



February 20, 2024

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

Sub: Intimation regarding the proceedings of 39th Extra-Ordinary General Meeting ('EGM') of the Company held on Tuesday, February 20, 2024, 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 39th Extra-Ordinary General Meeting (**'EGM'**) of Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) (**'Company'**) was held on Tuesday, February 20, 2024 at 9:00 A.M. (IST) through Video Conferencing ("VC") 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 Limited**
(*formerly known as Vivriti Capital Private Limited*)

P S Amritha
CS, CCO & Compliance Officer
Mem No. A49121
Address: Prestige Zackria Metropolitan No. 200/1-8,
2nd Floor, Block -1, Annasalai, Chennai – 600 002





Summary of the proceedings of the 39th Extra-Ordinary General Meeting held on February 20, 2024

The 39th Extra-Ordinary General Meeting ('EGM') of the Company was held at shorter notice on Tuesday, February 20, 2024, at 9:00 A.M. (IST) through Video Conferencing ("VC") 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. The physical presence of the 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. Santanu Paul – Independent Director and Chair of Stakeholders Relationship Committee
- d. Mr. Lazar Zdravkovic - Nominee Director
- e. Mr. Kartik Srivatsa – Nominee Director
- f. Mr. Vineet Sukumar – Managing Director

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. Kartik Srivatsa 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 were 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. Approval for reappointment and remuneration of Mr. Vineet Sukumar (DIN: 06848801) as Managing Director of the Company:

The members present at the meeting considered and approved the proposal to re-appoint Mr. Vineet Sukumar having DIN: 06848801 (presently holding office as the Managing Director of the company up to May 25, 2024), as Managing director of the Company, liable to retire by rotation, for a term of 5 (five) consecutive years with effect from May 26, 2024, until May 25, 2029 with the remuneration for Financial Year 2024-25 based on the recommendation of the Nomination and Remuneration Committee and the Board as per the Nomination and Remuneration Policy of the Company. The declarations/documents submitted by Mr. Vineet Sukumar were taken on record. Upon reappointment, shall continue with his membership and/ or permanent invitees of the Committees of the Company.

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

2. Approval for Material Related Party Transactions:

The members present at the meeting considered the proposal to approve related party transactions that were specified in “Annexure – I” and were proposed to be entered into with the related parties of the Company / Subsidiaries from time to time. The list of proposed transactions together with the terms and conditions as required under applicable laws were detailed out in “Annexure – I”. It was circulated along with the EGM Notice and was made available at the meeting for the reference and consideration by Members.

Thereafter, the aforesaid matter was put to vote by way of an Ordinary resolution, and the same was approved accordingly.

3. Approval for Material Related Party Transaction with Vivriti Asset Management Private Limited for conversion of loan to equity:

The members present at the meeting considered the proposal of conversion of outstanding loan amounting to INR. 46,99,99,934.56 (Indian Rupees forty-six crore, ninety-nine lakh, ninety-nine thousand, nine hundred thirty-four rupees and fifty-six paise Only), provided to Vivriti Asset Management Private Limited, subsidiary of the Company (“VAMPL”), into 34,49,794 (Thirty four Lakh forty Nine thousand seven hundred ninety Four Only) Equity shares at an Issue price of Rs. 136.24/- (at a face value of Rs.10/- and premium of Rs. 126.24/- each) of VAMPL, thereby making it an investment for the Company under the applicable provisions of Companies Act, 2013 read with rules made thereunder and in accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of RBI Circular dated 19th April 2022 on “Loans and



Advances – Regulatory Restrictions – NBFCs” and RBI Master Directions - Non-Banking Financial Company – Scale Based Regulation, 2023, as amended from time to time.

Thereafter, the aforesaid matter was put to vote by way of an Ordinary resolution, and the same was approved accordingly.

4. Approval for Related Party Transaction with Ms. P S Amritha for her appointment as Chief Compliance Officer of the Company:

The members present at the meeting considered the proposal to approve the related party transaction to approve/ratify appointment of Ms. Amritha P S as the Chief Compliance Officer (“CCO”) of the Company for a period of 3 (three) consecutive years effective from September 30, 2023, until September 30, 2026. The terms and conditions as required under applicable laws were detailed out in “Annexure – III”. It was circulated along with the EGM Notice and was made available at the meeting for the reference and consideration by Members.

Thereafter, the aforesaid matter was put to vote by way of an Ordinary resolution, and the same was approved accordingly.

5. Approval for Related Party Transaction with the Chief Financial Officer for his appointment as Designated Nodal Officer of the Company for IEPF:

The members present at the meeting considered the proposal to approve the related party transaction to appoint the Chief Financial Officer as the Designated Nodal Officer of the Company for the purpose of discharging necessary obligations under the applicable laws and for acting as the point of contact for investors entitled to claim their unclaimed amounts, SEBI, Stock Exchange and Depositories pursuant to Regulation 23 and 61A (2) of the SEBI (Listing Obligations and Disclosure Requirements) and pursuant to SEBI circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/176 dated November 08, 2023 including modifications and re-enactments thereof from time to time. The terms and conditions as required under applicable laws were detailed out in “Annexure – IV” along with the EGM Notice and was made available at the meeting for the reference and consideration by Members.

Thereafter, the aforesaid matter was put to vote by way of an Ordinary resolution, and the same was approved accordingly.

6. Approval for Related Party Transaction between Vivriti Asset Management Private Limited (VAM) and its Company Secretary for her appointment as Designated Nodal Officer of VAM for IEPF:

The members present at the meeting considered the proposal to approve the related party transaction to appoint the Company Secretary of Vivriti Asset Management Private Limited (“VAM”) as the Designated Nodal Officer of VAM, subsidiary of the Company for the purpose of discharging necessary obligations under the applicable laws and for acting as the point of contact for investors entitled to claim





their unclaimed amounts, SEBI, Stock Exchange and Depositories pursuant to Regulation 23 and 61A (2) of the SEBI (Listing Obligations and Disclosure Requirements) and pursuant to SEBI circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/176 dated November 08, 2023 including modifications and re-enactments thereof from time to time. The terms and conditions as required under applicable laws were detailed out in “**Annexure – V**” along with the EGM Notice and was made available at the meeting for the reference and consideration by 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 09:00 A.M (IST) and concluded at 09:15 A.M (IST). 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
CS, CCO & Compliance Officer
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Address: Prestige Zackria Metropolitan No. 200/1-8,
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