

NOTICE IS HEREBY GIVEN THAT THE (02/FY 2026-27) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF VIVRITI CAPITAL LIMITED (FORMERLY KNOWN AS HARI AND COMPANY INVESTMENTS MADRAS LIMITED) (ERSTWHILE KNOWN AS HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED) ("COMPANY") WILL BE HELD AT A SHORTER NOTICE ON FRIDAY, THE 19<sup>TH</sup> DAY OF JUNE, 2026 AT 3:00 PM (IST) WITH CONSENT OF REQUISITE MEMBERS AT VIBGYOR TOWERS, UNIT NO. 302, 3<sup>RD</sup> FLOOR, BLOCK G, BANDRA KURLA COMPLEX, MUMBAI – 400051, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

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**SPECIAL BUSINESS:**

**1. To consider and approve alteration of Article of Association ("AOA") of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions the Companies Act, 2013, if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on recommendation from Board of Directors of the Company and such other approvals, permissions and consents as may be required, the consent of the shareholders of the Company, be and is hereby accorded to amend the Articles of Association of the Company by inserting following new Article:

**"Article 66:** Notwithstanding anything to the contrary contained in these Articles, debenture trustees (acting on behalf of the debenture holders of the Company) shall have the right to appoint nominee director(s) on the Board of the Company in respect of debentures issued by the Company, if such right is provided to the debenture trustee under contract or is available under applicable law. The debenture trustees shall have the right to replace the nominee director from time to time and such nominee director will not be required to hold any qualifying shares in the Company. Each nominee director shall be entitled to attend all general meetings, board meetings and meetings of the committees of the Board. The Board shall take all necessary action to ensure appointment of such nominee directors on such terms as may be stipulated by the debenture trustees."

**RESOLVED FURTHER THAT** the draft amended Articles of Association of the Company, as tabled at the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts, matters, deeds and things and execute all documents and to take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental to giving effect to the above resolution including but not limited to filing of necessary forms with the Registrar of Companies or any regulatory authority, to settle all questions, difficulties or doubts that may arise and to comply with all other requirements in this regard."

**By order of the Board**

For and on behalf of **Vivriti Capital Limited**  
(formerly known as Hari and Company Investments Madras Limited)  
(erstwhile known as Hari and Company Investments Madras Private Limited)

Sd/-  
**Mr. Umesh Navani**  
**Company Secretary & Compliance Officer**  
**Membership No. A40899**  
**Place: Mumbai**  
**Date: 18<sup>th</sup> June 2026**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF**

**THE COMPANIES ACT, 2013**

**Item No.1: To consider and approve alteration of Article of Association (“AOA”) of the Company:**

The shareholders are requested to note that pursuant to Regulation 23(6) read along with Regulation 2(1)(r) of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“NCS Regulations”), the Articles of Association (“AoA”) of an issuer shall include provisions with respect to the requirement for the board of directors to appoint such person nominated by the debenture trustee in terms of clause(e) of sub-regulation(1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as amended from time to time, i.e upon two consecutive defaults in payment of interest, defaults in creation of security or default in redemption of debentures.

The Company has become the listed company pursuant to the transfer of listed securities of Vivriti Finance Limited (*formerly Vivriti Capital Limited*) (“**Demerged Company**”) pursuant to the Composite Scheme of Arrangement.

Accordingly, it is proposed to amend the Articles of Association of the Company by inserting following new Article relating to the appointment and rights of a nominee director nominated by the Debenture Trustee(s) to comply with the NCS Regulations:

*“Article 66: Notwithstanding anything to the contrary contained in these Articles, debenture trustees (acting on behalf of the debenture holders of the Company) shall have the right to appoint nominee director(s) on the Board of the Company in respect of debentures issued by the Company, if such right is provided to the debenture trustee under contract or is available under applicable law. The debenture trustees shall have the right to replace the nominee director from time to time and such nominee director will not be required to hold any qualifying shares in the Company. Each nominee director shall be entitled to attend all general meetings, board meetings and meetings of the committees of the Board. The Board shall take all necessary action to ensure appointment of such nominee directors on such terms as may be stipulated by the debenture trustees.”*

The draft amended Articles of Association, incorporating the proposed clause, is being circulated along with this Notice and will also be placed before the shareholders for their consideration. The proposed alteration/amendment were approved by the Board of Directors at their meeting held on 15<sup>th</sup> June, 2026 and have been recommended for the approval of the Members.

None of the Directors 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 **Special Resolution** to the shareholders for their necessary approval.

**By order of the Board**

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

*(formerly known as Hari and Company Investments Madras Limited)*

*(erstwhile known as Hari and Company Investments Madras Private Limited)*

Sd/-

**Mr. Umesh Navani**

**Company Secretary & Compliance Officer**

**Membership No. A40899**

**Place: Mumbai**

**Date: 18<sup>th</sup> June 2026**

**Notes:**

1. The (02/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  
**Vivriti Capital Limited**  
*(formerly known as Hari & Company Investments Madras Limited)*  
*(erstwhile known as Hari & Company Investments Madras Private Limited)*  
Prestige Zackria Metropolitan, No.200/1-8, 8<sup>th</sup> Floor,  
Block 1, Anna Salai, Chennai -600002

**Subject: Consent for convening (02/FY 26-27) Extraordinary General Meeting (“EGM”) 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 Friday, 19<sup>th</sup> June, 2026 or such other date as may be approved by the Board, at shorter notice at Vibgyor Towers, Unit No. 302, 3<sup>rd</sup> 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

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I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the (02/FY 26-27) Extraordinary General Meeting of the Company on Friday, 19<sup>th</sup> June 2026 at 3:00 PM (IST) at Vibgyor Towers, 3<sup>rd</sup> 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 : U65991TN1989PLC017066  
Name of the Company : **Vivriti Capital Limited**  
*(formerly known as Hari & Company Investments Madras Limited)*  
*(erstwhile known as Hari & Company Investments Madras Private Limited)*

Registered office: : Prestige Zackria Metropolitan, No.200/1-8, 8<sup>th</sup> 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 (02/FY 26-27) Extraordinary General Meeting of the Company on Friday, 19<sup>th</sup> June, 2026 at 3:00 PM (IST) at Vibgyor Towers, 3<sup>rd</sup> 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 approve alteration of Article of Association (“AOA”) of the Company		

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**

