



June 14, 2024

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

**Sub: Intimation regarding the proceedings of 7<sup>th</sup> Annual General Meeting ('AGM') of the Company held on Thursday, 13<sup>th</sup> June 2024 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 7<sup>th</sup> Annual General Meeting ('AGM') of Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) ('Company') was held on Thursday, June 13, 2024 at 5:30 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai – 600002, India.

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*)

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





## Summary of the proceedings of the 7<sup>th</sup> Annual General Meeting held on June 13, 2024

The 7<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on Thursday, June 13, 2024, at 5:30 PM (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> 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 AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the AGM. Physical presence of members was accordingly dispensed with.

10 (ten) 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 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. Lazar Zdravkovic - Nominee – Non-executive Director
- d. Mr. Kartik Srivatsa – Nominee – Non-executive Director
- e. Mr. Vineet Sukumar – Managing Director and as Representative to attend AGM authorised by Chair of Stakeholders Relationship Committee

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

Mr. Goutam Choudhury representing Statutory auditors and Mr. Baalasubramaniyan NE. representing Secretarial auditors of the Company were present at the meeting.

Mr. Soumendra Nath Ghosh was elected as the Chairperson of the meeting. The AGM Notice (copy uploaded on website) as circulated and shorter notice consent were taken as read, including the instructions for participation, and voting at AGM 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 AGM Notice were transacted at the meeting:

### **Ordinary Business:**

- 1. Approval and Adoption of the Standalone Audited Financial Statements of the Company for the Financial Year ended 2023-24, along with Auditors Report and the Report of Board of Directors & its annexures thereon:**

The members present at the meeting considered the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, along with Auditors Report and the Report of the Board of Directors & its annexures thereon. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.



**2. Approval and Adoption of the Consolidated Audited Financial Statements of the Company for the Financial Year ended 2023-24, and the Auditors Report thereon:**

The members present at the meeting considered the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, and the Reports of the Auditors thereon. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.

**3. Approval for appointment of director in place of Mr. Kartik Srivatsa (DIN: 03559152), who retires by rotation and being eligible, offers himself for reappointment:**

The members present at the meeting noted that Mr. Kartik Srivatsa (DIN: 03559152), Nominee Director of the Company is liable to retire by rotation and being eligible he has offered himself for the reappointment as Nominee Director (Non-executive) as per the provisions of Section 152 of Companies Act, 2013. His brief profile was circulated along with the Notice for perusal of the members. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was approved accordingly.

**4. Approval for appointment of M/s. Sundaram & Srinivasan (Firm Registration Number: 004207S), Chartered Accountants, as the Statutory Auditor of the Company and fix their remuneration:**

The members present at the meeting considered the appointment of M/s. Sundaram & Srinivasan (Firm Registration Number: 004207S), Chartered Accountants, to hold office from the conclusion of this 7<sup>th</sup> Annual General Meeting, until the conclusion of the 10<sup>th</sup> Annual General Meeting of the Company, to be held in the year 2027 at an annual remuneration/ fees plus outlays and taxes as applicable from time to time as mutually agreed with the Statutory Auditors and the Board of Directors of the Company. Thereafter, the aforesaid matter was put to vote by way of an ordinary resolution, and the same was unanimously approved.

**5. Omnibus approval for related party transactions for Financial Year 2024-25:**

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 2023-24 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 were circulated along with the AGM Notice and were made available at the meeting 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.

**Special Business:**

**6. Approval for increase in overall borrowing limits:**

The members present at the meeting considered the proposal to increase the overall borrowing limits up to an aggregate amount of INR 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores only) or the aggregate of the paid up share capital and free reserves of the



Company whichever is higher 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 special resolution, and the same was unanimously approved.

**7. Approval for increase in limits for borrowings through issue of Debt Securities:**

The members present at the meeting considered the proposal to increase the limits for borrowing through raising of funds through issuance of Debt Securities up to an aggregate amount of INR 5,500 Crores (Indian Rupees Five Thousand Five Hundred Crores only) in one or more tranches and/or series, through private placement or public offer/issue under Section 180 (1)(c) of Companies Act, 2013. The aforesaid matter was put to vote by special resolution, and the same was unanimously approved.

**8. Approval for borrowings through issue of Commercial Paper:**

The members present at the meeting considered the proposal to increase the limits for borrowing by raising of funds through issuance of Commercial paper up to an aggregate amount of INR 1,000 Crores (Indian Rupees One Thousand Crores only) under Section 180 (1)(c) of Companies Act, 2013. The aforesaid matter was put to vote by special resolution, and all the members present at the meeting unanimously approved the same.

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

The members present at the meeting considered the proposal for sale of assets through Direct Assignment, Novation, Pass through Certificates or such other structures as may be permissible under the applicable laws, for an aggregate amount of INR 2,000 Crores (Indian Rupees Two Thousand Crores only). The aforesaid matter was put to vote by special resolution, and the same was unanimously approved.

**10. Approval for overall limits for providing guarantee and making investments:**

The members present at the meeting considered the proposal for increasing the overall limits for providing guarantee and making investments up to an aggregate amount not exceeding twenty-five percent of net worth of the Company in line with its Risk policy, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and / or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 (2) of the Act. Thereafter, the aforesaid matter was put to vote by special resolution, and all the members present at the meeting unanimously approved the same.

**11. 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 or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, and the same shall not at any time exceed INR 17,000 Crores as per Sec 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.

**12. Approval for issue and allotment under Vivriti Capital Limited – Employee Stock Option Plan 2023:**

The members present at the meeting considered the proposal for issuance and allotment of options and shares to employees under the Vivriti Capital Limited - Employee Stock Option Plan 2023 (“ESOP Scheme 2023”). Thereafter, the aforesaid matter was put to vote by special resolution and the same was approved accordingly.

The quorum was present throughout the meeting. The AGM commenced at 5:30 P.M and concluded at 6:00 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**  
**Mem No. A49121**  
**Address: Prestige Zackria Metropolitan No. 200/1-8,**  
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