



**VIVRITI CAPITAL LIMITED**

*(formerly known as Vivriti Capital Private Limited)*

**CIN: U65929TN2017PLC117196**

**REGD OFFICE: PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 2<sup>ND</sup> FLOOR, BLOCK -1,  
ANNASALAI, CHENNAI – 600002, INDIA**

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**SHORTER NOTICE** is hereby given that the **37<sup>th</sup> Extraordinary General Meeting** of the shareholders of **Vivriti Capital Limited** *(formerly known as Vivriti Capital Private Limited)* (**'VCL' or the 'Company'**) will be held on Thursday, 16<sup>th</sup> November 2023 at 5:30 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Block-1, Annasalai, Chennai – 600002, India, to transact the following business:

**SPECIAL BUSINESS:**

**1. To consider and approve alteration of Articles of Association:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 5, 14 and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), in line with Amended and Restated Shareholders' Agreement dated 20<sup>th</sup> October 2023 executed amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Lightrock Growth Fund I S.A., SICAV-RAIF, Financial Investments SPC, Creation Investments India III, LLC, LR India Fund I S.à r.l., SICAV-RAIF, TVS Shriram Growth Fund 3 and the Company, the consent of the Members be and are hereby accorded to approve and adopt the restated and amended Articles of Association ("AOA") of the Company as placed before the meeting.

**RESOLVED FURTHER THAT** consent of the members be and are hereby accorded for inclusion of new Articles from 106 to 109 in Part-A of the AOA for inspection of books of accounts by shareholders & non-members upon payment of prescribed fee per page as stated in the revised AOA for protecting itself from vexatious claims.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required, including e-filing(s) to be made

with the Registrar of Companies and any other authority in relation to the aforesaid amendment to the AOA.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), any one of the Directors or the Company Secretary of the Company be and are hereby 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 to this resolution.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to sign the certified true copies of the aforesaid resolution(s) and may be furnished to any relevant person(s)/ authority(ies) / Investors as and when required.

**2. To consider and approve related party transactions:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 of the Companies Act, 2013 read with relevant rules made thereunder, Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the provisions of RBI Circular dated 19<sup>th</sup> April 2022 on “Loans and Advances – Regulatory Restrictions – NBFCs”, (including any statutory modifications, amendments or reenactments, as may be notified from time to time), approval of Members of the Company be and is hereby accorded for the related party transactions specified in “Annexure – I”, that are proposed to be entered into with the related parties of the Company and / or its subsidiaries from time to time at such terms and conditions as specified during the ordinary course of business and at arm’s length pricing.

**RESOLVED FURTHER THAT** subject to the related party transaction policy of the Company and the overall threshold / exposure approved for each party for a financial year, any such transactions that are incidental, necessary and ancillary to the aforementioned approvals like processing fees, interest payment, any kind of repayments, restructuring etc with the said party, in the ordinary course of business and at arm’s length pricing, shall be deemed as approved and does not require any separate approval of the Board or Audit Committee as the case may be and such transactions be excluded from computation of overall threshold / exposure.

**RESOLVED FURTHER THAT** the Directors and / or the Company Secretary of the Company, be and are hereby severally authorised to take all necessary actions and deeds as may be required to give effect to the above resolution.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary of the Company, may be furnished to any relevant person(s) / authority(ies) as and when required.”

**By order of the Board**

For and on behalf of **Vivriti Capital Limited**  
*(formerly known as Vivriti Capital Private Limited)*

Sd/-

**P S Amritha**

**CS, CCO & Compliance Officer**

**Mem No. A49121**

**Address: Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Bloc1-1,  
Annasalai, Chennai – 600002**

**Place: Mumbai**

**Date: 16<sup>th</sup> November 2023**

## Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
2. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No.21/2021 dated December 14, 2021 and General Circular No. 3/2022 dated May 05, 2022, respectively in relation to “Clarification on holding of Annual General Meeting (AGM) and extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM) and passing of Ordinary and Special resolutions by the Companies under the Companies Act, 2013” read with and General Circular No.09/2023, dated September 25, 2023 (collectively referred to as **“MCA Circulars”**) has permitted holding of the extra-ordinary general meeting whereby it is permissible to convene the Extra-ordinary General Meeting of the Company through Video Conferencing / Other Audio Visual Means (OAVM).
3. Pursuant to the aforementioned MCA Circulars, since the EGM is being held through VC / OAVM, 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 the scrutinizer at [prabhakar@bpcorpadvisors.com](mailto:prabhakar@bpcorpadvisors.com) with a copy marked to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@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 / OAVM 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 of 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. **For voting by way of poll – If voting is decided to be done by way of poll at meeting in accordance with provisions of Section 109 of the Companies Act, 2013** read with Articles

of Association of the Company, then members can cast their vote during the Meeting by way of poll. For voting, members can send an email to the e-mail ID of the scrutinizer appointed for the meeting ([prabhakar@bpcorpadvisors.com](mailto:prabhakar@bpcorpadvisors.com)) from their email addresses registered with the Company.

7. On the day of the EGM, the members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided 5:15 PM (IST), onwards.
8. The Members desiring to inspect the documents referred and relied upon by the Company in this Notice and statutory registers / other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send request through an email at [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com). An access for such documents would be given to such Member(s) at the meeting. Further, the same shall also be available for inspection by the Members at the Registered Office of the Company on any working day between 11:00 A.M. to 4 P.M. up to and including the date of EGM.
9. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance with regard to the proposed business items to be placed at the EGM, from their registered e-mail ID, mentioning their full name, folio number / DPID-Client ID, address and contact number, to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) or to [cs@vivriticapital.com](mailto:cs@vivriticapital.com) by 4:30 PM IST on or before 16<sup>th</sup> November, 2023 so that the requisite information / explanations can be kept ready and be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
10. 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 10<sup>th</sup> November 2023, in accordance with the provisions of the Companies Act, 2013, read with Secretarial Standards – 2 and Rules made thereunder. All correspondences relating to transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding of the company may be made to Integrated Registry Management Services Private Limited (“Integrated”), the Registrar and Share Transfer Agent of the Company. The members holding shares in dematerialized form may send such communication to their respective depository participant(s) (“DP”).
11. Nomination facility is available to individuals holding shares in the Company. Members can nominate a person in respect of shares held by him / her jointly or singly. Members holding shares in physical form and who have not registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in SH-14 as the case may be. Members holding shares in electronic form may approach their respective DPs to complete the nomination formalities.

12. Members who have not registered their e-mail IDs are requested to register the same with respective depository participant(s) and members holding shares in physical mode are requested to update their email addresses with the Company by sending a request to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) or to [cs@vivriticapital.com](mailto:cs@vivriticapital.com).

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, etc., with the respective depository participant(s) and members holding shares in physical mode are requested to update the same by sending a request to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) or to [cs@vivriticapital.com](mailto:cs@vivriticapital.com).

13. Pursuant to section 101(1) of the Companies Act, 2013, draft of shorter notice consent is annexed to this notice. Members are requested to send the signed shorter notice consent(s) prior to the time fixed for EGM.

**Process for attending the Meeting:**

1. To attend the meeting through VC mode, a link will be forwarded to your e-mail ID registered with the Company, anytime within 24 hours prior to the start of the meeting. The shareholders can use a laptop or an android mobile phone with good internet connectivity to access the link.
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.
3. On accessing the link, you will be prompted to enter the Meeting ID and the Password. The meeting ID and the Password will be mailed to you along with the meeting link. Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.
4. In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Amritha P.S, CS, CCO & Compliance Officer at 044-40074811 or at [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) or to [cs@vivriticapital.com](mailto:cs@vivriticapital.com).

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.

## **Explanatory statement as per Section 102 of the Companies Act, 2013**

### **Item No. 1: To consider and approve alteration of Articles of Association:**

Articles of Association (“AOA”) of the Company is proposed to be amended for following purposes:

1. The Board of Directors of the Company vide their meeting dated 3<sup>rd</sup> November, 2023 had approved alteration to be in line with the Amended and Restated Shareholders’ Agreement dated 20<sup>th</sup> October 2023 and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Lightrock Growth Fund I S.A., SICAV-RAIF, Financial Investments SPC, Creation Investments India III, LLC, LR India Fund I S.à r.l., SICAV-RAIF, TVS Shriram Growth Fund 3 and the Company.
2. The Board of Directors of the Company vide their meeting dated 3<sup>rd</sup> November 2023 had approved inclusion of new Articles from 106 to 109 in Part-A of the AOA for inspection of books of accounts by shareholders & non-members upon payment of prescribed fee per page for protecting itself from vexatious claims.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent mentioned above.

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 1 as a **Special Resolution**.

### **Item No. 2: To consider and approve the related party transactions:**

Pursuant to the provisions of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, and Section 177 and 188 of the Companies Act 2013, read with rules made thereunder, RBI Circular – RBI/2022-23/2 DOR.CRE.REC.No.25/03.10.001/2022-23 dated April 19, 2022 on Loans and Advances – Regulatory Restrictions – NBFCs including modifications or amendments thereof, it is proposed to consider, and approve the material related party transactions proposed to be entered by the Company with non-group entities (related parties on account of common directorships, common shareholding by members of the Board of Directors or their relatives etc.) in its ordinary course of business and at arm’s length pricing.

These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on 3<sup>rd</sup> November 2023, and have been recommended for the approval of the Members.

The disclosures as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 24 of Securities and Exchange Board of India (“Listing Obligations and



Disclosures Requirements) Regulations, 2015 and the SEBI Circular SEBI/HO/CFD/CMD1v/CIR/P/2021/662 dated 22<sup>nd</sup> November 2021 have been enclosed as Annexure – I.

None of the Directors (except those who were specifically categorised at the time of respective approvals) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors to enable the Members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolutions set out at Item No. 2.

The Board recommends passing of the resolution set out at Item No. 2 as **Ordinary Resolution**.

**By order of the Board**

For and on behalf of **Vivriti Capital Limited**  
*(formerly known as Vivriti Capital Private Limited)*

**Sd/-**

**P S Amritha**

**CS, CCO & Compliance Officer**

**Mem No. A49121**

**Place: Mumbai**

**Date: 16<sup>th</sup> November 2023**

**Consent by shareholder for shorter notice**  
**Pursuant to section 101(1) of the Companies Act, 2013**

To,

**The Board of Directors**  
**Vivriti Capital Limited**  
***(Formerly known as Vivriti Capital Private Limited)***  
**2<sup>nd</sup> Floor, Prestige Zackria Metropolitan, No – 200/1-8,**  
**Block-1, Anna Salai, Chennai – 600002, India.**

**Subject: Consent for convening Extraordinary General Meeting at shorter notice under section 101 of Companies Act, 2013**

Dear Sir / Madam,

I / We [Name of Member] having registered address / principal place of business at [Full address of the member], holding [ number of shares held] (number of shares held in words) of face value (in Rupees) in the Company, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold Extraordinary General Meeting of the Company on Thursday, 16<sup>th</sup> November, 2023 at 5:30 PM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) at 2<sup>nd</sup> Floor, Prestige Zackria Metropolitan, No – 200/1-8, Block-1, Anna Salai, Chennai – 600002, India, at a shorter notice.

[Signature]  
[Name of Member]

Date:  
Place:

FY 2023-24		Terms & Conditions											If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Co. or its Subsidiary							
Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (in INR)	Material Terms & Particulars of Transaction	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	% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the	RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover	Justification as to why RPT is in the interest of the Co.	Copy of valuation or external party report, if has been relied upon	% of the counter party's annual consolidated turnover that is represented by the	Any other relevant information	Details of sources of funds in connection with transaction	If any financial indebtedness incurred to give loans, inter-corporate	Terms including covenants	Tenure, interest rate & repayment schedule	Secured/Unsecured	If secured, nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT
VCL	OFB TECH PRIVATE LIMITED	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs / colending / WCDD / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	OFB Tech Private Limited/ Common Directorship	Financial	As agreed on case to case basis	14.53%	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	NA	NA	NA	NA
VCL	SOHAN LAL COMMODITY MANAGEMENT PRIVATE LIMITED	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs / colending / WCDD / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Sohan Lal Commodity Management Private Limited/ Common Directorship	Financial	As agreed on case to case basis	14.53%	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	NA	NA	NA	NA
VCL	TVS AUTOMOBILE SOLUTIONS PRIVATE LIMITED	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs / colending / WCDD / digital lending / any other product	75,00,00,000.00	As agreed on case to case basis	TVS Automobile Solutions Private Limited/ Private Company in which director is a member	Financial	As agreed on case to case basis	10.90%	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	NA	NA	NA	NA