



June 27, 2025

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

Sub: Intimation regarding the proceedings of 8th Annual General Meeting ('AGM') of the Company held on Thursday, June 26, 2025, at 5:30 PM (IST), pursuant to Regulation 51(2) read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

Dear Sir/ Madam,

In terms of Regulation 51(2) read with Part B of Schedule III of the Listing Regulations, we wish to inform that the 8th Annual General Meeting ('AGM') of Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) ('Company') was held on Thursday, June 26, 2025 at 5:30 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") in accordance with the relevant circular(s) issued by Ministry of Corporate Affairs.

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

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

Umesh Navani
Company Secretary & Compliance Officer
Mem No. A40899
Address: Vibgyor Towers, 3rd Floor,
Block G, Bandra Kurla Complex, Mumbai – 400051





Summary of the proceedings of the 8th Annual General Meeting held on June 26, 2025

The 8th Annual General Meeting ('AGM') of the Company was held on Thursday, June 26, 2025, at 5:30 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at the deemed venue i.e. Registered office of the Company situated at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block - 1, Annasalai, Chennai – 600002, India.

The Company, while conducting the meeting through VC, adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA"), Companies Act, 2013 and the Securities and Exchange Board of India ("SEBI") from time to time. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company. Physical presence of members was accordingly dispensed with.

14 (Fourteen) members were present (including authorized representative(s)) at the meeting through VC. The requisite quorum was present at the AGM in accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company. From the Board of Directors, following were present at the AGM.:

Directors Present:

Ms. Namrata Kaul – Independent Director and Chair of Audit Committee
Ms. Anita Belani – Independent Director and Chair of Nomination and Remuneration Committee
Mr. Santanu Paul – Independent Director and Chair of Stakeholders Relationship Committee
Mr. Vineet Sukumar – Managing Director
Mr. John Tyler Day - Nominee – Non-executive Director
Mr. Samir Rajendra Abhyankar - Nominee – Additional Non-executive Director

The other Directors could not attend the meeting due to pre-occupation. The following Key Managerial Persons ('KMP') were present at the AGM:

KMPs Present:

Mr. Srinivasaraghavan B – Chief Financial Officer
Mr. Umesh Navani – Company Secretary and Compliance Officer

Mr. Radhakrishnan Seetharaman representing M/s. Sundaram & Srinivasan, Chartered Accountants, Statutory Auditors of the Company and Mr. Baalasubramaniyan NE, representing M/s. GRNK & Associates, Company Secretaries, Secretarial Auditors of the Company were present at the meeting.

Mr. Prabhakar C, representing M/s. BP & Associates, Practicing Company Secretaries, Scrutinizer appointed by the Board was also present at the meeting.

Ms. Namrata Kaul, Chairperson of the Board, chaired the meeting. The AGM Notice (copy uploaded on website) as circulated was taken as read. It was informed that the documents and statutory registers were available for inspection by the members including such necessary documents with respect to the agendas transacted at the meeting.





The Company Secretary informed that there were no qualifications, observations or comments in the Auditor's Report and Secretarial Audit Report for the FY 2024-25. The Notice, Statutory Auditors' Report and Secretarial Auditors' Report were taken as read.

Following items of business as per the AGM Notice were transacted at the meeting:

Ordinary Business:

- 1. Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of Board of Directors and the Auditors Report thereon.**

The Members were informed that Audited Standalone Financial Statements were circulated to the Members together with the Report of Board of Directors and the Auditors Report thereon. No qualification was made by the Statutory Auditors on the Financial Statements. The aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.

- 2. Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Auditors Report thereon.**

The Members were informed that Consolidated Financial Statements were circulated to the Members together with the Auditors Report thereon. No qualification was made by the Statutory Auditors on the Consolidated Financial Statements. The aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.

- 3. Appointment of director in place of Mr. Gaurav Kumar (DIN: 07767248), who retires by rotation and being eligible, offers himself for reappointment.**

The Members were informed that Mr. Gaurav Kumar, Non-Executive Director, was liable to retire by rotation and being eligible offered himself for the reappointment as Non-Executive Director as per the provisions of Section 152 of Companies Act, 2013. The aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.

- 4. Appointment of director in place of Mr. Gopal Srinivasan (DIN: 00177699), who retires by rotation and being eligible, offers himself for reappointment.**

The Members were informed that Mr. Gopal Srinivasan, Non-Executive Director, was liable to retire by rotation and being eligible offered himself for the reappointment as Nominee Director (Non-Executive Director) as per the provisions of Section 152 of Companies Act, 2013. The aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.





Special Business:

5. Appointment of Mr. Samir Rajendra Abhyankar (DIN: 10081649) as Nominee Director of the Company.

The Members were informed that Mr. Samir Rajendra Abhyankar (DIN: 10081649) was appointed as the Nominee – Additional Non-executive Director at the Board Meeting of the Company held on May 19, 2025. Pursuant to Section 161 of the Companies Act, 2013, Mr. Samir Rajendra Abhyankar holds office up to the date of this Annual General Meeting.

The members present at the meeting considered the appointment of Mr. Samir Rajendra Abhyankar (DIN: 10081649) as Nominee Director of the Company. The Board of Directors and the Nomination and Remuneration Committee have recommended appointment of Mr. Samir Rajendra Abhyankar as Nominee Director of the Company. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.

Ms. Namrata Kaul, being interested in the following business items (Item 6 and 7) recused herself as the Chairperson of the Meeting. Mr. Hemang Mehta was elected as Chairperson of the Meeting by voting by show of hand.

6. Approval and Ratification of the payment of commission to Independent Directors of the Company.

The members present in the meeting considered the proposal for ratification of payment of commission not exceeding INR 10 Lakhs for financial year 2024-25, and approve such remuneration for the further period of four financial years commencing from FY 2025–26 and ending with FY 2028–29, provided that the aggregate remuneration remains within the limits prescribed under Sections 197 and 198 of the Companies Act, 2013.

The Members were informed that the Independent Directors being interested in this business item shall abstain from voting.

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

7. Omnibus approval for related party transactions for Financial Year 2025-26:

The members present at the meeting considered the proposal to approve related party transactions that are proposed to be entered into with the related parties of the Company / Subsidiaries from time to time from the conclusion of this AGM to the conclusion of next AGM, which are in the ordinary course of business and at arm's length basis, including such transactions which have been executed between the end of FY 2024-25 to the date of AGM. The list of proposed transactions as well as the terms and conditions as required under applicable laws, based on which transactions may be entered into and disclosure of interest parties were circulated along with the AGM Notice and were made available at the meeting for reference and consideration by Members.





The Members were informed that none of the Directors (related parties) shall vote on the proposed resolution.

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

Ms. Namrata Kaul resumed as the Chairperson of the Meeting.

8. Approval for increase in overall borrowing limits as per Section 180(1)(c) of Companies Act, 2013:

The members present at the meeting considered the proposal to increase the overall borrowing limits up to an aggregate amount of INR 14,000 Crores (Indian Rupees Fourteen Thousand Crores only) including the issuance of Non-Convertible Securities or any other securities or instrument(s), debt or non-debt, in one or more tranches and/or series pursuant to Section 180 (1)(c) of Companies Act, 2013. The aforesaid matter was put to vote by way of a special resolution, and the same was unanimously approved.

9. Approval for creation of Security Cover as per Sec 180(1)(a) of Companies Act, 2013:

The members present at the meeting approved the proposal for creation of Security Cover in respect of the borrowings to the extent of hundred percent security cover or such higher security cover as per the terms of the transaction documents and the same shall not at any time exceed INR 17,500 Crores (Indian Rupees Seventeen Thousand Five Hundred Crores only) as per Section 180(1)(a) of Companies Act, 2013. Thereafter, the aforesaid matter was put to vote by special resolution, and all the members present at the meeting unanimously approved the same.

The quorum was present throughout the meeting. The AGM commenced at 5:30 P.M and concluded at 5:45 P.M. The Chairperson thanked all the Members & other stakeholders present at the meeting and the meeting was concluded thereafter.

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

Umesh Navani
Company Secretary & Compliance Officer
Mem No. A40899
Address: Vibgyor Towers, 3rd Floor Block G,
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