



vivriti
C A P I T A L

VIVRITI CAPITAL PRIVATE LIMITED

CIN: U65929TN2017PTC117196

**REGD OFFICE: 2ND FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM,
CHENNAI-600035, TAMILNADU, INDIA.**

SHORTER NOTICE is hereby given that the 27th Extraordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Thursday, April 14, 2022 at 5.30 P.M. at 2nd Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600035, Tamil Nadu, India to transact the following businesses:

SPECIAL BUSINESS:

1. To approve amendment in Capital clause of Memorandum of Association of the Company

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

***"RESOLVED THAT** pursuant to Sections 13, 61(1) (a) and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and are hereby accorded for increasing the authorized share capital of the Company from:*

INR 113,93,70,630 (Indian Rupees One Hundred and Thirteen Crores Ninety Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 2,09,00,000 (Two Crores Nine Lakhs Only) equity shares of INR 10/- (Rupees Ten Only) each and 8,79,37,063 (Eight Crores Seventy Nine Lakhs Thirty Seven Thousand and Sixty Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) optionally convertible redeemable preference shares of INR 60/- (Rupees Sixty Only) each;



vivriti
C A P I T A L

to

INR 116,63,70,630 (Indian Rupees One Hundred and Sixteen Crores Sixty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 2,09,00,000 (Two Crores Nine Lakhs) equity shares of INR 10/- (Rupees Ten Only) each and 9,06,37,063 (Nine Crores Six Lakhs Thirty Seven Thousand and Sixty Three) compulsorily convertible preference shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand) optionally convertible redeemable preference shares of INR 60/- (Rupees Sixty Only) each

RESOLVED FURTHER THAT *pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the following existing Clause V thereof:*

“The authorized share capital of the Company INR 113,93,70,630 (Indian Rupees One Hundred and Thirteen Crores Ninety Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:

- (i) 2,09,00,000 (Two Crores and Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each;*
- (ii) 8,79,37,063 (Eight Crores Seventy Nine Lakhs Thirty Seven Thousand and Sixty Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;*
- (iii) 8,50,000 (Eight Lakhs Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) each.”*

by the following Clause V:

“The authorized share capital of the Company INR 116,63,70,630 (Indian Rupees One Hundred and Sixteen Crores Sixty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:

- (i) 2,09,00,000 (Two Crores and Nine Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each;*



- (ii) 9,06,37,063 (Nine Crores Six Lakhs Thirty Seven Thousand and Sixty Three) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;
- (iii) 8,50,000 (Eight Lakhs Fifty Thousand) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) each."

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby severally authorized to file necessary e-forms in this regard with the Registrar of Companies and also do such other acts and deeds as may be necessary for giving effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is 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 offer, issue, allotment of the said shares."

Order of the Board

For Vivriti Capital Private Limited

P S Amritha

Company Secretary

Mem No. A49121

Place: Chennai

Date: April 13, 2022



Notes:

1. The Extraordinary General Meeting is being convened at a shorter notice in pursuance to Section 101(1) of the Companies Act, 2013 subject to the consent given in writing/ by electronic mode by majority in number of members entitled to vote and represent not less than ninety-five per cent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting. The Shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available to the meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed and signed, not later than forty-eight hours before the commencement of the meeting.
3. Corporate Members are requested to send a duly certified copy of the resolution/ document authorizing their representatives to attend and vote on their behalf;
4. Explanatory statement as per Section 102(1) of the Companies Act, 2013 is enclosed.
5. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company till 10:00 A.M prior to the Extraordinary General Meeting.
6. Route map for easy location of the venue of the Meeting is annexed to this Notice. Also, the venue of the meeting is "*Opposite to Hotel Raintree, Anna Salai*", which is a prominent landmark.



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

Item No. 1: To approve amendment in Capital clause of Memorandum of Association of the Company

The authorized capital of the Company as on date is INR 113,93,70,630 (Indian Rupees One Hundred and Thirteen Crores Ninety Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 2,09,00,000 (Two Crores Nine Lakhs Only) equity shares of INR 10/- (Rupees Ten Only) each and 8,79,37,063 (Eight Crores Seventy Nine Lakhs Thirty Seven Thousand and Sixty Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) optionally convertible redeemable preference shares of INR 60/- (Rupees Sixty Only).

Now, it is proposed to increase the authorized Share Capital of the Company from INR 113,93,70,630/- to INR 116,63,70,630/- and for that purpose, the Capital Clause of Memorandum of Association of the Company is proposed to be suitably amended as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for amending the Capital clause of the Memorandum of Association of the Company.

None of the Directors, Managers and Key Managerial Personnel of the Company, or their relatives, are interested in this Ordinary 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.

Draft copy of altered Memorandum of Association can be inspected by the members before the meeting at 10.00 A.M at the registered office of the Company. The Board of Directors of your Company recommends the Ordinary Resolution for approval of the shareholders.



vivriti
C A P I T A L

Consent by shareholder for shorter notice

Pursuant to section 101(1) of the Companies Act, 2013

To,

The Board of Directors,

Vivriti Capital Private Limited,

2nd Floor, Prestige Polygon,

No. 471, Annasalai, Nandanam,

Chennai - 600 035

Sub: Consent of the member for shorter notice of Extra-ordinary General Meeting to be held on Thursday, April 14, 2022

Dear Sir/ Madam,

I, [Name of the member], having registered address at [full address of the member], holding [no of shares held] (number of shares in words) of INR _____ [Rupees in words] each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting at the registered office of the Company on Thursday, April 14, 2022, at 5.30 P.M. at a shorter notice.

(Signature)

Name of the member

Date:

Place:



vivriti
C A P I T A L

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: U65929TN2017PTC117196
Name of the Company: VIVRITI CAPITAL PRIVATE LIMITED
Registered Office: 2nd FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI,
NANDANAM CHENNAI

Name of Member (s) _____

Address _____

Email ID _____

Folio No _____

I/We, being the member(s) holding _____ (in words _____) Equity Shares of
INR 10 Face Value per share each in the Company here by appoint

1.Name: _____

Address: _____

E-mailId: _____

Signature _____, or failing him

2.Name: _____

Address: _____

E-mailId: _____

Signature _____, or failing him

3.Name: _____

Address: _____

E-mailId: _____



vivriti
C A P I T A L

Signature _____

As my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf the _____ Annual General Meeting/ Extraordinary General meeting of the Company, to be held on the _____ day of _____ at _____ a.m./ p.m.at..... (place)and at any adjournment there of in Respect of such resolutions as are indicated below:

Resolution No.

- 1. _____
- 2. _____
- 3. _____

Affix Revenue Stamp

Signed this..... day of..... 20....

Signature of shareholder

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.



vivriti
CAPITAL

Route map:

