



VIVRITI CAPITAL PRIVATE LIMITED

CIN: U65929TN2017PTC117196

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

NOTICE is hereby given that the **29th Extra Ordinary General Meeting** of the shareholders of Vivriti Capital Private Limited (**'VCPL' or the 'Company'**) will be held on Friday, 14th October 2022 at 05:30 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 adoption and implementation of revised 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 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/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt revised Vivriti Employee Stock Option Plan 2018 ("Vivriti ESOP Plan 2018"), 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 consent of the Members of the Company 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 the ESOP Committee or any other Committee of the Board of Directors constituted to exercise its powers including powers conferred by this resolution), to grant under the Vivriti ESOP Plan 2018, the options unvested and unallocated under the plan, as the Board may decide in its sole and absolute discretion.

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 be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of Vivriti ESOP Plan 2018, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified Vivriti ESOP Plan 2018, 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 Vivriti ESOP Plan 2018 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.”

2. To approve adoption and implementation of revised 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 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/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt revised Vivriti Employee Stock Option Plan 2019 (“Vivriti ESOP Plan 2019”), 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 consent of the Members of the Company 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 the ESOP Committee or any other Committee of the Board of Directors constituted to exercise its powers including powers conferred by this resolution), to grant under the Vivriti ESOP Plan 2019, the options unvested and unallocated under the plan, as the Board may decide in its sole and absolute discretion.

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 be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of Vivriti ESOP Plan 2019, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified Vivriti ESOP Plan 2019, 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 Vivriti ESOP Plan 2019 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.”

3. To approve adoption and implementation of revised 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 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/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt revised Vivriti Employee Stock Option Plan 2019 - II (“Vivriti ESOP Plan 2019 - II”), 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 consent of the Members of the Company 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 the ESOP Committee or any other Committee of the Board of Directors constituted to exercise its powers including powers conferred by this resolution), to grant under the Vivriti ESOP Plan 2019 - II, the options unvested and unallocated under the plan, as the Board may decide in its sole and absolute discretion.

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 be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of Vivriti ESOP Plan 2019 - II, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified Vivriti ESOP Plan 2019 - II, 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 Vivriti ESOP Plan 2019 - II 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.”

4. To approve adoption and implementation of revised 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 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/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt revised Vivriti Employee Stock Option Plan 2020 (“Vivriti ESOP Plan 2020”), 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 consent of the Members of the Company 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 the ESOP Committee or any other Committee of the Board of Directors constituted to exercise its powers including powers conferred by this resolution), to grant under the Vivriti ESOP Plan 2020, the options unvested and unallocated under the plan, as the Board may decide in its sole and absolute discretion.

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 be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of Vivriti ESOP Plan 2020, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified Vivriti ESOP Plan 2020, 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 Vivriti ESOP Plan 2020 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 approve adoption and implementation of revised 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 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/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt revised Vivriti Employee Stock Option Plan 2022 (“Vivriti ESOP Plan 2022”), 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 consent of the Members of the Company 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 the ESOP Committee or any other Committee of the Board of Directors constituted to exercise its powers including powers conferred by this resolution), to grant under the Vivriti ESOP Plan 2022, the options unvested and unallocated under the plan, as the Board may decide in its sole and absolute discretion.

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 be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of Vivriti ESOP Plan 2022, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified Vivriti ESOP Plan 2022, 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 Vivriti ESOP Plan 2022 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 approve granting of loan to Vivriti ESOP Trust:

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

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company and other applicable provisions, 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/imposed by any of them, consent of Members be and is hereby accorded for granting of an unsecured, interest free loan amounting to INR 95,00,00,000/- (Indian Rupees Ninety-Five Crores Only) to Vivriti ESOP Trust, for the purpose of liquidity assistance for existing and the proposed shares/options vested/to be vested, exercised/to be exercised by the current/ former employees of the Company, on the terms and conditions specified in the loan agreement to be executed.

RESOLVED FURTHER THAT any one of the Directors or any person(s) authorised by them or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby authorised to do all such acts, matters, deeds, and things necessary or desirable in connection with or incidental to giving effect to the above resolution.

RESOLVED FURTHER THAT, any one of the Directors or the Chief Financial Officer or the Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things to give full effect to the above resolution.”

By order of the Board

For and on behalf of **Vivriti Capital Private Limited**

Sd/-

P S Amritha

Company Secretary & Compliance Officer

Mem No. A49121

Place: Chennai

Date: 14th October 2022

Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 with respect to Item Nos. 1 to 6 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 and 21/2021 dated January 13, 2021 and December 14, 2021, 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 General Circular No. 3/2022 dated May 05, 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 22nd September 2022, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 12:00 P.M. to 12:15 P.M. and post that no person shall be able to join the meeting except the Company's directors and KMP.

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/Corporate Office of the Company on any working day between 2 P.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 14th October, 2022 so that the requisite information/ explanations can be kept ready to 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.
5. 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 5: To approve modifications to the Vivriti Employee Stock Option Plan 2018, Vivriti Employee Stock Option Plan 2019, Vivriti Employee Stock Option Plan 2019 – II, Vivriti Employee Stock Option Plan 2020 and Vivriti Employee Stock Option Plan 2022 ('Plans' or 'ESOP Plans'):

The Board of Directors of the Company approved the modified ESOP Plans in their meeting held on October 14, 2022 based on recommendation of the Nomination and Remuneration Committee. The Members are requested to take note of drafts of the modified ESOP Plans, which will also be placed before the Members for their perusal at the meeting. Further, the same shall also be available for inspection by the Members at the Registered Office/Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. up to and including the date of EGM.

The details of modifications proposed in the ESOP Plans are below:

S. No	ESOP Plans	Proposed changes
1	<ol style="list-style-type: none">1. Vivriti Employee Stock Option Plan 2018,2. Vivriti Employee Stock Option Plan 2019,3. Vivriti Employee Stock Option Plan 2019 – II4. Vivriti Employee Stock Option Plan 2020 and5. Vivriti Employee Stock Option Plan 2022	<ul style="list-style-type: none">○ Additional clarity around treatment of ESOPs in the instance of discontinuation of services○ Addition of provision of Loan to Employees and Cashless Exercise for the purpose of Liquidity Scheme

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 Board of Directors recommends passing of the resolutions as set out at item nos. 1 to 5 of this Notice as Special Resolutions.

Item 6: To approve granting of loan to Vivriti ESOP Trust

The Board of Directors of the Company approved granting of loan amounting to INR 95,00,00,000/- (Indian Rupees Ninety-Five Crores only) to Vivriti ESOP Trust for the purpose of liquidity assistance for existing and the proposed shares/options vested/to be vested, exercised/to be exercised by the current/ former employees of the Company in line with the respective ESOP schemes of the Company, in their meeting held on October 14, 2022. Further, the copy of the draft agreement is enclosed herewith along with this notice and shall also be

available for inspection by the Members at the Registered Office/Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. up to and including the date of EGM.

The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc are as given below:

- The Company is providing Interest free loan of INR 95,00,00,000/- (Indian Rupees Ninety-Five Crores only). This amount will be utilized by the Trust for purpose implementing the ESOP Plans.
- Repayment Terms: To be repaid as and when employees exercise their options, subject to availability of funds with the ESOP Trust through its operations.

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 Board of Directors recommends passing of the resolutions as set out at item no. 6 of this Notice as Special Resolution.