



June 27, 2023

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

**Sub: Intimation regarding the proceedings of 34<sup>th</sup> Extra-Ordinary General Meeting ('EGM') of the Company held on Monday, June 26, 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 34<sup>th</sup> Extra-Ordinary General Meeting (**'EGM'**) of Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) (**'Company'**) was held on Monday, June 26, 2023, at 05.00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> 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 Limited**  
(*formerly known as Vivriti Capital Private Limited*)

**P S Amritha**  
**Company Secretary & Compliance Officer**  
**Mem No. A49121**  
**Address: Prestige Zackria Metropolitan No. 200/1-8,**  
**2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai – 600002**





## **Summary of the proceedings of the 34<sup>th</sup> Extra-Ordinary General Meeting held on June 26, 2023**

The 34<sup>th</sup> Extra-Ordinary General Meeting ('EGM') of the Company was held at shorter notice on Monday, June 26, 2023, at 05.00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> 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.

8 (eight) 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. Lazar Zdravkovic - Nominee Director
- d. 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.

Mr. Vineet Sukumar 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 approve limits for borrowing through issue of Debt Securities:**

The members present at the meeting considered the proposal for issuance of debt securities for an aggregate sum of up to INR 5,000 Crores (Indian Rupees Five Thousand Crores Only)



through public offer or private placement basis within the overall limit of up to INR 10,000 Crores (Indian Rupees Ten Thousand Crores Only) as approved by the Company, under Section 180 (1) (c) of the Companies Act, 2013, at its meeting dated May 02, 2023. This proposal was placed in order to augment the funding requirements of the Company by accessing the wider market of debt by mobilization of resources from public. 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 issuance of non-convertible debentures through public issuance:**

The members present at the meeting considered the proposal to issue non-convertible debentures up to an aggregate sum of INR 500 Crores (Indian Rupees Five Hundred Crores Only) inclusive of green shoe option as may be approved thereon through public issue at such terms and conditions as may be decided by the Board of Directors or any committee constituted by the Board thereof. 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 Articles of Association:**

The members present at the meeting considered the proposal to adopt the restated Articles of Association ('AoA') of the Company for incorporating certain clarificatory changes with respect to Class B equity shares and appointment of nominee director on behalf of debenture trustee. The draft AOA was placed at the meeting for the perusal 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 Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2018:**

The members present at the meeting considered the proposal for adoption and implementation of revised Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2018. A detailed summary of the revisions that are proposed to be incorporated and the clarificatory changes including 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 approved accordingly.

**5. To approve adoption and implementation of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2019:**

The members present at the meeting considered the proposal for adoption and implementation of revised Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2019. A detailed summary of the revisions that are proposed to be incorporated and the clarificatory changes including 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 approved accordingly.



**6. To approve adoption and implementation of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2019-II:**

The members present at the meeting considered the proposal for adoption and implementation of revised Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2019-II. A detailed summary of the revisions that are proposed to be incorporated and the clarificatory changes including 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 approved accordingly.

**7. To approve adoption and implementation of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2020:**

The members present at the meeting considered the proposal for adoption and implementation of revised Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2020. A detailed summary of the revisions that are proposed to be incorporated and the clarificatory changes including 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 approved accordingly.

**8. To approve adoption and implementation of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2022:**

The members present at the meeting considered the proposal for adoption and implementation of revised Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) Employees' Stock Option Plan - 2022. A detailed summary of the revisions that are proposed to be incorporated and the clarificatory changes including 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 approved accordingly.

**9. To approve adoption and implementation of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) - Employee Stock Option Plan 2023:**

The members present at the meeting considered the proposal for adoption and implementation of revised Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) - Employee Stock Option Plan 2023. A detailed summary of the revisions that are proposed to be incorporated and the clarificatory changes including 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 approved accordingly.





## 10. To approve overall limits for providing guarantee and making investments:

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the proposal for providing guarantees / securities and making investments exceeding one hundred percent of paid up share capital, free reserves and securities premium account of the Company was placed before the members of the Company for their consideration and approval. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

The quorum was present throughout the meeting. The EGM commenced at 05:00 P.M and concluded at 05:15 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 Limited**  
*(formerly known as Vivriti Capital Private Limited)*

**P S Amritha**  
**Company Secretary & Compliance Officer**  
**Mem No. A49121**  
**Address: Prestige Zackria Metropolitan No. 200/1-8,**  
**2nd Floor, Block -1, Annasalai, Chennai – 600002**

