SHORTER NOTICE IS HEREBY GIVEN THAT THE (05/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 WEDNESDAY, THE 4TH DAY OF NOVEMBER, 2026 AT 5:00 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 approve the increase in overall borrowing limits:**

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

"**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules prescribed thereunder and the relevant regulations / directions as may be prescribed by Reserve Bank of India ("**RBI**") from time to time and Foreign Exchange Management Act, 1999 read with relevant rules, regulations, directions, circulars issued by RBI and the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof), for borrowing from time to time, whether as rupee loans, foreign currency loans, debentures (including convertible and non-convertible debentures, listed or (to the extent permitted by applicable law) unlisted debentures, bonds, commercial papers, external commercial borrowings and / or other instruments for any funded or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the banks, financial institutions, insurance companies, investment institutions of any type, sovereign funds, special corpus funds / grants established by any industry body / association or any government (State/Central), mutual funds, trusts, other bodies corporate/persons or from any other source, located in India or abroad, whether unsecured or secured, and including through securitization or transfer and distribution of credit risk/direct assignment, novation, participation through permissible structures, directly to prospective investors, which shall include banks, non-banking financial companies, high net worth individuals, other financial institutions and any other eligible investor, on such terms and conditions as may be considered suitable by the Board, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves and securities premium, provided that the total outstanding amount so borrowed by the Company shall not at any time exceed INR 16,000 Crores (Indian Rupees Sixteen Thousand Crores only).

RESOLVED FURTHER THAT the Board (which term shall include any Committee thereof as may be formed from time to time for this purpose) 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 approve creation of Security Cover as per Sec 180(1)(a) of Companies Act, 2013:**

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Reserve Bank of India Act, 1934 and the applicable rules, regulations, directions, circulars, made thereunder, as may be amended, from time to time, and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof) to sell, lease or otherwise dispose off, including creation of mortgage / hypothecation / pledge / charge / security in any form or manner, in addition to the existing charges, mortgages and hypothecation created by the Company, the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including banks, financial or investment institutions of any type, sovereign funds, special corpus funds / grants established by any industry body / association or any Government (State / Central), mutual funds, trusts, insurance companies (subject to applicable laws), any other bodies corporate/persons, trustees for holders of debentures / bonds and / or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and / or other instruments or non-fund based facilities availed/ to be availed by the Company and / or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings provided that the aggregate amount of such transactions shall not at any time exceed INR 17,500 Crores (Indian Rupees Seventeen Thousand Five Hundred Crores only).

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.

3. To consider, ratify 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 and such other applicable provisions of the Companies Act, 2013 ("**Act**") read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, the Company's Policy on Related Party Transactions, and other applicable laws, rules and regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded:

(a) to ratify/approve the related party transaction(s) entered into between the Company with the related parties of the Company, during the period up to 30th September 2026, as mentioned in **Annexure-I**, and reviewed and approved for ratification by the Audit Committee and the Board of Directors at their respective meetings held on 30th October 2026; and

(b) to approve the related party transaction(s) proposed to be entered into between the Company and related parties during the remaining period of the Financial Year 2026-27, as mentioned in **Annexure-II**, such

transactions being in the ordinary course of business of the Company and on an arm's length basis, and on such other terms and conditions as placed before and approved by the Audit Committee and the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to finalise, vary or modify the terms and conditions, including the value, tenure and scope, of the aforesaid transactions, as may be considered necessary or expedient, subject to the overall limits approved above.

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/-
Anukriti Sinha
Company Secretary and Compliance Officer
Membership No.: A63337

Place: Bangalore
Date: 4th November 2026

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

ITEM NO. 1: TO APPROVE INCREASE IN OVERALL BORROWING LIMITS:

The Shareholders of the Company by way of special resolution passed on December 23, 2025, had authorized the Board of Directors or a Committee of the Board of Directors to borrow, from time to time, by way of loans and / or issue of bonds, debentures, commercial papers or other securities or any other debt instrument up to a limit of INR 14,000 Crores (Indian Rupees Fourteen Thousand Crores only), excluding temporary loans obtained from the Company's Bankers in the ordinary course of business.

With a view to meet the short term and long-term funding requirements of the Company and for general corporate purposes, the Company is required to borrow from time to time by way of loans and / or issue of bonds, debentures, commercial papers or other securities. Since the existing approved limit is likely to get exhausted in near future, it is proposed to enhance the borrowing limits of the Company up to INR 16,000 Crores (Indian Rupees Sixteen Thousand Crores only).

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors of the Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company exceeds aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the shareholders of the company by way a special resolution.

Accordingly, approval of the shareholders is being sought to increase the borrowing limits of the Company to INR 16,000 Crores (Indian Rupees Sixteen Thousand Crores Only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1)(c) of the Companies Act, 2013, by way of a Special Resolution. Furthermore, the Company shall, from time to time, issue non-convertible debentures, commercial papers, or any other instrument for raising funds within the overall limit as approved by the Shareholders under Section 180(1)(c), i.e. INR 16,000 Crores and hence, no separate approval from Shareholders is required pursuant to first proviso to Rule 14(1).

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the 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 of the resolution set out at item no. 1 as a **Special resolution.**

ITEM NO. 2: TO APPROVE CREATION OF SECURITY COVER AS PER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

The shareholders of the Company by way of Special Resolution passed on December 23, 2025, had authorized the Board of Directors for creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, Insurance Companies(s) (subject to applicable laws), other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings shall not at any time exceed INR 17,500 crores (Indian Rupees Seventeen Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

It has been proposed to review the existing limit of INR 17,500 crores (Indian Rupees Seventeen Thousand Five Hundred Crores only) and to seek a fresh approval under Section 180(1)(a) for sell, lease or otherwise dispose off the assets of the Company. Accordingly, the proposed Special Resolution is recommended for approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the 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 of the resolution set out as item no. 2 as a **Special resolution.**

ITEM NO. 3: TO CONSIDER, RATIFY AND GRANT APPROVAL FOR PROPOSED RELATED PARTY TRANSACTIONS ("RPT"):

The Company had entered into related party transaction(s) with related parties in relation to the services as mentioned in **Annexure I** in the ordinary course of its business. Accordingly, during the period up to 30th September 2026, the transactions were ratified / approved by the Audit Committee and the Board of Directors at their respective meetings held on 30th October 2026 in accordance with provisions of the Act.

At the same meetings, the Audit Committee and the Board of Directors approved the related party transactions proposed to be entered into between the Company and related parties as mentioned in **Annexure II** during the remaining period of Financial Year 2026-27, and noted that such transactions will be in the ordinary course of business of the Company and on an arm's length basis, within the prescribed limits and on such terms and conditions as placed before the Audit Committee and the Board.

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

None of the Directors *(except those mentioned specifically in Annexure – II 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 Company has disclosed all the related information to the best of its understanding which may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing of the resolution set out at item no. 3 as **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/-
Anukriti Sinha
Company Secretary and Compliance Officer
Membership No.: A63337

Place: Bangalore
Date: 4th November 2026

Notes:

1. The (05/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 (05/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, 4th November, 2026 at 5.00 PM at shorter notice at Vibgyor Towers, Unit No. 302, 3rd floor, Block G, Bandra Kurla Complex, Mumbai – 400051, Maharashtra, India.

(Signature)
(Name of the Member)

Date:
Place:

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the (05/FY 26-27) Extraordinary General Meeting of the Company on Wednesday, 4th November, 2026 at 5:00 PM (IST) at shorter notice at Vibgyor Towers, Unit No. 302, 3rd floor, Block G, Bandra Kurla Complex, Mumbai – 400051, Maharashtra, India.

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 (05/FY 26-27) Extraordinary General Meeting of the Company on Wednesday, 4th November 2026 at 05:00 PM (IST) at shorter notice at Vibgyor Towers, Unit No. 302, 3rd floor, Block G, Bandra Kurla Complex, Mumbai – 400051, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	Resolution	Vote For	Vote Against
1.	To approve the increase in overall borrowing limits		
2.	To approve creation of Security Cover as per Sec 180(1)(a) of Companies Act, 2013		
3.	To consider, ratify and grant approval for proposed related party transactions ("**RPT**")		

Signed this _____ day of _____

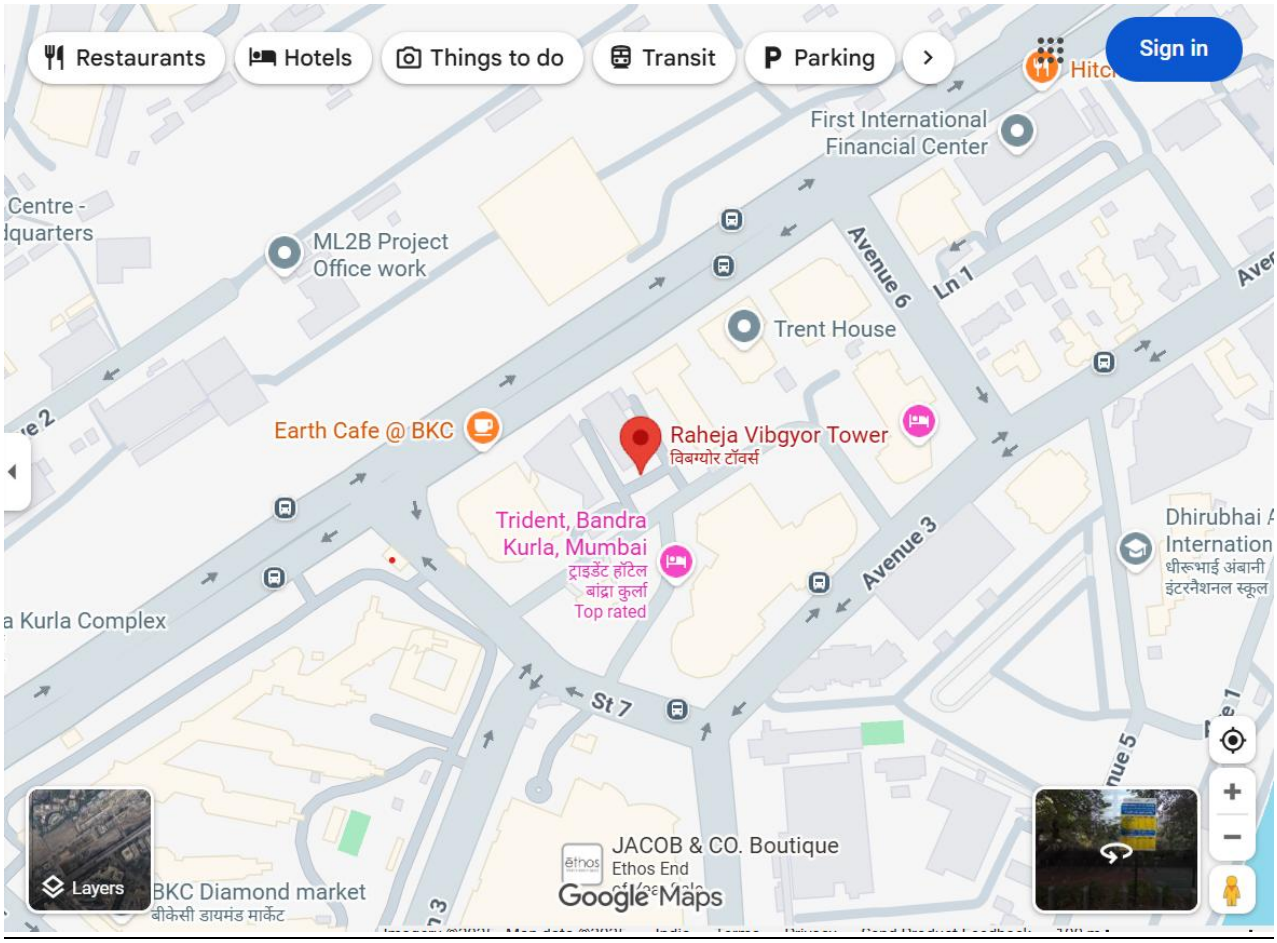
Affix Revenue Stamp

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



	FY 2026-27			Terms & Conditions			
Name of Company	**Name of Related Party**	**Nature of Transaction**	**Limits to be Approved (INR)**	**Particulars of Transaction including material terms, manner of determining pricing and other terms**	**Name of the Related Party & its relationship with the Co. or its subsidiary**	**Nature of the concern or interest (financial or otherwise) of Related Party**	**Particular Tenure of the transaction**
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Smartcoin Financials Private Limited	Institutional exposure and Colending business planned with this entity	Current period transaction value (RATIFICATION): Servicer Fee – INR 10.02 Crs. FLDG invoked – INR 13.04 Crs. Limits sought for transaction values including above Exposure – INR 150 Crs. Colending related payouts / settlements – 100 Crs.	As per terms approved by the Credit Committee	Smartcoin Financials Private Limited / Common Directorship (Mr.GAURAV MALHOTRA)	Financial	Based on the occurrence of transactions
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Aspero Markets Private Limited	Fee in connection with trading of securities	Current period transaction value (RATIFICATION): INR 0.22 Crs. Limits sought including above ratification: Exposure – INR 1 Cr.	Pricing derived through market rates	Aspero Markets Private Limited / Common Directorship (Mr. Vineet Sukumar)	Financial	Based on the occurrence of transactions

	FY 2026-27			Terms & Conditions			
Name of Company	**Name of Related Party**	**Nature of Transaction**	**Limits to be Approved (INR)**	**Particulars of Transaction including material terms, manner of determining pricing and other terms**	**Name of the Related Party & its relationship with the Co. or its subsidiary**	**Nature of the concern or interest (financial or otherwise) of Related Party**	**Particular Tenure of the transaction**
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Smartcoin Financials Private Limited	Institutional exposure and Colending business planned with this entity	Exposure – INR 150 Crs. (including ratification) Colending related payouts / settlements – 100 Crs.	As per terms approved by the Credit Committee	Smartcoin Financials Private Limited / Common Directorship (Mr.GAURAV MALHOTRA)	Financial	Based on the occurrence of transactions
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Varthana Finance Private Limited	Instiutional exposure planned with this entity	INR 150 Crs.	As per terms approved by the Credit Committee	Varthana Finance Private Limited / Common Directorship (Mr.GAURAV MALHOTRA)	Financial	Based on the occurrence of transactions
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Arya Collateral Warehousing Services Limited	Trading of third party securities including arrangement thereof / exposure planned with this entity	INR 150 Crs.	Exposure – as per terms approved by the Credit Committee With respect to trading of securities – market rates based	Arya Collateral Warehousing Services Limited / Common Directorship (Mr.GAURAV MALHOTRA)	Financial	Based on the occurrence of transactions
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Lightrock Investment Advisors Private Limited	Trading of third party secu	INR 150 Crs.	At Market rates	Lightrock Investment Advisors Private Limited / Common Directorship (Mr.GAURAV MALHOTRA)	Financial	Based on the occurrence of transactions

Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Aspero Markets Private Limited	Fee in connection with trading of securities	INR 1 Cr.(Including Ratification)	Pricing derived through market rates	Aspero Markets Private Limited / Common Directorship (Mr. Vineet Sukumar)	Financial	Based on the occurrence of transactions
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Ecofy Finance Private Limited	Consideration in connection with pool purchased (including related processing fee and advisory fee components)	INR 150 Cr (Limits enhanced from 100 Cr)	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	Ecofy Finance Private Limited / Common Directorship (Mr. Santanu Paul)	Financial	Based on the occurrence of transactions
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	Seeds Fincap Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	INR 150 Cr (Limits enhanced from 100 Cr)	As agreed on case to case basis	Seeds Fincap Private Limited / Common Directorship (Mr. Santanu Paul)	Financial	Based on the occurrence of transactions
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)*	UC Inclusive Credit Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	INR 150 Cr (Limits enhanced from 100 Cr)	As agreed on case to case basis	UC Inclusive Credit Private Limited/ Common Directorship (Mr. Narayan Ramachandran)	Financial	Based on the occurrence of transactions