VIVRITI CAPITAL LIMITED
(FORMERLY KNOWN AS HARI AND COMPANY INVESTMENTS MADRAS LIMITED, AND HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED)
CIN: U65991TN1989PLC017066
Regd Office: Prestige Zackria Metropolitan No. 200/1-8, 8th Floor,
Block -1, Annasalai, Anna Road, Chennai - 600002

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIVRITI CAPITAL LIMITED *(FORMERLY KNOWN AS HARI AND COMPANY INVESTMENTS MADRAS LIMITED, AND HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED)* ("COMPANY") WILL BE HELD AT A SHORTER NOTICE ON THURSDAY, THE 6TH DAY OF AUGUST, 2026 AT 1:45 P.M. (IST) WITH CONSENT OF REQUISITE MEMBERS 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 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Auditors Reports and the report of the Board of Directors along with its annexures thereto:**

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

   "**RESOLVED THAT** pursuant to section 129, 134, 137 and such other applicable provision of the Companies Act, 2013 read with rules framed thereunder (including any statutory modifications or re-enactments, notified from time to time) (the "**Act**"), the Audited Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Auditors' Reports thereon and the Report of the Board of Directors along with its annexures thereto, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Lazar Zdravkovic (DIN: 10052432), who retires by rotation and, being eligible, offers himself for reappointment:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Lazar Zdravkovic (DIN: 10052432), Nominee Director (Non-Executive) of the Company, who retires by rotation and, being eligible, offers himself for reappointment, be and is hereby reappointed as a Nominee Director (Non-Executive) of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve the appointment of Ms. Namrata Kaul (DIN: 00994532), Additional Director (Independent), as an Independent Director of the Company:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications & reenactments thereon) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Ms. Namrata Kaul (DIN: 00994532) who was appointed as an Additional Director (Independent) of the Company w.e.f. 1st April 2026 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 31st March 2031.

   RESOLVED FURTHER THAT the Board (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution.

4. **To approve the appointment of Mr. Santanu Paul (DIN: 02039043), Additional Director (Independent), as an Independent Director of the Company:**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications & reenactments thereon) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Mr. Santanu Paul (DIN: 02039043) who was appointed as an Additional Director (Independent) of the Company w.e.f. 1st April 2026 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 31st March 2031.

   RESOLVED FURTHER THAT the Board (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution.

5. **To approve the appointment of Mr. Narayan Ramachandran (DIN: 01873080), Additional Director (Independent), as an Independent Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereon) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Mr. Narayan Ramachandran (DIN: 01873080) who was appointed as an Additional Director (Independent) of the Company w.e.f. 1st April 2026 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 31st March 2031.

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.

6. **To approve the appointment of Ms. Anita Belani (DIN: 01532511), Additional Director (Independent), as an Independent Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereon) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Ms. Anita Belani (DIN: 01532511) who was appointed as an Additional Director (Independent) of the Company w.e.f. 1st April 2026 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 31st March 2031.

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.

7. **To consider and grant omnibus approval for related party transactions:**

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

RESOLVED THAT pursuant to the provisions of Section 2(76), 177 and 188 of the Companies Act, 2013, read with rules made thereunder and any other applicable laws, rules, guidelines and circulars, (including any statutory modifications, amendments, or re-enactments, as may be notified from time to time) and the Company's Policy on Related Party Transactions as amended from time to time and in accordance with the consent of the Audit Committee and the Board of Directors of the Company, consent of the shareholders be and is hereby accorded for entering into transactions with related parties as mentioned in **Annexure-I**, from the conclusion of this AGM till the conclusion of next AGM, which are in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT subject to the Policy on Related Party Transactions of the Company and the overall threshold / exposure approved for each party, any such transactions that are incidental, necessary and ancillary to the above mentioned approvals like processing fees, interest payment, any kind of repayments, restructuring etc. with the said related parties, in the ordinary course of business and at arm's length price, shall be deemed as approved and does not require any separate approval of the Members.

RESOLVED FURTHER THAT the Board (which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution."

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. Umesh Navani
Company Secretary & Compliance Officer
Membership No. A40899
Place: Mumbai
Date: 3rd August 2026

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, setting out the material facts relating to the Special Business to be transacted at the 37th Annual General Meeting ("**AGM**"), is annexed hereto and forms an integral part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. The instrument appointing a proxy *(draft format enclosed)*, duly completed and signed, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the Meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

4. 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, provided that such person shall not act as proxy for any other Member.

5. Proxies submitted on behalf of companies, bodies corporate, societies or other entities shall be supported by an appropriate Board Resolution or authority, as applicable. The proxy-holder shall produce valid proof of identity at the time of attending the Meeting.

6. Pursuant to Section 113 of the Act, corporate members intending to attend the Meeting through their authorised representatives are requested to send a certified true copy of the Board Resolution or other authority authorizing their representative to attend and vote at the Meeting. The same may be sent in advance by e-mail to cs@vivriticapital.com.

7. The quorum for the AGM shall be as prescribed under Section 103 of the Act read with the Articles of Association of the Company.

8. The Statutory Registers and documents which are required to be kept open for inspection under the Act shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days up to the date of the AGM and shall also be available for inspection at the venue of the AGM during the continuance of the Meeting.

9. The Notice of the AGM is being sent electronically to all the Members whose names appear in the Register of Members and to the beneficial owners whose names appear in the records of the depositories as on 26th June 2026, in accordance with the provisions of the Act, the rules made thereunder and SS-2. A copy of this Notice is also available on the website of the Company.

10. The cut-off date for determining the eligibility of Members entitled to attend and vote at the AGM shall be 31st July 2026. Only those Members whose names appear in the Register of Members or in the records of the depositories as on the cut-off date shall be entitled to attend and vote at the Meeting.

11. In accordance with Section 107 of the Act, resolutions proposed at the Meeting shall, in the first instance, be decided on a show of hands unless a poll is demanded by a Member in accordance with Section 109 of the Act. If a poll is duly demanded, voting shall be conducted in the manner prescribed under the Act and the Articles of Association of the Company, and the Chairman shall regulate the procedure for conducting the poll.

12. The route map depicting the location of the venue of the AGM together with prominent landmarks for easy identification, as required under Secretarial Standard on General Meetings (SS-2), is enclosed and forms part of this Notice.

<u>EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF</u>

<u>THE COMPANIES ACT, 2013</u>

<u>Item No. 3: To approve the appointment of Ms. Namrata Kaul (DIN: 00994532), Additional Director (Independent), as an Independent Director of the Company:</u>

Ms. Namrata Kaul was appointed as Additional Director of the Company in Independent Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013 and can hold office only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is sought for her appointment as an Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Ms. Namrata Kaul for appointment as an Independent Director of the Company.

The Company has also received from Ms. Namrata Kaul:

a. her consent to act as a Director in Form DIR-2;
b. intimation in Form DIR-8 confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
c. a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act
d. Form MBP 1
e. Applicable RBI disclosures as per provisions of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025

In the opinion of the Board, Ms. Namrata Kaul fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and is independent of the management. The Board is of the view that her appointment would be of immense value to the Company in view of her extensive experience in banking, financial services, strategy, leadership and corporate governance.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Ms. Namrata Kaul as the Independent Director of the Company, with immediate effect, for a period of five years, subject to the approval of the shareholders.

Copy of the draft letter of appointment of Ms. Namrata Kaul, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Namrata Kaul
DIN	00994532
Current Designation	Additional Director (Independent)
Age / Date of Birth	**Date of Birth**: 15/03/1964 **Age:** 62 years
Address	Flat 401, Tower B6, World Spa West Sector-30 Gurgaon-122001, Haryana, India.
Qualifications	Chevening Scholar, Leadership & Excellence from the London School of Economics and Political Science (LSE), PGD-Post Graduate Diploma from IIM- Ahmedabad.

Experience	Ms. Namrata Kaul brings on board over 30 years of global banking experience. She has served as the Managing Director, Corporate and Investment Banking at Deutsche Bank AG . Prior to that she was Head of Asia Business for Deutsche Bank based out of London, involved in multi country interface. Ms. Kaul has been involved in developing the strategy roadmap for Deutsche Bank India as part of the India Board and was instrumental in defining and executing the Asia Focus strategy for the EMEA business. She was the founder of Deutsche Bank's Diversity initiative in India. Ms. Kaul had earlier worked with ANZ Grindlays Bank in various leadership roles across Treasury, Corporate Banking, Debt Capital Market and Corporate Finance in India and the UK. She is a Management Postgraduate from IIM Ahmedabad and has completed a Chevening scholarship on Leadership from London School of Economics.
Terms and Conditions of appointment / reappointment	Appointed as an Independent Director for a term of five consecutive years from 1st April 2026 to 31st March 2031. She shall not be liable to retire by rotation. The appointment shall be governed by the letter of appointment and applicable provisions of the Companies Act, 2013.
Details of Remuneration sought to be paid	Sitting fees to be paid as per appointment letter
Remuneration last draw	NIL
Date of first appointment on the Board	1st April 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27- till date)	Total No. of Meetings- 3 Number of Meetings attended- 3
Other Directorships/ Designated partner in LLP ***(All Companies and LLP excluding this Company and Foreign Companies)***	1. Havells India Limited 2. Fusion Finance Limited 3. Vivriti Asset Management Private Limited *(formerly known as Vivriti Funds Private Limited)* 4. Synergetics Management and Engineering Consultants Private Limited 5. Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)* 6. JSW Dulux Limited 7. Padup Ventures Services LLP
Membership / Chairmanship of Committees of other Boards ***(Only statutory board committees constituted under the Companies Act, 2013 are considered)***	Please refer Table A given below

Table A

Name of Company	**Type of Committees**	**Position held** **Chairman/ Member**
Havells India Limited	Nomination & Remuneration Committee	Member
	Audit Committee	Member
Fusion Finance Limited	Audit Committee	Chairperson
	Stakeholder Relationship Committee	Member
	Nomination & Remuneration Committee	Member
Vivriti Next Limited *(formerly known as Vivriti Next Private Limited*)	Audit Committee	Member
	Nomination & Remuneration Committee	Member
JSW Duluth Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

Except for Ms. Namrata Kaul, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing the resolution set out at item no. 3 as an **Ordinary resolution**.

Item No. 4: To approve appointment of Mr. Santanu Paul (DIN: 02039043), Additional Director (Independent), as an Independent Director of the Company:

Mr. Santanu Paul was appointed as Additional Director of the Company in Independent Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013 and can hold office only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is sought for his appointment as an Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Mr. Santanu Paul for appointment as an Independent Director of the Company.

The Company has also received from Mr. Santanu Paul:

a. his consent to act as a Director in Form DIR-2;
b. intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
c. a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act
d. Form MBP 1
e. Applicable RBI disclosures as per provisions of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025

In the opinion of the Board, Mr. Santanu Paul fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and is independent of the management. The Board is of the view that his appointment would be of immense value to the Company in view of his extensive experience in financial services, strategy, leadership and corporate governance.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Mr. Santanu Paul as the Independent Director of the Company, with immediate effect, for a period of five years, subject to the approval of the shareholders.

Copy of the draft letter of appointment of Mr. Santanu Paul, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Santanu Paul
DIN	02039043
Current Designation	Additional Director (Independent)
Age / Date of Birth	**Date of Birth**: 08/05/1968 **Age:** 58 years
Address	Plot No. 12, Aparna Orchids, Near NAC, Madhapur, Rangareddy, Hyderabad, Telangana, 500084, India.
Qualifications	Alumnus of IIT Madras and the University of Michigan.
Experience	Co-founder of TalentSprint, a global deeptech education platform for young and experienced professionals, which counts among its investors Nexus Venture Partners, NSDC, and the NSE Group. Earlier, served as Senior Vice President for Global Delivery Operations and Head of Indian Operations for Virtusa Corporation, which went public on NASDAQ in 2007. Also, worked as Chief Technology Officer at OpenPages and Viveca, both venture-backed US technology firms funded by Sigma Partners and Matrix Partners. Began his career at the prestigious IBM T.J. Watson Research Center in Yorktown Heights, New York. An alumnus of IIT Madras and the University of Michigan and served as a board member for multiple companies such as National Payments Corporation of India, NSDL Payments Bank, Advait ARC, BNP Paribas Sharekhan, and Vivriti Capital.

Terms and Conditions of appointment / reappointment	Appointed as an Independent Director for a term of five consecutive years from 1st April 2026 to 31st March 2031. He shall not be liable to retire by rotation. The appointment shall be governed by the letter of appointment and applicable provisions of the Companies Act, 2013.
Details of Remuneration sought to be paid	Sitting fees to be paid as per appointment letter
Remuneration last drawn	NIL
Date of first appointment on the Board	1st April 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27-till date)	Total No. of Meetings- 3 Number of Meetings attended- 3
Other Directorships/ Designated partner in LLP ***(All Companies and LLP excluding this Company and Foreign Companies)***	1. Shubham Housing Development Finance Company Limited 2. Punity Designsystems Private Limited 3. Seeds Fincap Private Limited 4. BSE Limited 5. July Ventures Consulting and Advisoryservices LLP 6. Ecofy Finance Private Limited 7. Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)*
Membership / Chairmanship of Committees of other Boards ***(Only statutory board committees constituted under the Companies Act, 2013 are considered)***	Please refer Table A given below

Table A

Name of Company	**Type of Committees**	**Position held**
		Chairman/ Member
Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)*	Stakeholder Relationship Committee	Chairperson

Except for Mr. Santanu Paul, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing the resolution set out at item no. 4 as an **Ordinary resolution**.

Item No. 5: To approve appointment of Mr. Narayan Ramachandran (DIN: 01873080), Additional Director (Independent), as an Independent Director of the Company:

Mr. Narayan Ramachandran was appointed as Additional Director of the Company in Independent Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013 and can hold office only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is sought for his appointment as an Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Mr. Narayan Ramachandran for appointment as an Independent Director of the Company.

The Company has also received from Mr. Narayan Ramachandran:

a. his consent to act as a Director in Form DIR-2;
b. intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
c. a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act
d. Form MBP 1
e. Applicable RBI disclosures as per provisions of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025

In the opinion of the Board, Mr. Narayan Ramachandran fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and is independent of the management. The Board is of the view that his appointment would be of immense value to the Company in view of his extensive experience in financial services, strategy, leadership and corporate governance.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Mr. Narayan Ramachandran as the Independent Director of the Company, with immediate effect, for a period of five years, subject to the approval of the shareholders.

Copy of the draft letter of appointment of Mr. Narayan Ramachandran, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Narayan Ramachandran
DIN	01873080
Current Designation	Additional Director (Independent)
Age / Date of Birth	**Date of Birth**: 14/07/1962 **Age:** 63 years
Address	D-51, Sobha Ivory 2, 7/1, St. Johns Road, Ulsoor, Bangalore-560 042, India.
Qualification	B.Tech. in chemical engineering from Indian Institute of Technology Bombay and an M.B.A. from University of Michigan. He is also a Chartered Financial Analyst.
Experience	Mr. Narayan Ramachandran is a writer, and emerging markets investor. He is co-founder and Fellow of the

	Takshashila Foundation, a public policy school and think tank. He writes a fortnightly column titled "A Visible Hand" for 'The Mint' newspaper. He teaches an online graduate-level course on contemporary economics. Narayan is also co-chairman of Unitus Capital, India's largest social enterprise investment bank. He recently finished a full 8-year term as Chairman of RBL Bank, one of India's fastest growing banks. At RBL, he was one of the founding team members that led the transformation of the bank from a small regional bank to one that is now listed and has a national footprint. He is an active private equity investor in financial services, social enterprises and consumer businesses. He serves as the Chairman and co-founder of InKlude Labs, a social business enterprise working in the field of education and public health. Through InKlude Labs, Narayan works with deserving NGOs to help them scale. He is currently working on his third incubation with the Center for Wildlife Studies. Earlier, Narayan was the Country Head of Morgan Stanley India, leading all of the Morgan Stanley group's businesses. He was the head and lead portfolio manager of Morgan Stanley's Global Emerging Markets and Global Asset Allocation teams, managing over USD 25 billion in assets. Before joining Morgan Stanley, he was a managing director at Rogers Casey. He began his career at Goldman Sachs. He served as General Partner and Member of the Global Strategy Advisory Board of L Catterton Asia, a consumer focussed growth equity firm. Narayan received a B.Tech. in chemical engineering from the Indian Institute of Technology Bombay and an M.B.A. from the University of Michigan. Narayan holds the Chartered Financial Analyst designation. He is on the board of several entrepreneurial companies and foundations.
Terms and Conditions of appointment / reappointment	Appointed as an Independent Director for a term of five consecutive years from 1st April 2026 to 31st March 2031. He shall not be liable to retire by rotation. The appointment shall be governed by the letter of appointment and applicable provisions of the Companies Act, 2013.

Details of Remuneration sought to be paid	Sitting fees to be paid as per appointment letter
Remuneration last draw	NIL
Date of first appointment on the Board	1st April 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	Total No. of Meetings- 3 Number of Meetings attended- 2
Other Directorships/ Designated partner in LLP ***(All Companies and LLP excluding this Company and Foreign Companies)***	1. UC Inclusive Credit Private Limited 2. Inklude Labs Private Limited 3. Action Foundation for Social Services 4. Teamlease Digital Private Limited 5. Teamlease Services Limited 6. TVS Capital Funds Private Limited 7. Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)* 8. Vivriti Asset Management Private Limited *(formerly known as Vivriti Funds Private Limited)* 9. UC Investment Management LLP 10. Udhyam Learning Foundation
Membership / Chairmanship of Committees of other Boards ***(Only statutory board committees constituted under the Companies Act, 2013 are considered)***	Please refer Table A given below

Table A

Name of Company	**Type of Committees**	**Position held**
		Chairman/ Member
Teamlease Services Limited	Nomination & Remuneration Committee	Member
	Audit Committee	Member
	Stakeholder Relationship Committee	Member
TVS Capital Funds Private Limited	Nomination and Remuneration Committee	Member
Vivriti Next Limited *(formerly know as Vivriti Next Private Limited)*	Audit Committee	Chairperson

Except for Mr. Narayan Ramachandran, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing the resolution set out at item no. 5 as an **Ordinary resolution**.

Item No. 6: To approve appointment of Ms. Anita Belani (DIN: 01532511), Additional Director (Independent), as an Independent Director of the Company:

Ms. Anita Belani was appointed as Additional Director of the Company in Independent Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013 and can hold office only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is sought for her appointment as an Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Ms. Anita Belani for appointment as an Independent Director of the Company.

The Company has also received from Ms. Anita Belani:

a. her consent to act as a Director in Form DIR-2;
b. intimation in Form DIR-8 confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
c. a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act
d. Form MBP 1
e. Applicable RBI disclosures as per provisions of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025

In the opinion of the Board, Ms. Anita Belani fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and is independent of the management. The Board is of the view that her appointment would be of immense value to the Company in view of her extensive experience in strategy, leadership and corporate governance.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Ms. Anita Belani as the Independent Director of the Company, with immediate effect, for a period of five years, subject to the approval of the shareholders.

Copy of the draft letter of appointment of Ms. Anita Belani, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Anita Belani
DIN	01532511
Current Designation	Additional Director (Independent)
Age / Date of Birth	**Date of Birth**: 19/01/1964 **Age:** 62 years
Address	B 6503 Trump Tower, The Lodha Park, Pandurang Budkar Marg, Worli, Mumbai City, Maharashtra-400018, India.
Qualifications	BA (Hons), Economics and MBA (XLRI Jamshedpur)

Experience	Ms. Anita Belani has significant experience of over 3 decades in Human Resource and Strategy orientation. Her experience includes consultation across sectors at Board / CEO levels in areas such as Org Transformation, Market Entry Strategy, Leadership, Strategy Clarification, CEO Succession & Culture Building. Ms. Anita has served as the Managing Director and India Head for Russel & Reynolds, an operating partner at Gaja Capital Partners, and has held senior roles at KPMG, Jardine Fleming, Sun Microsystems.
Terms and Conditions of appointment / reappointment	Appointed as an Independent Director for a term of five consecutive years from 1st April 2026 to 31st March 2031. She shall not be liable to retire by rotation. The appointment shall be governed by the letter of appointment and applicable provisions of the Companies Act, 2013.
Details of Remuneration sought to be paid	Sitting fees to be paid as per appointment letter
Remuneration last draw	NIL
Date of first appointment on the Board	1st April 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	Total No. of Meetings- 3 Number of Meetings attended- 3
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Foseco India Limited 2. Redington Limited 3. Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)* 4. Ask Asset Management Private Limited 5. JSW Jaigarh Port Limited 6. JSW Infrastructure Limited 7. Eternis Fine Chemicals Limited 8. Kaya Limited 9. Benares Hotels Limited 10. Proconnect Supply Chain Solutions Limited
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	Please refer Table A given below

Table A

S.No	Name of the Company	Listed/ Unlisted	Name of the Committee	Position
1.	Foseco India Ltd	Listed	Audit Committee	Member
			Corporate Social Responsibility Committee	Chairperson

			Nomination & Remuneration Committee	Chairperson
			Stakeholder Relationship Committee	Member
2.	Redington India Ltd	Listed	Nomination & Remuneration Committee	Chairperson
3.	Eternis Fine Chemicals Ltd	Unlisted	Nomination & Remuneration Committee	Chairperson
			CSR Committee	Chairperson
4.	Proconnect Supply Chain Solutions Ltd	Unlisted	Chairperson of the Board Audit Committee	 Member
5.	Vivriti Next Limited	Unlisted	Audit Committee	Member
			Nomination & Remuneration Committee	Chairperson
6.	Benares Hotels Limited	Listed	Corporate Social Responsibility & Sustainability Committee	Member
			Stakeholder Relationship Committee	Member
7.	JSW Infrastructure Limited	Listed	Nomination and Remuneration Committee Stakeholder Relationship Committee Corporate Social Responsibility Committee	Chairperson Chairperson Member
8.	JSW Jaigarh Port Limited	Unlisted	Nomination and Remuneration Committee	Member
9.	Kaya Limited	Listed	Nomination and Remuneration Committee	Chairperson

Except for Ms. Anita Belani, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing the resolution set out at item no. 6 as a **Ordinary resolution**.

Item No. 7: To consider and grant omnibus approval for related party transactions

Pursuant to the provisions of Section 2(76), 177 and 188 of the Companies Act 2013, read with rules made thereunder (including any statutory modifications, amendments, or re-enactments, as may be notified from time to time) and other applicable provisions, it is proposed to take approval of Members of the Company for entering into transactions with related parties as mentioned in **Annexure-I**, from the conclusion of this AGM till the conclusion of next AGM, which are in the ordinary course of business and at arm's length basis.

These transactions were approved by the Audit Committee and Board of Directors at their meetings held on 11th May 2026 and have been recommended by the Board for the approval of the Members.

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

None of the Directors *(except those mentioned specifically in Annexure – I against the proposed related party transaction)* and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors has considered the transaction and recommends the resolution set out at Item No.7 as an **Ordinary Resolution** to the shareholders for their necessary approval.

By order of the Board

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

Sd/-

Mr. Umesh Navani
Company Secretary & Compliance Officer
Membership No. A40899
Place: Mumbai
Date: 3rd August 2026

<u>CONSENT OF SHAREHOLDER FOR SHORTER NOTICE</u>

<u>[Pursuant to section 101(1)]</u>

To,
The Board of Directors
Vivriti Capital Limited
(formerly known 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

<u>Subject: Consent for convening 37th Annual General Meeting ("AGM") at shorter notice under section 101 of Companies Act, 2013</u>

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 AGM of the Company on Thursday, 6th August 2026 at 1:45 PM IST, at shorter notice 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

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 37th Annual General Meeting of the Company on Thursday, 6th August 2026 at 1:45 PM (IST) at registered office of the Company at Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai – 600002.

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 Capial 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 37th Annual General Meeting of the Company on Thursday, 6th August, 2026 at 1:45 PM (IST) at the registered office of the Company at Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai – 600002 and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	Resolution	Vote For	Vote Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Auditors Reports and the report of the Board of Directors along with its annexures thereto		
2.	To appoint a Director in place of Mr. Lazar Zdravkovic (DIN: 10052432), who retires by rotation and, being eligible, offers himself for reappointment		
3.	To approve the appointment of Ms. Namrata Kaul (DIN: 00994532), Additional Director (Independent), as an Independent Director of the Company		
4.	To approve the appointment of Mr. Santanu Paul (DIN: 02039043), Additional Director (Independent), as an Independent Director of the Company		
5.	To approve the appointment of Mr. Narayan Ramachandran (DIN: 01873080), Additional Director (Independent), as an Independent Director of the Company		
6.	To approve the appointment of Ms. Anita Belani (DIN: 01532511), Additional Director (Independent), as an Independent Director of the Company		
7.	To consider and grant omnibus approval for related party transactions		

Signed this _______ day of ________________________________

Affix
Revenue
Stamp

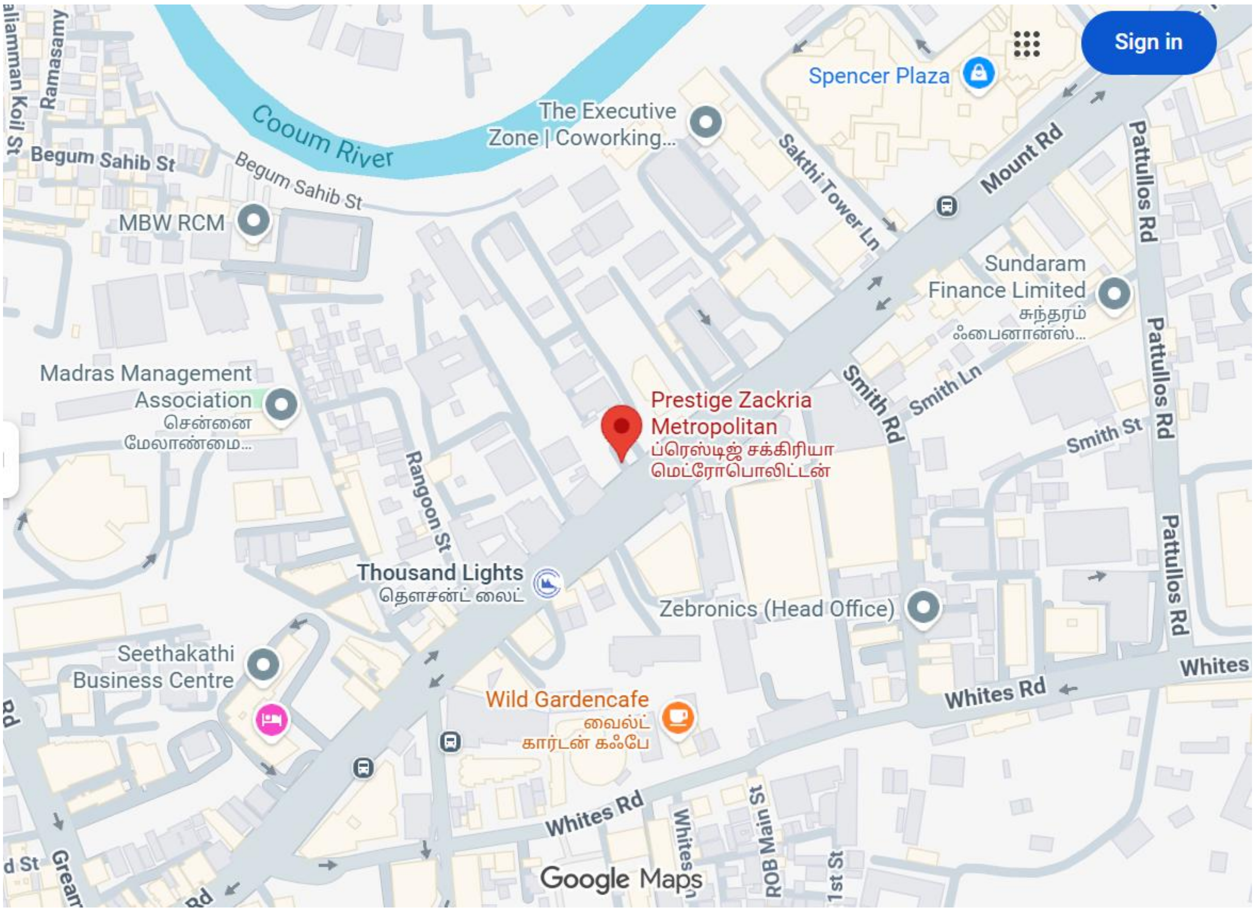
Signature of shareholder

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 AGM



FY 2026-27

Name of Company	Name of Related Party	name of the director or key managerial personnel who is related, if any	nature of relationship;	nature, material terms, monetary value and particulars of the contract or arrangements;					any other information relevant or important for the members to take a decision on the proposed resolution
				Nature of Transaction	**Limits to be Approved (INR)**	**Particulars of Transaction including material terms, manner of determining pricing and other terms**	**Nature of the concern or interest (financial or otherwise) of Related Party**	**Particular Tenure of the transaction**	
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Platform / Transaction fee for the assistance in raising debt	20,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Primary subscription of debt instruments issued by HAC	5,00,00,00,000.00	As agreed on case to case basis as per terms of the issuance document	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Committed yield to HAC for warehousing (Holding Charges - MLD Warehousing)	Floor being 10.50% and cap being 15% - depending on the rating of the instrument that has been warehoused	As agreed on case to case basis	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Committed Yield Payable to CAPL for warehousing	10,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Investment (by HAC) in the debt instruments issued by CAPL	1,00,00,00,000.00	As agreed on case to case basis as per terms of the issuance document	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	ding of securities between HAC and C	10,00,00,00,000.00	As agreed on case to case basis at Market Value / NAV of the instrument transacted	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Fee income payable by HAC to CAPL	5,00,00,000.00	As agreed on case to case basis at transaction level	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Fee for Data Management Service (Platform & Services) payable by HAC to CAPL	1,00,00,000.00	The pricing is as per market standards and agreed to be at INR 3 Lacs / Month	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited					50,00,000.00				NA
Vivriti Capital Limited *(fomerly known as Hari and*					Service fee shall be as per the limits given below				NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*					**Cost** **Rate**				NA

Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Fee for services received from CAPL related to KYC	Face Match	0.75	As agreed on case to case basis at transaction level	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*					Name Match	0.40				NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*					Digilocker	0.40				NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Recovery from CAPL in line with the Platform fee agreement towards service deficiency (in line with the indemnity clause)		10,00,00,000.00	As per actual financial loss incurred by HAC	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	tform fees for Colending payable by H	As a % of Total/ Investor Disbursement within the range of 0.05% to 0.60%		As agreed on case to case basis at transaction level based on the nature of arrangment	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Platform fees for Pools		5,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Platform fees for Bonds / Debentures (Institutional lending)	Unit Price – 0.15%		As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing at an unit price of 0.15%	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Platform fees for Institutional loans	Upto 0.30% of the Sanctioned amount		As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing at an unit price of 0.20% of sanctioned amount	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	CredAvenue Private Limited	Mr.Vineet Sukumar	Common Directorship	Platform fees for Supply Chain Finance	1. Discovery + Transacting Platform (client discovered on CredSCF) - 0.60% p.a of daily average AUM 2. Transacting Platform (client migrated from HAC to CredSCF) - 0.25% p.a of daily average AUM		As agreed on case to case basis	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Aspero Markets Private Limited	Mr.Vineet Sukumar	Common Directorship	Transaction fee for the assistance in raising debt including distribution fee at 0.1% to 4%		20,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Aspero Markets Private Limited	Mr.Vineet Sukumar	Common Directorship	Primary subscription of Issuance (by HAC) of debt instruments		5,00,00,00,000.00	As agreed on case to case basis as per terms of the issuance document	Financial	Based on the occurrence of transactions	NA

Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Aspero Markets Private Limited	Mr.Vineet Sukumar	Common Directorship	Committed yield to HAC for warehousing payable by Aspero (Holding Charges - MLD Warehousing)	Floor being 10.50% and cap being 15% - depending on the rating of the instrument that has been warehoused	As agreed on case to case basis	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Aspero Markets Private Limited	Mr.Vineet Sukumar	Common Directorship	Committed Yield Payable to Aspero for warehousing	10,00,00,000.00	As agreed on case to case basis at transactional / deal level vis-à-vis market pricing	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Aspero Markets Private Limited	Mr.Vineet Sukumar	Common Directorship	Trading of securities between HAC & Aspero	10,00,00,00,000.00	As agreed on case to case basis ar Market Value / NAV of the instrument transacted	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Aspero Markets Private Limited	Mr.Vineet Sukumar	Common Directorship	Platform fees for Bonds / Debentures (Institutional lending)	Unit Price – 0.15%	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing at an unit price of 0.15%	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Asset Management Private Limited *(formerly known as Vivriti Funds Private Limited)*	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul & Mr. Lazar Zdravkovic	Fellow Subsidiary	Transfer of securities between HAC and VFPL	2,00,00,00,000.00	As agreed on case to case basis at transaction level at the market value / NAV of the instrument transacted	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Asset Management Private Limited *(formerly known as Vivriti Funds Private Limited)*	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul & Mr. Lazar Zdravkovic	Fellow Subsidiary	Loan to VFPL	50,00,00,000.00	Market terms / Per terms which are applicable to third parties & approved by CC of HAC in routine course	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Loan to VNL inclusive of interest thereon	50,00,00,000.00	Sanction limit of INR 50 Crores with a revolving facility for a period of 3 years from drawdown. Interest charged at 12.5% with 0.5% processing fees. Interest payable on monthly basis and principal payable on quarterly basis. Prepayment facility available without any prepayment charges	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Lease rental charges	At unit rates mentioned in next sheet	As agreed on case to case basis based on the seating capacity	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Reimbursement of Insurance Cost	3,00,00,000.00	As agreed on case to case basis based on the head count	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Reimbursement of costs	10,00,00,000.00	As agreed on cost to cost basis	Financial	Based on the occurrence of transactions	NA

Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Technology based revenue	Unit price based billing. Credlyst/ LMS : 10bps – 12 bps Debt Module : 2 bps – 4 bps	As agreed on cost to cost basis	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Technology based revenue	Investron : INR 5000/ Investor + INR 10000/ Distributor Fund Management : 1bps – 2bps	As agreed on cost to cost basis	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Fee income	10,00,00,000.00	As agreed on cost to cost basis	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	ESOP Cost	15,00,00,000.00	Basis graded cost of the Options	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	UC Inclusive Credit Private Limited	Mr. Narayan Ramachandran	Common Directorship	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Financial	As agreed on case to case basis	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Seeds Fincap Private Limited	Mr. Santanu Paul	Common Directorship	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Financial	As agreed on case to case basis	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Seeds Fincap Private Limited	Mr. Santanu Paul	Common Directorship	FLDG and servicer fee & monitoring fees FLDG - 60 Crores Servicer fee - 25 crores Monitoring fee - 15 crores	1,00,00,00,000.00	As agreed on case to case basis	Financial	As agreed on case to case basis	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	FINTECH ASSOCIATION FOR CONSUMER EMPOWERMENT	Mr.Vineet Sukumar	Common Directorship	Annual Membership Fees	20,00,000.00	As agreed on case to case basis	Financial	As agreed on case to case basis	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Transfer of software from HAC to VNL	24,19,00,000.00	As agreed on cost to cost basis based on the valuation report	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Transfer of server and networks	75,00,000.00	As agreed on cost to cost basis based on WDV as at March 31, 2026	Financial	Based on the occurrence of transactions	NA

Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Transfer of software from Intangible Assets under Development (IAUD)	9,70,00,000.00	As agreed on cost to cost basis based on the valuation report	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Transfer of Bonus Liability	5,94,00,000.00	As agreed on cost to cost basis based on actuals	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Transfer of Gratuity	2,72,00,000.00	As agreed on cost to cost basis based on the actuarial valuation	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Transfer of compensated absences	4,62,00,000.00	As agreed on cost to cost basis based on the actuarial valuation	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Transfer of employee loan	2,65,00,000.00	As agreed on cost to cost basis based on actuals	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited *(fomerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Vivriti Next Limited	Mr.Vineet Sukumar, Mr. Narayan Ramachandran, Ms. Namrata Kaul, Ms. Anita Belani, Mr. Santanu Paul & Mr. Lazar Zdravkovic	Holding Company	Transfer of Insurance cost	1,17,00,000.00	As agreed on cost to cost basis based on the head count	Financial	Based on the occurrence of transactions	NA