 2023 through direct route. A detailed summary of the proposed scheme and all the mandatory disclosures in pursuance of Companies Act, 2013 and other applicable laws were circulated along with the EGM Notice for reference of the Members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was unanimously approved.

5. To approve the grant of option to identified employees during any one year, equal to or exceeding 1 percent of the issued capital of the Company at the time of grant of option:

The members present at the meeting considered the proposal to grant option(s) to identified employees of the Company under the Vivriti Capital Private Limited - Employee Stock Option Plan 2023 during any one year, equal to or exceeding 1 percent of the issued capital of the Company. A summary of the proposal including the threshold up to which the grant of options may be made was also circulated along with the EGM Notice for reference of the members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was unanimously approved.

6. To approve the grant of option to identified employees of the subsidiaries of the Company:

The members present at the meeting considered the proposal to extend the scope of Vivriti Capital Private Limited - Employee Stock Option Plan 2023 to subsidiaries of the Company and to grant options under the same to identified employees of subsidiaries. The matter was put to vote by way of a special resolution, and the same was unanimously approved.



7. To consider and approve the proposed material RPTs with Vivriti Asset Management Private Limited and CredAvenue Private Limited (subsidiary companies) during FY 2023-24:

The members present at the meeting considered the proposal to approve material related party transaction(s) proposed to be entered by the Company during FY 2023-24 with its subsidiaries (Vivriti Asset Management Private Limited and CredAvenue Private Limited). The list of the proposed transactions as well as all the terms and conditions as required under applicable laws, based on which the transactions may be entered into were circulated along with the EGM Notice for reference of the members. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was approved accordingly.

8. To consider and approve the proposed material RPTs with related parties (group entities) during FY 2023-24:

The members present at the meeting considered the proposal to approve material related party transaction(s) proposed to be entered by the Company during FY 2023-24 with the group entities of the Company. The list of the proposed transactions as well as all the terms and conditions as required under applicable laws, based on which the transactions may be entered into were circulated along with the EGM Notice for reference of the members. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was approved accordingly.

9. To consider and approve the proposed material RPTs with related parties (non-group entities) during FY 2023-24:

The members present at the meeting considered the proposal to approve material related party transaction(s) proposed to be entered by the Company during FY 2023-24 with other related parties of the Company. The list of the proposed transactions as well as all the terms and conditions as required under applicable laws, based on which the transactions may be entered into were circulated along with the EGM Notice for reference of the members. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was approved accordingly.

The quorum was present throughout the meeting. The EGM commenced at 05:30 P.M and concluded at 06:00 P.M. The Chairperson thanked all the Members & other stakeholders present at the meeting and the meeting was concluded thereafter.

For and on behalf of **Vivriti Capital Private Limited**

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121