



22nd September 2022

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

Sub: Intimation regarding the proceedings of Fifth Annual General Meeting of the Company held on Thursday, 22nd September 2022, in pursuance to Regulation 51(2) read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Ma'am,

In terms of Regulation 51(2) read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the 5th Annual General Meeting ("**AGM**") of the Company was held at shorter notice on Thursday, 22nd September 2022, at 12.30 p.m. through Video Conferencing ("**VC**")/ Other Audio-Visual Means ("**OAVM**") at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai – 600002, India. The detailed proceedings of the AGM are annexed herewith.

We request you to please take the same on record. Thank you.

For and on behalf of **Vivriti Capital Private Limited**

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121



Summary of the proceedings of the 5th Annual General Meeting held on 22nd September 2022

The 5th Annual General Meeting (AGM) of the Company was held at shorter notice on Thursday, 22nd September 2022, at 12.30 p.m. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai – 600002, India.

The requisite quorum was present at the AGM in accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company.

Mr. Vineet Sukumar was elected as the Chairperson of the meeting. The AGM Notice as circulated and shorter notice consent were taken as read. Following item(s) of business as per the AGM Notice was proposed for approval:

Ordinary Business:

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 2021-22, along with Auditors Report and the Report of Board of Directors & its annexures thereon:**

The members present at the meeting considered and discussed the audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2022 along with Auditors report and the Report of the Board of Directors & its annexures thereon. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved and adopted the standalone financial statements and Board’s report along with annexures for the year ended 31st March 2022.

- 2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 2021-22, and the Auditors Report thereon:**

The members present at the meeting considered and discussed the audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2022. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved and adopted the consolidated financial statements for the year ended 31st March 2022.



3. To ratify the appointment of Statutory Auditor and fix their remuneration for Financial Year 2022-23:

The members present at the meeting considered the ratification of the appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm's Registration No: 101248W/W-100022) as the Statutory Auditor for the Financial Year 2022-23 and to fix their remuneration and other terms and conditions in adherence to the Articles of Association of the Company. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the ratification and authorised the Board of Directors to fix the remuneration and other terms and conditions from time to time in consultation with the Audit Committee and Statutory Auditors of the Company.

Special Business:

4. To approve and adopt the restated Articles of Association of the Company:

The members present at the meeting considered the matter for adoption of restated Articles of Association of the Company as placed before the meeting. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved and adopted the restated Articles of Association of the Company.

5. To approve the appointment of Mr. Gopal Srinivasan (DIN 00177699) as Nominee Director (Non-Executive) on the Board of Directors of the Company:

The members present at the meeting considered the appointment of Mr. Gopal Srinivasan as Nominee (Non-executive) Director of the Company on behalf of TVS Shriram Growth Fund 3. Further, the members took note of the declarations and deed of covenants received from Mr. Gopal Srinivasan.

Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the appointment of Mr. Gopal Srinivasan as Nominee (Non-executive) Director of the Company.

6. To consider and approve the remuneration of Mr. Vineet Sukumar, Managing Director of the Company for Financial Year 2021-22:

The members present at the meeting discussed and considered the remuneration paid to Mr. Vineet Sukumar, Managing Director of the Company, in excess of limits specified in the aforesaid regulation, computed in accordance with provisions of Section 198 of the



Companies Act, 2013, for the Financial Year ended 2021-22. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

7. To consider and approve remuneration of Mr. Gaurav Kumar for Financial Year 2021-22:

The members present at the meeting discussed and considered the remuneration paid to Mr. Gaurav Kumar, (until 29th September 2021), the then Managing Director of the Company, in excess of limits specified in the aforesaid regulation, computed in accordance with provisions of Section 198 of the Companies Act, 2013, for the Financial Year ended 2021-22. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

8. To consider and approve reclassification of authorized share capital and amendment of the Memorandum of Association of the Company:

The members present at the meeting considered for adoption of amended Memorandum of Association of the Company as placed before the meeting. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved and adopted the amended Memorandum of Association of the Company.

9. To consider and approve material related party transactions with CredAvenue Private Limited:

The members present at the meeting discussed and considered the proposed related party transactions to be entered with CredAvenue Private Limited, Subsidiary of the Company ("CAPL") for FY 22-23. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the proposed related party transactions.

10. To consider and approve material related party transactions with Vivriti Asset Management Private Limited:

The members present at the meeting discussed and considered the proposed related party transactions to be entered with Vivriti Asset Management Private Limited, Subsidiary of the Company ("VAM") for FY 22-23. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the proposed related party transactions.

11. To consider and approve material related party transactions with CredAvenue Securities Private Limited:



The members present at the meeting discussed and considered the proposed related party transactions to be entered with CredAvenue Securities Private Limited, Step-down Subsidiary of the Company (“CSPL”) for FY 22-23. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the proposed related party transactions.

12. To approve and ratify all material related party transactions entered into by the Company for FY 2021-22:

The members present at the meeting discussed and considered the related party transactions entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) by the Company in Financial Year 2021-22. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved and ratified the related party transactions.

13. To approve adoption and implementation of revised Vivriti Employee Stock Option Plan 2018:

The members present at the meeting discussed and considered for adoption of revised Vivriti Employee Stock Option Plan 2018. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

14. To approve adoption and implementation of revised Vivriti Employee Stock Option Plan 2019:

The members present at the meeting discussed and considered for adoption of revised Vivriti Employee Stock Option Plan 2019. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

15. To approve adoption and implementation of revised Vivriti Employee Stock Option Plan 2019-II:

The members present at the meeting discussed and considered for adoption of revised Vivriti Employee Stock Option Plan 2019-II. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

16. To approve adoption and implementation of revised Vivriti Employee Stock Option Plan 2020:



The members present at the meeting discussed and considered for adoption of revised Vivriti Employee Stock Option Plan 2020. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

17. To approve adoption and implementation of Vivriti Employee Stock Option Plan 2022 and issuance of shares to Vivriti ESOP Trust:

The members present at the meeting discussed and considered for adoption of Vivriti Employee Stock Option Plan 2022 and issuance of shares to Vivriti ESOP Trust. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

18. To approve the grant of option to identified employees during any one year, equal to or exceeding 1 percent of the issued capital of the Company at the time of grant of option:

The members present at the meeting discussed and considered for approving the grant of options to identified employees during any one year, equal to or exceeding 1 percent of the issued capital of the Company of Vivriti Employee Stock Option Plan 2022. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

19. To approve granting of loan to Vivriti ESOP Trust:

The members present at the meeting discussed and considered the matter for granting of loan to Vivriti ESOP Trust. Thereafter, the aforesaid matter was put to vote, and all the members present at the meeting unanimously approved the same.

The Chairperson thanked all the Members & other stakeholders present in the meeting and the meeting was concluded at 12.45 P.M.

For and on behalf of **Vivriti Capital Private Limited**

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121