SHORTER NOTICE IS HEREBY GIVEN THAT THE (03/FY 2026-27) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF VIVRITI CAPITAL LIMITED *(FORMERLY KNOWN AS HARI AND COMPANY INVESTMENTS MADRAS LIMITED, AND HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED)* ("COMPANY") WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY, THE 02ND DAY OF SEPTEMBER, 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 BUSINESSES:

1. **To consider and grant approval for proposed Related Party Transactions ("RPT"):**

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 recommendation of the Audit Committee and the consent of the Board of Directors of the Company, approval of the shareholders be and is hereby accorded for entering into transactions with related parties 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 the appointment of Statutory Auditors of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of section 139(8) and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. R.G.N. Price & Co., Chartered Accountants (Firm Registration No. 002785S), be and are hereby appointed as the statutory auditors of the Company for financial year 2026-27 on such remuneration and out of pocket expenses as may be determined by the board of directors as per the recommendation of the audit committee, to fill the casual vacancy in the office of Company's statutory auditor caused by the resignation of the existing statutory auditors, M/s. LDS & Co., Chartered Accountants (Firm Registration No. 017903S); and M/s. R.G.N. Price & Co., Chartered Accountants (Firm Registration No. 002785S) shall hold the office until the conclusion of the next annual general meeting of the Company to be held for the financial year ended March 31, 2027.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts, deeds, matters and things which may deem necessary for giving effect to the above resolution."

3. **To approve the appointment of Mr. John Tyler Day (DIN: 07298703) as a Nominee Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of provisions of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 (" **RBI Master Directions**") and as per the provisions of the Memorandum of Association and Articles of Association of the Company and in pursuance of read with Clause 39 of the Amended and Restated Shareholders agreement dated February 07, 2024 by and amongst Vivriti Next Limited ("**Holding Company**"), Key Shareholders & Investors of Holding Company ("**SHA**"), and in accordance with prior approval letter from Reserve Bank of India ("**RBI**") dated 28th July 2026 bearing reference No. CHN.DoR.NRO.No.S139/05.01.001/2026-27, Mr. John Tyler Day (DIN: 07298703), who was appointed as an Additional Director (Non-Executive) of the Company w.e.f. 6th August 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who was nominated by Creation Investments India III, LLC and who holds office up to the date of this General Meeting, be and is hereby appointed as a Nominee Director (Non-Executive) of the Company, liable to retire by rotation for a term of five years.

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.

4. **To approve the appointment of Mr. Gaurav Malhotra (DIN: 07640504) as a Nominee Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of provisions of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 (" **RBI Master Directions**") and as per the provisions of the Memorandum of Association and Articles of Association of the Company and in pursuance of read with Clause 39 of the Amended and Restated Shareholders agreement dated February 07, 2024 by and amongst Vivriti Next Limited ("**Holding Company**"), Key Shareholders & Investors of Holding Company ("**SHA**"), and in accordance with prior approval letter from Reserve Bank of India ("**RBI**") dated 28th July 2026 bearing reference No. CHN.DoR.NRO.No.S139/05.01.001/2026-27, Mr. Gaurav Malhotra (DIN: 07640504), who was appointed as an Additional Director (Non-Executive) of the Company w.e.f. 6th August 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who was nominated by Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Fund I S.à r.l. SICAV-RAIF and Galina Private Equity Investments Ltd., and who holds office up to the date of this General Meeting, be and is hereby appointed as a Nominee Director (Non-Executive) of the Company, liable to retire by rotation for a term of five years.

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.

5. **To approve the appointment of Mr. Krishna Ramachandran (DIN: 07952166) as a Nominee Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder(including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of provisions of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 (" **RBI Master Directions**") and as per the provisions of the Memorandum of Association and Articles of Association of the Company and in pursuance of read with Clause 39 of the Amended and Restated Shareholders agreement dated February 07, 2024 by and amongst Vivriti Next Limited ("**Holding Company**"), Key Shareholders & Investors of Holding Company ("**SHA**"), and in accordance with prior approval letter from Reserve Bank of India ("**RBI**") dated 28th July 2026 bearing reference No. CHN.DoR.NRO.No.S139/05.01.001/2026-27, Mr. Krishna Ramachandran (DIN: 07952166), who was appointed as an Additional Director (Non-Executive) of the Company w.e.f. 6th August 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who was nominated by TVS Shriram Growth Fund 3, and who holds office up to the date of this General Meeting, be and is hereby appointed as a Nominee Director (Non-Executive) of the Company, liable to retire by rotation for a term of five years.

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.

By order of the Board

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

Sd/-
Mr. Vineet Sukumar
Managing Director
DIN: 06848801
Place: Chennai
Date: 31st August 2026

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

Item No. 1: To consider and grant approval for related party transactions ("RPT"):

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 Audit Committee and the Board of Directors at their meeting held on 6th August 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 the appointment of Statutory Auditors of the Company:

The shareholders of the Company had appointed M/s. LDS & Co., Chartered Accountants (Firm Registration No.: 017903S); as the statutory auditors of the Company at the Annual General Meeting held on September 26, 2024, for a period of three years, i.e from conclusion of 35th Annual General Meeting till the conclusion of 38th Annual General Meeting.

M/s. LDS & Co., have tendered their resignation as statutory auditors of the company pursuant to the recent change in the management and ownership structure of the Company, resulting in a casual vacancy in the office of statutory auditors of the Company with effect from 13th August 2026 as per Section 139(8) of the Companies Act, 2013 (the "Act").

In terms of Section 139(8) of the Act, in the case of casual vacancy in the office of statutory auditors due to resignation of statutory auditors, the appointment of auditors to fill such casual vacancy shall be approved by the company in a general meeting within in three months of the recommendation of the board of directors and the auditors so appointed shall hold office till the conclusion of next annual general meeting.

Further, in accordance with Section 139(11), the appointment of auditors including the filling of casual vacancy shall be made after taking into consideration the recommendation of the audit committee. Accordingly, the audit committee and board of directors of the Company at their respective meetings held on 12th August 2026, have recommended the appointment of M/s. R.G.N. Price & Co., Chartered Accountants (Firm Registration No. 002785S) as the Statutory Auditors of the Company, after obtaining a written consent for such appointment and certificate confirming that the appointment if made would be within the limits specified under Section 141(3) (g) of the Act and it is not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Further they had confirmed that Eligibility Criteria for Appointment as Statutory Auditor in terms of the Reserve Bank of India (Non-Banking Financial Companies - Statutory Audit) Directions, 2026 dated 31st July 2026, is satisfied. The Consent and Eligibility letter(s) has been received from M/s. R.G.N. Price & Co., Chartered Accountants.

The Board of the Company is of the opinion that R.G.N. Price & Co., fulfils all the criteria as laid down under the regulations, and it is desirable to appoint them as the Statutory Auditors of the Company up to conclusion of the next annual general meeting to be held for the financial year ending on March 31, 2027.

The Board of Directors, therefore, recommend the Ordinary resolution, as set forth in item no. 2 of this Notice, for the approval of the members.

None of the Directors or the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in passing of the aforesaid resolution.

Item 3: To approve the appointment of Mr. John Tyler Day (DIN: 07298703) as a Nominee Director of the Company:

Mr. John Tyler Day was appointed as Additional Director of the Company nominated by Creation Investments India III, LLC, in Nominee Director Capacity, based on the recommendation of the Nomination and Remuneration Committee passed via circular resolution on 6th August 2026 and Board Meeting held on 6th August 2026, in terms of Section 161(1) of the Companies Act, 2013. Accordingly, Mr. John Tyler Day can hold office only up to the date of the ensuing General Meeting.

The Company has also received from Mr. John Tyler Day:

a. His Consent to act as Director in form DIR-2;
b. Declaration in form DIR-8 in terms of Section 164(1) & 164 (2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014;
c. MBP – 1 pursuant to section 184(1) of the Companies Act, 2013 along with list of relatives and committee membership details
d. Information about the proposed Directors of NBFC as per Annex I of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025;
e. Declaration & Undertaking by Director as per Annex II of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025;
f. Information about the relatives of Director pursuant RBI Master Circular- Loans and Advances – Statutory and Other Restrictions dated 19th April 2022
g. Nomination letter received from Creation Investments India III, LLC.

Further, in the same meeting i.e. meeting held on 6th August 2026, the Board appointed Mr. John Tyler Day as the Nominee Director of the Company, with immediate effect, subject to the approval of the shareholders.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the 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	John Tyler Day
DIN	07298703
Current Designation	Additional Director (Nominee)
Age / Date of Birth	**Date of Birth**: 11/03/1986 **Age:** 40 years
Address	7302 Wentwood Drive, Dallas, Texas, 75225 USA
Qualifications	PDGM from IIM, Bangalore and Bachelor of Engineering Delhi College of Engineering
Experience	John Tyler Day holds a Bachelor of Business Administration degree from University of Texas at Austin. He also holds a Master of Business Administration degree from J.L. Kellogg School of Management, Northwestern University.
Terms and Conditions of appointment / reappointment	As per provisions of Article of Association and Shareholders Agreement of the Company and in accordance with prior approval letter from Reserve Bank of India ("**RBI**") dated 28th July 2026 bearing reference No. CHN.DoR.NRO.No.S139/05.01.001/2026-27
Details of Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	6th August 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	0
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Vastu Housing Finance Corporation Limited 2. Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* 3. Yubi Private Limited *(formerly known as CredAvenue Private Limited)* 4. OFB Tech Limited 5. CISV India Private Limited 6. Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)* 7. Creation Impact Credit Fund (India) L.P 8. Vivriti Asset Management Private Limited *(formerly known as Vivriti Funds Private Limited)* 9. Oxyzo Financial Services Limited
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	Position held Chairman/ Member
Yubi Private Limited *(formerly known as CredAvenue Private Limited)*	Audit Committee	Member
	Risk Management Committee	Member
OFB Tech Limited	Corporate Social Responsibility Committee	Member
	Risk Management Committee	Member
Vivriti Next Limited (*formerly known as Vivriti Next Private Limited*)	Stakeholder Relationship Committee	Member
	Nomination and Remuneration Committee	Member

Item 4: To approve the appointment of Mr. Gaurav Malhotra (DIN: 07640504) as a Nominee Director of the Company:

Mr. Gaurav Malhotra was appointed as Additional Director of the Company nominated by Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Fund I S.a.r.l SICAV-RAIF and Galina Private Equity Investments Ltd, in Nominee Director Capacity, based on the recommendation of the Nomination and Remuneration Committee passed via circular resolution on 6th August 2026 and Board Meeting held on 6th August 2026, in terms of Section 161(1) of the Companies Act, 2013. Accordingly, Mr. Gaurav Malhotra can hold office only up to the date of the ensuing General Meeting.

The Company has also received from Mr. Gaurav Malhotra:

a. His Consent to act as Director in form DIR-2;
b. Declaration in form DIR-8 in terms of Section 164(1) & 164 (2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014;
c. MBP – 1 pursuant to section 184(1) of the Companies Act, 2013 along with list of relatives and committee membership details
d. Information about the proposed Directors of NBFC as per Annex I of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025;
e. Declaration & Undertaking by Director as per Annex II of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025;
f. Information about the relatives of Director pursuant RBI Master Circular- Loans and Advances – Statutory and Other Restrictions dated 19th April 2022
g. Nomination letter received from Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Fund I S.a.r.l SICAV-RAIF and Galina Private Equity Investments Ltd.

Further, in the same meeting i.e. meeting held on 6th August 2026, the Board appointed Mr. Gaurav Malhotra as the Nominee Director of the Company, with immediate effect, subject to the approval of the shareholders.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the 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	Gaurav Malhotra
DIN	07640504
Current Designation	Additional Director (Nominee)
Age / Date of Birth	**Date of Birth**: 19/05/1981 **Age:** 45 years
Address	A601 Mantri Espana, Kariyammana Agraha, Bellandur, Bengaluru, Karnataka, 560103
Qualifications	PDGM from IIM, Bangalore and Bachelor of Engineering Delhi College of Engineering
Experience	Mr. Gaurav Malhotra is an investment professional with over 20 years of experience in financial services, specializing in equity and debt investments, business and portfolio strategy, M&A and organizational transformation. He currently serves as Partner at Lightrock (since August 2025), where he focuses on investments in financial services and fintech. Prior to this, he was Director and Head of Financial Services Equity at British International Investment, where he led equity investments in financial institutions across South Asia. Earlier in his career, he worked as a Principal at Boston Consulting Group and as Head of Corporate Strategy at Escorts Limited.
Terms and Conditions of appointment / reappointment	As per provisions of Article of Association and Shareholders Agreement of the Company and in accordance with prior approval letter from Reserve Bank of India ("**RBI**") dated 28th July 2026 bearing reference No. CHN.DoR.NRO.No.S139/05.01.001/2026-27
Details of Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	6th August 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	0
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Yubi Private Limited *(formerly known as CredAvenue Private Limited)* 2. Lightrock Corporate Services Private Limited 3. Lightrock Investment Advisor Private Limited 4. Varthana Finance Private Limited 5. Arya Collateral Warehouse Services Private Limited

	6. Lightrock Sponsor India LLP 7. Smartcoin Financials Private Limited 8. Vivriti Asset Management Private Limited *(formerly known as Vivriti Funds Private Limited)* 9. *Vivriti Next Limited (formerly known as Vivriti Next Private limited)*
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	Position held Chairman/ Member
Yubi Private Limited *(formerly known as CredAvenue Private Limited)*	Risk Management Committee	Member

Except for Mr. Gaurav Malhotra, 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. 4 as an **Ordinary resolution**.

Item 5: To approve the appointment of Mr. Krishna Ramachandran (DIN: 07952166) as a Nominee Director of the Company:

Mr. Krishna Ramachandran was appointed as Additional Director of the Company nominated by TVS Shriram Growth Fund 3 in Nominee Director Capacity, based on the recommendation of the Nomination and Remuneration Committee passed via circular resolution on 6th August 2026 and Board Meeting held on 6th August 2026, in terms of Section 161(1) of the Companies Act, 2013. Accordingly, Mr. Krishna Ramachandran can hold office only up to the date of the ensuing Annual General Meeting.

The Company has also received from Mr. Krishna Ramachandran:

a. His Consent to act as Director in form DIR-2;
b. Declaration in form DIR-8 in terms of Section 164(1) & 164 (2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014;

c. MBP – 1 pursuant to section 184(1) of the Companies Act, 2013 along with list of relatives and committee membership details
d. Information about the proposed Directors of NBFC as per Annex I of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025;
e. Declaration & Undertaking by Director as per Annex II of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025;
f. Information about the relatives of Director pursuant RBI Master Circular- Loans and Advances – Statutory and Other Restrictions dated 19th April 2022
g. Nomination letter received from TVS Shriram Growth Fund 3

Further, in the same meeting i.e. meeting held on 6th August 2026, the Board appointed Mr. Krishna Ramachandran as the Nominee Director of the Company, with immediate effect, subject to the approval of the shareholders.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the 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	Krishna Ramachandran
DIN	07952166
Current Designation	Additional Director (Nominee)
Age / Date of Birth	**Date of Birth**: 24/02/1971 **Age:** 55 years
Address	9, 1st Main Road, Lake Area, Nungambakkam, Chennai - 600034
Qualifications	Chartered Accountant, Company Secretary & Cost Accountant and a PG Diploma Holder in Business Administration
Experience	Past Visiting Faculty in Corporate Governance in NMIMS at Bangalore.
Terms and Conditions of appointment / reappointment	As per provisions of Article of Association and Shareholders Agreement of the Company and in accordance with prior approval letter from Reserve Bank of India ("**RBI**") dated 28th July 2026 bearing reference No. CHN.DoR.NRO.No.S139/05.01.001/2026-27
Details of Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	6th August 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	0
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Vivriti Asset Management Private Limited *(formerly known as Vivriti Funds Private Limited)*

	2. Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)*
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	Position held Chairman/ Member
NIL		

Except for Mr. Krishna Ramachandran, 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. 5 as an **Ordinary resolution**.

By order of the Board
For and on behalf of **Vivriti Capital Limited**
(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)

Sd/-
Mr. Vineet Sukumar
Managing Director
DIN: 06848801
Place: Chennai
Date: 31st August 2026

Notes:

1. The (03/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 and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)
Prestige Zackria Metropolitan, No.200/1-8, 8th Floor,
Block 1, Anna Salai, Chennai -600002

Subject: Consent for convening (03/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 Wednesday, 2nd September, 2026 at 1:00 PM (IST) 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.			FOLIO NO.	
CLIENT ID			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 (03/FY 26-27) Extraordinary General Meeting of the Company on Wednesday, 2nd September 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 : U65991TN1989PLC017066
Name of the Company : **Vivriti Capital Limited**
(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private 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 (03/FY 26-27) Extraordinary General Meeting of the Company on Wednesday, 2nd September, 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 proposed Related Party Transactions (“RPT”)		
2.	To consider and approve the appointment of Statutory Auditors of the Company		
3.	To approve the appointment of Mr. John Tyler Day (DIN: 07298703) as a Nominee Director of the Company		
4.	To approve the appointment of Mr. Gaurav Malhotra (DIN: 07640504) as a Nominee Director of the Company		
5.	To approve the appointment of Mr. Krishna Ramachandran (DIN: 07952166) as a Nominee Director of the Company		

Signed this _______ day of ________________________________

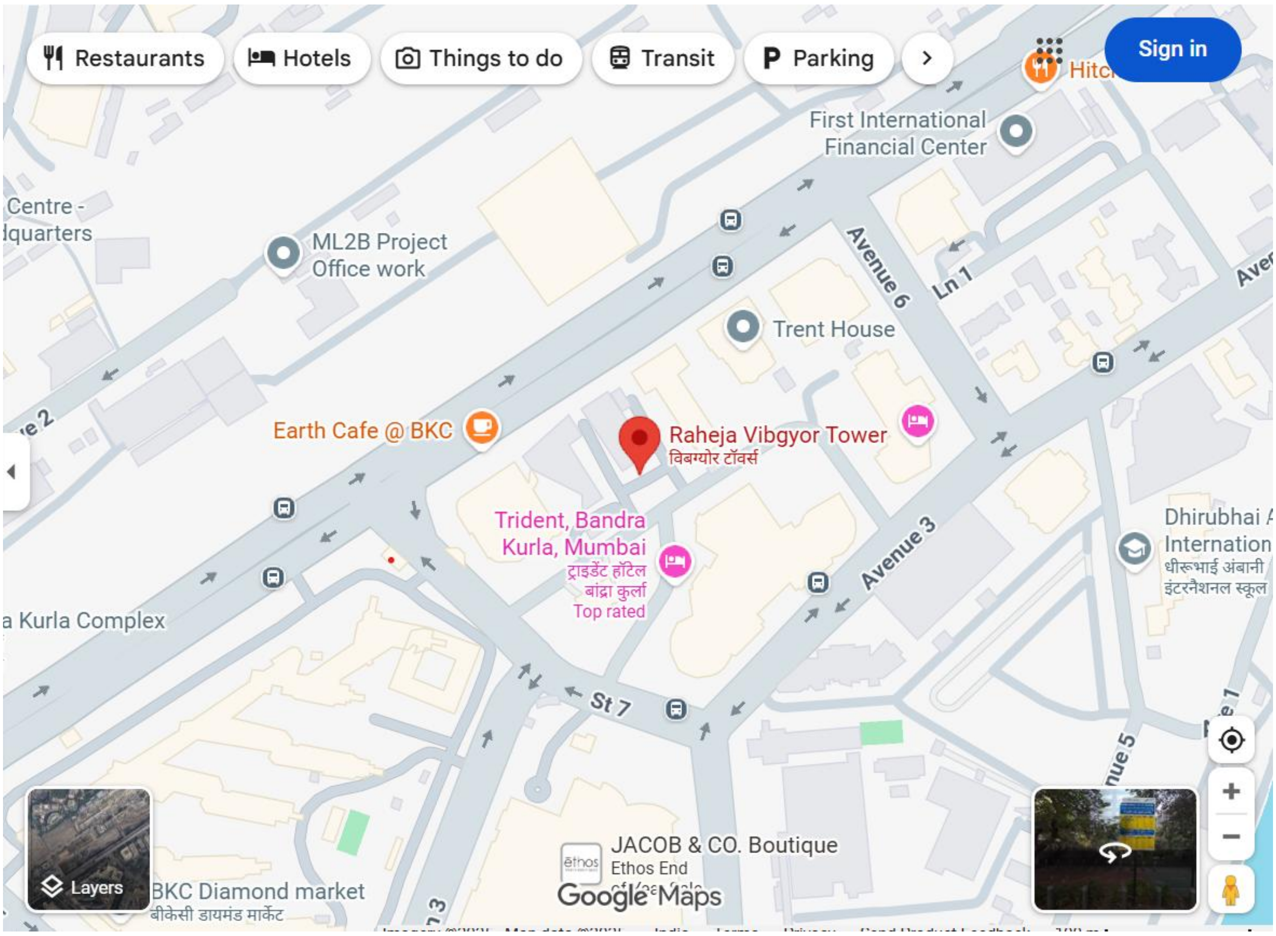
Affix
Revenue
Stamp

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



Annexure I

Name of Related Party	name of the director or key managerial personnel who is related, if any	nature of relationship	nature, material terms, monetary value and particulars of the contract or arrangement					any other information relevant or
			Nature of Transaction	Limits to be Approved (INR)	Particulars of Transaction including material terms, manner of determining pricing and other terms	Nature of the concern or interest (financial or otherwise) of Related Party	Particular Tenure of the transaction	
Ecofy Finance Private Limited	Mr.Santanu Paul	Common Directorship	Consideration in connection with pool purchased (including related processing fee and advisory fee components)	1,00,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	Financial	Based on the occurrence of transactions	NA