

NOTICE IS HEREBY GIVEN THAT THE (01/FY 2026-27) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED (“COMPANY”) WILL BE HELD AT A SHORTER NOTICE ON TUESDAY, THE 7TH DAY OF APRIL, 2026 AT 1:00 PM (IST) WITH CONSENT OF REQUISITE MEMBERS AT VIBGYOR TOWERS, UNIT NO. 302, 3RD FLOOR, BLOCK G, BANDRA KURLA COMPLEX, MUMBAI – 400051, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. To consider and grant approval for related party transactions:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, read with rules made thereunder and any other applicable laws, rules, guidelines and circulars, (including any statutory modifications, amendments, or re-enactments, as may be notified from time to time) and the Company’s Policy on Related Party Transactions as amended from time to time, and in accordance with the consent of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into related party transactions as mentioned in **Annexure-I**;

RESOLVED FURTHER THAT subject to the Policy on Related Party Transactions of the Company and the overall threshold / exposure approved for each party, any such transactions that are incidental, necessary and ancillary to the above mentioned approvals like processing fees, interest payment, any kind of repayments, restructuring etc. with the said related parties, in the ordinary course of business and at arm’s length price, shall be deemed as approved and does not require any separate approval of the Members.

RESOLVED FURTHER THAT the Board (*which term shall include any Committee thereof*) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution.”

2. To consider and approve appointment of Mr. Vineet Sukumar (DIN: 06848801), Director, as the Managing Director of the Company and approval of payment of remuneration for FY 2026–27:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the rules made thereunder read with Schedule V of the Act and any other applicable law including any statutory modifications & re-enactments thereon and as per the provisions of the Memorandum of Association and Articles of Association of the Company, and pursuant to recommendation of the Board of Directors (*hereinafter referred to as “Board”, which term shall be deemed to include a Committee of the Board, constituted to exercise its powers, including the powers conferred by this Resolution*) at their meeting held on 1st April 2026, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Vineet Sukumar (DIN: 06848801), Director of the Company, as the Managing Director (Key Managerial Person) of the Company for 5 (Five) consecutive years with effect from 1st April 2026 till 31st March, 2031, not liable to retire by rotation, upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of no profits or inadequate profits in any financial year during the tenure of his appointment as the Managing Director of the Company), with liberty to the Board to

alter and vary the terms and conditions of the said appointment, as may be mutually agreed to between the Board and Mr. Vineet Sukumar from time to time.

RESOLVED FURTHER THAT the aforesaid remuneration shall be payable notwithstanding that the Company has no profits or its profits are inadequate during a particular financial year, in accordance with the applicable provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the aforesaid remuneration, Mr. Vineet Sukumar shall be entitled to perquisites and benefits as per the policies of the Company applicable to its employees, including but not limited to group medical insurance, life insurance, accidental insurance, allowances and other applicable benefits.

RESOLVED FURTHER THAT Mr. Vineet Sukumar shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his remuneration during his tenure as the Managing Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary such as statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above Resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions for and on behalf of the Company in that regard.”

By order of the Board

For and on behalf of **Hari and Company Investments Madras Private Limited**

Sd/-

Mr. Umesh Navani

Company Secretary & Compliance Officer

Membership No. A40899

Place: Chennai

Date: 1st April 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF
THE COMPANIES ACT, 2013

Item No. 1: To consider and grant approval for related party transactions

Pursuant to the provisions of Section 188 of the Companies Act 2013, read with rules made thereunder (including any statutory modifications, amendments, or re-enactments, as may be notified from time to time) and other applicable provisions, it is proposed to take approval of Members of the Company for the related party transactions, as set out in Annexure-1, which may be entered into by the Company in its ordinary course of business.

These transactions were approved by the Board of Directors at their meeting held on 1st April 2026 and have been recommended by the Board for the approval of the Members.

The disclosures required under Companies Act, 2013 have been enclosed as **Annexure - I**.

None of the Directors (*except those mentioned specifically in Annexure – I against the proposed related party transaction*) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors has considered the transaction and recommends the resolution set out at Item No.1 as an **Ordinary Resolution** to the shareholders for their necessary approval.

Item No.2: To consider and approve appointment of Mr. Vineet Sukumar (DIN: 06848801), Director, as the Managing Director of the Company and approval of payment of remuneration for FY 2026–27:

Pursuant to the Composite Scheme of Arrangement (**Scheme**) amongst Vivriti Capital Limited (**Demerged Company / Amalgamated Company**), Hari and Company Investments Madras Private Limited (**Resulting Company 1**), Vivriti Next Limited, Vivriti Asset Management Private Limited, Vivriti Funds Private Limited and their respective shareholders approved by the National Company Law Tribunal, the Demerged Undertaking 1 of the Demerged Company as mentioned under the Scheme stands transferred to and vested into the Company with effect from April 1, 2026. Consequently, all the employees and existing contracts related to the Demerged Undertaking 1 are transferred to the Company.

Mr. Vineet Sukumar was appointed as Managing Directors of the Demerged Company and his terms of appointment (including remuneration) was being governed by the Sponsor Agreement executed between Mr. Vineet Sukumar and the Demerged Company. Pursuant to the Scheme, Mr. Vineet Sukumar has become employee of the Company with effect from 1st April, 2026 and the Sponsor Agreement stands novated to the Company.

The Board of Directors, at its meeting held on 1st April 2026, approved the appointment of Mr. Vineet Sukumar (DIN: 06848801), Director of the Company, as the Managing Director of the Company for a term of five consecutive years, as per the provisions of Section 196 of Companies Act 2013, read with relevant rules thereunder, w.e.f. from 1st April 2026, not liable to retire by rotation, subject to approval the members of the Company.



The terms of appointment of Mr. Vineet shall be governed as per the Sponsor Agreement executed with Mr. Vineet Sukumar, as amended from time to time, and the remuneration payable for FY 26-27 to Mr. Vineet Sukumar as Managing Director, will be as per below table:

Particulars of Remuneration	Amount (INR) - Annual
Fixed Salary (Basic + Allowances)	Rs. 2,26,98,433
Performance Bonus	Variable Pay @100% is Rs. 2,00,00,000 (final amount may be decided by the Board of Directors)
Provident Fund / Gratuity/ NPS or allowance thereof	As per Company's rules applicable to employees of the Company
Health Insurance, Personal Accident Insurance, Term Life Insurance, D& O Insurance Policy	As per Company's rules applicable to employees of the Company

The aforesaid remuneration shall be payable notwithstanding that the Company has no profits or its profits are inadequate during a particular financial year, in accordance with the applicable provisions of Schedule V to the Companies Act, 2013. The Company has not committed any default in repayment of its debts or interest payable thereon to any bank or financial institution or any other secured creditor.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Vineet Sukumar:

1. General Information:

1.	Nature of industry	The Company is a non-banking financial company. Post transfer of Demerged Undertaking 1 pursuant to Scheme w.e.f. 1 st April 2026, the Company offers lending products to mid-corporates, retail borrowers (through co-lending) and supply chain finance.
2.	Date or expected date of commencement of commercial production	The Company commenced its commercial operations in 1989 and has expanded its operations pursuant to the transfer of Demerged Undertaking 1 under the approved Scheme.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In FY 2024-25, the Company made a total income of INR 36.72 lakhs and Profit of INR 12.52 lakhs after tax. Further, with effect from April 1, 2026, the Company will carry the NBFC business with the Demerger Undertaking 1 pursuant to the Scheme.
5.	Foreign Investments or collaborations, if any	The Company has not entered into any material foreign collaboration and does not have any direct foreign investment. However, the holding company of the Company, Vivriti Next Limited, has foreign investment as permitted under applicable laws.



2. Information about the appointee:

1.	Background details	<p>Mr. Vineet Sukumar holds a Master’s degree in Business Administration from IIM Bangalore and a Bachelor’s degree in Engineering from IIT Kharagpur.</p> <p>He has over 20 years of experience in the Indian debt markets and is a founder of the Vivriti Group, which comprises Vivriti Capital Limited (“VCL”), a fintech NBFC incorporated in 2017, and Vivriti Asset Management (“VAM”), a registered asset manager for fixed-income alternative investment funds, incorporated in 2019.</p> <p>Mr. Vineet Sukumar had also led the capital markets, fund management, finance, and treasury functions at IFMR Capital. In this role, he took the core strategy and business plan of IFMR Capital to scale, developed strong relationships with capital markets investors, and built the fund management business from scratch. He was instrumental in IFMR Capital raising USD 7.5 billion of debt for its clients, as well as taking its own balance sheet to INR 450 million.</p> <p>Prior to this, Mr. Vineet Sukumar led key institutional relationships at Standard Chartered Bank, with exposure / deal experience across M&A, capital markets, and corporate finance.</p> <p>He has also worked with Tata Administrative Services – a crack team within the Tata Group responsible for targeted strategic initiatives across group companies.</p>
2.	Past remuneration	NIL
3.	Recognition or awards	None
4.	Job profile and his suitability	Mr. Vineet is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company.
5.	Remuneration proposed	As per table given above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Vineet Sukumar is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business post effectiveness of the Scheme.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any	<p>Apart from the proposed remuneration and contractual arrangements as part of the Sponsor Agreement, Mr. Vineet Sukumar is a promoter and shareholder of its holding company, Vivriti Next Limited.</p> <p>Mr. Vineet Sukumar is not related to any of the Directors and Key Managerial Personnel of the Company.</p>

3. Other Information:

1.	Reasons of loss or inadequate profits	As a matter of abundant precaution, the Special Resolution mentioned under item No. 2 have been proposed in compliance with the provisions of the Act
----	--	---

		read with Schedule V to the Act. Post the effective date of the Scheme, the Company may have sufficient profits to pay managerial remuneration.
2.	Steps taken or proposed to be taken for improvement	As a matter of abundant precaution, the Special Resolution mentioned under item No. 2 have been proposed in compliance with the provisions of the Act read with Schedule V to the Act. Post the effective date of the Scheme, the Company may have sufficient profits to pay managerial remuneration.
3.	Expected increase in productivity and profits in measurable terms	As a matter of abundant precaution, the Special Resolution mentioned under item No. 2 have been proposed in compliance with the provisions of the Act read with Schedule V to the Act. Post the effective date of the Scheme, the Company may have sufficient profits to pay managerial remuneration.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the Extraordinary General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Vineet Sukumar
DIN	06848801
Current Designation	Director
Age / Date of Birth	46 yr / 30 th June 1979
Address	No: Flat 4, KG Valmiki Apartment, 3rd Seaward Road, Valmiki Nagar, Thiruvanmiyur, Chennai 600 041, Tamil Nadu, India.
Qualifications	Mr. Vineet Sukumar has completed his master's degree in business administration from IIM, Bangalore and bachelor's degree in engineering from IIT, Kharagpur.
Experience	<p>Mr. Vineet Sukumar holds a Master's degree in Business Administration from IIM Bangalore and a Bachelor's degree in Engineering from IIT Kharagpur.</p> <p>He has over 20 years of experience in the Indian debt markets and is a founding member of the Vivriti Group, which comprises Vivriti Capital Limited ("VCL"), a fintech NBFC incorporated in 2017, and Vivriti Asset Management ("VAM"), a registered asset manager for fixed-income alternative investment funds, incorporated in 2019.</p> <p>Mr. Vineet Sukumar led the capital markets, fund management, finance, and treasury functions at IFMR Capital. In this role, he took the core strategy and business plan of IFMR Capital to scale, developed strong relationships with capital markets investors, and built the fund management business from scratch. He was instrumental in IFMR Capital raising USD 7.5 billion of debt for its clients, as well as taking its own balance sheet to INR 450 million.</p>

	<p>Prior to this, Mr. Vineet Sukumar led key institutional relationships at Standard Chartered Bank, with exposure / deal experience across M&A, capital markets, and corporate finance.</p> <p>He has also worked with Tata Administrative Services – a crack team within the Tata Group responsible for targeted strategic initiatives across group companies</p>
Terms and Conditions of appointment / reappointment	As per terms of existing Sponsor Agreement executed between Mr. Vineet Sukumar and Vivriti Capital Limited and pursuant to the Composite Scheme of Arrangement amongst Vivriti Capital Limited (Demerged Company / Amalgamated Company), Hari and Company Investments Madras Private Limited (Resulting Company 1), Vivriti Next Limited, (<i>formerly known as Vivriti Next Private Limited</i>) (<i>erstwhile known as QED Business Solutions Private Limited</i>) (VNL), Vivriti Asset Management Private Limited (Amalgamating Company), Vivriti Funds Private Limited, (<i>formerly known as Keerthi Logistics Private Limited</i>) (Resulting Company 2) and their respective shareholders, as approved by National Company Law Tribunal (“ Composite Scheme of Arrangement ”)
Details of Remuneration sought to be paid	As per table given above
Remuneration last draw	NIL
Date of first appointment on the Board	04-03-2024
Shareholding in the Company	Holding 1 Equity Share of Face Value INR 10/- on behalf of Vivriti Next Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Vineet Sukumar was honoured with the title of Indian Alternative Investment Thought Leaders for the Year in the Founder Category at the 11 th Indian Alternative Investments Summit in February 2024.
Number of Meetings of the Board attended during the Year - 2025-26	Total No. of Board Meetings- 5 Number of Board Meetings attended- 5
Other Directorships/ Designated partner in LLP <i>(All Companies excluding this Company and Foreign Companies)</i>	<ol style="list-style-type: none"> 1. Vivriti Capital Limited 2. CredAvenue Private Limited 3. Aspero Markets Private Limited (<i>formerly known as Credavenue Securities Private Limited</i>) 4. Sangvint Technologies Private Limited 5. Vivriti Next Limited (<i>formerly known as Vivriti Next Private Limited</i>) 6. Vivriti Funds Private Limited (<i>formerly known as Keerthi Logistics Private Limited</i>)* 7. Lighterside Private Limited 8. Fintech Association For Consumer Empowerment 9. Vivriti Fixed Income Fund - Series 3 IFSC LLP

Membership / Chairmanship of Committees of other Boards (Only statutory board committees constituted under the Companies Act, 2013 are considered)	Please refer Table A given below
--	----------------------------------

Table A

Name of Company	Type of Committees <i>(Only statutory committees constituted under Companies Act, 2013 are mentioned)</i>	Position held
		Chairman / Member
Hari and Company Investments Madras Private Limited	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
	Stakeholder Relationship Committee	Member
Vivriti Next Limited	Audit Committee	Member
	Stakeholder Relationship Committee	Member
CredAvenue Private Limited	Corporate Social Responsibility Committee	Member
Aspero Markets Private Limited <i>(formerly known as Credavenue Securities Private Limited)</i>	Corporate Social Responsibility Committee	Member

Except for Mr. Vineet Sukumar, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing the resolution set out at item no. 2 as a **Special resolution**.

By order of the Board

For and on behalf of **Hari and Company Investments Madras Private Limited**

Sd/-

Mr. Umesh Navani

Company Secretary & Compliance Officer

Membership No. A40899

Place: Chennai

Date: 1st April 2026

Notes:

1. The (01/FY 26-27) Extraordinary General Meeting (“EGM”) is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 with the consent given in writing/ by electronic mode by majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the meeting. The Shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available to the meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed not later than forty-eight hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of Member not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
4. Quorum of the meeting shall be in accordance with section 103 of the companies Act 2013, subject to articles of association of the company (as amended from time to time)
5. All documents referred to in this Notice are available for inspection of the members of the Company at the registered office of the Company.
6. The members are requested to notify immediately to the Company at its Registered Office any change in their address.
7. Route map and prominent landmark for easy location of the venue of the meeting is enclosed.

CONSENT OF SHAREHOLDER FOR SHORTER NOTICE

[Pursuant to section 101(1)]

To,
The Board of Directors
Hari & Company Investments Madras (P) Limited
Prestige Zackria Metropolitan, No.200/1-8, 8th Floor,
Block 1, Anna Salai, Chennai -600002

Subject: Consent for convening (01/FY 26-27) Extraordinary General Meeting at shorter notice under section 101 of Companies Act, 2013

Dear Sir/Madam,

I/We, (Name of member) having registered address at [full address of the member], holding [no of shares held] (number of shares in words) [Rupees in words] each in the Company in my/our name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold EGM of the Company on Tuesday, 7th April, 2026 or such other date as may be approved by the Board, at shorter notice at Vibgyor Towers, Unit No. 302, 3rd floor, Block G, Bandra Kurla Complex, Mumbai – 400051, Maharashtra, India.

(Signature)

(Name of the Member)

Date

Place

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the (01/FY 26-27) Extraordinary General Meeting of the Company on Tuesday, 7th April 2026 at 1:00 PM (IST) at Vibgyor Towers, 3rd Floor, Block G, Bandra Kurla Complex, Mumbai – 400051, India at shorter notice.

Member's / Proxy's Signature

(Please bring this slip and handover at the registered office of the Company on the date of meeting)

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN : U65991TN1989PTC017066

Name of the Company : Hari & Company Investments Madras (P) Limited

Registered office: : Prestige Zackria Metropolitan, No.200/1-8, 8th Floor, Block 1,
Anna Salai, Chennai- 600002, Tamil Nadu, India

Name of the Member :

Registered Address :

E-mail ID :

Folio/ DP ID - Client ID No. :

I/We, being the member (s) of shares of the above-named Company, hereby appoint

1	Name	Address	
	Email id	Signature,	Or failing him/ her
2	Name	Address	
	Email id	Signature,	Or failing him/ her
3	Name	Address	
	Email id	Signature,	Or failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the (01/FY 26-27) Extraordinary General Meeting of the Company on Tuesday, 7th April 2026 at 1.00 PM (IST) at Vibgyor Towers, 3rd Floor, Block G, Bandra Kurla Complex, Mumbai – 400051, India at shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	Resolution	Vote For	Vote Against
1.	To consider and grant approval for related party transactions		
2.	To consider and approve appointment of Mr. Vineet Sukumar (DIN: 06848801), Director, as the Managing Director of the Company and approval of payment of remuneration for FY 2026–27		

Signed this _____ day of _____

Affix
Revenue
Stamp

Signature of shareholder

Seal

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map to the Venue for EGM

