



September 27, 2023

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

Sub: Intimation regarding the proceedings of 35th Extra-Ordinary General Meeting ('EGM') of the Company held on Tuesday, September 26, 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 35th Extra-Ordinary General Meeting (**'EGM'**) of Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) (**'Company'**) was held on Tuesday, September 26, 2023 at 5:00 PM (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 Limited**
(*formerly known as Vivriti Capital Private Limited*)

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121
Address: Prestige Zackria Metropolitan No. 200/1-8,
2nd Floor, Block -1, Annasalai, Chennai – 600002





Summary of the proceedings of the 35th Extra-Ordinary General Meeting held on September 26, 2023

The 35th Extra-Ordinary General Meeting ('EGM') of the Company was held at shorter notice on Tuesday, September 26, 2023, at 5:00 PM (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 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. The physical presence of the members was accordingly dispensed with.

8 (eight) 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 and Chair of Audit Committee
- b. Ms. Anita Belani – Independent Director and Chair of Nomination and Remuneration Committee
- c. Mr. Santanu Paul – Independent Director and Chair of Stakeholders Relationship Committee
- d. Mr. Lazar Zdravkovic - Nominee Director
- e. Mr. John Tyler Day – Nominee Director
- f. Mr. Kartik Srivatsa – Nominee Director
- g. 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.

Mr. Vineet Sukumar 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. To approve the re-classification of authorised share capital of the Company and consequent alteration of Memorandum of Association of the Company:

The members present at the meeting considered the proposal for re-classification of authorised share capital of the Company and consequent alteration to the Memorandum of Association of the Company. This proposal was placed in order to accommodate the proposed issuance of CCPS. The proposed alteration to the Memorandum of Association was circulated along with the EGM Notice for reference of the Members. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.

2. To approve the issuance of Series D - Compulsorily Convertible Preference Shares to TVS Shriram Growth Fund 3 on private placement basis through preferential allotment, subject to approval of members for amendment of capital clause of Memorandum of Association of the Company:

The members present at the meeting considered the proposal to approve an issuance of up to 9,18,274 (Nine Lakhs Eighteen Thousand Two Hundred and Seventy Four) Series D Compulsorily Convertible Preference Shares ("Series D CCPS") of face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 1,079/- (Indian Rupees One Thousand Seventy Nine only) each, aggregating to INR 1,00,00,00,386/- (Indian Rupees One Hundred Crores Three Hundred and Eighty Six only) (hereinafter referred to as "Securities"), in one or more tranches, to TVS Shriram Growth Fund 3 on a private placement basis through preferential allotment ("Proposed Allotment") on such terms and conditions as set out in the draft PAS-4 placed at the meeting. Thereafter, the aforesaid matter was put to vote by way of a special resolution, and the same was unanimously approved.

3. To consider and approve usage of brand name "Vivriti" or "Vivriti Capital" by Keerthi Logistics Private Limited:

The members present at the meeting considered the proposal to approve the usage of brand name "Vivriti" or "Vivriti Capital" by Keerthi Logistics Private Limited. It was proposed to grant approval for usage of the brand name as related party transaction, without levying any royalty charges. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was approved accordingly.

4. To consider and approve related party transactions:

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 during FY 2023-24. 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 were circulated along with the EGM Notice for the reference and consideration by Members. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was approved accordingly.





5. To approve the appointment of Mr. Srinivasaraghavan B as the CFO of Vivriti Asset Management Private Limited, subsidiary of the Company:

The members present at the meeting considered the proposal for the appointment of Mr. Srinivasaraghavan B, Chief Financial Officer ('CFO') of the Company, as the CFO of Vivriti Asset Management Private Limited, subsidiary of the Company ("VAM") pursuant to the provisions of Section 177, 188 & 203 of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Companies Act, 2013. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was approved accordingly.

The quorum was present throughout the meeting. The EGM commenced at 05:00 P.M and concluded at 05:30 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)

P S Amritha
Company Secretary & Compliance Officer
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