



September 13, 2024

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

**Sub: Intimation regarding the proceedings of 41<sup>st</sup> Extra-Ordinary General Meeting ('EGM') of the Company held on Thursday, September 12, 2024, pursuant to Regulation 51(2) read with Part B of Schedule III of 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 41<sup>st</sup> Extra-Ordinary General Meeting (**'EGM'**) of Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) (**'Company'**) was held on Thursday, September 12, 2024 at 05:30 P.M. (IST) through Video Conferencing ("VC") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> 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,**  
**2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai – 600 002**





## **Summary of the proceedings of the 41<sup>st</sup> Extra-Ordinary General Meeting held on September 12, 2024**

The 41<sup>st</sup> Extra-Ordinary General Meeting ('EGM') of the Company was held on Thursday, September 12, 2024, at 05:30 P.M. (IST) through Video Conferencing ("VC") 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 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.

12 (Twelve) 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. Anita Belani – Independent Director and Chair of Nomination and Remuneration Committee
- b. Ms. Namrata Kaul – Independent Director and Chair of Audit Committee
- c. Mr. Santanu Paul – Independent Director and Chair of Stakeholders Relationship Committee
- d. Mr. Lazar Zdravkovic - Nominee Director
- e. Mr. Gaurav Kumar – Non – executive Director
- f. 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 Secretarial Auditors of the Company were present at the meeting. The representatives of Statutory auditors of Company were allowed waiver from attendance due to their prior commitments.

Ms. Anita Belani was elected as the Chairperson of the meeting. The EGM Notice (*copy uploaded on website*) as circulated was taken as read, including the instructions for participation, and voting at EGM by members. It was informed that the documents and statutory registers were 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 for amending Articles of Association ("AOA") pursuant to change in terms of Shareholders Agreement ("SHA") dated 27th June 2024:**

The Board of Directors of the Company at their meeting held on August 8, 2024, had approved alteration of Articles of Association of the Company to incorporate the Amended and Restated Shareholders'



Agreement dated June 27, 2024 executed by and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Lightrock Growth Fund I S.A., SICAV-RAIF, Financial Investments SPC, LR India Fund I S.à r.l., SICAV-RAIF, TVS Shriram Growth Fund 3 and the Company. The Altered AOA as placed at the meeting was recommended for the approval of the Shareholders by way of Special Resolution.

Thereafter, the aforesaid matter was put to vote by way of a Special Resolution, and the same was approved accordingly.

## 2. Approval of 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 2024-25. 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 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.

The quorum was present throughout the meeting. The EGM commenced at 05:30 P.M (IST) and concluded at 05:40 P.M (IST). 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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