



VIVRITI CAPITAL LIMITED
(formerly known as Vivriti Capital Private Limited)

CIN: U65929TN2017PLC117196

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

SHORTER NOTICE is hereby given that the **34th Extra Ordinary General Meeting** of the shareholders of **Vivriti Capital Limited** (*formerly known as Vivriti Capital Private Limited*) (**'VCL' or the 'Company'**) will be held on Monday, June 26, 2023 at 5:00 P.M (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai – 600002, India, to transact the following business:

SPECIAL BUSINESS:

1. To approve limits for borrowing through issue of Debt Securities:

To consider and if thought fit, to give assent/dissent to the following **Special Resolution:**

"RESOLVED THAT in supersession to the resolution passed by shareholders of the Company dated 02nd May 2023 and pursuant to the provisions of Sections 42, 23, 180(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "**Act**"), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended or any other legislation issued by any concerned regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "**Stock Exchanges**") where the securities of the Company may be listed and subject to approvals, consents, sanctions,

permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, the consent of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof) for (a) offer, issue and allotment of non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) market linked, or (vii) any others (as may be determined)) and which may or may not be rated (as may be determined), of such face value as may be determined up to the aggregate amount of INR 5,000 crores (Indian Rupees Five Thousand Crores Only) ("**Debentures**" or "**Debt Securities**") as part of the overall borrowing limit of INR 10,000 crores (Indian Rupees Ten Thousand Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in one or more tranches/issues ("**Tranches/Issues**") and in consultation with the Lead Managers and/or Underwriters and/or other Advisors/ Consultants / Professionals, at such interest rate as may be determined (subject to applicable law), payable at such frequency as may be determined, and for such maturity (subject to applicable law) as may be determined, to public through public offer/issue ("**Public Offer/Issue**") or private placement basis to such person or persons including one or more company(ies), bodies corporate, statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension fund(s), family office(s), general public funds or sovereign funds, as the case may be or such other person/persons/investors as determined (collectively "**Investors**") (a) for raising debt for the business purposes of the Company, and (b) securing the amounts to be raised pursuant to the issue of Debentures or any Tranche/Issue together with all interest and other charges thereon (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of loans (and/or other assets), and/or (ii) charge over specified immovable property of the Company, and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures or any Tranche/Issue (the "**Security**") on such terms and conditions including determining the issue price, coupon rate, tenor, yield as the Board may, from time to time, determine as proper and beneficial to the Company.

RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such bank(s) in India as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and that the Board or Board constituted Committee, be and are hereby authorised to direct or delegate any officers of the Company to sign and execute the application form and other documents required for opening the said account(s), to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the Committee on behalf of the Company.

RESOLVED FURTHER THAT the Company hereby authorizes the Board / Borrowing Committee ("**Committee**") to consider the particular terms of each Tranche/Issue and to more effectively implement any of the resolutions contained herein. The Board / Committee is hereby authorized to, within the overall ambit of this resolution, including but not limited to (a) identify Investors as it deems fit (b) consider, negotiate and approve any terms or modifications thereof for issue of Debentures and any Tranche/Issue thereof, (c) authorize, direct or delegate to any Authorized Officers (authorized in terms of this resolution) to do such things and to take such actions as the Company is entitled to do or take (as the case may be) in terms of this resolution, and (d) to generally do any other acts, deeds, or things, as may be necessary to remove any difficulties or impediments in the effective implementation of this resolution including, without limitation to the following:

- i. execute the term sheet in relation to the Debentures or any Tranche/Issue of the Debentures;
- ii. seeking, if required, any approval, consent or waiver from any/all concerned government and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- iii. if required by the holders of the Debentures or any Tranche/Issue of the Debentures (the "**Debenture Holders**"), seeking the listing of any of the Debentures or any Tranche/Issue of the Debentures on any Stock Exchange, submitting the listing application and taking all actions that may be necessary in connection with obtaining such listing;
- iv. entering into arrangements with the depository in connection with issue of Debentures or any Tranche/Issue of the Debentures in dematerialised form;
- v. approving the Draft prospectus/ final prospectus/ debt disclosure document/information memorandum/ Offer cum application letter/private placement Offer cum application letter (as may be required) (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- vi. appointment and finalising the terms and conditions of the appointment of an arranger (if so required), investment banker, merchant banker, a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository, valuer and such other intermediaries as may be required including their successors and their agents;
- vii. creating and perfecting the Security as required in accordance with the terms of the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- viii. negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in

connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and deal with regulatory authorities in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures including but not limited to the RBI, SEBI (if so required), any Stock Exchange (if so required), the Registrar of Companies, the sub-registrar of assurances, Central Registry of Securitisation Asset Reconstruction and Security Interest, depository and such other authorities as may be required;

- ix. sign and/or despatch all documents and notices to be signed and/or despatched by the Company under or in connection with the Transaction Documents (as defined below);
- x. to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents (as defined below), the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and / or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):
- xi. Draft prospectus/ final prospectus/ debt disclosure document/information memorandum/ Offer cum application letter/ private placement Offer cum application letter for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (as may be required) (the "**Disclosure Documents**");
- xii. debenture certificate for the Debentures or any Tranche/Issue of the Debentures;
- xiii. subscription agreements, investment agreements, debenture trust deed, debenture trustee agreement, deed of hypothecation, security agreements and any other documents required for the creation of security interest over the Company's movable and immovable properties and assets or the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (including any powers of attorney in connection thereto) and any other agreement/ document in relation thereto (collectively, the "**Transaction Documents**");
- xiv. documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures or any Tranche/Issue of the Debentures including without limitation for the purposes of recognising the rights of the debenture trustee to operate such bank accounts;
- xv. any other documents required for the purposes of the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and
- xvi. any other document designated as a security document by the debenture trustee/Debenture Holders.
- xvii. to generally do any other act or deed, to negotiate and execute any documents,

applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to (i) to (xvi) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures.

RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer and/ or the Company Secretary or such other persons/ officers as may be authorized by the Board or the Committee (collectively, the “**Authorised Officers**”) to do such acts, deeds and take such actions as they deem fit, in connection with the issue, offer and allotment of the Debentures or any Tranche/ Issue of the Debentures, be and hereby authorized by the Board.

RESOLVED FURTHER THAT the Board / Committee be and is hereby severally authorized to approve payment of all stamp duty required to be paid for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant government authorities.

RESOLVED FURTHER THAT the Board / Committee be and is hereby severally authorised to approve and finalise, sign, execute and deliver documents in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures as set out in this resolution and such other agreements, deeds, undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures or any Tranche/Issue of the Debentures to be issued by the Company.

RESOLVED FURTHER THAT the Board / Committee be and hereby authorised to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, and agreements and other papers or documents as may be required in relation to any of the above with any registering authority or government authority competent in that behalf.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any one of the Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

2. To consider and approve issuance of Non-convertible Debentures through public offer:

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

RESOLVED THAT pursuant to (i) the provisions of Sections 23, 71, 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed under the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) ("**the Act**"); (ii) the applicable provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time read with the SEBI Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 ("**SEBI Operational Circular**") and other circulars, guidelines and clarifications issued by Securities and Exchange Board of India ("**SEBI**"); (iii) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ("**RBI Master Directions**") read with the circulars, notifications and clarifications issued by the Reserve Bank of India ("**RBI**") from time to time and to the extent applicable to the Company; (iv) the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and (v) such other applicable acts, laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (collectively "**Applicable Laws**") prescribed by the Government of India, RBI, SEBI, the Registrar of Companies, Tamil Nadu at Chennai ("**RoC**") or any other statutory/competent authorities, from time to time, (collectively "**Regulatory Authorities**") and subject to the approval of the Regulatory Authorities, the Stock Exchanges and such other approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, which the Board of Directors (hereinafter referred to as the "**Board**", which term shall deemed to include any Committee of the Board including Borrowing Committee of the Board or any other persons for the time being exercising the powers conferred on the Board including powers conferred by this resolution and as may be authorised by the Board in this regard), the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot secured, rated, listed, redeemable non-convertible debentures of face value of ₹ 1,000 each ("**NCDs**") for an amount up to ₹ 25,000 lakhs (Indian Rupees Twenty-Five Thousand lakhs Only) ("**Base Issue Size**") with an option to retain oversubscription up to ₹ 25,000 lakhs (Indian Rupees Twenty-Five Thousand lakhs Only) ("**Green Shoe Option**"), cumulatively for an aggregate amount of up to ₹ 50,000 lakhs (Indian Rupees Fifty Thousand lakhs Only) ("**Issue Size**" or

“Issue Limit”) (hereinafter referred to as the “Issue”), to public through public offer/issue, to public through public offer/issue, on such terms and conditions including determining the issue price, coupon rate, tenor, yield as the Board may, from time to time, determine and considered proper and beneficial to the Company provided that the borrowings including by way of issue of NCDs to public will be within the overall borrowing limits approved by the members of the Company from time to time.

PROVIDED THAT the total amount borrowed and outstanding at any point of time shall not exceed INR. 10,000 Crores (Indian Rupees Ten Thousand Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves as prevailing from time to time, exclusive of interest and other charges, and the Board be and is hereby authorized to execute / cause to execute such agreements, debenture trust deeds, indentures of mortgage, deeds of hypothecation / charge, lien, promissory notes and other deeds and instruments or writings containing such conditions and covenants as the Board may think fit and proper.

RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such bank(s) in India as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and that the Board or Board constituted Committee, be and are hereby authorised to direct or delegate any officers of the Company to sign and execute the application form and other documents required for opening the said account(s), to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the Committee on behalf of the Company.

RESOLVED FURTHER THAT the Company hereby authorizes the Board / Borrowing Committee ("**Committee**") to consider the particular terms of each Tranche/Issue and to more effectively implement any of the resolutions contained herein. The Board / Committee is hereby authorized to, within the overall ambit of this resolution including but not limited to (a) identify Investors as it deems fit (b) consider, negotiate and approve any terms or modifications thereof for issue of Debentures and any Tranche/Issue thereof, (c) authorize, direct or delegate to any Authorized Officers (authorized in terms of this resolution) to do such things and to take such actions as the Company is entitled to do or take (as the case may be) in terms of this resolution, and (d) to generally do any other acts, deeds, or things, as may be necessary to remove any difficulties or impediments in the effective implementation of this resolution including, without limitation to the following:

- i. execute the term sheet in relation to the Debentures or any Tranche/Issue of the Debentures;

- ii. seeking, if required, any approval, consent or waiver from any/all concerned government and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- iii. if required by the holders of the Debentures or any Tranche/Issue of the Debentures (the "**Debenture Holders**"), seeking the listing of any of the Debentures or any Tranche/Issue of the Debentures on any Stock Exchange, submitting the listing application and taking all actions that may be necessary in connection with obtaining such listing;
- iv. entering into arrangements with the depository in connection with issue of Debentures or any Tranche/Issue of the Debentures in dematerialised form;
- v. approving the Draft prospectus/ final prospectus/ debt disclosure document/information memorandum/ Offer cum application letter (as may be required) (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- vi. appointment and finalising the terms and conditions of the appointment of an arranger (if so required), investment banker, merchant banker, a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository, valuer and such other intermediaries as may be required including their successors and their agents;
- vii. creating and perfecting the Security as required in accordance with the terms of the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- viii. negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and deal with regulatory authorities in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures including but not limited to the RBI, SEBI (if so required), any Stock Exchange (if so required), the Registrar of Companies, the sub-registrar of assurances, Central Registry of Securitisation Asset Reconstruction and Security Interest, depository and such other authorities as may be required;
- ix. sign and/or despatch all documents and notices to be signed and/or despatched by the Company under or in connection with the Transaction Documents (as defined below);
- x. to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents (as defined below), the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and / or issue the following, including

any amendments, modifications, supplements, restatements or novations thereto (now or in the future):

- xi. Draft prospectus/ final prospectus/ debt disclosure document/information memorandum/ Offer cum application letter for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (as may be required) (the "**Disclosure Documents**");
- xii. debenture certificate for the Debentures or any Tranche/Issue of the Debentures;
- xiii. subscription agreements, investment agreements, debenture trust deed, debenture trustee agreement, deed of hypothecation, security agreements and any other documents required for the creation of security interest over the Company's movable and immovable properties and assets or the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (including any powers of attorney in connection thereto) and any other agreement/document in relation thereto (collectively, the "**Transaction Documents**");
- xiv. documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures or any Tranche/Issue of the Debentures including without limitation for the purposes of recognising the rights of the debenture trustee to operate such bank accounts;
- xv. any other documents required for the purposes of the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and
- xvi. any other document designated as a security document by the debenture trustee/Debenture Holders.
- xvii. to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to (a) to (p) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures.

RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer and/ or the Company Secretary or such other persons/ officers as may be authorized by the Board or the Committee (collectively, the "**Authorised Officers**") to do such acts, deeds and take such actions as they deem fit, in connection with the issue, offer and allotment of the Debentures or any Tranche/ Issue of the Debentures, be and hereby authorized by the Board.

RESOLVED FURTHER THAT the Board / Committee be and is hereby severally authorized to approve payment of all stamp duty required to be paid for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant government authorities.

RESOLVED FURTHER THAT the Board / Committee be and is hereby severally authorised to approve and finalise, sign, execute and deliver documents in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures as set out in this resolution and such other agreements, deeds, undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures or any Tranche/Issue of the Debentures to be issued by the Company.

RESOLVED FURTHER THAT the Board / Committee be and hereby authorised to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, and agreements and other papers or documents as may be required in relation to any of the above with any registering authority or government authority competent in that behalf.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any one of the Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

3. To consider and approve alteration of Articles of Association:

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

“**RESOLVED THAT** pursuant to provisions of Section 5, Section 14 and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder or any other applicable law for the time being in force (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of 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 at the meeting.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer 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 or the Chief Financial Officer 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) as and when required.

4. To consider and approve amendments to Vivriti Employee Stock Option Plan 2018:

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

“RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from time to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2018 (hereinafter referred as **“ESOP Scheme”**) together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof by such Committee) be and are hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) be and is hereby authorised to make

modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT the Managing Director or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

5. To consider and approve amendments to Vivriti Employee Stock Option Plan 2019:

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

“**RESOLVED THAT** that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from time to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2019 (hereinafter referred as “**ESOP Scheme**”) together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof by such Committee) be and are hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP

Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT the Managing Director or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

6. To consider and approve amendments to Vivriti Employee Stock Option Plan 2019 - II:

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

“RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2019 - II (hereinafter referred as “**ESOP Scheme**”) together with the revised terms and conditions, as placed before the Members and with the

changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof by such Committee) be and are hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT the Managing Director or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

7. [To consider and approve amendments to Vivriti Employee Stock Option Plan 2020:](#)

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

“RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from time to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2020 (hereinafter referred as **“ESOP Scheme”**) together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof by such Committee) be and are hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT the Managing Director or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

8. To consider and approve amendments to Vivriti Employee Stock Option Plan 2022:

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

“RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from time to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2022 (hereinafter referred as **“ESOP Scheme”**) together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof by such Committee) be and are hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT the Managing Director or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

9. [To consider and approve amendments to Vivriti Capital Private Limited Employee Stock Option Plan 2023:](#)

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

“RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Capital Private Limited Employee Stock Option Plan 2023 (hereinafter referred as **“ESOP Scheme”**) together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board / Nomination & Remuneration Committee (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof by such Committee) be and are hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as **“Board”** which term

shall be deemed to include any Committee thereof) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT the Managing Director or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

10. To approve overall limits for providing guarantee and making investments:

To consider and if thought fit, to give assent/dissent to the following **Special Resolution:**

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013, read with the Companies (Meeting of the Board and its Powers) Rules, 2014 made thereunder, and subject to the 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 give guarantee or provide security in connection with borrowing, from time to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, listed or unlisted debentures, bonds, commercial papers and/or other instruments or non-funded facilities or in any other form from the Banks, Financial Institutions, Insurance Companies, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, to whom the guarantee is given/security is provided inclusive of the guarantee already given/securities already provided, and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate inclusive of investments already made, and to make investments in any manner together with the investments already made, exceeding one hundred percent of its paid up share capital, free reserves and securities premium account.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.”

By order of the Board

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

Sd/-

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121

Place: Chennai

Date: June 25, 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 extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)” read with and General Circular No.11/2022, dated December 28, 2022 (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, 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 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 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 will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. For voting by way of poll – in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, Members can cast their vote during the Meeting by way of poll. For voting Members can send an email to amritha.paitenkar@vivriticapital.com from their email addresses registered with the Company.
7. On the date of the meeting i.e., **on 26th June, 2023**, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 4:45 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. An access of such documents would be given to such Member 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. As the EGM is being conducted through VC, 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, by 4:00 PM (IST) on or before 26th June, 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.

Process for attending the Meeting:

1. To attend the meeting through VC mode, a link will be forwarded to your registered e-mail ID, 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, Company Secretary & Compliance Officer at +91 9500126166.

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 approve limits for borrowing through issue of Debt Securities:

The Shareholders of the Company by way of special resolution passed on May 02, 2023, had approved to borrow up to an aggregate sum of INR 5,000 Crores (Indian Rupees Five Thousand Crores Only) through issue of Non-Convertible Debentures (“NCDs”) on private placement basis. Further, the shareholders by way of special resolution passed at their meeting held on 10th May 2023 had approved the proposal for conversion of the Company from “private limited” to a “public limited company”. Subsequently, the approval from Registrar of Companies, Chennai was received for the said conversion w.e.f. 9th June 2023.

In continuation to the above and with a view to augment the funding requirements of the Company by accessing the wider market of debt, shareholders are requested to consider the proposal for issuing NCDs up to an aggregate amount of INR 5,000 Crores (Indian Rupees Five Thousand Crores Only) through additional sources including public offer/issuance subject to the overall limit of up to INR 10,000 Crores (Indian Rupees Ten Thousand Crores only) as approved by the Shareholders under Section 180 (1) (c) at their Extra-ordinary general meeting dated May 02, 2023.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

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.1 as a **special resolution**.

Item No. 2: To consider and approve issuance of non-convertible debentures through public offer:

The Shareholders by way of special resolution passed on May 02, 2023, had approved to borrow up to an aggregate sum of INR 5,000 Crores (Indian Rupees Four Thousand Crores Only) through issue of Non-Convertible Debentures (“NCDs”) on private placement basis. In continuation to this, it is proposed to issue NCDs to public through public offer as well. The Board of Directors in their meeting held on 20th June 2023 have considered and approved the same.

In terms of the provisions of Section 23, 42 and 71 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities), Rules, 2014, a Company offering or making

invitation to subscribe or issuing NCDs on a private placement basis or through public offer, is required to obtain prior approval of shareholders by way of a special resolution.

Hence approval of the shareholders is being sought for issuing NCDs up to an aggregate amount of INR 5,000 Crores (Indian Rupees Five Thousand Crores Only) through public offer or via private placement basis to such person or person(s) as may be identified by Board / Committee constituted by the Board from time to time at such terms and conditions as may be determined.

Pursuant to Rule 14(1) read with proviso 3 of the Companies (Prospectus and Allotment) Rules, the following disclosures are made to the members:

<p>Particulars of the offer including date of passing Board Resolution</p>	<p>The second proviso to Rule 14 (1) of the Companies (Prospectus and Allotment) Rules prescribes that where the amount to be raised through offer or invitation of NCDs exceeds the limit prescribed, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 year from the date of aforementioned resolution. In line with Rule 14(1) of the Companies (Prospectus and Allotment) Rules, date of relevant Board resolution shall be mentioned/ disclosed in the disclosure documents for each offer/ issue of NCDs.</p>
<p>Kinds of securities offered and the price at which security is being offered</p>	<p>Non-Convertible Debentures (“NCDs”).</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided for each specific offer/issue on the basis of the interest rate/effective yield determined based on market conditions prevailing at the time of the respective offer/issue of NCDs.</p>
<p>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made</p>	<p>Not applicable as the securities proposed to be issued (in multiple issues/tranches) are NCDs.</p>

Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are NCDs.
Amount which the company intends to raise by way of such securities	The specific terms of each offer/issue of NCDs shall be decided from time to time within the period of 1 year from the date of aforementioned resolution provided that the amounts of all such NCDs at any time issued within the period of one year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Sec 42 of the Companies Act, 2013, and the borrowing limits approved by the Board of the Company every year.
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	The specific terms of each offer/issue of NCDs shall be decided from time to time within the period of 1 year from the date of the aforementioned resolution, in discussion with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

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 and approve alteration of Articles of Association:

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

1. The members of the Company had approved to create a separate class of equity shares (Class B equity Shares) based on the difference in valuation methodology adopted to ascertain the fair market value of the equity share in their meeting held on 10th May 2023.

It is proposed that the Articles of Association to be further amended to incorporate clarificatory changes for the inclusion of a separate class of equity share and incremental changes with respect to conversion.

2. In pursuance to SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021, a provision is added in AOA that upon receipt of nomination by a Debenture Trustee in the event of a default, the Board of Directors shall be required to appoint a Nominee Director on such terms and conditions as may be statutorily required as per clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

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 3 as a **Special Resolution**.

Item No. 4 to 9: To consider and approve amendments to Vivriti Employee Stock Option Plan 2018, 2019, 2019 - II, 2020, 2022 and 2023:

It is proposed to amend the existing ESOP Schemes 2018, 2019, 2019- II, 2020, 2022 and 2023 (hereinafter collectively referred to as “**ESOP Schemes**”). The object is to carry out requisite changes in relation to exercise period as defined in the scheme and to incorporate clarificatory changes in respect of removal of references given to the Company as a Private Limited Company across the scheme document. Summary of changes are as follows:

Name of the Scheme	Clause reference	Proposed changes
ESOP 2018, 2019, 2019-II, 2020, 2022 and 2023	Introduction, Definitions and across the Scheme document	Change of references given to Vivriti Capital Private Limited as Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) on account of conversion of the Company from private to public.
ESOP 2018	Definition of Exercise Period in the scheme	The exercise period is proposed to be revised from 5 years to 15 years from the
ESOP 2019		
ESOP 2019-II		

		<p>date of vesting. Revised definition shall be as follows:</p> <p><i>12. "Exercise Period" means 15 (Fifteen) Years from the date of vesting within which the Employee should exercise his/her right to apply for shares against the Stock Options vested in him/her in pursuance of the ESOP.</i></p>
ESOP 2018, 2019, 2019-II, 2020, 2022 and 2023	Effect of discontinuation of services in case of voluntary resignation of employee	<p>Rectification of the typographical error in the exercise period for employees ceasing to be employment on account of resignation. Further, the existing cap on exercise period for employees ceasing to be in employment due to resignation, is being increased from 3 months to 12 months) under "Effect of Discontinuation of Services".</p>

Further, disclosures as required under Rule 12 and 16 of Companies (Share Capital and Debentures) Rules, 2014 is attached with this Notice as **Annexure I**.

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 of stock options granted to them and the resultant equity shares issued, if any.

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

The Board of Directors recommends passing of the resolutions as set out at item No.4 to 9 of this Notice as **Special Resolutions**.

Item No. 10: To approve overall limits for providing guarantee and making investments:

The Company intends to provide guarantees/securities and make investments, as may be required, from time to time.

In view of the aforesaid and considering the future outlook, it is proposed to take the approval of the shareholders for providing guarantees/securities and making investments exceeding one hundred percent of paid-up share capital, free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

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 10 as a **Special 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
Company Secretary & Compliance Officer
Mem No. A49121

Place: Chennai

Date: June 25, 2023