



May 03, 2023

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

Sub: Intimation regarding the proceedings of 32nd Extra-Ordinary General Meeting ('EGM') of the Company held on Tuesday, May 02, 2023, 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 32nd Extra-Ordinary General Meeting ('EGM') of Vivriti Capital Private Limited ('Company') was held on Tuesday, May 02, 2023, at 05.30 P.M. (IST) 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 EGM are annexed herewith. We request you to take the same on record.

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 32nd Extra-Ordinary General Meeting held on May 02, 2023

The 32nd Extra-Ordinary General Meeting ('EGM') of the Company was held at shorter notice on Tuesday, May 02, 2023, at 05.30 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 Company, while conducting the meeting through VC, adhered to the Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") from time to time. The proceedings of the EGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the EGM. Physical presence of members was accordingly dispensed with.

7 (seven) members were present (including authorized representative(s)) at the meeting through VC. The requisite quorum was present at the EGM in accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company. From the Board of Directors, following were present at the EGM and rest were granted leave of absence:

Directors Present:

- a. Ms. Namrata Kaul – Independent Director
- b. Mr. Vineet Sukumar – Managing Director

The directors present at the EGM through VC from their respective residence/office/places introduced themselves to the Members of the Company.

The representatives of auditors of Company were allowed waiver from attendance due to their prior commitments.

Ms. Namrata Kaul was elected as the Chairperson of the meeting. The EGM Notice (copy uploaded on website) as circulated and shorter notice consent were taken as read, including the instructions for participation, and voting at EGM by members. It was informed that the documents and statutory registers are available for inspection by the members including such necessary documents with respect to the agendas transacted at the meeting.

Following item(s) of business as per the EGM Notice were transacted at the meeting:

Special Business:

1. Approval of amendments to Vivriti Employee Stock Option Plan 2018:

The members present at the meeting considered the proposal to amend the existing Vivriti Employee Stock Option Plan 2018. A summary of the proposed changes was circulated along with the EGM Notice for reference of the Members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

2. Approval for extending scope of Vivriti Employee Stock Option Plan 2018 to employees of subsidiary companies:

The members present at the meeting considered the proposal for extending the scope of Vivriti Employee Stock Option Plan 2018 to employees of subsidiary companies on account of transfer of



employees of the Company to its subsidiaries as part of organisational changes, from time to time. In order to ensure that such employees' rights under the ESOP Scheme are not prejudiced, it was proposed to amend schemes accordingly. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

3. Approval of amendments to Vivriti Employee Stock Option Plan 2019:

The members present at the meeting considered the proposal to amend the existing Vivriti Employee Stock Option Plan 2019. A summary of the proposed changes was circulated along with the EGM Notice for reference of the Members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

4. Approval for extending scope of Vivriti Employee Stock Option Plan 2019 to employees of subsidiary companies:

The members present at the meeting considered the proposal for extending the scope of Vivriti Employee Stock Option Plan 2019 to employees of subsidiary companies on account of transfer of employees of the Company to its subsidiaries as part of organisational changes, from time to time. In order to ensure that such employees' rights under the ESOP Scheme are not prejudiced, it was proposed to amend schemes accordingly. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

5. Approval of amendments to Vivriti Employee Stock Option Plan 2019-II:

The members present at the meeting considered the proposal to amend the existing Vivriti Employee Stock Option Plan 2019 - II. A summary of the proposed changes was circulated along with the EGM Notice for reference of the Members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

6. Approval of amendments to Vivriti Employee Stock Option Plan 2020:

The members present at the meeting considered the proposal to amend the existing Vivriti Employee Stock Option Plan 2020. A summary of the proposed changes was circulated along with the EGM Notice for reference of the Members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

7. Approval of amendments to Vivriti Employee Stock Option Plan 2022:

The members present at the meeting considered the proposal to amend the existing Vivriti Employee Stock Option Plan 2022. A summary of the proposed changes was circulated along with the EGM Notice for reference of the Members. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

8. Approval for extending scope of Vivriti Employee Stock Option Plan 2022 to employees of subsidiary companies:

The members present at the meeting considered the proposal for extending the scope of Vivriti Employee Stock Option Plan 2022 to employees of subsidiary companies on account of transfer of employees of the Company to its subsidiaries as part of organisational changes, from time to time.



In order to ensure that such employees' rights under the ESOP Scheme are not prejudiced, it was proposed to amend schemes accordingly. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

9. Approval for administration of ESOP Schemes through direct route:

The members present at the meeting considered the proposal for administration of ESOP Schemes from FY 2023-24 of the Company through direct route. This change is proposed pursuant to the proposed conversion of the Company from Private to Public due to which the exemptions available to private company cease to have effect. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

10. Approval for accelerated vesting for options granted by the Company under Vivriti Employee Stock Option Scheme 2018:

The members present at the meeting considered the proposal to accelerate the vesting period for options granted by the Company under Vivriti Employee Stock Option Scheme 2018 to the employees of CredAvenue Private Limited ("CAPL"). This proposal is placed consequent to the disinvestment of stake held in CAPL in one or more tranches, thereby making the employees of CAPL (erstwhile employees of Company) ineligible to exercise their options vested / to be vested to them. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

11. Approval for accelerated vesting for options granted by the Company under Vivriti Employee Stock Option Scheme 2019:

The members present at the meeting considered the proposal to accelerate the vesting period for options granted by the Company under Vivriti Employee Stock Option Scheme 2019 to the employees of CredAvenue Private Limited ("CAPL"). This proposal is placed consequent to the disinvestment of stake held in CAPL in one or more tranches, thereby making the employees of CAPL (erstwhile employees of Company) ineligible to exercise their options vested / to be vested to them. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

12. Approval for accelerated vesting for options granted by the Company under Vivriti Employee Stock Option Scheme 2019-II:

The members present at the meeting considered the proposal to accelerate the vesting period for options granted by the Company under Vivriti Employee Stock Option Scheme 2019 – II to the employees of CredAvenue Private Limited ("CAPL"). This proposal is placed consequent to the disinvestment of stake held in CAPL in one or more tranches, thereby making the employees of CAPL (erstwhile employees of Company) ineligible to exercise their options vested / to be vested to them. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.



13. Approval for accelerated vesting for options granted by the Company under Vivriti Employee Stock Option Scheme 2020:

The members present at the meeting considered the proposal to accelerate the vesting period for options granted by the Company under Vivriti Employee Stock Option Scheme 2020 to the employees of CredAvenue Private Limited (“CAPL”). This proposal is placed consequent to the disinvestment of stake held in CAPL in one or more tranches, thereby making the employees of CAPL (erstwhile employees of Company) ineligible to exercise their options vested / to be vested to them. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

14. Approval for material RPTs entered during FY 2022-23:

The members present at the meeting considered the proposal to approve the material related party transactions (‘RPTs’) entered by the Company during the financial year 2022-23 in the ordinary course of business at arm’s length price. Since the company is a high-value debt listed entity, Regulation 23 of Listing regulations is applicable to the company on a comply or explain basis. Considering the first-time applicability of these provisions in FY 2022-2023, the material related party transactions during the financial year ended 2022-23 were put forth for ratification of members. The aforesaid matter was put to vote by way of an ordinary resolution, and the same was approved accordingly.

15. Approval for increase in overall borrowing limits:

Pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013, the proposal to increase the overall borrowing limits of the Company to INR 10,000 Crores (Indian Rupees Ten Thousand Crores Only) (apart from temporary loans obtained from company’s bankers in the ordinary course of business) was placed before the members. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

16. Approval for limits for borrowing through issue of Debt Securities:

Pursuant to the provisions of Section 42, 71 and 179 of the Companies Act, 2013, the proposal to issue Non-convertible Debentures (‘NCD’) up to an aggregate amount of INR 5,000 Crores (Indian Rupees Five Thousand Crores Only) through private placement basis was placed before the members for their consideration. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

17. Approval for limits for borrowing through issue of Commercial paper:

Pursuant to the provisions of Section 42, 71 and 179 of the Companies Act, 2013, the proposal to issue Non-convertible Debentures (‘NCD’) up to an aggregate amount of INR 1,000 Crores (Indian Rupees One Thousand Crores Only) through private placement basis was placed before the members for their consideration. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.



18. Approval for overall limits for providing guarantee and making investments:

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the proposal for providing guarantees / securities and making investments exceeding one hundred percent of paid up share capital, free reserves and securities premium account of the Company was placed before the members of the Company for their consideration and approval. The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

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

Pursuant to the provisions of Section 180 (1)(a) of the Companies Act, 2013, the proposal to increase the limits for creation of mortgage/hypothecation/pledge/charge /security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, Insurance Companies(s) (subject to applicable laws), other Bodies Corporate, Trustees in respect of the borrowings was proposed to be increased to an aggregate amount of INR 12,500 crores (Indian Rupees Twelve Thousand and Five Hundred Crores only). The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

20. Approval for the sale of assets through Direct Assignment, Pass Through Certificates or any other structure and to fix limits:

It was proposed to sell/transfer the assets of the Company through modes of direct assignment, pass through certificates, and other similar structures in order to facilitate effective asset liability management and liquidity requirements of the Company from time to time. In this regard, respective limits up to which the transfers can be made in Financial Year 2023-24 was proposed to be fixed as INR 1,000 Crore (Indian Rupees One Thousand Crores Only) for each route (Direct Assignment, Pass Through Certificates, and Individual Assets Sale). The aforesaid matter was put to vote by way of a special resolution, and the same was approved accordingly.

The quorum was present throughout the meeting. The EGM commenced at 05:30 P.M and concluded at 06:00 P.M. The Chairperson thanked all the Members & other stakeholders present in the meeting and the meeting was concluded thereafter.

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

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