



Date: March 24, 2025

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

Sub: Notice convening meeting of unsecured creditors pursuant to the order of Hon'ble NCLT, Division Bench – II, Chennai, in relation to Composite Scheme of Arrangement amongst Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited, Vivriti Next Limited (formerly known as Vivriti Next Private Limited) (erstwhile known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited, Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited), as per Regulation 51(2) and their respective shareholders read with Part B of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

This is further to our earlier intimations relating to Composite Scheme of Arrangement amongst Vivriti Capital Limited, (formerly known as Vivriti Capital Private Limited) (Demerged Company / Amalgamated Company), Hari and Company Investments Madras Private Limited (Resulting Company 1), Vivriti Next Limited, (formerly known as Vivriti Next Private Limited) (erstwhile known as QED Business Solutions Private Limited) (VNL), Vivriti Asset Management Private Limited (Amalgamating Company), Vivriti Funds Private Limited, (formerly known as Keerthi Logistics Private Limited) (Resulting Company 2) and their respective shareholders subject to regulatory approvals.

The Hon'ble National Company Law Tribunal (NCLT), Chennai Division Bench – II has vide its order dated March 5, 2025, directed the Company to convene the meeting of Secured Creditors as under:

Meeting Type	Mode	Date & Day	Time
Unsecured Creditors	Video Conferencing / Other Audio Visual Means	April 26, 2025, Saturday	03:00 P.M. (IST)

The Notice along with Explanatory Statement and Annexures are being issued on March 24, 2025, in electronic form via email to those members, secured creditors and unsecured creditors who have registered their email IDs and in physical form via registered post /speed post / courier to those members / secured creditors / unsecured creditors who have not registered their email-IDs with the Company. The Notice and Explanatory Statement is enclosed herewith and the same along with requisite annexures is also available on the website of the Company at <https://www.vivriticapital.com/vivriti-group-scheme-of-restructuring.html>.

The Company has engaged Central Depository Services (India) Limited ('CDSL') for providing E-voting Services and VC/OVAM facility for this meeting. Details of e-voting are as follows:

Particulars	Unsecured Creditors
Cut-off date for determining eligibility for remote e-voting & e-voting at the meeting	Saturday, April 19, 2025
E-voting start date and time	Tuesday, April 22, 2025, at 9:00 A.M. (IST)
E-voting end date and time	Tuesday, April 25, 2025, at 5:00 P.M. (IST)
EVSN	250324006



As required under the proviso to Section 230(3) of the Act, we request the Stock Exchange to kindly upload the Notice dated March 24, 2025, along with the other documents mentioned above on your website.

We request you to take the above on record as compliance with the relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and disseminate to the stakeholders.

Kindly take the above information in your records.

For and on behalf of **Vivriti Capital Limited**
(formerly known as Vivriti Capital Private Limited)

Umesh Navani
Company Secretary and Compliance Officer
Mem No. A40899
Address: Prestige Zackria Metropolitan, 2nd Floor,
Block 1, No- 200/1-8, Anna Salai , Chennai-600002

Encl.: As above



VIVRITI CAPITAL LIMITED

(formerly known as Vivriti Capital Private Limited)

CIN: U65929TN2017PLC117196

**REGD OFFICE: PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 2ND FLOOR, BLOCK -1,
ANNASALAI, CHENNAI – 600002, INDIA**

WEBSITE: [HTTPS://WWW.VIVRITICAPITAL.COM](https://www.vivriticapital.com); CONTACT: +91 44 4007 4800;

EMAIL – CONTACT@VIVRITICAPITAL.COM

NOTICE OF MEETING OF THE UNSECURED CREDITORS OF VIVRITI CAPITAL LIMITED (FORMERLY KNOWN AS VIVRITI CAPITAL PRIVATE LIMITED) CONVENED PURSUANT TO THE ORDER PASSED BY HON'BLE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH ("COURT II"), CHENNAI ("NCLT" OR "TRIBUNAL")

MEETING

DAY	Saturday
DATE	April 26, 2025
TIME	03:00 P.M. (IST)
MODE	Video Conferencing / Other Audio Visual Means

REMOTE E-VOTING

CUT-OFF DATE FOR DETERMINING THE UNSECURED CREDITORS ENTITLED TO VOTE	April 19, 2025 (Saturday)
COMMENCING ON	April 22, 2025 (Tuesday) at 09:00 A.M. (IST)
ENDING ON	April 25, 2025 (Friday) at 05:00 P.M. (IST)

E-VOTING DURING THE MEETING

E-Voting during the meeting would be available for those Unsecured Creditors who had not earlier voted through Remote E-Voting and this facility would be available for an additional 30 (thirty) minutes post conclusion of the discussion at the aforesaid meeting.

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**BEFORE THE NATIONAL COMPANY TRIBUNAL
DIVISION BENCH – II, CHENNAI
FORM NO. CAA.2
[Pursuant to Section 230(3) and Rule 6 and 7]**

CA(CAA)/12/CHE/2025

In the Matter of Sections 230 to 232 of the Companies Act, 2013
and
In the matter of Composite Scheme of Arrangement
among
VIVRITI CAPITAL LIMITED
and
HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED
and
VIVRITI NEXT LIMITED
and
VIVRITI ASSET MANAGEMENT PRIVATE LIMITED
and
VIVRITI FUNDS PRIVATE LIMITED
and
Their Respective Shareholders

VIVRITI CAPITAL LIMITED

Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block – 1,
Annasalai, Chennai, Tamil Nadu – 600002
CIN: U65929TN2017PLC117196

...First Applicant Company /
Demerged Company/
Amalgamated Company

**NOTICE FOR CONVENING THE MEETING OF THE UNSECURED CREDITORS
OF VIVRITI CAPITAL LIMITED**

**To,
The Unsecured Creditors of
Vivriti Capital Limited**

Notice is hereby given that by an Order dated March 5, 2025, the Hon'ble National Company Law Tribunal, Chennai Bench, has directed convening of a meeting of the Unsecured Creditors of the First Applicant Company, be held through "Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), for the purpose of considering, and if thought fit, approving the Composite Scheme of Arrangement proposed to be made between Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) (**Demerged Company / Amalgamated Company**), Hari And Company Investments Madras Private Limited (**Resulting Company 1**), Vivriti Next Limited (formerly known as Vivriti Next Private Limited) (erstwhile known as QED Business Solutions Private Limited) (**VNL**), Vivriti Asset Management Private Limited (**Amalgamating Company**), Vivriti Funds Private Limited, (formerly known as Keerthi Logistics Private Limited) (**Resulting Company 2**) and their respective Shareholders

("Scheme" or "the Scheme") pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder (Act).

In pursuance of the Order and as directed therein, this Notice is hereby given that a meeting of the Unsecured Creditors of the Demerged Company / Amalgamated Company will be held **on Saturday, April 26, 2025, at 03:00 P.M.(IST) through VC / OAVM** in compliance with the applicable provisions of the Companies Act and the MCA Circulars, at which time you are requested to attend to transact the following business:

To consider and if thought fit, to pass, the following resolution for approval of the Composite Scheme of arrangement by the requisite statutory majority:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including amendments thereof), read with observation letter(s) issued by BSE Limited dated October 28, 2024 and the enabling provisions of the Memorandum of Association and Articles of Association of the Vivriti Capital Limited and subject to the approval of the Hon'ble National Company Law Tribunal, Chennai Bench, if and when applicable, and subject to such other approval(s), permissions and sanctions of Central Government and other concerned regulatory authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench, if and when applicable or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of Vivriti Capital Limited (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted /to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the proposed arrangement embodied in the Scheme of Arrangement between Vivriti Capital Limited, (formerly known as Vivriti Capital Private Limited) (**Demerged Company / Amalgamated Company**), Hari And Company Investments Madras Private Limited (**Resulting Company 1**), Vivriti Next Limited, (formerly known as Vivriti Next Private Limited) (erstwhile known as QED Business Solutions Private Limited) (**VNL**), Vivriti Asset Management Private Limited (**Amalgamating Company**), Vivriti Funds Private Limited, (formerly known as Keerthi Logistics Private Limited) (**Resulting Company 2**) and their respective shareholders (**"the Scheme"**), a copy of which was circulated along with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the aforesaid Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench, if and when applicable while sanctioning the Arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or implementation thereof or in any matter whatsoever connected therewith, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Unsecured Creditors of the Company.”

The deemed venue for the meeting shall be the Registered office of the Company situated at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai, - 600002, Chennai, Chennai, Tamil Nadu, India, 600002

The quorum for the Meeting shall be 4 (Four) Unsecured Creditors. In case the quorum is not present at the designated time, the Meeting shall be adjourned by half an hour and thereafter, the persons present for voting shall be deemed to constitute the quorum.

Copies of the Scheme and Statement under Section 230 of the Companies Act, 2013, and other annexures as stated in the Index are enclosed herewith.

Copies of the Composite Scheme of Arrangement and of the Statement under Section 230 read with Section 102 of the Companies Act, 2013 can be obtained free of charge at the Registered Office of the Company.

The Hon’ble Tribunal has appointed **Mr. Mohan Raj P, Judicial Member (Retd.)**, as Chairperson and **Ms. Indhu Vadhana M**, as Scrutinizer of the aforesaid meeting.

The Scheme, if approved by the Unsecured Creditors in the meeting, will be subject to the subsequent approval of the National Company Law Tribunal, Division Bench – II, Chennai (“**NCLT**” or “**Tribunal**”).

The Chairperson and the Scrutinizer have not verified the correctness and appropriateness of the contents of the notice, explanatory statement and its annexures which is the responsibility of the Company and its officers.

The cut-off date for e-voting (including remote e-voting) for determining the eligibility of Unsecured Creditors to vote shall be **April 19, 2025 (“Cut-off Date”)**. The votes cast by the said Unsecured Creditors shall be reckoned with reference to such cut-off Date.

For Vivriti Capital Limited
(formerly known as Vivriti Capital Private Limited)

Date: March 24, 2025
Place: Chennai

Sd/-
Mr. Mohan Raj P
Chairperson appointed for the meeting
by Order of Hon’ble Tribunal dated March 5, 2025

NOTES

1. The Ministry of Corporate Affairs (“MCA”), has vide their General Circular No. 09/2024 dated September 19, 2024 read with previous General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) has vide their Circular no. SEBI/HO/CFD/CFD–PoD-2/P/CIR/ 2024/133 dated October 03, 2024 (collectively referred to as (“**relevant circulars**”), has permitted Companies to hold the meeting through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) without the physical presence at a common venue and also granted relaxation from sending physical copy of notice to the Unsecured Creditors.
2. Accordingly, in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), relevant Circulars and as per the direction of the Hon’ble NCLT vide order dated March 5, 2025, passed in CA(CAA)/12/(CHE)/2025, this meeting is being held through VC / OAVM. Physical attendance of the Unsecured Creditors is being dispensed with. Accordingly, the facility for appointment of proxies as directed in the NCLT Order will not be applicable for this meeting and hence the Proxy Form, Attendance Slip and route map being not applicable are not annexed to this Notice.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 along with applicable rules thereunder and provisions of Sections 230 to 232 of the Companies Act, 2013 setting out material facts forms part of this notice.
4. Pursuant to the provisions of Section 112 and Section 113 of the Act, authorised representatives of the Government / Institution(s) / Body Corporate / Companies who are Unsecured Creditors can attend this meeting through VC / OAVM and can cast their votes through e-voting. Such Unsecured Creditors intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at induvadhana12@gmail.com (or) the Company by e-mail at cs@vivriticapital.com.
5. The quorum of meeting shall be 4 (four) Unsecured Creditors. Unsecured Creditors attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case the quorum as noted above is not present at the meeting, then the meeting shall be adjourned by half an hour, and thereafter the person(s) present shall be deemed to constitute the quorum for the meeting.
6. Pursuant to the provisions of Section 108, 230(4) of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (as amended), relevant Circulars, the Company is providing facility of remote e-voting to its Unsecured Creditors in respect of the business to be transacted at the meeting. The Chairperson of the meeting shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of the Scrutinizer, for all those Unsecured Creditors who are present at the meeting and have not cast their votes by availing the remote e-voting

facility. In this regard, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Unsecured Creditors using remote e-voting as well as the e-voting system on the date of the meeting will be provided by CDSL.

7. The e-voting facility with CDSL will be available at the link www.evotingindia.com. The remote e-voting period would commence on **Tuesday, April 22, 2025 at 09:00 A.M. (IST)** and conclude on **Friday, April 25, 2025, at 05:00 P.M. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Unsecured Creditor, the same cannot be changed subsequently.
8. A person whose name is recorded in the “List of Unsecured Creditors” of the Company as on Saturday, April 19, 2025, (“**Cut-off Date**”) shall only be entitled to avail the facility of remote e-voting and voting at the meeting. However, a person who is not an Unsecured Creditor as on cut-off date should treat this notice for information purpose only.
9. The Unsecured Creditors who have cast their vote by remote e-voting prior to the meeting may also attend the meeting by way of VC / OAVM but shall not be entitled to cast their vote again. The details indicating the process and manner for voting by electronic means, the time, schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the Unsecured Creditors. The procedures and instructions for ‘remote e-voting’, ‘attending the meeting through VC / OAVM’ and ‘e-voting at the meeting’ are furnished as part of this Notice.
10. The Hon’ble Tribunal has appointed Ms. Indhu Vadhana M, as the Scrutinizer for conducting the remote e-voting process and e-voting at the meeting, in a fair and transparent manner.
11. As per the directions of the Hon’ble NCLT, the Scrutinizer shall submit the Scrutinizer’s Report of the total votes cast in favour of or against, if any, to the Chairperson who shall declare the results of the remote e-voting and e-voting during the meeting within a period of 2 days from the conclusion of the meeting. i.e. on or before **Monday, April 28, 2025**. The Results declared along with the Report of the Scrutinizer shall be placed on the Company’s website at www.vivriticapital.com and also be displayed on the website of CDSL at www.evotingindia.com immediately after the results are declared and simultaneously communicated to the relevant Stock Exchange.
12. The Chairperson of the meeting shall within 3 days from the date of holding the Meeting, submit a report to the NCLT on the results of the Meeting as per Rule 14 of Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.
13. The Notice of the meeting along with the Explanatory Statement has been uploaded on the website of the Company at www.vivriticapital.com and can also be accessed from the website of BSE Limited at www.bseindia.com. The Notice of the meeting is also disseminated on the website of the CDSL at www.evotingindia.com.

14. The Notice of the meeting and the accompanying documents mentioned in the Index are being sent through electronic mode to all Unsecured Creditors (as on Friday, March 21, 2025) to the e-mail addresses that are registered with the Company / RTA / Depositories. The physical copies of Notice of the meeting are being sent through permitted mode for those Unsecured Creditors whose e-mail addresses are not registered with the Company / RTA / Depositories.
 15. The Notice convening the Meeting will be published through advertisement in (i) “**Hindu Business Line**” (All India Edition) in English language; (ii) “**Makkal Kural**” (Tamil Nadu Edition) in Tamil language (vernacular language).
 16. The relevant documents referred in the notice and the explanatory statement are open for inspection by the Unsecured Creditors at the Registered Office of the Company on all working days, except Saturdays and Sundays and public holidays, between **11.00 A.M. and 04.00 P.M.** up to one day prior to the date of the meeting.
 17. Unsecured Creditors desirous of obtaining any information concerning the accounts and operations of the Applicant Company are requested to send their queries to the Company at least seven days before the date of the meeting, so that the information required by them may be made available at the meeting.
 18. The voting rights of the Unsecured Creditors shall be in proportion to their net outstanding value of liability(ies) held by them in the Company as on April 19, 2025.
 19. As the meeting is being conducted through VC / OAVM, for the smooth conduct of proceedings of the meeting, Unsecured Creditors are encouraged to express their views / send their queries in advance from their registered email ID, mentioning their full name, folio number / DPID-Client ID, address and contact number, to cs@vivriticapital.com by 5:00 P.M. (IST) at least 1 working day before the date of the meeting so that the requisite information / explanations can be kept ready and be provided in time. Unsecured Creditors may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the meeting.
 20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.
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INSTRUCTIONS FOR E-VOTING AND ATTENDING THE MEETING THROUGH VC / OAVM ARE AS UNDER

1. The voting period begins on **Tuesday, April 22, 2025, at 09:00 A.M. (IST)** and conclude on **Friday, April 25, 2025, at 05:00 P.M. (IST)**. During this period, the Unsecured Creditors as on the Cut-off date of Saturday, April 19, 2025, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Login Method for e-Voting for Unsecured Creditors through CDSL is given below:
 - a. Voters should log on to the e-voting website www.evotingindia.com during the voting period.
 - b. Click on “Shareholders/ Members” module.
 - c. Enter your User ID which is provided by CDSL.
 - d. Next enter the Image Verification as displayed and Click on Login.
 - e. Enter your password as which is provided by CDSL.
 - f. After entering these details appropriately, click on “SUBMIT” tab.
 - g. Select the EVSN of Vivriti Capital Limited on which you choose to vote.
 - h. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - i. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - j. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - k. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - l. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - m. There is also an optional provision to upload BR / POA if any, which will be made available to the scrutinizer for verification.
3. **Important Note:** Unsecured Creditors who are unable to retrieve User ID / Password are advised to send a request at helpdesk.evoting@cdslindia.com.

Helpdesk for Unsecured Creditors holding securities for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Unsecured Creditors logging in through CDSL e-Voting system	Unsecured Creditors facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Procedure for joining the meeting through VC / OAVM

1. The procedure for attending the meeting and e-voting on the day of the meeting is same as the instructions mentioned above for e-voting.
2. **The link for VC/OAVM will be available where the EVSN of the Company will be displayed after successful login as per the instructions provided above for e-voting.**
3. Facility of joining the meeting through VC/OAVM shall open 30 minutes before the scheduled meeting time.
4. Unsecured Creditors who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.
5. Unsecured Creditors are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further, Unsecured creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Participants who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **one day prior to meeting** mentioning their name, email id, mobile number at cs@vivriticapital.com. The Unsecured Creditors who do not wish to speak during the meeting but have queries may send their queries in advance **one day prior to meeting** in the above manner. The Company would endeavour to address these queries suitably. The Company would endeavour to address these queries suitably.
9. Those participants who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

10. Those Unsecured creditors, who are present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the meeting.
11. If any Votes are cast by the Unsecured creditors through the e-voting available during the meeting and if the same Unsecured creditors have not participated in the meeting through VC/OAVM facility, then the votes cast by such Unsecured creditors shall be considered invalid as the facility of e-voting during the meeting is available only to the Unsecured creditors attending the meeting.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

For Vivriti Capital Limited

(formerly known as Vivriti Capital Private Limited)

Date: March 24, 2025

Place: Chennai

Sd/-

Mr. Mohan Raj P

Chairperson appointed for the meeting

by Order of Hon'ble Tribunal dated March 5, 2025

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

DIVISION BENCH – II, CHENNAI

FORM NO. CAA-2

[Pursuant to Section 230(3) and Rule 6 and 7]

CA(CAA)/12/CHE/2025

In the Matter of Sections 230 to 232 of the Companies Act, 2013

and

In the matter of Composite Scheme of Arrangement

Between

VIVRITI CAPITAL LIMITED

and

HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED

and

VIVRITI NEXT LIMITED

and

VIVRITI ASSET MANAGEMENT PRIVATE LIMITED

and

VIVRITI FUNDS PRIVATE LIMITED

and

Their Respective Shareholders

VIVRITI CAPITAL LIMITED

CIN: U65929TN2017PLC117196

**Prestige Zackria Metropolitan No. 200/1-8, ...First Applicant Company / Demerged Company/
2nd Floor, Block – 1, Annasalai, Chennai, Amalgamated Company
Tamil Nadu – 600002**

EXPLANATORY STATEMENT UNDER SECTION 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES (COMPROMISE, ARRANGEMENT AND AMALGAMATIONS) RULES, 2016 FOR THE MEETING OF THE UNSECURED CREDITORS OF VIVRITI CAPITAL LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

1. This is an Explanatory Statement accompanying the Notice convening the Meeting of Unsecured Creditors of Vivriti Capital Limited pursuant to the Order dated March 5, 2025, passed by the Hon'ble National Company Law Tribunal, Division Bench - II, Chennai ("NCLT"), in Application No. CA(CAA)/12/CHE/2025, which directed the company to convene separate meetings of the Equity

Shareholders, Secured Creditors and Unsecured Creditors of the First Applicant Company / Demerged Company / Amalgamated Company. The Meeting of Unsecured Creditors is scheduled to be held on **Saturday, April 26, 2025** at 03:00 P.M. (IST) to obtain their approval to the Composite Scheme of Arrangement between Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) ("**Demerged Company**" or "**Amalgamated Company**"), Hari And Company Investments Madras Private Limited ("**Resulting Company 1**"), Vivriti Next Limited (*formerly known as Vivriti Next Private Limited*) (*erstwhile known as QED Business Solutions Private Limited*) ("**VNL**"), Vivriti Asset Management Private Limited ("**Amalgamating Company**"), Vivriti Funds Private Limited (*formerly known as Keerthi Logistics Private Limited*) ("**Resulting Company 2**") and their respective Shareholders ("the **Scheme**").

2. The Hon'ble National Company Law Tribunal, Division Bench – II, Chennai, has appointed Mr. Mohan Raj P, Judicial Member (Retd.), as the Chairperson of the Meeting. The said Order will be available for inspection at the Registered Office of the First Applicant Company / Demerged Company / Amalgamated Company situated at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai, - 600002, Tamil Nadu, India on all working days, except Saturdays and Sundays and Public holidays, between **11.00 A.M. and 04.00 P.M.** up to one day prior to the date of the meeting.
3. The meeting is being held through Video Conferencing / Other Audio Visual Means. The deemed venue for the meeting shall be the Registered office of the Company.
4. A copy of the Scheme setting out in detail the terms and conditions of the proposed Scheme which has been approved by the Board of Directors of all the Companies involved in the Scheme are available on the website of the Company: www.vivriticapital.com.
5. The details of the Composite Scheme of Arrangement are as follows:
 - i. **Details of the order of the Tribunal directing the calling, convening and conducting of the meeting:**
 - a) Date of the Order: March 5, 2025
 - b) Date, time and venue of the meeting:

Day & Date: Saturday, April 26, 2025
Time: 03:00 P.M. (IST)
Deemed Venue: Prestige Zackria Metropolitan No. 200/1-8,
2nd Floor, Block -1, Annasalai, Chennai, - 600002, Tamil Nadu, India.
 - ii. **Details of the Applicant Companies:**
 - I. **VIVRITI CAPITAL LIMITED - FIRST APPLICANT COMPANY/ DEMERGED COMPANY/ AMALGAMATED COMPANY:**
 - a) **Corporate Identification Number (CIN) of the company:** U65929TN2017PLC117196
 - b) **Permanent Account Number (PAN):** AAFCV9757P

- c) **Name of the company:** Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*)
- d) **Date of incorporation:** 22/06/2017
- e) **Type of the company (whether public or private or one-person company):** Public Company.
- f) **Registered office address and e-mail address:**
Regd Office: Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai 600 002, Tamil Nadu, India
Email: contact@vivriticapital.com
- g) **Summary of main object as per the memorandum of association and main objects of the Amalgamated company are set out hereunder:**

The main objects inter alia as set out in Clause III of the Memorandum of Association of Vivriti Capital Limited are as under:

1. To carry on the business of a finance company, hire purchase company and / or leasing company, to undertake and or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporates, for all kinds of goods and services, moveable and immovable property; to provide long term or short term finance, lend, negotiate loans, whether by way of term loans, bridge loans, overdrafts, cash credits, lines of credit, cash advance, factoring, discounting, purchase of portfolios, debentures, guarantees, securitizations, assignment of assets or any other method, to any person or persons, entrepreneurs, promoters, company or corporation, body corporates, trusts or any kind of association of persons, including venture capital companies and other business concerns constituted or carrying on business in India or elsewhere with or without interest and with or without any security as may be thought appropriate and also to act as a guarantor, with or without fees for letters of credit, financial and performance guarantees, to raise or provide venture capital, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares, units or other securities, to undertake factoring, to purchase the book debts, inventory, receivables, immovable assets, movable assets, investments and other assets or properties of companies and to lend or give credit against the same, to undertake bills discounting business to purchase, finance, discount, re discount bills of exchange, to act as discount and acceptance house, to arrange acceptance or co-acceptance of bills, to borrow, accept grants, raise equity or convertible securities and to transact business as promoters financiers, monetary agents.
2. To promote, establish, form, acquire or invest by way of capital or debt in securities, convertible instruments, debt instruments, warrants, options, units, or any other interest; to hold, manage, transfer or otherwise deal in such investments in any legal entity including but not limited to body corporates, trusts, societies, alternate investment funds, real estate investment trust, infrastructure investment trusts engaged or proposed to be engaged in any non-banking financial service activity or any other business activity including but not limited to leasing and financing, venture

financing, consumer finance, business finance, debt finance, home finance, portfolio management, asset management, investment advisory services, financial consultancy, credit cards and other non-banking financial service businesses and in trusteeship of mutual funds, offshore funds, pension funds, provident funds, venture capital funds, alternative investment funds, real estate investment trusts, infrastructure investment trusts, insurance funds, collective or private investment schemes/plans, employee welfare or compensation schemes/plans or any other plans, and to the extent permitted by applicable law, undertake the aforesaid activities directly. To enter into trading or issuing derivative contracts for currency, interest rates, equity, credit and commodities as required for the purpose of the Company.

3. To carry on the business of providing financial, investment advisory services, management and facilitation services, including but not limited to identifying investment opportunities, conducting analysis and assessment, providing investment recommendations and consultancy service for making available infrastructure (including but not limited to administrative, managerial, logistical, financial, communication and information technology facilities/services) to venture capital / alternative investment / private equity / asset management / real estate / infrastructure funds, including the trustees, beneficiaries and contributories of such funds, other funds (including but not limited to funds for providing debt financing investing in equity, equity linked securities and all other instruments as permitted under applicable laws), trusts, investment companies, joint ventures, corporate, institutional, group and individual investors. To set up marketplaces to host and market financial services of any kind.

h) Details of change of name, registered office and objects of the company during the last five years:

- **Change of Name:** Yes, there has been a change in the name of the Company during the last five years:
 - i. The Name of the Company has been changed from “Vivriti Capital Private Limited” to “Vivriti Capital Limited” with effect from 09/06/2023.
- **Change of Registered Address:** Yes, there have been changes in the registered office address of the Company during the last five years:
 - i. The registered office has been changed from “2nd Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600 035, Tamil Nadu, India” to “Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai 600 002, Tamil Nadu, India” with effect from 10/08/2022.
 - ii. The registered office has been changed from “12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600 035, Tamil Nadu, India” to “2nd Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600 035, Tamil Nadu, India” with effect from 04/02/2022.

- **Change of objects:** Yes, there has been a change in the Object Clause of the Company during the last five years:

- In order to insert enabling provisions to undertake corporate restructuring through demergers, as may be required in the future, Clause III(B) subclause 16 has been amended vide Special resolution passed at the Extra ordinary General Meeting of the Company held on March 22, 2022.

- Name of the stock exchange (s) where securities of the company are listed, if applicable:**
The Non-convertible debentures and Commercial papers of the First Applicant Company are listed on BSE Limited.
- Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital as on September 30, 2024:**

Particulars	Amount in Rs.
Authorised Share Capital	
2,55,00,000 equity shares of Rs. 10 (Rupees Ten only) each 9,11,37,063 compulsorily convertible preference shares of Rs. 10 (Rupees Ten only) each 19,60,000 Class B differential equity shares of Rs. 10 (Rupees Ten only) each to be issued VCL ESOP Plan 2023	INR 118,59,70,630 (Rupees One Hundred Eighteen Crores Fifty Nine Lakhs Seventy Thousand Six Hundred Thirty only)
Total	118,59,70,630
Issued, Subscribed and Paid-up Share Capital	
2,15,75,735 equity shares of Rs. 10 (Rupees Ten only) each 9,09,40,240 compulsorily convertible preference shares of Rs. 10 (Rupees Ten only) each	INR 112,51,59,750 (Rupees One Hundred Twelve Crores Fifty One Lakhs Fifty Nine Thousand Seven Hundred Fifty only)
Total	112,51,59,750

NOTE: There have been no changes in the authorized, issued, subscribed and paid-up capital of the Demerged / Amalgamated Company from September 30, 2024, till date.

- Names of the promoters and directors along with their addresses:**

The details of Promoters and Directors of the Demerged / Amalgamated Company as on September 30, 2024, are as follows:

- **Promoters:**

S NO	PROMOTERS	PROMOTERS' ADDRESS
1.	Vineet Sukumar	4, KG Valmiki Apartments, 3 rd Seaward Road Valmiki Nagar Thiruvannamiyur, Chennai-600041
2.	Gaurav Kumar*	Olympia Goodwood Residence, 3b, Cenotaph Road, Sri Ram Nagar, Teynampet, Chennai – 600018

**Pursuant to the resolution dated October 03, 2024, of the Board of Directors of the First Applicant Company, Mr. Gaurav Kumar has been reclassified from Promoter category to the Public / Non-Promoter category.*

- **Directors**

S NO	NAME OF DIRECTOR	DESIGNATION	ADDRESS
1.	Vineet Sukumar	Managing Director	4, KG Valmiki Apartments, 3 rd Seaward Road Valmiki Nagar Thiruvannamiyur , Chennai-600041
2.	Gaurav Kumar	Non-Executive Director	Olympia Goodwood Residence, 3b, Cenotaph Road, Sri Ram Nagar, Teynampet, Chennai – 600018
3.	Namrata Kaul	Independent Director	Flat 401 Tower B6, World Spa West, Sector 30, Gurgaon, Haryana-122001, India
4.	John Tyler Day	Nominee Director	7034, Irongate Lane Dallas Texas 75214 US
5.	Kartik Srivatsa*	Nominee Director	No 4, Assetz Stratos, No. 49/3 Cunningham Cross Road, Bangalore, G P O, Bengaluru, Karnataka-560001.
6.	Anita Belani	Independent Director	B 6503 Trump Tower The Lodha Park, Pandurang Budkar Marg, Worli, Mumbai City, Maharashtra 400018
7.	Gopal Srinivasan	Nominee Director	14, Boat Club Road, Raja Annamalaipuram, Chennai-600028, Tamil Nadu, India
8.	Santanu Paul	Independent Director	Plot No. 12, Aparna Orchids, Near Nac, Madhapur, Hyderabad, Telangana-500081
9.	Lazar Zdravkovic	Nominee Director	1158, W Armitage Ave, Apt 202, Chicago United States-60614

**Mr. Kartik Srivatsa has resigned from the Board of Directors of the Company with effect from March 14, 2025.*

II. HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED - SECOND APPLICANT COMPANY/RESULTING COMPANY -1

- Corporate Identification Number (CIN) of the company:** U65991TN1989PTC017066
- Permanent Account Number (PAN):** AAACH2305J
- Name of the company:** Hari and Company Investments Madras Private Limited
- Date of incorporation:** 17/03/1989
- Type of the company (whether public or private or one-person company):** Private Company (Deemed Public Company)

f) Registered office address and e-mail address:

Regd Office: Prestige Zackria Metropolitan No. 200/1-8, 8th Floor, Block – 1, Annasalai, Anna Road, Chennai, Tamil Nadu – 600002

Email: compliance@hcimpl.com

g) Summary of main object as per the memorandum of association and main objects of the Resulting company-1 are set out hereunder:

The main objects inter alia as set out in Clause III of the Memorandum of Association of Hari and Company Investments Madras Private Limited are as under:

1. To carry on the business as an investment company and to underwrite, subscribe to invest in, and acquire by gift or otherwise and hold, sell, buy, otherwise deal in shares, debentures, debenture-stocks, bonds, units and all kinds of negotiable instruments of whatever kind and description, obligation and all kinds of securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities or Public Authorities or bodies and shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued and guaranteed by any company, corporation firm or person whether incorporated or established in India or elsewhere and to manage investment pools and to undertake the business of finance, whether by way of making loans or advances or subscribing to the capital of private industrial enterprises in India, hire purchase, leasing and financial lease operations of all kinds, and to negotiate loans in any form or manner, to draw, accept, endorse, discount, buy, sell or deal in bills of exchange, hundies, promissory notes and other negotiable instruments.

h) Details of change of name, registered office and objects of the company during the last five years:

- **Change of Name:** There has been no change in the name of the Company during the last five years.
- **Change of Registered Address:** Yes, there has been a change in the registered office address of the Company during the last five years:
 - i. The registered office has been changed from “Sri Malolan, 19/5, Krishnaswami Avenue, Mylapore, Chennai, Chennai-600004, Tamil Nadu, India” to “8th Floor, Prestige Zackria Metropolitan, No- 200/1-8 Block 1, Anna Salai, Chennai-600002, Tamil Nadu, India” with effect from 23/11/2024.
- **Change of objects:** There has been no change in the Object Clause of the Company during the last five years.

i) Name of the stock exchange (s) where securities of the company are listed, if applicable:
Not Applicable.

j) Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital as on September 30, 2024:

Particulars	Amount in Rs.
Authorised Share Capital	
30,00,000 equity shares of Rs. 10 (Rupees Ten only) each	INR 3,00,00,000 (Rupees Three Crores Only)
Total	3,00,00,000
Issued, subscribed and paid-up Share Capital	
7,50,000 equity shares of Rs. 10 (Rupees Ten only) each	INR 75,00,000 (Rupees Seventy Five Lakhs Only)
Total	75,00,000

NOTE: There have been no changes in the authorized, issued, subscribed and paidup capital of the Resulting Company 1 from September 30, 2024, till date.

k) Names of the promoters and directors along with their addresses:

The details of Promoters and Directors of the Resulting Company 1 as on September 30, 2024, are as follows:

- Promoters:**

S NO	PROMOTERS	PROMOTERS' ADDRESS
1.	Vivriti Next Limited (formerly known as Vivriti Next Private Limited) (erstwhile known as QED Business Solutions Private Limited)	Prestige Zackria Metropolitan, No. 200/1-8, 8 th Floor, Block -1, Annasalai, Chennai, Chennai, Tamil Nadu, 600002
2.	Vineet Sukumar [on behalf of Vivriti Next Limited (formerly known as Vivriti Next Private Limited) (erstwhile known as QED Business Solutions Private Limited)]	4, KG Valmiki Apartments, 3 rd Seaward Road Valmiki Nagar Thiruvannamipur, Chennai 600041

- **Directors:**

S NO	NAME OF DIRECTOR	DESIGNATION	ADDRESS
1.	Vineet Sukumar	Director	4 KG Valmiki Apartments, 3rd Seaward Road Valmiki Nagar Thiruvanmiyur, Chennai-600041
2.	Gaurav Kumar	Director	Olympia Goodwood Residence, 3b, Cenotaph Road, Sri Ram Nagar, Teynampet, Chennai – 600018
3.	Gopal Srinivasan	Nominee Director	14, Boat Club Road, Raja Annamalaipuram, Chennai-600028, Tamil Nadu, India
4.	Lazar Zdravkovic	Nominee Director	1158, W Armitage Ave, Apt 202, Chicago United States-60614
5.	Kartik Srivatsa*	Nominee Director	No 4, Assetz Stratos, No 49/3 Cunningham Cross Road, Bangalore, G P O, Bengaluru, Karnataka-560001.

**Mr. Kartik Srivatsa has resigned from the Board of Directors of the Company with effect from March 14, 2025.*

III. VIVRITI NEXT LIMITED - THIRD APPLICANT COMPANY/ VNL:

- Corporate Identification Number (CIN) of the company:** U74999TN2017PLC117539
- Permanent Account Number (PAN):** AAACQ4839Q
- Name of the company:** Vivriti Next Limited
- Date of incorporation:** 12/07/2017
- Type of the company (whether public or private or one-person company):** Public Company.
- Registered office address and e-mail address:**
Regd Office: Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Anna Road, Chennai, Chennai, Tamil Nadu, India, 600002
Email: compliance@vivritinext.com
- Summary of main object as per the memorandum of association and main objects of the Third Applicant Company are set out hereunder:**

The main objects inter alia as set out in Clause III of the Memorandum of Association of Vivriti Next Limited are as under:

- To provide recruitment personnel management services, human resource services, payroll services for various companies, body corporate and other business in the field of general administrative, secretarial and; corporate matters, commercial, financial, legal, economic, labor, industrial, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing and other related areas.

2. To carry on the business of consultants in all fields, including the business of legal, industrial, business management, financial, cost accounting, , inventory control, import and export and other technical or non-technical consultants and in particular to prepare Project Reports for all types of industries to set up systems of casting or to give other consultants on cost accounting to advise companies on the financial systems, to plan out machinery location and factories, to advise on tax planning, to recruit people for all types of posts in all types of industries or offices and to make representations types of industries or offices and to make representations before any body corporate , authority, corporations, firm, person or association of persons in any field in which help ,may be required of the company, including the procurement of materials, machinery or any other items or things required by any body, corporate authority, corporations person, firm or association of persons and to charge fees for such advise and help, whether in India or abroad.

h) Details of change of name, registered office and objects of the company during the last five years:

- Change of Name: There have been changes in the name of the Company during the last five years:
 - i. The Name of the Company has been changed from “Vivriti Next Private Limited” to “Vivriti Next Limited” with effect from 06/12/2024.
 - ii. The Name of the Company has been changed from “QED Business Solutions Private Limited” to “Vivriti Next Private Limited” with effect from 19/06/2023.
- Change of Registered Address: There has been a change in the registered office address of the Company during the last five years.
 - i. The registered office of the Company has been changed from “No-72/164, B-13, Arun Flats Lakeview Road, West Mambalam, NA, Chennai, Chennai, TamilNadu, India, 600033” to “Prestige Zackria Metropolitan No. 200/1-8, 8th Floor, Block – 1, Annasalai, Anna Road, Chennai, Tamil Nadu – 600002” with effect from 28/09/2023.
- Change of objects: There has been no change in the Object Clause of the Company during the last five years.

i) Name of the stock exchange (s) where securities of the company are listed, if applicable:
Not Applicable.

j) **Details of the capital structure of the company including authorised, issued, subscribed and paid-up share capital as on September 30, 2024:**

Share Capital	Amount (in INR)
Authorized Share Capital	
19,05,000 equity shares of Rs. 1 (Rupees One Only) each	INR 11,30,05,000 (Rupees Eleven Crores Thirty Lakhs Five Thousand Only)
1,11,00,000 compulsorily convertible preference shares of Rs. 1 (Rupees One Only) each	
25,00,000 Class B compulsorily convertible preference shares of Rs. 40 (Rupees Forty Only) each	
Total	11,30,05,000
Issued Subscribed and Paid Up Capital	
14,76,991 equity shares of Rs. 1 (Rupees One Only) each	INR 1,00,86,667 (Rupees One Crore Eighty Six Thousand Six Hundred Sixty Seven Only)
86,09,676 compulsorily convertible preference shares of Rs. 1 (Rupees One Only) each	
Total	1,00,86,667

NOTE: There have been no changes in the authorized, issued, subscribed and paidup capital of the Third Applicant Company from September 30, 2024, till date.

k) **Names of the promoters and directors along with their addresses:**

The details of Promoters and Directors of the Third Applicant Company as on September 30, 2024, are as follows:

- Promoters:**

S NO	PROMOTERS	PROMOTERS' ADDRESS
1.	Vineet Sukumar	4, KG Valmiki Apartments, 3 rd Seaward Road Valmiki Nagar Thiruvanmiyur, Chennai- 600041

- **Directors:**

S NO	NAME OF DIRECTOR	DESIGNATION	ADDRESS
1.	Vineet Sukumar	Director	4, KG Valmiki Apartments, 3 rd Seaward Road Valmiki Nagar Thiruvannamiyur, Chennai 600041
2.	Gaurav Kumar	Director	Olympia Goodwood Residence, 3b, Cenotaph Road, Sri Ram Nagar, Teynampet, Chennai – 600018
3.	Kartik Srivatsa*	Nominee Director	No 4, Assetz Stratos, No 49/3 Cunningham Cross Road, Bangalore, G P O, Bengaluru, Karnataka-560001.
4.	Gopal Srinivasan	Nominee Director	14, Boat Club Road, Raja Annamalaipuram, Chennai-600028, Tamil Nadu, India
5.	John Tyler Day	Nominee Director	7034, Irongate Lane Dallas Texas 75214 Us
6.	Lazar Zdravkovic	Nominee Director	1158, W Armitage Ave, Apt 202, Chicago United States-60614

**Mr. Kartik Srivatsa has resigned from the Board of Directors of the Company with effect from March 14, 2025.*

IV. VIVRITI ASSET MANAGEMENT PRIVATE LIMITED - FOURTH APPLICANT COMPANY/ AMALGAMATING COMPANY:

- a) **Corporate Identification Number (CIN) of the company:** U65929TN2019PTC127644
- b) **Permanent Account Number (PAN):** AAGCV8193G
- c) **Name of the company:** VIVRITI ASSET MANAGEMENT PRIVATE LIMITED
- d) **Date of incorporation:** 21/02/2019
- e) **Type of the company (whether public or private or one-person company):** Private Company. (Deemed Public Company)
- f) **Registered office address and e-mail address:**
Regd Office: Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block -1, Annasalai, Chennai, Tamil Nadu, India – 600002
Email: vineet@vivritiamc.com
- g) **Summary of main object as per the memorandum of association and main objects of the Amalgamating company are set out hereunder:**

The main objects inter alia as set out in Clause III of the Memorandum of Association of Vivriti Asset Management Private Limited are as under:

1. To carry on the business of acting as manager, advisers, administrators, attorneys, agents, consultants, representatives or nominees of or for any mutual funds, unit trusts, venture capital funds, alternative investment funds, investment trust or any other portfolio of securities, properties or assets of any kind, including any pension, provident fund or superannuation fund set up, formed or established in India or in any other country by the company or by any other person, or by government, state, local authority, association, institute (whether incorporated or not) or any other agency or organization.
2. To carry on the business of providing financial services, advise and facilities of every description, including (but without limiting the generality of the foregoing words) all those capable of being provided by investment and fund managers and advisors, promoters and managers of mutual funds, unit trust, venture capital funds, alternative investment funds and other investment media, issue houses and financiers.
3. To carry on the business of preparing, undertaking, executing, administering mutual fund schemes, unit trust schemes, venture capital schemes, alternative investment schemes, investment trust schemes or schemes of any other portfolio of securities, properties or assets of any kind by issuing units or participations therein to investors and redeem, cancel or revoke such units or participations or trusts and distribute the proceeds thereof amongst investors, beneficiaries, pensioners or other persons entitled to the same, and whether in money or specie.
4. To carry on the business of providing portfolio management services, management and advisory services to offshore funds, mutual funds, alternative investment funds, pension funds, provident funds, venture capital funds, investment trusts, management of insurance funds, financial consultancy, and development, dissemination and exchange of research on commercial or non-commercial basis.

h) Details of change of name, registered office and objects of the company during the last five years:

- Change of Name: There has been no change in the name of the Company during the last five years.
- Change of Registered Address: There have been changes in the registered office address of the Company during the last five years:
 - i. The registered office of the Company has been changed from “2nd floor, Prestige Polygon, No.471, Anna Salai, Nandanam, Chennai – 600 035, Tamil Nadu” to “Prestige Zackria Metropolitan, No- 200/1-8, 1st Floor , Block 1, Anna Salai, Chennai-600002” with effect from 06/10/2022.
 - ii. The registered office of the Company has been changed from “12th floor, No. 471, Prestige Polygon, Annasalai, Nandanam, Chennai- 600035, Tamilnadu,

India” to “2nd floor, No. 471, Prestige Polygon, Annasalai, Nandanam, Chennai-600035, Tamilnadu, India” with effect from 04/03/2022.

- Change of objects: There has been no change in the Object Clause of the Company during the last five years.
- i) **Name of the stock exchange (s) where securities of the company are listed, if applicable:**
The non-convertible debentures of the Fourth Applicant Company are listed on the BSE Limited.
- j) **Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital as on September 30, 2024:**

Share Capital	Amount (in INR)
Authorized Share Capital	
3,85,00,000 equity shares of Rs. 10 (Rupees Ten Only) each 1,15,00,000 compulsorily convertible preference shares of Rs. 10 (Rupees Ten Only) each	INR 50,00,00,000 (Rupees Fifty Crores Only)
Total	50,00,00,000
Issued Subscribed and Paid-Up Capital	
2,58,13,472 equity shares of Rs. 10 (Rupees Ten Only) each 99,29,505 compulsorily convertible preference shares of Rs. 10 (Rupees Ten Only) each	INR 35,74,29,770 (Rupees Thirty Five Crores Seventy Four Lakhs Twenty Nine Thousand Seven Hundred Seventy Only)
Total	35,74,29,770

NOTE: There have been no changes in the authorized, issued, subscribed and paidup capital of the Amalgamating Company from September 30, 2024, till date.

k) Names of the promoters and directors along with their addresses:

The details of Promoters and Directors of the Amalgamating Company as on September 30, 2024, are as follows:

• **Promoters:**

S NO	PROMOTERS	PROMOTERS' ADDRESS
1.	Vivriti Capital Limited	Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai, - 600002, Chennai, Chennai, Tamil Nadu, 600002
2.	Vineet Sukumar	4, KG Valmiki Apartments, 3 rd Seaward Road Valmiki Nagar Thiruvanimyur, Chennai 600041

• **Directors:**

S NO	NAME OF DIRECTOR	DESIGNATION	ADDRESS
1.	Vineet Sukumar	Managing Director	4, KG Valmiki Apartments, 3rd Seaward Road Valmiki Nagar Thiruvanimyur, Chennai 600041
2.	Gaurav Kumar	Director	Olympia Goodwood Residence, 3b, Cenotaph Road, Sri Ram Nagar, Teynampet, Chennai – 600018
3.	Namrata Kaul	Independent Director	Flat 401 Tower B6, World Spa West, Sector 30, Gurgaon, Haryana-122001, India
4.	Narayan Ramachandran	Independent Director	D51, Shobha Ivory, 7 St. Johns Road, Ulsoor, Bangalore North, Karnataka-560042, India
5.	John Tyler Day	Nominee Director	7034, Irongate Lane Dallas Texas 75214 Us
6.	Kartik Srivatsa*	Nominee Director	No 4, Assetz Stratos, No 49/3 Cunningham Cross Road, Bangalore, G P O, Bengaluru, Karnataka-560001.
7.	Gopal Srinivasan	Nominee Director	14, Boat Club Road, Raja Annamalaipuram, Chennai-600028, Tamil Nadu, India
8.	Lazar Zdravkovic	Nominee Director	1158, W Armitage Ave, Apt 202, Chicago United States-60614

**Mr. Kartik Srivatsa has resigned from the Board of Directors of the Company with effect from March 14, 2025.*

V. VIVRITI FUNDS PRIVATE LIMITED - FIFTH APPLICANT COMPANY/ RESULTING COMPANY 2

- a) Corporate Identification Number (CIN) of the company:** U66300TN2003PTC052025
- b) Permanent Account Number (PAN):** AACCK2471N
- c) Name of the company:** VIVRITI FUNDS PRIVATE LIMITED
- d) Date of incorporation:** 27/11/2003
- e) Type of the company (whether public or private or one-person company):** Private Company.
- f) Registered office address and e-mail address:**
Regd Office: Prestige Zackria Metropolitan No. 200/1-8, 8th Floor, Block -1, Annasalai Anna Road , Chennai- 600002, Tamil Nadu, India
Email: contact@vivritifunds.com.
- g) Summary of main object as per the Memorandum of Association and main objects of the Resulting company 2 are set out hereunder:**

The main objects inter alia as set out in Clause III of the Memorandum of Association of Vivriti Funds Private Limited are as under:

1. To carry on the business of acting as manager, advisers, administrators, attorneys, agents, consultants, representatives or nominees of or for any mutual funds, unit trusts, venture capital funds, alternative investment funds, investment trust or any other portfolio of securities, properties or assets of any kind, including any pension, provident fund or superannuation fund set up, formed or established in India or in any other country by the company or by any other person, or by government, state, local authority, association, institute (whether incorporated or not) or any other agency or organization.
2. To carry on the business of providing financial services, advise and facilities of every description, including (but without limiting the generality of the foregoing words) all those capable of being provided by investment and fund managers and advisors, promoters and managers of mutual funds, unit trust, venture capital funds, alternative investment funds and other investment media, issue houses and financiers.
3. To carry on the business of preparing, undertaking, executing, administering mutual fund schemes, unit trust schemes, venture capital schemes, alternative investment schemes, investment trust schemes or schemes of any other portfolio of securities, properties or assets of any kind by issuing units or participations therein to investors and redeem, cancel or revoke such units or participations or trusts and distribute the proceeds thereof amongst investors, beneficiaries, pensioners or other persons entitled to the same, and whether in money or specie.
4. To carry on the business of providing portfolio management services, management and advisory services to offshore funds, mutual funds, alternative investment funds, pension funds, provident funds, venture capital funds, investment trusts, management of

insurance funds, financial consultancy, and development, dissemination and exchange of research on commercial or non-commercial basis.

h) Details of change of name, registered office and objects of the company during the last five years:

- Change of Name: Yes, there has been change in the name of the Company during the last five years.
 - i. The Name of the Company has been changed from “Keerthi Logistics Private Limited” to “Vivriti Funds Private Limited” with effect from 09/01/2024.
- Change of Registered Address: Yes, there has been a change in the registered office address of the Company during the last five years.
 - i. The registered office of the Company has been changed from “Old No.6, New No.15, 7th West Cross Street, Shenoy Nagar, Chennai-600030, Tamilnadu, India” to “Prestige Zackria Metropolitan No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai-600 002, Tamil Nadu, India” with effect from 13/10/2023.
- Change of objects: Yes, there has been a change in the Object Clause of the Company during the last five years:
 - i. The Company has replaced its Object Clause III (A) and (B) of its Memorandum of Association vide Special Resolution passed at its Extra Ordinary General Meeting held on November 25, 2023. This change was made to enable the Company undertake the business of an Asset Management Company.

i) Name of the stock exchange (s) where securities of the company are listed, if applicable:
Not Applicable.

j) Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital as on September 30, 2024:

Share Capital	Amount (in INR)
Authorized Share Capital	
1,00,000 equity shares of Rs. 10 (Rupees Ten Only) each	INR 10,00,000 (Rupees Ten Lakhs Only)
Total	10,00,000
Issued Subscribed and Paid Up Capital	

85,790 equity shares of Rs. 10 (Rupees Ten Only) each.	INR 8,57,900 (Rupees Eight Lakhs Fifty Seven Thousand Nine Hundred Only)
Total	8,57,900

NOTE: There have been no changes in the authorized, issued, subscribed and paidup capital of the Resulting Company 2 from September 30, 2024, till date.

k) Names of the promoters and directors along with their addresses:

The details of Promoters and Directors of the Amalgamating Company as on September 30, 2024, are as follows:

- Promoters:**

S NO	PROMOTERS	PROMOTERS' ADDRESS
1.	Vivriti Next Limited (formerly known as Vivriti Next Private Limited) (Erstwhile known as QED Business Solutions Private Limited)	Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai, Chennai, Tamil Nadu, 600002
2.	Vineet Sukumar [on behalf of Vivriti Next Private Limited (formerly known as Vivriti Next Private Limited) (Erstwhile known as QED Business Solutions Private Limited)]	4, KG Valmiki Apartments, 3rd Seaward Road Valmiki Nagar Thiruvannamiyur, Chennai-600041

- Directors:**

S NO	NAME OF DIRECTOR	DESIGNATION	ADDRESS
1.	Vineet Sukumar	Director	4, KG Valmiki Apartments, 3 rd Seaward Road Valmiki Nagar Thiruvannamiyur, Chennai-600041
2.	Gaurav Kumar	Director	Olympia Goodwood Residence, 3b, Cenotaph Road, Sri Ram Nagar, Teynampet, Chennai – 600018

iii. **If scheme of compromise or amalgamation relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or amalgamation, including holding, subsidiary or of associate companies:**

This Composite Scheme of Arrangement exists between Vivriti Capital Limited (hereinafter referred to as “VCL” or “**Demerged Company**” or “**Amalgamated Company**” or “**Company**”, formerly known as Vivriti Capital Private Limited), Hari And Company Investments Madras

Private Limited (hereinafter referred to as “**HCIMPL**” or the “**Resulting Company 1**”), Vivriti Next Private Limited (hereinafter referred to as “**VNL**”, *formerly known as QED Business Solutions Private Limited*), Vivriti Asset Management Private Limited (hereinafter referred to as “**VAMPL**” or the “**Amalgamating Company**”), Vivriti Funds Private Limited (hereinafter referred to as “**VFPL**” or the “**Resulting Company 2**”, *formerly known as Keerthi Logistics Private Limited*) and their respective shareholders (“**Scheme**”). The Resulting Company 1 and Resulting Company 2 are subsidiaries of VNL. VAMPL is a subsidiary of VCL.

iv. **Corporate Approvals:**

a) VCL/ Demerged Company/ Amalgamated Company

The Scheme was approved by the Audit Committee and Board of Directors at their respective meeting(s) held on June 27, 2024. The Scheme was finalized vide Circular Resolution dated December 13, 2024.

The name of the Director who voted against the resolution and who did not vote or participate in the resolution passed at the Board Meeting in which the Scheme was approved by the Board is as follows:

S NO	NAME OF DIRECTOR	VOTED IN FAVOUR / AGAINST / DID NOT PARTICIPATE OR VOTE
1.	Vineet Sukumar	Voted in favour
2.	Gaurav Kumar	Voted in favour
3.	Namrata Kaul	Voted in favour
4.	John Tyler Day	Did not participate
5.	Kartik Srivatsa	Voted in favour
6.	Anita Belani	Voted in favour
7.	Gopal Srinivasan	Did not participate
8.	Santanu Paul	Voted in favour
9.	Lazar Zdravkovic	Voted in favour

b) HCIMPL / Resulting Company 1

The Scheme was approved by the Board of Directors at their meeting held on June 27, 2024. The Scheme was finalized vide Circular Resolution dated December 12, 2024.

The name of the Director who voted against the resolution and who did not vote or participate in the resolution passed at the Board Meeting in which the Scheme was approved by the Board is as follows:

S NO	NAME OF DIRECTOR	VOTED IN FAVOUR / AGAINST / DID NOT PARTICIPATE OR VOTE
1.	Vineet Sukumar	Voted in favour
2.	Gaurav Kumar	Voted in favour
3.	Kartik Srivatsa	Did not participate

S NO	NAME OF DIRECTOR	VOTED IN FAVOUR / AGAINST / DID NOT PARTICIPATE OR VOTE
4.	Gopal Srinivasan	Did not participate
5.	Lazar Zdravkovic	Did not participate

c) VNL

The Scheme was approved by Board of Directors at their meeting held on June 27, 2024. The Scheme was finalized vide Circular Resolution dated December 13, 2024.

The name of the Director who voted against the resolution and who did not vote or participate in the resolution passed at the Board Meeting in which the Scheme was approved by the Board is as follows:

S NO	NAME OF DIRECTOR	VOTED IN FAVOUR / AGAINST / DID NOT PARTICIPATE OR VOTE
1.	Vineet Sukumar	Voted in favour
2.	Gaurav Kumar	Voted in favour
3.	Kartik Srivatsa	Did not participate
4.	Gopal Srinivasan	Did not participate
5.	Lazar Zdravkovic	Did not participate
6.	John Tyler Day	Did not participate

d) VAMPL or Amalgamating Company

The Scheme was approved by Audit Committee and Board of directors at their meeting held on June 27, 2024. The Scheme was finalized vide Circular Resolution dated December 12, 2024.

The name of the Director who voted against the resolution and who did not vote or participate in the resolution passed at the Board Meeting in which the Scheme was approved by the Board is as follows:

S NO	NAME OF DIRECTOR	VOTED IN FAVOUR / AGAINST / DID NOT PARTICIPATE OR VOTE
1.	Vineet Sukumar	Voted in favour
2.	Gaurav Kumar	Voted in favour
3.	Namrata Kaul	Voted in favour
4.	John Tyler Day	Did not participate
5.	Kartik Srivatsa	Voted in favour
6.	Gopal Srinivasan	Did not participate
7.	Lazar Zdravkovic	Voted in favour
8.	Narayan Ramachandran	Voted in favour

e) VFPL or Resulting Company 2

The Scheme was approved by Board of Directors at their meeting held on June 27, 2024. The Scheme was finalized vide Circular Resolution dated December 13, 2024.

The name of the Director who voted against the resolution and who did not vote or participate in the resolution passed at the Board Meeting in which the Scheme was approved by the Board is as follows:

S NO	NAME OF DIRECTOR	VOTED IN FAVOUR / AGAINST / DID NOT PARTICIPATE OR VOTE
1.	Vineet Sukumar	Voted in favour
2.	Gaurav Kumar	Voted in favour

v. Details of the scheme of compromise or arrangement:

1.	Parties involved in such compromise or arrangement	Vivriti Capital Limited (hereinafter referred to as “VCL” or “ Demerged Company ” or “ Amalgamated Company ”, <i>formerly known as Vivriti Capital Private Limited</i>), Hari And Company Investments Madras Private Limited (hereinafter referred to as “HCIMPL” or the “ Resulting Company 1 ”), Vivriti Next Private Limited (hereinafter referred to as “VNL”, <i>formerly known as QED Business Solutions Private Limited</i>), Vivriti Asset Management Private Limited (hereinafter referred to as “VAMPL” or the “ Amalgamating Company ”), Vivriti Funds Private Limited (hereinafter referred to as “VFPL” or the “ Resulting Company 2 ”, <i>formerly known as Keerthi Logistics Private Limited</i>) and their respective shareholders (“ Scheme ”)
2.	Appointed Date	Appointed date means the same as Effective Date
3.	Effective Date	Effective date means the date which will be the first day of the month following the month in which the last of the conditions and matters referred to in Clause 6 of Part VII of the Scheme have occurred or have been fulfilled or waived, as applicable in accordance with the Scheme. References in the Scheme to date of “coming into effect of the Scheme” or “effectiveness of the Scheme” shall be construed accordingly;
4.	Record Date	Record Date shall mean a mutually agreed date fixed by the respective Boards of the Companies for the purpose of determining the shareholders to whom Consideration Shares shall be allotted pursuant to the Scheme;

5.	In case of amalgamation or merger, appointed date, share exchange ratio (if applicable) and other considerations, if any	<p>Share Exchange Ratio:</p> <p>a) The Scheme provides that the Demerger 1 Consideration Shares shall be allotted in the following ratio (the “Demerger 1 Share Exchange Ratio”):</p> <p>With respect to equity shares:</p> <p>12.79 equity shares in the VNL of the face value of Rs. 1 (Rupee One only) each (credited as fully paid up) for every 1 equity share of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series A CCPS:</p> <p>12.79 Series B CCPS in the VNL of the face value of Rs. 1 (Rupee One only) each (credited as fully paid up) for every 1 Series A CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series A2 CCPS:</p> <p>12.79 Series B2 CCPS in the VNL of the face value of Rs. 1 (Rupee One only) each (credited as fully paid up) for every 1 Series A2 CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series B CCPS:</p> <p>12.79 Series C CCPS in the VNL of the face value of Rs. 1 (Rupee One only) each (credited as fully paid up) for every 1 Series B CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series B2 CCPS:</p> <p>12.79 Series C2 CCPS in the VNL of the face value of Rs. 1 (Rupee One only) each (credited as fully paid up) for every 1 Series B2 CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series C CCPS:</p>
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		<p>12.79 Series D CCPS in the VNL of the face value of Rs. 1 (Rupees One only) each (credited as fully paid up) for every 1 Series C CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series D CCPS:</p> <p>12.79 Series E CCPS in the VNL of the face value of Rs. 10 (Rupees Ten only) each (credited as fully paid up) for every 1 Series D CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>b) The Scheme provides that the Amalgamation Consideration Shares shall be allotted in the following ratio (the “Amalgamation Share Entitlement Ratio”).</p> <p>With respect to equity shares:</p> <p>0.25 equity shares in the Amalgamated Company of the face value of Rs. 10 (Rupees Ten only) each (credited as fully paid up) for every 1 equity share of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Amalgamating Company.</p> <p>With respect to Series A CCPS:</p> <p>0.25 Series E CCPS in the Amalgamated Company of the face value of Rs. 10 (Rupees Ten only) each (credited as fully paid up) for every 1 Series A CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Amalgamating Company.</p> <p>c) The Scheme provides that the Demerger 2 Consideration Shares shall be allotted in the following ratio (the “Demerger 2 Share Exchange Ratio”):</p> <p>With respect to equity shares:</p> <p>1.36 equity shares in VNL of the face value of Rs. 1 (Rupees One only) each (credited as fully paid up) for every 1 equity share of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p>
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		<p>With respect to Series A CCPS:</p> <p>1.36 Series B CCPS in VNL of the face value of Rs. 1 (Rupees One only) each (credited as fully paid up) for every 1 Series A CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series A2 CCPS:</p> <p>1.36 Series B2 CCPS in VNL of the face value of Rs. 1 (Rupees One only) each (credited as fully paid up) for every 1 Series A2 CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series B CCPS:</p> <p>1.36 Series C CCPS in VNL of the face value of Rs. 1 (Rupees One only) each (credited as fully paid up) for every 1 Series B CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series B2 CCPS:</p> <p>1.36 Series C2 CCPS in VNL of the face value of Rs. 1 (Rupees One only) each (credited as fully paid up) for every 1 Series B2 CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series C CCPS:</p> <p>1.36 Series D CCPS in VNL of the face value of Rs. 1 (Rupees One only) each (credited as fully paid up) for every 1 Series C CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series D CCPS:</p> <p>1.36 Series E2 CCPS in VNL of the face value of Rs. 10 (Rupees Ten only) each (credited as fully paid up) for every 1 Series D CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>With respect to Series E CCPS:</p>
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		<p>1.36 Series F CCPS in VNL of the face value of Rs. 1 (Rupees One only) each (credited as fully paid up) for every 1 Series E CCPS of the face value of Rs. 10 (Rupees Ten only) each fully paid-up held by such member in the Demerged Company.</p> <p>NCD Exchange Ratio:</p> <p>1. Demerger 1</p> <p>The holders of VCL NCDs (as defined in the Scheme) whose names are recorded in the relevant registers of the Demerged Company on the Appointed Date, if any, or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, shall continue holding the same number of NCDs in Resulting Company 1 as held by such NCD holder in the Demerged Company and on the same terms and conditions.</p> <p>2. Amalgamation</p> <p>The holders of VAMPL NCDs (as defined in the Scheme) whose names are recorded in the relevant registers of the Amalgamating Company on the Appointed Date, if any, or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, shall continue holding the same number of NCDs in Amalgamated Company as held by such NCD holder in VAMPL and on the same terms and conditions.</p> <p>3. Demerger 2</p> <p>The holders of VAMPL NCDs whose names are recorded in the relevant registers of the Demerged Company on the Appointed Date, if any, or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, shall continue holding the same number of NCDs in Resulting Company 2 as held by such NCD holder in the Demerged Company and on the same terms and conditions.</p>
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6.	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any	<p>The Valuation report dated June 24, 2024, has been obtained from M/s. SPA Valuation Advisors Private Limited, Registered Valuer, IBBI Registration No.: IBBI/RV-E/05/2021/148, who was appointed to determine the share exchange / entitlement ratio for Demerger 1, Amalgamation and Demerger 2.</p> <p>The Fairness Report dated June 26, 2024, has been issued by CapitalSquare Advisors Private Limited, Category I Merchant Banker, SEBI Registration No.: INM000012219 on the valuation report provided by SPA Valuation Advisors Private Limited on Share Swap Ratio pursuant to Scheme of Arrangement.</p> <p>The Registered Valuer has not expressed any difficulty while determining the Demerger 1 Share Exchange Ratio, the Amalgamation Share Entitlement Ratio and the Demerger 2 Share Exchange Ratio, respectively. The Registered Valuer has considered Market Approach (Comparable Companies Quoted Multiples Method), Income Approach (Discounted Cash Flows Method) and Asset Approach (Net Asset Value Method) methodology(ies) as may be applicable, for determining the relative value of the businesses in order to arrive at the Demerger 1 Share Exchange Ratio, the Amalgamation Share Entitlement Ratio and the Demerger 2 Share Exchange Ratio for the Scheme which have been considered in the present case. The Merchant Banker has certified that the share exchange / entitlement ratio for Demerger 1, Amalgamation and Demerger 2 are fair.</p> <p>The draft Scheme along with the Valuation Report and the Fairness Opinion, were placed before the Audit Committee (if applicable) and the Board of Directors of the Companies involved in the Scheme along with other particulars at their respective meetings held on June 27, 2024.</p>
7.	Details of capital/ debt restructuring, if any	The Scheme does not envisage any capital / debt restructuring.

8.	Rationale for the compromise or arrangement.	As given below in point (9)		
9.	Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable)	The Scheme would, inter alia, have the following benefits: <div><div>(a)</div>the separation of on-line platform business and lending/ asset management business of the Vivriti group: <div>(b)</div>the separation would ensure that the NBFC and asset management businesses are housed in separate legal entities within the Vivriti group, each of which would be completely regulated by the respective regulations without any conflicts/ restrictions resulting from the two sets of regulations; <div>(c)</div>the balance sheet of the NBFC Business will not be subject to/ affected by the AMC Business (including its debt) which would reduce the risk on the balance sheet of the NBFC Business; <div>(d)</div>this Scheme will unlock value and provide investors flexibility and direct access over the various businesses within the Vivriti group; <div>(e)</div>this Scheme will provide strategic and financial flexibility; and <div>(f)</div>this Scheme will enable the Vivriti group to attract business specific investors and strategic partners and to provide better flexibility in accessing capital, focused strategy and specialisation for sustained growth, thereby enabling de-leveraging of the respective businesses in the longer-term.</div>		
10.	Amount due to unsecured creditors as on March 21, 2025	Name of the Company	Amount (INR In Lakhs)	
		Vivriti Capital Limited	11,214.83	
		Hari and Company Investments Madras Private Limited	-	
		Vivriti Next Limited	-	

		Vivriti Asset Management Private Limited	1,568.80
		Vivriti Funds Private Limited	10.12

vi. **Disclosure about the effect of the compromise or amalgamation on:**

S. No	Person	Impact on group level
1.	Directors and Key managerial personnel;	<p>The Scheme will not have any adverse effect on the KMPs (if any) and Directors of the respective company.</p> <p>The KMPs and Directors of the respective company may be deemed to be concerned / interested in the Scheme only to the extent of their shareholding (if any) in the respective company.</p>
2.	Promoters and Non-promoter members	<p>1. Demerger 1</p> <p>Upon the Effective Date and in consideration of the transfer and vesting of the Demerged Undertaking 1 in the Resulting Company 1 pursuant to the Scheme and consequent activities undertaken by Demerged Company post Appointed Date, for and on behalf of the Demerged Undertaking 1, VNL shall, without any further act or deed, issue and allot to the shareholders of the Demerged Company, whose names are recorded in the register of members as a member of the Demerged Company, holding the respective class of equity/preference shares, as on the Record Date or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, shares in VNL ("Demerger 1 Consideration Shares") in the ratio specified in paragraph v(5) above.</p> <p>2. Amalgamation</p>

S. No	Person	Impact on group level
		<p>Upon the Effective Date and in consideration of the transfer and vesting of the Amalgamating Undertaking in the Amalgamated Company pursuant to the Scheme and consequent activities undertaken by Amalgamated Company post Appointed Date, for and on behalf of the Amalgamating Undertaking, the Amalgamated Company shall, without any further act or deed, issue and allot to the shareholders of the Amalgamating Company, other than the Amalgamated Company, whose names are recorded in the register of members as a member of the Amalgamating Company as on the Effective Date or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, Equity/ CCPS in the Amalgamated Company ("Amalgamation Consideration Shares") in the ratio specified in paragraph v(5) above.</p> <p>3. Demerger 2</p> <p>Upon the Effective Date and in consideration of the transfer and vesting of the Demerged Undertaking 2 in the Resulting Company 2 pursuant to the Scheme and consequent activities undertaken by Demerged Company post Appointed Date, for and on behalf of the Demerged Undertaking 2, VNL shall, without any further act or deed, issue and allot to the shareholders of the Demerged Company, whose names are recorded in the register of members as a member of the Demerged Company, holding the</p>

S. No	Person	Impact on group level
		<p>respective class of equity/preference shares as on the Effective Date or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, Equity/ CCPS in VNL ("Demerger 2 Consideration Shares") in the ratio specified in paragraph v(5) above.</p> <p>The Scheme is expected to have several benefits for the Company, as indicated in the rationale to the Scheme set out in this Notice.</p> <p>Thus, the Scheme will not have any adverse effect on the respective shareholders.</p>
3.	Debenture Holders and Debenture Trustees	<p>The Scheme provides the following with regards to Debentures (NCDs):</p> <p style="text-align: center;">1. Demerger 1</p> <p>The holders of VCL NCDs (as defined in the Scheme) whose names are recorded in the relevant registers of the Demerged Company on the Appointed Date, if any, or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, shall continue holding the same number of NCDs in Resulting Company 1 as held by such NCD holder in the Demerged Company and on the same terms and conditions.</p> <p>Thus, the holders of VCL NCDs will become holders of NCD of Resulting Company 1 at exactly the same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security, respectively. Further, there are no changes sought to be made in the covenants, undertakings and other conditions of</p>

S. No	Person	Impact on group level
		<p>the debentures, that may affect the rights of the debenture holders.</p> <p>2. Amalgamation</p> <p>The holders of VAMPL NCDs (as defined in the Scheme) whose names are recorded in the relevant registers of the Amalgamating Company on the Appointed Date, if any, or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, shall continue holding the same number of NCDs in Amalgamated Company as held by such NCD holder in VAMPL and on the same terms and conditions.</p> <p>Thus, the holders of VAMPL NCDs will become holders of NCDs of Demerged Company at exactly the same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security. Further, there are no changes sought to be made in the covenants, undertakings and other conditions of the debentures, that may affect the rights of the debenture holders.</p> <p>3. Demerger 2</p> <p>The holders of VAMPL NCDs whose names are recorded in the relevant registers of the Demerged Company on the Appointed Date, if any, or their legal heirs, executors or administrators or (in case of a corporate entity) its successors, shall continue holding the same number of NCDs in Resulting Company 2 as held by such NCD holder in the Demerged Company and on the same terms and conditions.</p>

S. No	Person	Impact on group level
		<p>Thus, the Scheme envisages that the holders of VAMPL NCDs will become holders of NCDs of Resulting Company 2 at exactly the same terms, including the coupon rate, tenure, redemption price, quantum, and nature of security, respectively. Further, there are no changes sought to be made in the covenants, undertakings and other conditions of the debentures, that may affect the rights of the debenture holders.</p> <p>The proposed entitlement ratio for the NCDs is as recommended by the Registered Valuer and certified as fair by the Merchant Banker.</p> <p>Therefore, the Scheme will not have any adverse impact on the holders of the NCDs and thus adequately safeguards interests of the holders of the NCDs.</p>
4.	Creditors	<p>There is no impact of the Scheme on creditors as the Scheme does not envisage any arrangement with creditors. Upon the Scheme coming into effect, the liabilities of Demerged Company / Amalgamating Company stand transferred and vested with Resulting Company 1 / Amalgamated Company / Resulting Company 2.</p> <p>Further, none of the creditors have any interest in the Draft Scheme except to the extent of shares held by them, if any, in any of the companies.</p>
5.	Depositors	Not applicable
6.	Deposit Trustee	Not applicable
7.	Employees of the Company	As envisaged in the Scheme, all staff and employees of the NBFC Business Employees, Amalgamating Company Employees and AMC Business

S. No	Person	Impact on group level
		Employees (as defined in the Scheme) shall become employees of the Resulting Company 1 and Resulting Company 2, without any interruption in service, on the same terms and conditions as currently engaged.

vii. **Disclosure about effect of compromise or amalgamation on material interests of directors, Key Managerial Personnel and debenture trustees:**

None of the Directors, Key Managerial Personnel and Debenture Trustees of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their respective directorship / shareholding if any in the respective companies involved in the Scheme.

viii. **Investigation or proceedings, if any, pending against the company under the Act:**

No investigation proceedings are pending under the provisions of Chapter XIV of the Companies Act, 2013 or under any the provisions of the Companies Act, 1956 against the Company, or any of the Companies involved in the Scheme.

ix. **Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:**

Inspection of the following documents may be carried at Registered Office of the Applicant Company up to one day prior to the date of the meeting between 11.00 AM (IST) and 04.00 PM (IST) on all working days (except Saturdays, Sundays and Public Holidays):

- a. Certified copy of the Order of the Hon'ble National Company Law Tribunal, Chennai Bench dated March 5, 2025, directing the First Applicant Company to convene separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors;
- b. Copies of the Observation Letter(s) / No Objection Letter(s) / Approval Letter(s) received from BSE Limited / Reserve Bank of India / Securities Exchange Board of India respectively, for the proposed Composite Scheme of arrangement;
- c. Copy of Composite Scheme of Arrangement;
- d. Copies of Report(s) of the Board of Directors of respective Companies involved in the Scheme;
- e. Copies of Resolution(s) passed by the respective Board of Directors of the Companies involved in the Scheme;

- f. Copy of the Valuation report dated June 24, 2024, issued by an independent registered valuer viz. M/s. SPA Valuation Advisors Private Limited;
- g. Fairness opinion dated June 26, 2024, issued by SEBI registered independent merchant banker viz. M/s. CapitalSquare Advisors Private Limited providing opinion in respect of the valuations provided in the valuation report;
- h. Copies of Statutory Auditors' Certificate(s) of respective Companies confirming that the accounting treatment provided in the Scheme is in compliance with Section 133 of the Companies Act, 2013;
- i. Copies of latest Audited Financial Statements of the Companies involved in the Scheme as on March 31, 2024;
- j. Copies of provisional Unaudited Financial Statements of the Companies involved in the Scheme as on September 30, 2024;
- k. Charter Documents of Companies involved in the Scheme;
- l. Copy of Annual Reports of Companies involved in the Scheme;
- m. There are no contracts or agreements that are material to the arrangement proposed under the Scheme;
- n. Register of Directors and their shareholding.
- o. Such other information or documents as may be necessary.

All other documents displayed on the website of the Company www.vivriticapital.com in terms of this notice, the Act, SEBI Circulars as amended from time to time, etc

- x. **Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or amalgamation.**

The Company has sought approval from Securities Exchange Board of India, Reserve Bank of India and BSE Limited for the proposed Composite Scheme of Arrangement. After the Scheme is approved by the equity shareholders, secured and unsecured creditors of the First Applicant Company by requisite majority, it will be subject to sanction by the NCLT or any other statutory or regulatory authorities as may be applicable.

- xi. **A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronics means.**

As per the directions of the Tribunal, the meeting is proposed to be held through VC / OAVM with the facility of e-voting and remote e-voting. Equity Shareholders, Secured Creditors and

Unsecured Creditors of the First Applicant Company as on the cut-off date shall vote through Remote e-voting and e-voting system during the meeting.

xii. **Documents under Section 232(2) of the Companies Act, 2013:**

As required under Section 232(2) of the Companies Act, 2013, the documents mentioned at Clause (ix) are available on the website of the Company (www.vivriticapital.com) and can be inspected (free of charge) at the Registered office of the Company up to one day prior to the date of the meeting between 11.00 AM (IST) and 04.00 PM (IST) on all working days (except Saturdays, Sundays and Public Holidays).

xiii. **Other Disclosures:**

- a) A copy of the Scheme has been filed with the Registrar of Companies, Tamil Nadu, Chennai.
- b) In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.
- c) This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Sections 102 and 110 of the Companies Act, 2013. A copy of the Scheme and Explanatory statement may also be obtained free of cost from the registered office of the Company.
- d) The Company will make a petition under Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 to the Hon'ble National Company Law Tribunal, Chennai Bench, for sanctioning of the Scheme.
- e) Under Section 230 of the Companies Act, 2013, the proposed Scheme will have to be approved by a majority in number representing three-fourths in value of the Equity Shareholders / Secured Creditors / Unsecured Creditors present and voting.
- f) The rights and interests of the members and creditors of the Companies involved in the Scheme will not be prejudicially affected.
- g) The Directors and KMPs, as applicable, of the Companies involved in the Scheme and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except as directors and shareholders in general.

The Board of Directors, considering the rationale and benefits of the Scheme, recommends the Scheme for approval of the Equity shareholders / Secured Creditors / Unsecured Creditors by passing resolution with requisite statutory majority.

For Vivriti Capital Limited
(formerly known as Vivriti Capital Private Limited)

Date: March 24, 2025

Place: Chennai

Sd/-
Mr. Mohan Raj P
Chairperson appointed for the meeting
by Order of Hon'ble Tribunal dated March 5, 2025