



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 28th Extraordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Thursday, April 28, 2022 at 12:30 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 increase in overall borrowing limits:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on May 07, 2021 and pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules prescribed thereunder, and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall be deemed to include any Committee thereof) for borrowing, from time to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, listed or un-listed debentures, bonds, commercial papers and/or other instruments or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, and securitization of loan receivables on the books of the Company by assignment

in favour of a special purpose vehicle or directly to prospective investors ("**Investors**"), which shall include banks, non-banking financial companies, HNIs, other financial institutions and any other eligible investor, on such terms and conditions as may be considered suitable by the Board of Directors, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Company shall not at any time exceed INR 8,000 Crores (Indian Rupees Eight Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

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

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 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 of the resolution passed by the shareholders of the Company on May 07, 2021 pursuant to the provisions of Sections 42, 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, as amended and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, 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 "**the 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 4,000 crores (Indian Rupees Four Thousand Crores Only)("**Debentures**" or "**Debt Securities**") as part of the overall borrowing limit of INR 8,000 crores (Indian Rupees Eight 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**"), 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 , on a 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), as the case may be or such other person/persons/investors as determined (collectively "**Investors**") 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**").

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 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 Borrowing Committee ("**Committee**") be and is hereby authorized to consider the particular terms of each Tranche/Issue and to more effectively implement any of the resolutions of the Board contained herein. The Committee is hereby authorized to, within the overall ambit of this resolution of the Board (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 debt disclosure document/information memorandum/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. debt disclosure document/information memorandum/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 (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 is hereby authorized by shareholders.

RESOLVED FURTHER THAT the 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 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 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 approve limits for borrowing through issue of Commercial paper:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on May 07, 2021 and pursuant to the provisions of Sections 42, 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, as amended and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities)

Regulations, 2021, or any other 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 given to the Board (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee thereof) to borrow from time to time, by issuance of Commercial Papers ("CPs"), on private placement basis, with a view to augment the business of the Company, up to an amount not exceeding INR 800 crores (Indian Rupees Eight Hundred Crores only).

RESOLVED FURTHER THAT the said limit of INR 800 crores (Indian Rupees Eight Hundred Crores only) shall be within the overall borrowing limits approved by the shareholders as per Section 180(1)(c) of the Companies Act, 2013.

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) and charge creations 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."

4. 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 “**the 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 un-listed debentures, bonds, commercial papers and/or other instruments or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) up to an aggregate amount not exceeding Twenty-five percent of net worth of the Company in line with its Risk policy, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and / or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 (2) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of 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.”

5. To approve creation of Security cover as per Sec 180 (1) (a):

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in their meeting held on May 07, 2021 and pursuant to Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013, the SEBI Act, 1992, the RBI Act, 1934

and the applicable rules, regulations, directions, circulars, made thereunder, as may be amended, from time to time, and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee thereof) for creation of mortgage/hypothecation/pledge/charge/security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings shall not at any time exceed INR 9,200 Crores (Indian Rupees Nine Thousand and Two Hundred Crores only) i.e. to the extent of hundred percent security cover or such higher security cover as per the terms of the transaction documents or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

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) and charge creations 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.”

6. To approve the issuance of Equity Shares and Series C - Compulsorily Convertible Preference Shares to TVS Shriram Growth Fund 3 on private placement basis through preferential allotment:

To consider and if thought fit, to give assent/dissent to the following Special Resolution(s) with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62(1)(c) of the Companies Act, 2013, respectively read with the Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one of the authorities in granting any such approval, consent, permission and/or sanction, as may be required, the consent of shareholders of the Company, subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the applicable clauses of the Series C Share Subscription Agreement dated April 27, 2022 (**“SSA”**) read with Amended and Restated Shareholders’ Agreement dated April 27, 2022 (**“SHA”**), be and are hereby accorded by way of special resolution to invite, offer and issue on a private placement basis through preferential allotment (**“Proposed Allotment”**) on the terms and conditions as set out in the draft PAS-4, (i) 100 (One Hundred) Equity Shares of face value of INR 10/- each at a premium of INR 805/- each, aggregating to INR 81,500/-; and (ii) 27,11,556 (Twenty Seven Lakh Eleven Thousand Five Hundred and Fifty Six) Series C Compulsorily Convertible Preference Shares (**“Series C CCPS”**) of face value of INR 10/- each at a premium of INR 805/- each, aggregating to INR 2,20,99,18,140/- (Indian Rupees Two Hundred and Twenty Crore Ninety Nine Lakh Eighteen Thousand One Hundred and Forty only) (hereinafter collectively referred to as **“Securities”**), on the Closing Date (as defined in the SSA) to the following **proposed investor(s)**:

Sr. No.	Name of the proposed investor	No. of Equity Shares	No. of Series C CCPS
1.	TVS Shriram Growth Fund 3	100	27,11,556

RESOLVED FURTHER THAT the Series C CCPS, may be converted into equity shares in accordance with the terms and conditions mentioned under the SSA, SHA & PAS-4 and the equity shares to be issued on conversion shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 43 of the Companies Act, 2013 read with **Rule 9** of the Companies (Share Capital and Debentures) Rules, 2014 or such other relevant rules made thereunder, Series C CCPS proposed to be issued as part of the Proposed Allotment shall have such terms and conditions as mentioned in the SSA, SHA and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 43 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 or such other relevant rules made thereunder:

- a. Series C CCPS will have priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;
- b. Series C CCPS shall be participating in surplus capital, in the event of winding-up in accordance with SSA read with SHA;
- c. Series C CCPS shall be entitled to liquidation preference rights in terms of the SHA and SSA, on winding-up which may remain after the entire capital has been repaid;
- d. Series C CCPS shall carry voting rights in accordance with the clauses of SSA read with SHA;
- e. The payment of dividend shall be on cumulative basis for the Series C CCPS in accordance with SSA read with SHA;
- f. Series C CCPS shall be compulsorily convertible into equity shares in accordance with SSA read with SHA.

RESOLVED FURTHER THAT the consent of the members of the Company be and are hereby accorded for the issuance of **draft PAS 4 in relation to the Proposed Allotment**, a copy of which is placed at the meeting to be issued to the proposed investors.

RESOLVED FURTHER THAT the members take note of the separate bank account with RBL Bank, GN Chetty Road branch, for the purpose of receiving the aforesaid investment; and (ii) the valuation reports dated March 16, 2022 issued by M/s. SPA Capital Advisors Limited, Merchant Banker holding SEBI Registration No. INM 000010825 and SPA Valuation Advisors Private Limited, Registered Valuer holding IBBI Reg. No. IBBI/RV-E/05/2021/148, enrolled with ICAMI RVO as a Registered Valuer placed at the meeting, be and is hereby adopted.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized, to:

- a. execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the PAS-4 for issuance of **the Securities** to the proposed investors and to give effect to any transactions contemplated herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novation's thereto (now or in the future);
- b. do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, government/ regulatory authorities, including but not limited to the Registrar of Companies, Reserve Bank of India, and Income Tax authorities;
- c. sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the documents;
- d. 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 Documents, the transactions contemplated therein and the resolutions mentioned herein;
- e. to make necessary entries in the registers/ records of the Company; and
- f. record the name of the private placement offerees in Form PAS-5.

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

**Order of the Board
For Vivriti Capital Private Limited**

SD/-
P S Amritha
Company Secretary
Mem No. A49121

Chennai
April 27, 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 increase in overall borrowing limits:

The shareholders of the Company by way of special resolution passed on May 07, 2021, had authorized the Board of Directors or a Committee of the Board of Directors to borrow, from time to time, by way of loans and/or issue of bonds, debentures, commercial papers or other securities or any other debt instrument up to a limit of INR 3,500 Crores (Indian Rupees Three Thousand Five Hundred Crores Only), excluding temporary loans obtained from the Company's Bankers in the ordinary course of business.

With a view to meet the short term and long term funding requirements of the Company and for general corporate purposes, the Company is required to borrow from time to time by way of loans and/or issue of bonds, debentures, commercial papers or other securities. Since the existing approved limit is likely to get exhausted in near future, it is proposed to enhance the borrowing limits of the Company up to INR 8000 Crores (Indian Rupees Eight Thousand Crores only).

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

Accordingly, approval of the shareholders is being sought to increase the borrowing limits of the Company to INR 8000 Crores (Indian Rupees Eight Thousand Crores Only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013, by way of a Special Resolution.

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 as a special resolution.

Item No. 2: To approve limits for borrowing through issue of Debt Securities:

The shareholders by way of special resolution passed on May 07, 2021, had approved to borrow up to an aggregate sum of INR 2,000 Crores (Indian Rupees Two Thousand Five Crores Only) through issue of Non-Convertible Debentures (“NCDs”) through private placement during the Financial Year 2022-23.

In terms of the provisions of Section 42 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, 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 4,000 Crores (Indian Rupees Four Thousand Crores Only) only through private placement basis to eligible investors.

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 Private Placement Offer cum Application Letter 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>

Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are NCDs.
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 as a special resolution.

Item No. 3: To approve for borrowing limits through issue of Commercial Paper:

The Company, with a view to augment the business of the Company and as per the B-plan, intends to continue to raise funds by borrowing through issuance of Commercial Papers (“CPs”). The shareholders by way of special resolution passed on May 07, 2021, had approved to borrow up to an aggregate sum of INR 500 Crores (INR Five Hundred Crores Only) through issue of Commercial Papers for the FY 2021-22.

Approval of the shareholders is now being sought to raise funds by borrowing through issuance of CPs up to an aggregate amount of INR 800 Crores (Indian Rupees Eight Hundred Crores Only). The borrowing shall be within the overall borrowing limit approved by the members under section 180(1)(c) of the Companies Act, 2013.

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 as a special resolution.

Item No. 4: To approve overall limits for providing guarantee and making investments:

To augment the business, the Company is intending to provide guarantees and make investments, as may be required, from time to time.

In view of the aforesaid and considering the future outlook as per the B-plan, it is proposed to take the approval of the shareholders for providing guarantees and making investments not exceeding Twenty-Five percent of net worth of the Company in line with its Risk policy.

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 as a special resolution.

Item No. 5: To approve creation of Security cover as per Sec 180 (1) (a):

The shareholders of the Company by way of Special Resolution passed on May 07, 2021 had authorized the Board of Directors for creation of mortgage/hypothecation/pledge/charge/security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any

other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings shall not at any time exceed INR 3,500 crores (Indian Rupees Three Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Considering the future outlook and the B-plan, it has been proposed to increase the said limit to 9,200 crores (Indian Rupees Nine Thousand Two Hundred Crores Only) and to seek a fresh approval for the same, the proposed Special Resolution is recommended for approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, 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 as a special resolution.

Item No. 6: To approve the issuance of Equity Shares and Series C - Compulsorily Convertible Preference Shares to TVS Shriram Growth Fund 3 on private placement basis through preferential allotment:

The shareholders are requested to note the proposed issue of 100 (One Hundred) Equity Shares of face value of INR 10/- each at a premium of INR 805/- each aggregating to INR 81,500/- (Indian Rupees Eighty One Thousand Five Hundred Only) and 27,11,556 (Twenty Seven Lakh Eleven Thousand Five Hundred and Fifty Six) Series C Compulsorily Convertible Preference Shares ("Series C CCPS") of face value of INR 10/- each at a premium of INR 805/- each aggregating to INR 2,20,99,18,140/- (Indian Rupees Two Hundred and Twenty Crore Ninety Nine Lakh Eighteen Thousand One Hundred and Forty only) (hereinafter collectively referred to as "Securities") specified in the private placement offer cum application form ("**PAS-4**") approved by the Board in respect of the aforesaid issuance to the below given proposed investors, as per the terms and conditions set out in the Share Subscription Agreement

dated April 27, 2022 executed by and amongst Mr. Vineet Sukumar, TVS Shriram Growth Fund 3 and the Company (“SSA”) read with Amended and Restated Shareholders’ Agreement dated April 27, 2022 executed by and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Financial Investments SPC, Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Holdings Ltd, TVS Shriram Growth Fund 3 and the Company (“SHA”):

Sr. No.	Name of the proposed investor	No. of Equity Shares	No. of CCPS
1.	TVS Shriram Growth Fund 3	100	27,11,556

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

S. No.	Particulars	Disclosure/ terms
a.	The size of the issue and number of preference shares to be issued and nominal value of each share	100 (One Hundred) Equity Shares of face value of INR 10/- each at a premium of INR 805/- each aggregating to INR 81,500/- (Indian Rupees Eight One Thousand and Five Hundred only) and 27,11,556 (Twenty Seven Lakh Eleven Thousand Five Hundred and Fifty Six) Series C Compulsorily Convertible Preference Shares (“Series C CCPS”) of face value of INR 10/- each at a premium of INR 805/- each aggregating to INR 2,20,99,18,140/- (Indian Rupees Two Hundred and Twenty Crore Ninety Nine Lakh Eighteen Thousand One Hundred and Forty only)
b.	The nature of such shares i.e., cumulative or non – cumulative, participating or non – participating, convertible or non – convertible	Series C CCPS are Cumulative, Participating and Convertible

c.	The objectives of the issue	In terms of the business plan.
d.	The manner of issue of shares	Private placement through preferential allotment
e.	The price at which such shares are proposed to be issued	Face value of INR 10/- each at a premium of INR 805/- each
f.	The basis on which the price has been arrived at	Discounted Cash Flow Method based on the next 5 (Five) years projections of the Company. The valuation reports of the Registered Valuer as well as Merchant Banker dated March 16, 2022 are attached.
g.	The terms of issue, including terms and rate of dividend on each share, etc.	<ul style="list-style-type: none"> • Private placement of Equity Shares and Series C CCPS. The terms of the issue are as per draft PAS 4 read with SSA & SHA. • A preference dividend at the rate of 0.001% (zero point zero zero one percent) per annum on the capital for the time being paid up on the Series C CCPS and such Preference Dividend to be paid up on the Series C CCPS during any portion or portions of the period in respect of which the Preference Dividend is paid
h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Series C CCPS are compulsorily convertible, therefore disclosures on redemption are not applicable. Further, the terms of conversion shall be as per draft PAS 4 read with SSA & SHA.

i.	The manner and modes of redemption	The Series C CCPS are compulsorily convertible into Equity Shares of the Company. Hence, this is not applicable.
j.	The current shareholding pattern of the company	Kindly refer to Note 1.
k.	The expected dilution in equity share capital upon conversion of preference shares	Each Series C CCPS will convert into 1 (one) Equity Share at the option of Series C CCPS holder without any additional payment for such conversion. In the event the conversion of Series C CCPS entitles the holders of Series C CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number

Further, the below mentioned disclosures in adherence to Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

S. No.	Particulars	Disclosure/ terms
a.	The objects of the issue	In terms of the business plan.
b.	The total number of shares or other securities to be issued	100 (One Hundred) Equity Shares and 27,11,556 (Twenty Seven Lakh Eleven Thousand Five Hundred and Fifty Six) Series C Compulsorily Convertible Preference Shares (“Series C CCPS”)
c.	The price or price band at/within which the allotment is proposed	The proposed issued of Equity Shares and Series C CCPS are at the face value of INR 10/-each at a premium of INR 805/- each
d.	Basis on which the price has been arrived at along with report of the registered valuer	Discounted Cash Flow Method based on the next 5 (Five) years projections of the Company. The valuation reports dated March 16, 2022 issued by M/s. SPA Capital Advisors Limited, Merchant

		Banker holding SEBI Registration No. INM 000010825 and SPA Valuation Advisors Private Limited, Registered Valuer holding IBBI Reg. No. IBBI/RV-E/05/2021/148, enrolled with ICAMI RVO as a Registered Valuer are attached.		
e.	Relevant date with reference to which the price has been arrived at	The valuation is as on January 31, 2022. Each Series C CCPS will convert into 1 (one) Equity Share at the option of Series C CCPS holder without any additional payment for such conversion.		
f.	The class or classes of persons to whom the allotment is proposed to be made	Trust		
g.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters, directors and key managerial personnel are subscribing to the securities proposed for issuance		
h.	The proposed time within which the allotment shall be completed	Securities shall be allotted within 60 days from the date of receipt of subscription amount		
i.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Name of proposed investor	% of post issue capital on a fully diluted basis	% of post issue capital on a non-diluted basis
		TVS Shriram Growth Fund 3	2.78	3.01
j.	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control.		
k.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil		

l.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
m.	The pre issue and post issue shareholding pattern of the company in the following format	Given at Note No.1

Note 1: Pre-issue and post-issue shareholding pattern of the Company

Equity Shares

Sr. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	1,34,75,680	65.56	1,34,75,680	65.56
	Bodies corporate				
	Sub-total				
2	Foreign promoters				
	sub-total (A)	1,34,75,680	65.56	1,34,75,680	65.56
B	Non-promoters' holding				
1	Institutional investors				

2	Non-institution				
	Private corporate bodies	5,52,448	2.69%	5,52,548	2.69%
	Directors and relatives	1,15,161	0.56%	1,15,161	0.56%
	Indian public				
	others (including NRIs)	26,06,968	12.68%	26,06,968	12.68%
	Vivriti ESOP Trust	38,04,325	18.51%	38,04,325	18.51%
	Sub-total (B)	70,78,902	34.44%	70,79,002	34.44%
	Grand Total	2,05,54,582	100.00%	2,05,54,682	100.00%

Compulsorily Convertible Preference Shares

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage (%) of shareholding	No. of shares held	Percentage (%) of shareholding
A	Promoters' holding				
	Indian				
1	Individual	-	-	-	-
	Sub-total (A)	-	-	-	-

B	Non-promoters' holding				
	Private Corporate Bodies - CCPS	8,73,10,410	100.00	9,00,21,966	100.00
	Sub-total (B)	8,73,10,410	100.00	9,00,21,966	100.00
	GRAND TOTAL	8,73,10,410	100.00%	9,00,21,966	100.00%

A copy of the **PAS-4 and Valuation Reports in respect of the above proposed issuance** will be placed before the members for their perusal.

None of the Directors, Managers and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, if any, in this Special Resolution proposed at Item No.6 of this Notice.

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 as a special resolution.

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 28, 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 28, 2022, at 12:30 P.M. at a shorter notice.

(Signature)

Name of the member

Date:

Place:

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: _____

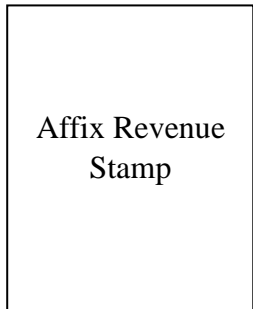
E-mailId: _____

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. _____



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.

Route map:

