

SHORTER NOTICE IS HEREBY GIVEN THAT THE (04/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 ON FRIDAY, THE 16TH DAY OF OCTOBER, 2026 AT 10:30 AM (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIOVISUAL MEANS ("OAVM") AT THE REGISTERED OFFICE SITUATED AT PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 8TH FLOOR, BLOCK -1, ANNASALAI, ANNA ROAD, CHENNAI – 600002, TAMIL NADU, INDIA (DEEMED VENUE), TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

1. To consider and approve the increase in the Authorised Capital of the Company by creation of a new class of Preference Shares and consequential amendment to the Capital Clause of the Memorandum of Association ("MOA") of the Company:

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

"RESOLVED THAT pursuant to Sections 4, 13, 61 and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to approval of regulatory authority, in applicable form or manner, consent of the members of the Company be and is hereby accorded for increasing the Authorized share capital of the Company by creation of new class of 50,000 (Fifty Thousand) Compulsorily Convertible Preference Shares of INR 10/- (Indian Rupees Ten) each, **from:**

"The Authorized Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten)"

To

"The Authorized Share Capital of the Company is INR 3,05,00,000 /- (Indian Rupees Three Crore and Five Lakhs Only) divided into:

- a) 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each;*
- b) 50,000 (Fifty Thousand Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten) each;"*

with power to the Board to issue, allot and deal with the increased share capital in such manner and on such terms and conditions as the Board may from time to time determine in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and the Memorandum and Articles of Association of the Company, and consequently the respective capital clause in Memorandum of Association of the Company do stand altered accordingly.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4 and 13 and other applicable provisions of Companies Act, 2013 read with the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the Memorandum of Association ("**MOA**") of the Company be and is hereby altered to accommodate the above-mentioned increase of authorized capital, by substituting the following existing Clause V:



“The Authorized Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten)”

by the following Clause V:

“The Authorized Share Capital of the Company is INR 3,05,00,000 /- (Indian Rupees Three Crore and Five Lakhs Only) divided into:

- a) 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each;*
- b) 50,000 (Fifty Thousand Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten) each;”*

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board is authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard.”

2. To approve issuance of (i) Series A Compulsorily Convertible Preference Shares (“Series A CCPS”) on a preferential basis by way of private placement, for consideration other than cash and (ii) Equity Shares upon conversion of the said Compulsorily Convertible Preference Shares:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62(1)(c), of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions, if any, (including any statutory modification thereto or re-enactment thereof for the time being in force), and in accordance with the provisions of Memorandum of Association of the Company (“**Memorandum**”) and Articles of Association of the Company (“**Articles**”), the consent of the members of the Company, be and is hereby accorded to create, offer, issue and allot, in one or more tranches, up to 40,245 (Forty Thousand Two Hundred and Forty Five) (*rounded down*) Series A Compulsorily Convertible Preference Shares (“**Series A CCPS**”), having a face value of INR 10/- (Indian Rupees Ten only) each, at a premium of INR 49,685.19/- (Indian Rupees Forty-Nine Thousand Six Hundred Eighty Five and Nineteen Paise only) per Series A CCPS, aggregating to an issue price of INR 49,695.19/- (Indian Rupees Forty-Nine Thousand Six Hundred Ninety Five and Nineteen Paise only) per Series A CCPS, for consideration other than cash, on a preferential basis by way of private placement, towards conversion of the existing Unsecured Subordinated Term Loan facility of an aggregate amount of INR 200,00,00,000/- (Indian Rupees Two Hundred Crores only) extended by Vivriti Next Limited (“**VNL**” or “**Proposed Allottee**”), holding company, in accordance with the terms and conditions set out in the Terms of CCPS and PAS 4:

S. No.	Proposed Allottee and Address	No. of Series A CCPSs	Face Value (in INR)	Premium Per Series A CCPS (in INR)	Consideration Amount (in INR) (<i>other than cash</i>)
1.	Vivriti Next Limited (formerly known as Vivriti Next Private Limited)	40,245	10/-	INR 49,685.19/- (Indian Rupees Forty-Nine	INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only)

S. No.	Proposed Allottee and Address	No. of Series A CCPSs	Face Value (in INR)	Premium Per Series A CCPS (in INR)	Consideration Amount (in INR) <i>(other than cash)</i>
	CIN: U74999TN2017PLC117539 Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai, Tamil Nadu, India, 600002		(Indian Rupees Ten only)	Thousand Six Hundred Eighty Five and Nineteen Paise only)	

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorised to make such adjustments, rounding down or other consequential modifications in the number of Series A CCPS, issue price and/or the amount of the existing loan proposed to be converted, as may be necessary to give effect to the aforesaid issue and allotment of Series A CCPS and to appropriately adjust or settle any fractional or residual amount arising therefrom.

RESOLVED FURTHER THAT the aforesaid Series A CCPS issued to the Proposed Allottee specified shall be convertible into Equity Shares of the Company in accordance with the terms of the Series A CCPS and PAS 4, and upon conversion, the Equity Shares so issued shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for the issuance of private placement offer cum application letter in Form PAS-4 along with its annexures in relation to the Proposed Allotment to the Proposed Allottee.

“RESOLVED FURTHER THAT the Directors, Chief Financial Officer and Company Secretary & Compliance Officer of the Company *(as and when appointed)*, be and are hereby severally authorised to make all necessary applications, intimations and filings with the stock exchange(s), Registrar of Companies, depositories, SEBI, Registrar to issue and Transfer Agent of the company and any other statutory or regulatory authority or such agency, to sign and submit all forms including e-forms, returns, disclosures and documents including but not limited to offer letter and documents related to offer letter and/or preferential allotment of Series A CCPS, to appoint intermediaries, professionals, advisors and agencies, and to do all such acts, deeds, matters and things as may be necessary and/or to do all such acts and deeds and to sign and submit all such documents either from within the company or from such other third party/external individuals/professionals/firms/agencies as may be in furtherance informed by/advised by/directed by/guided by any statutory or regulatory authority to inform/advise/direct/guide on the subject matter of this resolution and be deemed fit and proper or expedient to give effect to the aforesaid resolutions.

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: Mumbai
Date: 15th October 2026

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

Item No. 1: To consider and approve the increase in the Authorised Capital of the Company by creation of a new class of Preference Shares and consequential amendment to the Capital Clause of the Memorandum of Association of the Company:

The members are requested to take note that in connection with the proposed conversion of the existing Unsecured Subordinated Term Loan facility into Compulsorily Convertible Preference Shares (“**CCPS**”), it is proposed to increase the Authorised Share Capital of the Company by creation of a new class of Preference Shares to facilitate the proposed issuance of CCPS pursuant to the said conversion, in following manner:

“The Authorized Share Capital of the Company is INR 3,05,00,000 /- (Indian Rupees Three Crore and Five Lakhs Only) divided into:

- a) 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each;*
- b) 50,000 (Fifty Thousand Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten) each;”*

None of the Directors, Managers and Key Managerial Personnel of the Company, or their relatives, are interested 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 draft copy of the altered Memorandum of Association can be inspected by the members at the registered office of the Company and is also circulated along with this Notice.

The Board of Directors of your Company at its meeting held on 15th October 2026, approved the increase in authorised capital and subsequent alteration to MOA and recommends the same as an **Ordinary Resolution** for approval of the shareholders, in the best interest of the Company.

Item No. 2: To approve issuance of (i) Compulsorily Convertible Preference Shares on a preferential basis by way of private placement, for consideration other than cash and (ii) Equity Shares upon conversion of the said Compulsorily Convertible Preference Shares:

The Board of Directors of the Company (“**Board**”) at its meeting held on 15th October, 2026 gave its consent for (subject to approval of members of the company) to create, offer, issue and allot, in one or more tranches, up to 40,245 (Forty Thousand Two Hundred and Forty Five) (*rounded down*) Series A Compulsorily Convertible Preference Shares (“**Series A CCPS**”), having a face value of INR 10/- (Indian Rupees Ten only) each, at a premium of INR 49,685.19/- (Indian Rupees Forty-Nine Thousand Six Hundred Eighty Five and Nineteen Paise only) per Series A CCPS, aggregating to an issue price of INR 49,695.19/- (Indian Rupees Forty-Nine Thousand Six Hundred Ninety Five and Nineteen Paise only) per Series A CCPS on a preferential basis by way of private placement, for consideration other than cash, towards conversion of the existing Unsecured Subordinated Term Loan facility of an aggregate amount of INR 200,00,00,000/- (Indian Rupees Two Hundred Crores only) extended by Vivriti Next Limited (“**VNL**” or “**Proposed Allottee**”), holding company, in accordance with the terms and conditions set out in the Terms of CCPS and PAS 4.



In terms of Section 62(1)(c) read with Sections 42 and 55 of the Companies Act 2013 (“**the Act**”) and rules made thereunder, the preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

The copy of Terms of CCPS and PAS 4 can be inspected by the members at the registered office of the Company and shall be tabled at the meeting for their consideration of members.

Accordingly, consent of the members is being sought in terms of Section 42, 55 & 62 of the Act.

Set out below are Disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9(3) and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

Date of Approval of Board: 15th October 2026

S. No.	Particulars	Disclosure/ terms
a.	Particulars of the offer including date of passing of Board resolution	40,245 (Forty Thousand Two Hundred and Forty Five Only) Series A Compulsorily Convertible Preference Shares (“ Series A CCPS ”) offered at an issue price of INR 49,695.19 /- (Indian Rupees Forty-Nine Thousand Six Hundred Ninety Five and Nineteen Paise only) each. The face value is INR 10/- (Indian Rupee Ten Only) each, and there is an additional premium of INR 49,685.19 /- (Indian Rupees Forty-Nine Thousand Six Hundred Eighty Five and Nineteen Paise only) per Series A CCPS, on a preferential basis by way of private placement, for consideration other than cash. Date of Passing of Board Resolution: 15 th October 2026
b.	Kinds of securities offered and the price at which security is being offered.	40,245 (Forty Thousand Two Hundred and Forty Five Only) Series A Compulsorily Convertible Preference Shares (“ Series A CCPS ”) offered at an issue price of INR 49,695.19 /- (Indian Rupees Forty-Nine Thousand Six Hundred Ninety Five and Nineteen Paise only) per Series A CCPS.
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Basis the Discounted Cash Flow Method the price is determined as per the valuation report of the Registered Valuer dated 24 th September 2026.
d.	Name and Address of valuer who performed valuation	M/s. Alamelu and Associates Firm Registration No. 017631S, an IBBI-registered valuer (IBBI Registration No. IBBI/RV/06/2019/10816) C 46/3 Second Main Road, Thiruvankata Nagar, Ambattur, Tiruvallur, Tamil Nadu – 600053

e.	Amount which the company intends to raise by way of such securities	Consideration other than Cash- by conversion of unsecured subordinated loan of INR 200 Crore taken from Proposed Allottee
f.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Refer Annexure A
g.	Principle terms of assets charged as securities	Not Applicable
h.	The size of the issue and number of preference shares to be issued and nominal value of each share/Particulars of Offer	40,245 (Forty Thousand Two Hundred and Forty Five Only) Series A compulsorily convertible preference shares (" Series A CCPS ") offered at an issue price of INR 49,695.19 /- (Indian Rupees Forty-Nine Thousand Six Hundred Ninety Five and Nineteen Paise only) each Series A CCPS. The face value of each share is INR 10/- (Indian Rupee Ten Only), and there is an additional premium of INR 49,685.19 /- (Indian Rupees Forty-Nine Thousand Six Hundred Eighty Five and Nineteen Paise only) per Series A CCPS, on a preferential basis by way of private placement, for consideration other than cash.
i.	The nature of such shares i.e., cumulative or non – cumulative, participating or non – participating, convertible or non – convertible	Series A Compulsorily Convertible Preference Shares (" Series A CCPS ")
j.	The objectives of the issue	With a view to strengthening the Tier 1 Capital of the Company, it is proposed to convert the Tier 2 Capital component of the Facility into Tier 1 Capital by way of issuance of Series A Compulsorily Convertible Preference Shares (" Series A CCPS ").
k.	The manner of issue of shares	Private placement through preferential allotment for consideration other than cash
l.	The price at which such shares are proposed to be issued	Issue Price – INR 49,695.19/- each Series A CCPS Face value of INR 10/- each at a premium of INR 49,685.19/- each Series A CCPS
m.	The basis on which the price has been arrived at	Discounted Cash Flow Method. The valuation report of the Registered Valuer dated 31 st July 2026 can be inspected by the members at the registered office of the Company and shall be tabled at the meeting for their consideration of members.
n.	The terms of issue, including terms and rate of dividend on each share, etc.	Private placement of Series A Compulsorily Convertible Preference Shares ("Series A")

		CCPS”), the terms of the issue are as per draft PAS 4 and term sheet. The terms of the issue is more detailed in Annexure A.
o.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Refer Annexure A
p.	The manner and modes of redemption	NA
q.	The current shareholding pattern of the company	Kindly refer to Note 1.
r.	The expected dilution in equity share capital upon conversion of preference shares	After the offer: Equity: INR 7,90,245 Total: INR 79,02,450 Existing Equity Shares: 7,50,000 Assuming that all shares offered on a Private Placement basis are accepted and the conversion CCPS occurs at the base conversion price, the number of equity shares on a fully diluted basis shall 7,90,245 (Seven Lakhs Ninety Thousand Two Hundred Forty Five Only).

Further, the below mentioned disclosures in adherence to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

S. No.	Particulars	Disclosure/ terms
a.	The objects of the issue	With a view to strengthening the Tier 1 Capital of the Company, it is proposed to convert the Tier 2 Capital component of the Facility into Tier 1 Capital by way of issuance of Series A Compulsorily Convertible Preference Shares (“ Series A CCPS ”).
b.	The total number of shares or other securities to be issued	40,245 (Forty Thousand Two Hundred and Forty Five Only) Series A Compulsorily Convertible Preference Shares (“ Series A CCPS ”) offered at an issue price of INR 49,695.19 /- (Indian Rupees Forty-Nine Thousand Six Hundred Ninety Five and Nineteen Paise only) each Series A CCPS. The face value of each share is INR 10/- (Indian Rupee Ten Only), and there is an additional premium of INR 49,685.19 /- (Indian Rupees Forty-Nine Thousand Six Hundred Eighty Five and Nineteen Paise only) per Series A CCPS, on a preferential

		basis by way of private placement, for consideration other than cash.								
c.	The price or price band at/within which the allotment is proposed	The proposed issue of Series A CCPS at the face value of INR 10/- each at a premium of INR 49,685.19 /- each Series A CCPS.								
d.	Basis on which the price has been arrived at along with report of the registered valuer	Discounted Cash Flow Method. The valuation reports dated 24 th September 2026 issued by M/s. Alamelu and Associates (Firm Registration No. 017631S), an IBBI-registered valuer (IBBI Registration No. IBBI/RV/06/2019/10816) is attached.								
e.	Relevant date with reference to which the price has been arrived	The valuation is as on 31 st July 2026.								
f.	The class or classes of persons to whom the allotment is proposed to be made	Body Corporate								
g.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Promoters of the Company intends to subscribe the offer and said subscription does not dilute their shareholding in the company.								
h.	The proposed time within which the allotment shall be completed	This offer is valid for a period of 30 days from the date of the issue. The Offer shall be deemed to close when the company receives a duly signed application letter from the Proposed Allottee.								
i.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Kindly refer to note no. 2								
j.	The change in control, if any, in the company that would occur consequent to the preferential offer	There will be no changes in control as the percentage of Post diluted shareholding will be maintained at the same level of pre diluted shareholding.								
k.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	<table><tr><td>Number of person</td><td>1</td></tr><tr><td colspan="2">No. of Securities</td></tr><tr><td>Series A CCPS</td><td>40,245</td></tr><tr><td>Total</td><td>40,245</td></tr></table>	Number of person	1	No. of Securities		Series A CCPS	40,245	Total	40,245
Number of person	1									
No. of Securities										
Series A CCPS	40,245									
Total	40,245									

		Series A CCPS - Issue Price- Rs. 49,695.19/- each, Face Value Rs.10/- each and Premium Rs. 49,685.19/- each
l.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	With a view to strengthening the Tier 1 Capital of the Company, it is proposed to convert the Tier 2 Capital component of the Facility into Tier 1 Capital by way of issuance of Series A Compulsorily Convertible Preference Shares ("Series A CCPS") on a preferential basis by way of private placement, for consideration other than cash. For the purpose of determining the Fair Value of shares, the Company has obtained Valuation Report dated 24th September 2026 issued by M/s. Alamelu and Associates (Firm Registration No. 017631S), an IBBI-registered valuer (IBBI Registration No. IBBI/RV/06/2019/10816) is enclosed.
m.	The pre issue and post issue shareholding pattern of the company in the following format	Refer Note No.1
n.	Principle terms of assets charged as securities	Not Applicable

Note 1: Names of the Proposed Allottee and Percentage of Post Offer Capital

Name of Proposed Investor	No of CCPS	No. of Equity Shares upon conversion	% of post issue capital on a Fully diluted basis*
Vivriti Next Limited (formerly known as Vivriti Next Private Limited)	40,245	40,245	100

* The Post Issue capital on fully diluted basis is considered assuming

(i) Subscription and allotment of entire offer of CCPS

(ii) Exercise of Conversion of CCPS into equity as per the terms.

Note 2:

The pre-issue and post-issue shareholding pattern of the company on fully diluted basis in the following format:

S. No.	Category	Pre-issue		Post-issue*	
		No. of shares held	Percentage (%) of shareholding	No. of shares held	Percentage (%) of shareholding
A	Promoters' holding				
	Indian				
1	Individual	6*	0.0008	6*	0.00076
2	Bodies Corporate	749,994	99.9992	7,90,239	99.99924
3	Foreign promoters	-	-	-	-
	Sub-total (A)	7,50,000	100%	7,90,245	100%
B	Non-promoters' holding				
1	Institutional Investors	-	-	-	-
2	Non-Institutional Investors	-	-	-	-
3	Private Corporate Bodies	-	-	-	-
4	Directors and relatives	-	-	-	-
5	Indian public	-	-	-	-
6	Others [Including Non-Resident Indians (NRIs)]	-	-	-	-
7	Others (ESOP Trusts, ESOP pool and public)	-	-	-	-
	Sub-total (B)	0	0	0	0
	GRAND TOTAL	7,50,000	100%	7,90,245	100%

* The Post Issue capital on fully diluted basis is considered assuming

(i) Subscription and allotment of entire offer of CCPS

(ii) Exercise of Conversion of CCPS into equity as per the terms.

** The individual holdings in the promoter category are holding shares on behalf of the Vivriti Next Limited (Holding Company).*

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution.

The Board of Directors recommends this resolution to be passed as **Special 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: Mumbai

Date: 15th October 2026

Annexure A

Terms of Series A CCPS ("CCPS")

The rights attached to the CCPS are as follows:

A. As to income and dividend

1. The CCPS shall confer on the holder the right to receive in priority to the holders of any other class of shares in the capital of the Company, a preference dividend (the "**Preference Dividend**") at the rate of 0.001% (zero point zero zero one percent) per annum on the capital for the time being paid up on the CCPS and such Preference Dividend to be paid up on the CCPS during any portion or portions of the period in respect of which the Preference Dividend is paid.
2. The right to Preference Dividend shall be cumulative, and the right to receive the Preference Dividend shall accrue to holders of the CCPS by reason of the fact that the Preference Dividend on the CCPS is not declared or paid in any year.
3. If Preference Dividend has been declared by the Company but has not been paid by the Conversion Date, the Preference Dividend shall be paid to the person(s) who held the CCPS as at the date of declaration pro-rata in accordance with the number of CCPS held by it at the date of declaration.
4. If the Conversion Date falls within a period in respect of which a dividend is to be paid, each Equity Share issued to the holder of CCPS on Conversion shall confer on the holder the right to receive a dividend with respect to all of such period and not part only.
5. In addition to and after payment of the Preference Dividend, in the event the holder of Equity Shares are paid dividend in excess of 0.001% (zero point zero zero one percent) per annum each CCPS (on an As Converted Basis) would be entitled to dividend on such higher rate.

B. As to Conversion

6. Each CCPS will convert into 1 (one) Equity Share at the option of CCPS holder without any additional payment for such conversion. In the event the conversion of CCPS entitles the holders of CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.
7. The right to convert CCPS shall be exercisable by the holder thereof at any time, after the expiry of 11 (eleven) years from the date of allotment of CCPS and within a period of 20 (twenty) years from the date of allotment of CCPS ("**Conversion Period**") by delivering to the Company a notice in writing ("**Conversion Notice**") of its desire to convert CCPS, provided that such notice shall specify the number of CCPS that the holder desires to convert.
8. Conversion of CCPS shall be effected within 60 (sixty) Business Days of the Conversion Notice ("**Conversion Date**") by the issue and allotment of fully paid Equity Shares to the holder of the CCPS. The record date of conversion of the CCPS shall be deemed to be the date of the Conversion Notice.
9. The Company shall pay all expenses arising on the issue of the Equity Shares pursuant to any Conversion including any stamp duty, capital duty or other taxes and levies.

10. *Equity Shares issued and allotted upon Conversion of any CCPS will be deemed to be issued and registered as of the Conversion Date, and each holder of any CCPS will, with effect from the Conversion Date, be deemed and treated by the Company for all purposes as the holder on record of the relevant number of Equity Shares issued upon Conversion of such CCPS. Simultaneously with the issue and allotment of the relevant number of Equity Shares to be issued upon Conversion of any CCPS, the Company will register the holder of such CCPS as the holder of such relevant Equity Shares in the Company's share register and register of members and will deliver or cause to be delivered such relevant Equity Shares to the holder of such CCPS and such other documents (if any) as may be required by Applicable Law to effect the issue thereof.*
 11. *Equity Shares issued and allotted upon Conversion of any CCPS shall be fully-paid and free of all liens, charges and Encumbrances and will in all respects rank pari passu with the Equity Shares in issue on the Conversion Date and shall be freely transferable subject only to restrictions in the Shareholders' Agreement and the Restated Articles.*
- C. Valuation**
12. *The "Conversion Price" for CCPS shall be INR 49,695.19 (Indian Rupees Forty Nine Thousand Six Hundred Ninety Five and Nineteen Paise).*
- D. Voting rights**
13. *Each holder of a CCPS shall have the same right to attend and vote at general meetings of the Company as are available to holders of Equity Shares, determined on an As Converted Basis.*

Notes:

1. The (04/FY 26-27) Extra Ordinary General Meeting (“**the EGM**”) is being conducted through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”) General Circular No. 03/25 dated 22nd September 2025 read with previous circulars issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and the provisions of the Act. The deemed venue for the meeting shall be the Registered Office of the Company.
2. Explanatory statements as required under Section 102 of the Companies Act, 2013 and Secretarial Standard No. 2 (“**SS-2**”) on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
3. **Pursuant to the aforementioned MCA Circulars, since the EGM is being held through VC, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence the proxy form, attendance slip, and route map are not annexed to this notice.** However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Companies Act, 2013 for such representation to the Company through e-mail to cs@vivriticapital.com before the commencement of the meeting. The deemed venue for the EGM shall be the Registered Office of the Company.
4. The Company shall conduct the EGM through VC by using Zoom cloud meetings (“**Zoom**”) and the Members are requested to follow instructions as stated in this notice for participating in this EGM through Zoom. An invite for the EGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
5. The attendance of the members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holder(s) attending the meeting through VC / OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The resolution(s) in the meeting will be passed by show of hand, unless a poll is validly demanded. For voting by way of poll – in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, members can cast their vote during the Meeting by way of poll. For voting members can send an email to cs@vivriticapital.com from their email addresses registered with the Company or send hard copy of their approval at the registered office within one day of the date of the meeting.
7. The members desiring to inspect the registers / other documents as prescribed under the provisions of Companies Act, 2013 and rules made thereunder are required to send an email to cs@vivriticapital.com from their email addresses registered with the Company.
8. On the date of the meeting i.e., on Friday, 16th October 2026, the Members, Directors, Key Managerial Personnel, Auditors, Members and all other persons authorized to attend the meeting, may join, using the link provided from 10:15 A.M. (IST) to 10:45 A.M. (IST) and post that no person shall be able to join the meeting except the Company’s directors.
9. The Notice is being sent electronically to all the Members / Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories as on 9th October, 2026, in accordance with the provisions of the Companies Act, 2013, read with Secretarial Standards – 2 and Rules made thereunder. A copy of the notice has also been uploaded at the website of the Company.



PROCESS FOR ATTENDING THE MEETING:

1. To attend the meeting through VC mode, please find below the meeting link along with credentials for joining the meeting:

Join Zoom Meeting

<https://vivriticapital.zoom.us/j/95532078981?pwd=U7bwavazsHZpMMQsxdaxDf8ElIr8CM.1>

Meeting ID: 955 3207 8981

Passcode: 349278

2. Facility to join the meeting shall be opened at least 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after such scheduled time, unless a valid quorum is present at the scheduled time and meeting is conducted.
3. On accessing the link, you will be prompted to enter the Meeting ID and the Password. Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical issue.

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 (04/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, 16th October, 2026 at 10:30 AM (IST) at shorter notice through video conferencing (“VC”)/ other audiovisual means (“OAVM”) at the registered office situated at Prestige Zackria Metropolitan No. 200/1-8, 8th Floor, Block -1, Annasalai, Anna road, Chennai – 600002, Tamil Nadu, India.

(Signature)
(Name of the Member)

Date:
Place:

VIVRITI CAPITAL LIMITED

(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)

GST: 33AAACH2305J2Z2

CIN: U65991TN1989PLC017066

Registered Office:

Prestige Zackria Metropolitan, 8th Floor,
Block 1, No. - 200/1-8, Anna Salai, Chennai-600002

Contact: +91-44-4007 4800

contact@vivriticapital.com

WWW.VIVRITICAPITAL.COM



(THE COMPANIES ACT, 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
VIVRITI CAPITAL LIMITED^{2 and 3}

1. The name of the Company is 'VIVRITI CAPITAL LIMITED'^{2 and 3}
2. The Registered Office of the company will be situated in the State of Tamil Nadu.
3. [A] THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:¹
 1. To carry on the business of a finance company, hire purchase company and / or leasing company, to undertake and or arrange or syndicate all types of business relating to financing of consumers, individuals, industry or corporates, for all kinds of goods and services, moveable and immovable property; to provide long term or short term finance, lend, negotiate loans, whether by way of term loans, bridge loans, overdrafts, cash credits, lines of credit, cash advance, factoring, discounting, purchase of portfolios, debentures, guarantees, securitizations, assignment of assets or any other method, to any person or persons, entrepreneurs, promoters, company or corporation, body corporates, trusts or any kind of association of persons, including venture capital companies and other business concerns constituted or carrying on business in India or elsewhere with or without interest and with or without any security as may be thought appropriate and also to act as a guarantor, with or without fees for letters of credit, financial and performance guarantees, to raise or provide venture capital, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in their shares, units or other securities, to undertake factoring, to purchase the book debts, inventory, receivables, immovable assets, movable assets, investments and other assets or properties of companies and to lend or give credit against the same, to undertake bills discounting business to purchase, finance, discount, re discount bills of exchange, to act as discount and acceptance house, to arrange acceptance or co-acceptance of bills, to borrow, accept grants, raise equity or convertible securities and to transact business as promoters financiers, monetary agents.
 2. To promote, establish, form, acquire or invest by way of capital or debt in securities, convertible instruments, debt instruments, warrants, options, units, or any other interest; to hold, manage, transfer or otherwise deal in such investments in any legal entity including but not limited to body corporates, trusts, societies, alternate investment funds, real estate investment trust, infrastructure investment trusts engaged or proposed to be engaged in any non-banking financial service activity or any other business activity including but not limited to leasing and financing, venture financing, consumer finance, business finance, debt finance, home finance, portfolio management, asset management, investment advisory services, financial consultancy, credit cards and other non-banking financial service businesses and in trusteeship of mutual funds, offshore funds, pension funds, provident funds, venture capital funds, alternative investment funds, real estate investment trusts, infrastructure investment trusts,

insurance funds, collective or private investment schemes/plans, employee welfare or compensation schemes/plans or any other plans, and to the extent permitted by applicable law, undertake the aforesaid activities directly. To enter into trading or issuing derivative contracts for currency, interest rates, equity, credit and commodities as required for the purpose of the Company.

3. To carry on the business of providing financial, investment advisory services, management and facilitation services, including but not limited to identifying investment opportunities, conducting analysis and assessment, providing investment recommendations and consultancy service for making available infrastructure (including but not limited to administrative, managerial, logistical, financial, communication and information technology facilities/services) to venture capital / alternative investment / private equity / asset management / real estate / infrastructure funds, including the trustees, beneficiaries and contributories of such funds, other funds (including but not limited to funds for providing debt financing investing in equity, equity linked securities and all other instruments as permitted under applicable laws), trusts, investment companies, joint ventures, corporate, institutional, group and individual investors. To set up marketplaces to host and market financial services of any kind.

[B] MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To be able to set up, develop, and otherwise obtain through contract hardware and software for information technology solutions for internal usage as well as for the usage of counterparties engaged with the Company.
2. To be able to develop, apply for and hold intellectual property rights over trademarks, inventions and innovations for the furtherance of the objects of the Company
3. To promote the formation and mobilization of capital, to manage capital, savings and investment, to act as a discount and co-acceptance house and purchase, finance, refinance, co-accept, discount and re-discount bills of exchange(s) or any other kind of trade of financial bills or credit instruments, to act as or carry on the business of consultants, advisers, managers, experts and technical collaborators in matters pertaining to, without prejudice to the generality of the foregoing, portfolio management services, syndication of loans, counselling and tie-up for project and working capital, finance, syndication of financial arrangements and placement of bonds / commercial paper / certificates of deposits / derivatives / other financial instruments or units whether in domestic or international markets, mergers and amalgamations, acquisitions, asset reconstruction or recovery, wealth management, infrastructure finance, corporate restructuring, corporate planning and strategic planning, foreign currency lending or borrowing, project planning and feasibility, investment counselling, setting up of joint ventures, finances, management, marketing of financial and money market instruments and products, prospecting and projecting of businesses and valuation of undertakings, business concerns, assets, concessions, properties or rights or any other business area and to employ experts for any of these purposes

4. To acquire or take up, invest in, hold, manage, sell and deal in investments and trading in activities other than non-banking finance activities and in shares, stocks, government bonds, money market instruments, debt instruments and any other securities and units
5. To acquire all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary for carrying on the objects of the Company.
6. To acquire and undertake all of any part of the business, property and liabilities of any person or persons, or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possess property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
7. To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of all types, formulae, designs and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of personnel by them.
8. To enter into any arrangement of sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person or company carrying on or engaged in or about to carry on or engage in, any business or transactions which this company is authorized to carry on or engage in or any business of transaction capable of being conducted so as directly or indirectly to benefit this company, and to take or otherwise acquire shares of securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
9. To establish, provide, maintain and conduct or otherwise, subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting universities, colleges, laboratories, workshops, libraries, lectures, meetings and conferences and by providing remuneration to scientific and technical professors, teaches, scientists and students, and to encourage, promote and reward studies, researches, investigations, experiments, tests, inventions and innovations of any kind that may be considered likely to assist the objects of the Company.
10. To acquire by concession, grant, purchase, license or otherwise either absolutely or conditionally and either alone or jointly with others land, building, machinery, paints, utensils, works, conveniences and other such movable and immovable assets of any description and any patents, trademarks, concessions, privileges, benefits, inventions, licenses, protections and concessions, conferring any exclusive or limited rights to any inventions, information which may seem necessary for the objects of the Company and to construct, maintain and alter any land, building or work, necessary or convenient for the business of the Company and to pay for such land, building, works, properties or

rights or any such other property and rights purchased or acquired by or for the Company by shares, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company

11. To take over any other company or otherwise acquire and hold shares in or purchase or otherwise acquire the whole or part of business, property, rights and liabilities of any other company or person and having objects altogether or in part similar to those of this Company or carrying any business capable of being conducted so as to directly or indirectly benefit this Company.
12. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit of the Company.
13. Generally to purchase, take or lease or otherwise acquire, any real property with such advantage, easements, privileges, appurtenances thereto which the Company may think necessary or convenient for the purpose of its business and its activities.
14. To develop, promote, have and maintain canteen, refreshment rooms, crèche, medicine shops within or without the premises and other facilities normally associated with the business and used by the customers and employees of the Company.
15. To buy or otherwise acquire movable or immovable, tangible or intangible properties required by the Company and to sell, lease, mortgage, hypothecate or otherwise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may deem fit
16. Subject to Chapter XV - Compromises, Arrangements and Amalgamations of Companies Act, 2013 ("the Act") and the rules prescribed thereunder and other applicable provisions of the Act (as amended from time to time), to amalgamate with any other company having objects altogether or in part similar to those of this Company or carrying any business capable of being conducted so as to directly or indirectly benefit this Company and also enter into any type of scheme of arrangements including but not limited to mergers, demergers or by whatever name called.
17. To enter into any arrangement with any government authority, national, state, municipal, local or otherwise, or any person or company in India or overseas, that may seem conducive to the objects of the Company or any of them and to obtain from any such authority persons or company, any rights, privileges, charters, contracts, licenses and concessions, including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply herewith
18. To apply for and obtain any order of central / state or such other authority for enabling the Company to carry on any of its objects into effect or for effecting any modification of the Company's constitution or any other purpose, which, may seem expedient, and

to make representations against any proceedings or applications which may be seem calculated directly or indirectly to prejudice the Company's interests

19. To engage experts and professionals in various fields to provide consultancy, advisory, sourcing, collection, valuation, documentation, presentation, branding, public relations, technology and other services which may benefit the main objects of the Company, and to compensate them accordingly
20. To do all of the above things ads principals, agents, contractors, trustees, advisors or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as May conducive to the attainment of the objects or any of them
21. To promote, form and register, aid in the promotion, formation or registration of any company or companies and trusts, subsidiary or otherwise, for the purpose of acquiring any or all of the properties, assets and liabilities of this Company and to transfer in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures, bonds and such securities of all types in or of any such company, subsidiary or otherwise for all of any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or any such work, duties and business on such terms as may be arranged
22. To open accounts with any bank or financial institution and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures, and any such negotiable or transferable instruments of all types and to buy the same
23. Subject to the provisions of the Companies Act 2013(as amended from time to time) including the rules and regulations made therein and the directions issued by the Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as a loan, at interest for any of the objects of the Company and at such time or times as may be expedient by promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures, and any such negotiable or transferable instruments of all types or by taking credit in or opening current accounts or overdraft accounts with any person, firm, bank or company and whether with or without security or by such other means as may deem expedient and to mortgage, pledge or charge the whole or part of the Company's present and / or future properties and assets, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act 1949(as amended from time to time)
24. To advance money or to give credit to such person, firms or companies and on such terms with our without security as may be expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided

that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act 1949(as amended from time to time)

25. To improve, alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine
26. To make advances upon the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company
27. To pay the cost of the promotion and formation, registration and establishment of the Company and issue of its capital including commission, costs, charges, expenses, service fees and charges in connection therewith, subject to the provisions of the Companies Act 2013(as amended from time to time)
28. To create any depreciation fund, employee stock option trust, reserve fund, sinking fund, provident fund, superannuation fund, gratuity, or any such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or preference shares, worker's welfare or for any other purpose conducive to the interest of the Company
29. To provide for the welfare of employees and ex-employees, Directors, ex-Directors and other officers and ex-officers, of the Company and their wives, widows, family and dependents or connections of such persons, by building or contributing to the building of houses, dwellings, or by grants of money, allowances, pensions, bonuses, salaries or other such payments or be creating from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and / or by providing, subscribing or contributing towards places of instruction and recreation, healthcare requirements and any other assistance that the Company shall determine
30. To train and pay for the training, in India or overseas, of any of the Company's full time or part time employees and to recruit or appoint advisors or experts or trainers in India or overseas for this purpose.
31. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the objects of the Company.
32. Subject to the provisions of the Companies Act 2013 (as amended from time to time) and applicable law, to subscribe for, contribute to or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects of any exhibition or for any public, general or useful objects.
33. To procure the incorporation, registration or such other recognition of the Company within the country or overseas, and to establish and maintain local registers and branch places of the main business in any part of the world, to adopt such means of making known the business of the Company using any medium including print, advertising, the internet, by circulars, advertisements, publications of books, articles, blogs, organizing events, road shows, conferences and by any other means as the Company may think fit.

34. To enter into collaborations with Indian or foreign companies or consortiums for assisting them or for carrying out on their behalf the execution of projects and to act as agents to Indian or foreign companies in fields related to the objects of the Company or of interest to the Company
 35. Subject to the provisions of the Companies Act 2013 (as amended from time to time) and applicable law, to invest, apply for, acquire otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and shares or without security upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit
 36. To distribute the properties and assets of the Company amongst members in specie or in kind upon the winding up of the Company
 37. To buy, lease or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of any or all of the properties of the Company as it may deem fit
 38. Subject to provisions of the Companies Act 2013 (as amended from time to time), to place to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares or from unclaimed dividends
 39. The Company would obtain approval of the concerned authorities to carry on the objects of the Company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.
4. The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. ⁴The ~~Authorized Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each. Authorized Share Capital of the Company is INR 3,05,00,000 /- (Indian Rupees Three Crore and Five Lakhs Only) divided into:~~
- a) ~~30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each;~~
 - b) ~~50,000 (Fifty Thousand Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten) each;~~
- ~~5-~~ with power for the company to increase or reduce such share capital and to issue any part of its capital, original or increased with or without any preference, priority or special privileges or subject to any postponement of rights or to any conditions or restrictions and so that, unless the conditions of such issue be otherwise, they shall be subject to power herein before contained.

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¹ The Company amended its object clause (Clause III) via Special Resolution passed at its Extraordinary General Meeting held on 23rd December 2025.

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² The Company amended its name clause (Clause I) pursuant to conversion into public company, pursuant to Section 7 of Part III the Composite Scheme of Arrangement amongst Vivriti Capital Limited, (formerly known as Vivriti Capital Private Limited) (**Demerged Company / Amalgamated Company**), Hari and Company Investments Madras Private Limited (**Resulting Company 1**), Vivriti Next Limited, (formerly known as Vivriti Next Private Limited) (erstwhile known as QED Business Solutions Private Limited) (**VNL**), Vivriti Asset Management Private Limited (**Amalgamating Company**), Vivriti Funds Private Limited, (formerly known as Keerthi Logistics Private Limited) (**Resulting Company 2**) and their respective shareholders approved by National Company Law Tribunal, Division Bench – II, Chennai Bench (“**NCLT**”) vide final order dated 9th December 2025 read with rectified order dated 19th December 2025 (“**Demerger Scheme**”).

³ Pursuant to Section 7 of Part III of the Demerger Scheme and based on the name approval granted by the Central Registration Centre (CRC), Ministry of Corporate Affairs (Name Approval dated 4th June, 2026), the Company has changed its name to “Vivriti Capital Limited”, which was taken on record by the Board through a Circular Resolution dated 4th June, 2026.

⁴ The Company increased its authorized share capital by creation of new class of Preference shares via Ordinary Resolution passed in its Extra Ordinary General Meeting held on 2026.

6.

We, the several persons whose names, addresses and descriptions are hereunder subscribed below, are desirous of being formed into a company in pursuance of this MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

Name, Address, Description and occupation of each Subscriber	Number of shares taken by each subscriber	Signature of subscriber	Signature of witness and his description and occupation
1 R. Sampath, Son of N. Rangaswamy, Thirumalai Chemicals Staff Quarters, Ranipet, Tamilnadu	10 (Ten Only)	R. Sampath	R. Aravamudan S/o. D.S. Raghuvanthri, No.1, Staff Qtr., Madhavaram Milk Colony, Chennai - 600 051 Occupation : Services
2 Mrs. S. Sujatha Wife of R. Sampath, Thirumalai Chemicals Staff Quarters, Ranipet, Tamilnadu	10 (Ten Only)	S. Sujatha	
Total	20 (Twenty Only)		