



Date: April 27, 2025

To,

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

Sub: Proceedings of the meeting of the Equity Shareholders of Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) ('The Company') held on Saturday, April 26, 2025, pursuant to the directions of the Hon'ble National Company Law Tribunal ('NCLT'), Division Bench – II, Chennai.

Ref: Pursuant to Regulation 51(2) of SEBI (LODR) Regulations, 2015, read with Part-B of Schedule -III of SEBI (LODR) Regulations, 2015.

Dear Sir / Ma'am,

This is further to our earlier intimation dated March 24, 2025 and pursuant to Regulation 51(2) of Listing Regulations, we wish to inform you that the Meeting of Equity Shareholders of the Company as directed by the Hon'ble NCLT, Division Bench – II, Chennai was held on April 26, 2025, at 10.00 A.M. (IST) and adjourned for want of quorum and reconvened at 10.30 A.M. (IST) for considering and approving the 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 under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements And Amalgamation) Rules, 2016 through Video Conference / Other Audio-Visual Means ("VC / OAVM") in compliance with the applicable laws including relevant circulars issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 and the rules made thereunder.

In this regard, please find enclosed the following:

- i. a summary of proceedings of the Meeting of the Equity Shareholders of the Company as required under Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure A**.
- ii. Scrutinizer Report on voting results dated April 26, 2025, enclosed as **Annexure B**.

The resolution approving the Scheme was passed by the Members with requisite majority of the Equity Shareholders through remote e-voting and e-voting during the Meeting, in terms of the provisions of Sections 230 - 232 of the Companies Act, 2013.



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: Vibgyor Towers, 3rd Floor, Block G,
Bandra Kurla Complex, Mumbai – 400051

Encl.: As above



Annexure A

SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE EQUITY SHAREHOLDERS OF VIVRITI CAPITAL LIMITED (formerly known as Vivriti Capital Private Limited) ('THE COMPANY') PURSUANT TO THE ORDER DATED MARCH 5, 2025, READ WITH ORDER DATED MARCH 21, 2025, PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH – II, CHENNAI

MEETING DETAILS		
DAY & DATE	Saturday, April 26, 2025	
TIME	Commenced at: 10:30 A.M. (IST) (Originally commenced at 10:00 AM (IST) and adjourned for 30 minutes due to want of quorum)	Concluded at: 10:40 A.M. (IST)
MODE OF MEETING	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").	

Management Participants:

1. Ms. Namrata Kaul, Independent Director, Chairperson of Board and Audit Committee
2. Ms. Anita Belani, Independent Director and Chairperson of Nomination and Remuneration Committee
3. Mr. Santanu Paul, Independent Director and Chairperson of Stakeholder Relationship Committee
4. Mr. Vineet Sukumar, Managing Director
5. Mr. Gaurav Kumar, Non-Executive Director
6. Mr. Srinivasaraghavan B, Chief Financial Officer
7. Mr. Umesh Navani, Company Secretary and Compliance Officer

A meeting of the Equity Shareholders of Vivriti Capital Limited (formerly known as 'Vivriti Capital Private Limited') ('the Company') was convened on April 26, 2025, pursuant to the directions of Hon'ble National Company Law Tribunal, Division Bench – II, Chennai ("NCLT") vide its order dated March 05, 2025 read with order dated March 21, 2025 ("NCLT Order").

Mr. Mohan Raj P, Former Judicial Member, NCLT, Chairperson appointed by the Hon'ble NCLT, Chennai, welcomed the participants present. The Chairperson briefed the participants about the purpose of the meeting. The Chairperson informed that the requisite quorum for the Equity Shareholders meeting, as directed by the Hon'ble NCLT, was not met. Consequently, the Chairperson, after due consideration, decided that, in the absence of the requisite quorum, the meeting shall be adjourned by half an hour in accordance with the NCLT Order.

Thereafter, with the permission of the Chair, the meeting was adjourned for half an hour, to be resumed at 10:30 A.M. (IST).

With the permission of the Chair, the adjourned meeting resumed at 10:30 A.M. (IST).

The Chairperson, Mr. Mohan Raj P, welcomed the Equity Shareholders for the adjourned meeting and informed that the meeting of the Equity Shareholders is being convened for approving the 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 under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements And Amalgamation) Rules, 2016 through Video Conference / Other Audio Visual Means ("OAVM") in compliance with the applicable laws including relevant circulars issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Chairperson informed that Scheme & other ancillary documents have already been circulated to the Equity Shareholders through electronic / physical mode and published in Newspaper as per NCLT Order. As the notice was circulated to members, the same had been taken as read by all the Equity Shareholders.

The Chairperson briefed on the resolution for which remote e-voting and the meeting was convened.

The Chairperson informed that the Company had provided the facility of remote e-voting and stated that Ms. Indhuvadhana M, Advocate, had been appointed as the Scrutinizer of the NCLT Convened Meeting for scrutinizing the e-voting process in a fair and transparent manner.

The Chairperson informed that as per the information received, no Equity Shareholder had registered with the Company as a Speaker to speak at the meeting. However, in case any shareholder present has any question, the same may be asked by clicking Raise Hand option.

No query or clarification was sought.

The Chairperson informed that the Equity Shareholders who had not cast their vote through the remote e-voting, may cast their vote through the e-voting platform provided by CDSL within 30 minutes from the conclusion of meeting.

Thereafter, the Chairperson declared the meeting as concluded and requested the members to proceed with the e-voting. The e-voting portal was blocked by the Scrutinizer at 11:15 A.M. (IST).

The Scrutinizer's Report was received after the conclusion of the Meeting on April 26, 2025, and as set out therein, the said resolution was declared as passed with requisite majority.

This is for your information and 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: Vibgyor Towers, 3rd Floor, Block G,
Bandra Kurla Complex, Mumbai – 400051

Indhuvadhana M B.COM LLB (HONS.)

Advocate

SCRUTINIZER'S REPORT
(Equity Shareholders of Vivriti Capital Limited)

(Voting through remote e-voting / e-voting during the meeting, facilitated by CDSL)

(Pursuant to the common order passed by the National Company Law Tribunal, Division Bench- II, Chennai, dated March 05, 2025 read with March 21, 2025)

In the Matter of Composite Scheme of Arrangement between

VIVRITI CAPITAL LIMITED

(Demerged or Amalgamated Company)

AND

HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED

(Resulting company 1)

AND

VIVRITI NEXT LIMITED

AND

VIVRITI ASSET MANAGEMENT PRIVATE LIMITED

(Amalgamating Company)

AND

VIVRITI FUNDS PRIVATE LIMITED

(Resulting Company 2)

AND

THEIR RESPECTIVE SHAREHOLDERS

To,

Hon'ble Mr Mohan Raj P

Chairperson Appointed by the Hon'ble NCLT, Division Bench- II, Chennai

For the Equity Shareholders Meeting of Vivriti Capital Limited

(First Applicant / Demerger or Amalgamated Company)

M. Indhuvadhana

Indhuvadhana M B.COM LLB (HONS.)

Advocate

Ref: Orders passed by NCLT, Division Bench- II, Chennai dated March 05, 2025 in CA(CAA)/12(CHE)/2025 read with order dated March 21, 2025 in IA(CA)/48(CHE)/2025 in CA(CAA)/12(CHE)/2025 along with proposed Composite Scheme of Arrangement

Sub: Scrutinizer's Report for the meeting of Equity Shareholders of Vivriti Capital Limited which was convened through remote video conference mode on April 26, 2025 at 10:00 AM through Video Conference Facility provided by CDSL as per the directions of the Hon'ble National Company Law Tribunal, Chennai in the matter of Composite Scheme of Arrangement under Section 230-232 and other relevant provisions of the Companies Act, 2013.

Dear Sir,

1. I, **Ms. Indhuvadhana M, Advocate** was appointed as a Scrutiniser for the meeting of the Equity Shareholders of Vivriti Capital Limited by the National Company Law Tribunal, Chennai Bench ("NCLT" or "Tribunal") vide Order dated March 05, 2025 read with Order dated March 21, 2025 for the purpose of scrutinizing the e-voting on the resolution contained in the Notice of Meeting of Equity Shareholders of Vivriti Capital Limited. The same was convened as per the directions in relation to the Hon'ble NCLT and other applicable provisions of the Companies Act, 2013.
2. The Company has ensured compliance with respect to the provisions of the Companies Act, 2013 and other relevant sub-ordinate legislation relating to remote e-voting through CDSL by the Equity Shareholders of the Company on the resolution contained in the notices. Further as a Scrutinizer, I have ensured that the e-voting process of the meeting is conducted in a fair and transparent manner and based on the auto generated Final Voting Report downloaded from my login in the e-voting website, I have prepared the report containing the total votes casted 'In favour' and "against" on the said resolution.

I DO SUBMIT MY REPORT AS HEREUNDER:

3. In compliance with the above referred order dated 05 March 2025 read with order dated March 21, 2025 passed by the Hon'ble NCLT, the Company has completed service and

M. Indhuvadhana

Indhuvadhana M B.COM LLB (HONS.)

Advocate

dispatch of notices along with the explanatory statement under Section 230 – 232 and Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 setting out the facts and other relevant annexures including the Explanatory Statement etc to the Equity Shareholders of the Company through their registered email addresses and physical copies of the notice of the meeting to those whose email id's are not available with the Company and has also published the meeting advertisement in the website of the Company <https://www.vivriticapital.com/> and website of the stock exchange i.e. BSE Limited and as well as in Hindu Business Line (All India Editions) (English), Makkal Kural (Tamil Nadu Editions) (Tamil) newspapers on March 24, 2025. Such notices were also issued and despatched to the relevant statutory and regulatory authorities, which I have verified.

4. The Equity Shareholders as on Saturday, April 19, 2025 (cut-off date for Equity Shareholders) were entitled to vote on the resolution set out in the Notice through remote e-voting and voting at the meeting.
5. The voting period for remote e-voting commenced on Tuesday, April 22, 2025 at 9:00 AM and ended on Friday, April 25, 2025 at 5:00 PM. The remote e-voting module was disabled by CDSL for remote e-voting thereafter.
6. The Equity Shareholders meeting was convened on Saturday, April 26, 2025 at 10:00 AM by the directions of the orders referred above through Webex (Video Conference). The quorum fixed for the meeting was 85 (Eighty-Five) Equity Shareholders. The said quorum was not present at 10:00 A.M. since 69 Equity Shareholders joined, therefore the meeting was adjourned for want of quorum for 30 minutes. At 10:30 A.M, 86 (Eighty-Six) Equity Shareholders were present and it is deemed to constitute quorum, hence the meeting was called to order.
7. The Company has also provided e-voting facility for those Equity Shareholders who had not cast their vote on the resolution earlier by availing the remote e-voting facility prior to the meeting. The said remote e-voting module was kept open for voting for a period of 30 minutes after the conclusion of the meeting. Thereafter, the voting was blocked by me on the CDSL e-voting website at around and approximately at 11:15 A.M and the results were downloaded from the CDSL Portal at around the same time.

M. Indhuvadhana

8. There were no proxies since the meeting is conducted through e-voting / remote e-voting, since the same is inapplicable for conduct of such meetings through VC / OAVM means.
9. The resolution as set out in the notice is reproduced below:

“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 An 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

M. Indhuvadhana

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 Equity Shareholders of the Company."

10. The results of the voting seeking approval of Equity Shareholders of the Company to the proposed scheme is as under:

i. Valid Votes IN FAVOUR of the resolution:

Mode of voting	Number of Persons Present and Voting (In Favour)	Percentage of Number of Persons Present and Voting (In Favour)	Number of valid votes cast (Number of shares) (In Favour)	Value of Shares (in INR) (In Favour)	Percentage total in terms of value (In Favour)
Remote e-voting	90	98.90%	1,69,16,195	16,91,61,950	98.76%
E-voting at the meeting	1	1.10%	2,12,335	21,23,350	1.24%
Total	91	100%	1,71,28,530	17,12,85,300	100%

M. Indhuvadhana

Indhuvadhana M B.COM LLB (HONS.)

Advocate

ii. Votes AGAINST the resolution

Mode of voting	Number of Persons Present and Voting (In Favour)	Percentage of Number of Persons Present and Voting (In Favour)	Number of valid votes cast (Number of shares) (In Favour)	Value of Shares (in INR) (In Favour)	Percentage total in terms of value (In Favour)
Remote e-voting	0	0.00%	0	0	0.00%
E-voting at the meeting	0	0.00%	0	0	0.00%
Total	0	0.00%	0	0	0.00%

iii. Invalid votes

Mode of voting	Number of members voted	Number of votes declared invalid
Remote e-voting	0	0
E-voting at the meeting	0	0
Total	0	0

As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the aforesaid resolution has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting and e-voting during the Meeting.

11. In view of the above scrutiny, I hereby certify and report that the resolution has been passed with requisite majority (in terms of the Act) by the Equity Shareholders of the Company.
12. The list of Equity Shareholders who voted "IN FAVOUR", "AGAINST" and all other relevant electronic records relating to the remote e-voting and e-voting at the meeting have been emailed to your good self and handed over to Mr. Umesh Navani J, Company Secretary and Compliance Officer of the Company for safekeeping.

M. Indhuvadhana

Indhuvadhana M B.COM LLB (HONS.)

Advocate

13. Based on the above information, you may accordingly declare the results.

M. Indhuvadhana

Signature of the Scrutiniser

Name: Indhuvadhana M, Advocate

Place: Chennai

Date: 26.04.2025

P. Mohan 26.4.2025

COUNTER SIGNED BY

MOHAN RAJ. P, FORMER JUDICIAL MEMBER,
NCLT

CHAIRPERSON APPOINTED BY
THE HON'BLE NCLT, CHENNAI