



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

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

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NOTICE is hereby given that the **5<sup>th</sup> Annual General Meeting** of the shareholders of Vivriti Capital Private Limited (**'VCPL' or the 'Company'**) will be held on Thursday, 22<sup>nd</sup> September 2022 at 12:30 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:

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 2021-22, along with Auditors Report and the Report of Board of Directors & its annexures thereon:**

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

**"RESOLVED THAT** pursuant to section 129, 134, 137 and such other applicable provision of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments, notified from time to time), the audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2022 along with Auditors report and the Report of the Board of Directors & its annexures thereon, be and are hereby received, considered and adopted."

- 2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 2021-22, and the Auditors Report thereon:**

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

**"RESOLVED THAT** pursuant to section 129, 134, 137 and such other applicable provision of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-

enactments, notified from time to time), the audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2022 and the Reports of the Auditors thereon, be and are hereby received, considered and adopted.”

**3. To ratify the appointment of Statutory Auditor and fix their remuneration for Financial Year 2022-23:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142, read with Companies (Audit and Auditors) Rules, 2014, and any other applicable provisions, if any, of the Companies Act, 2013, RBI Circular dated 27<sup>th</sup> April 2021 issued for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) (including any statutory modification or re-enactment thereof for the time being in force) and Articles of Association of the Company, the appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm’s Registration No: 101248W/W-100022) be and is hereby ratified for the Financial Year 2022-23 and the Board of Directors of the Company, be and are hereby authorised to fix their remuneration and other terms and conditions from time to time in consultation with the Audit Committee and Statutory Auditors of the Company.”

**SPECIAL BUSINESS:**

**4. To approve and adopt the restated Articles of Association of the Company:**

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

“**RESOLVED THAT** pursuant to provisions of Section 5 and Section 14 and the Companies (Incorporation) Rules, 2014, and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee) and read with Board resolution dated 27<sup>th</sup> May 2022, the consent of the members of the Company, be and is hereby accorded to approve and adopt the restated Articles of Association (“AOA”) of the Company, as placed before the Members.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions for the purpose of making relevant filings and registration, if any required, including e-filing to be made with

the Registrar of Companies and any other authority in relation to the aforesaid amendment to the AOA.

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

**5. To approve the appointment of Mr. Gopal Srinivasan (DIN 00177699) as Nominee Director (Non-Executive) on the Board of Directors of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and such other provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereon) and as per the provisions of Amended and Restated Shareholders' Agreement dated 27<sup>th</sup> April, 2022 executed by and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Lightrock Growth Fund I S.A., SICAV-RAIF, Financial Investments SPC, LR India Holdings Ltd, TVS Shriram Growth Fund 3 and the Company ("**SHA**"), and as per the Articles of Association of the Company, Mr. Gopal Srinivasan (**DIN 00177699**), Additional Director in capacity of being Non-Executive Nominee Director of the Company, who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as Nominee Director (Non-Executive) on behalf of TVS Shriram Growth Fund 3 on the Board of the Company.

**RESOLVED FURTHER THAT** the following declarations/ documents submitted by the aforesaid Director and copies of which are tabled at the meeting, be and are hereby taken on record:

1. Consent to act as Director in form DIR-2;
2. Declaration in form DIR-8 in terms of Section 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014;
3. Disclosure on the committee positions of the Directors as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
4. Information about the proposed Directors in Annexure XII of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (RBI Master Direction);
5. Declaration & Undertaking by Director in Annexure XIV of RBI Master Direction;
6. Draft of Deed of Covenants in Annexure XV of RBI Master Direction;
7. List of Relatives;
8. Disclosure of interest in form MBP – 1 in pursuant to section 184(1) of the Companies Act, 2013

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, Chennai, submit all the intimations/ documents with any of the regulators/ authorities and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the Register of Directors of the Company.

**RESOLVED FURTHER THAT** a certified true copy of the resolution be provided to such authorities or any other parties as and when necessary, under the signature of any of the Directors or the Company Secretary of the Company."

**6. To consider and approve the remuneration of Mr. Vineet Sukumar, Managing Director of the Company for Financial Year 2021-22:**

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

**"RESOLVED THAT** pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with any other applicable regulations/ schedules made thereunder (including any statutory modifications or re-enactments, notified from time to time), the consent of the Members be and is hereby accorded for remuneration paid to Mr. Vineet Sukumar, Managing Director of the Company, in excess of limits specified in the aforesaid regulation, computed in accordance with provisions of Section 198 of the Companies Act, 2013, for the Financial Year ended 2021-22.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**7. To consider and approve remuneration of Mr. Gaurav Kumar for Financial Year 2021-22:**

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

**"RESOLVED THAT** pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with any other applicable regulations / schedules made thereunder (including any statutory modifications or re-enactments, notified from time to time), the consent of the Members be and is hereby accorded for remuneration paid to Mr. Gaurav Kumar, in his capacity of being Managing Director of the Company till 29<sup>th</sup> September, 2021, in excess of limits specified in the aforesaid regulation, computed in accordance with provisions of Section 198 of the Act, for the Financial Year ended 2021-22.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**8. To consider and approve reclassification of authorized share capital and amendment of the Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to Sections 13, 61(1) (b) 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 is hereby accorded for reclassification of the Authorized Share Capital of the Company from 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 and Nine Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each, 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 Lakhs Fifty Thousand) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) each 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 2,60,00,000 (Two Crores Sixty Lakhs Only) 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, with power to reclassify, reduce, divide and/or sub-divide the share capital of the Company or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganize shares or issue shares of higher or lower denominations ranking *pari passu* with the existing Equity shares.

**RESOLVED FURTHER THAT** 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 is 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 and
- (iii) 8,50,000 (Eight Lakhs Fifty Thousand) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) each”

by the following Clause V:

*“The Authorized Share Capital of the Company is 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) 2,60,00,000 (Two Crores and Sixty 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”

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby 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 or the Company Secretary 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.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects.”

**9. To consider and approve material related party transactions with CredAvenue Private Limited:**

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

**“RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (“Listing Regulations”), including any statutory modifications or re-enactments thereof, and the Company’s policy on Materiality of Related Party Transaction(s), 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 Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and CredAvenue Private Limited (**‘CAPL’**), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and CAPL, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Committee of Directors, Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**10. To consider and approve material related party transactions with Vivriti Asset Management Private Limited:**

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

**“RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactments thereof, and the Company’s policy on Materiality of Related Party Transaction(s), 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 Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Vivriti Asset Management Private Limited ('VAM'), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and VAM, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Committee of Directors, Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**11. To consider and approve material related party transactions with CredAvenue Securities Private Limited:**

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

**"RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modifications or re-enactments thereof, and the Company's policy on Materiality of Related Party Transaction(s), 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 Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to the



Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and CredAvenue Securities Private Limited (**'CSPL'**), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and CSPL, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Committee of Directors, Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**12. To approve and ratify all material related party transactions entered into by the Company for FY 2021-22:**

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

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactments thereof, and the Company’s policy on Materiality of Related Party Transaction(s), consent of the Members of the Company be and is hereby accorded to approve and ratify all Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) by the Company in Financial Year 2021-22.

**RESOLVED FURTHER THAT** any of the Director 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 Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

**13. 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 Plans, to the end and intent 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 plans are not prejudicial to the interests of the option holders.

**RESOLVED FURTHER THAT** any of the Director 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 Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

**14. 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 Plans, to the end and intent 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 plans are not prejudicial to the interests of the option holders.

**RESOLVED FURTHER THAT** any of the Director 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 Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

**15. 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 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 Plans, to the end and intent 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 plans are not prejudicial to the interests of the option holders.

**RESOLVED FURTHER THAT** any of the Director 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 Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

**16. 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 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 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 Plans, to the end and intent 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 plans are not prejudicial to the interests of the option holders.

**RESOLVED FURTHER THAT** any of the Director 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 Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

**17. To approve adoption and implementation of Vivriti Employee Stock Option Plan 2022 and issuance of shares to to Vivriti ESOP Trust:**

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

**“RESOLVED THAT,** pursuant to the provisions of section 62(1)(b) and other applicable provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereof), consent of Members of the Company be and is hereby given to approve and adopt the **Vivriti Employee Stock Option Plan 2022**, as approved by the Board of Directors (“the Board”) in their meeting held on 10<sup>th</sup> August, 2022, and the Board or any committee as may be constituted/ to be constituted by the

Board be and is hereby authorized to create, offer, issue and grant from time to time up to 10,00,000 (Ten Lakhs Only) Employee Stock Options (“ESOPs”) to eligible employees (hereinafter referred to as “Employees”), exercisable into not more than 10,00,000 (Ten Lakhs Only) fully paid-up equity shares in the Company in aggregate of face value of INR 10 /- (Rupees Ten Only) each share and Premium of INR. 805/- (Rupees Eight Hundred and Five Only) each share, through Vivriti ESOP Trust.

**RESOLVED FURTHER THAT**, Managing Director of the Company be and is hereby authorised to grant ESOPs to employees of the Company, on such terms as he deems fit in his discretion, in accordance with the provisions of the Plan and is further empowered to undertake all such decisions and do all such acts, deeds, matters and things to give full effect to the Plan.

**RESOLVED FURTHER THAT**, any one of the Directors 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(s), including, without limitation, signing, executing and delivering for and on behalf of the Company, all of agreements and documents in connection with the Plan, trust deed and completing all other necessary formalities in connection, including registration of the trust deed therewith.”

**18. To approve the grant of option to identified employees during any one year, equal to or exceeding 1 percent of the issued capital of the Company at the time of grant of option:**

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

“**RESOLVED THAT** that pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013, read with rules made thereunder the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of Members of the Company be and is hereby accorded for the number of options that may be granted to any employee including any Director of the Company (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% (10 Percent Only) of the outstanding Equity Shares of the Company), in any financial year shall be lesser than 20% (Twenty Percent Only) and in aggregate under the Vivriti Employee Stock Option Plan 2022 shall be lesser than 20% (Twenty Percent Only) of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

**RESOLVED FURTHER THAT**, anyone of the Directors 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.”

**19. 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, approval be and is hereby accorded for granting of an unsecured interest free loan of INR 131,50,00,000/- (One Hundred and Thirty-One Crore and Fifty Lakhs Only) to Vivriti ESOP Trust, for the purpose of issuance as well as buy back of shares from the current/ former employees of the Company in line with the respective ESOP schemes of the Company, on the terms and conditions specified in the loan agreement placed on record.

**RESOLVED FURTHER THAT** any one of the Directors or any person(s) authorised by them 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 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**

**Mem No. A49121**

**Place: Chennai**

**Date: 16<sup>th</sup> September 2022**



## Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 with respect to Item Nos. 4 to 19 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 annual general meeting (AGM) 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 annual general meeting whereby it is permissible to convene the Annual General Meeting of the Company through Video Conferencing/ Other Audio Visual Means (OAVM).
3. Pursuant to the aforementioned MCA Circulars, since the AGM 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 AGM 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](mailto:amritha.paitenkar@vivriticapital.com) before the commencement of the meeting. The deemed venue for the AGM shall be the Registered Office of the Company.
4. The Company shall conduct the AGM 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 AGM through Zoom. An invite of the AGM 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 AGM 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](mailto:amritha.paitenkar@vivriticapital.com) from their email addresses registered with the Company.
7. On the date of the meeting i.e., on 22<sup>nd</sup> 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](mailto: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 AGM. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail ID, mentioning their full name, folio number/ DPID-Client ID, address and contact number, to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com), by 6:00 PM (IST) on or before 20<sup>th</sup> September, 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 AGM.

**Process for attending the Meeting:**

1. To attend the meeting through VC mode, a link will be forwarded to your registered e-mail ID, 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 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: 4**

**To approve and adopt the restated Articles of Association of the Company:**

The Members are requested to take note of the restated Articles of Association (“AOA”) proposed to be amended in line with Amended and Restated Shareholders’ Agreement (“SHA”) dated 27<sup>th</sup> April 2022 executed by and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Lightrock Growth Fund I S.A., SICAV-RAIF, Financial Investments SPC, LR India Holdings Ltd, TVS Shriram Growth Fund 3 and the Company, pursuant to Series C issuance and allotment. The Board adopted and recommended the amendments to the AOA vide their resolution dated 27<sup>th</sup> May 2022.

A copy of the **draft AOA** will 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 AGM.

None of the Directors (other than Mr. Gaurav Kumar & Mr. Vineet Sukumar to the extent of their rights specified in SHA) and Key Managerial Personnel of the Company, or their relatives, are interested, whether financial or otherwise, in this Special Resolution proposed at Item No. 4 of this Notice.

The Board of Directors recommend the resolution as set out at item no. 4 in the Notice for the approval of the Members of the Company.

**Item No: 5**

**To approve the appointment of Mr. Gopal Srinivasan (DIN 00177699) as Nominee Director (Non-Executive) on the Board of Directors of the Company:**

The Board of Directors at their meeting held on 27<sup>th</sup> May 2022, accorded approval for the appointment of Mr. Gopal Srinivasan (DIN 00177699) as Additional Director in capacity of being Non-Executive Nominee Director on the Board of Directors of the Company, on behalf of TVS Shriram Growth Fund 3, a shareholder of the Company and who is eligible to hold the office up to the date of this Annual General Meeting. Further, pursuant to section 152, 161 of the Companies Act, 2013, the Board and Nominations & Remuneration Committee have recommended the aforesaid appointment for the consideration of Members in the Annual General Meeting.

**PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:**

Name of the Director	Gopal Srinivasan
DIN	00177699
Date of first appointment on the Board of the Company	27 <sup>th</sup> May 2022
Age	64 Years
Qualification	MBA from the Graduate School of Business Administration, University of Michigan
Brief Profile/ Nature of Expertise	<p>Gopal Srinivasan is the Founder, Chairman and Managing Director of TCF and a third-generation member of the TVS Family. Over an entrepreneurial career spanning 30 years, he has incubated 8 companies operating in diverse sectors including technology, financial services &amp; auto components.</p> <p>A passionate entrepreneur and an avid angel investor, he is actively involved in the promotion of Entrepreneurship. He is the Founding member of "The Chennai Angels", one of the premier angels investing networks in India.</p> <p>Gopal takes a keen interest in public policy matters of the VC/PE Industry, being actively involved with the regulators for the financial markets by dint of his engagements with SEBI, the Indian Venture Capital Association (IVCA) &amp; Confederation of Indian Industry (CII); He was also the Member of the Venture Capital Investment Committee for SIDBI's Fund of Funds for Start-ups (FFS) programme in '18-'19.</p> <p>He is a Governing Council member of Reserve Bank Innovation Hub (RBIH), a centre for idea generation and development to provide the facilitating environment, encourage collaboration, and in the process promote innovation in the financial sector. Gopal is also a non-official member on the National Start-up Advisory Council (NSAC), formed by the Department for Promotion of Industry and Internal Trade (DPITT) to advise the Government of India on measures needed to build a strong eco-system for nurturing innovation and start-ups in the country to drive sustainable economic</p>

	<p>growth and generate large scale employment opportunities.</p> <p>He is also actively involved in knowledge initiatives through his involvement in academic institution. He is a member of University of Michigan's India Advisory Board.</p> <p>Gopal is also the Chairman of Chennai International Centre, a think-tank that brings together a cornucopia of thought leaders from the spheres of business, the economy, policymaking, science, art, culture and entrepreneurship.</p> <p>Gopal has been recently appointed as the Honorary Consul for the Kingdom of Netherlands in Tamil Nadu.</p> <p>Gopal is an MBA from the Graduate School of Business Administration, University of Michigan, Ann Arbor, USA.</p>
Terms and conditions of Appointment	As per the deed of covenants to be executed under Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 01, 2016.
Remuneration last drawn	Not Applicable
Remuneration proposed	Not Applicable - except sitting fee as may be applicable
Names of other companies in which the person also holds the directorship	<p>No. of Companies – 17 (including 7 Sec.8 companies)</p> <p><b><u>Managing Director</u></b></p> <p>1. TVS Capital Funds Private Limited, Chairman &amp; Managing Director</p> <p><b><u>Director – Public Limited Companies</u></b></p> <p><b><u>Listed Companies</u></b></p> <p>1 TVS Electronics Limited, Chairman 2 Wonderla Holidays Limited, Independent Director</p> <p><b><u>Unlisted Companies</u></b></p> <p>3 Lucas TVS Limited, Director</p>

	<p><b><u>Director – Private Limited Companies</u></b></p> <ol style="list-style-type: none"> <li>1. T.V. Sundram Iyengar &amp; Sons Private Limited, Director</li> <li>2. TVS Wealth Private Limited, Chairman</li> <li>3. NextWealth Entrepreneurs Private Limited, Director</li> <li>4. Sundaram Investment Private Limited, Director</li> <li>5. CredAvenue Private Limited, Director</li> <li>6. TVS Investments Private Limited</li> </ol> <p><b><u>Director – Section 8 Companies</u></b></p> <ol style="list-style-type: none"> <li>1. IIT Madras Research Park, Director</li> <li>2. IVC Association, Director</li> <li>3. Chennaiangels Network Association, Director</li> <li>4. Chennai City Connect Foundation, Director</li> <li>5. Chennai International Centre, Director</li> <li>6. Reserve Bank Innovation Hub, Director</li> <li>7. Diaspora Leaders Foundation, Director</li> </ol>
Names of companies in which the person also holds the Chairmanship/membership of Committees of the Board	<p>Wonderla Holidays Limited:</p> <ol style="list-style-type: none"> <li>1. Audit Committee – Member</li> <li>2. Nomination and Remuneration Committee – Chairman</li> <li>3. Stakeholders Relationship Committee – Member</li> </ol>
Shareholding in Vivriti Capital Private Limited	Not Applicable
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Not Applicable
Number of Meetings of the Board attended during the Financial Year – 2021-22	Not Applicable

None of the Directors (other than Mr. Gopal Srinivasan to the extent of his appointment) and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, in this Special Resolution proposed at Item No.5 of this Notice.

The Board of Directors recommend the resolution as set out at item no. 5 in the Notice for the approval of the Members of the Company.

**Item No: 6 and 7**

Pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compensation payable to executive directors who are promoters or Members of the promoter group, shall be subject to the approval of the Members by special resolution in general meeting, if the aggregate annual remuneration to such

directors exceeds 5 per cent of the net profits of the listed entity. In this regard, it is informed that the annual remuneration paid to Mr. Vineet Sukumar, Managing Director, and Mr. Gaurav Kumar, the then Managing Director (till 29<sup>th</sup> September 2021) exceeded the prescribed threshold. The details are given below:

<b>Particulars</b>	<b>Amounts (INR in lakhs)</b>
Net profit as per Section 198 of Companies Act, 2013 for 31 <sup>st</sup> March 2021	4079.44
5.00% of the Net profit	203.97
Total remuneration paid to Managing Directors during FY 2021-22	533.54
Excess remuneration paid	329.57

Based on the recommendation of Audit Committee and Nomination and Remuneration Committee, the Board of Directors in their meeting held on 27<sup>th</sup> May 2022, approved, and recommended the remuneration paid to the Managing Directors for Financial Year 2021-22, to the members for their consideration.

None of the Directors (other than Mr. Gaurav Kumar & Mr. Vineet Sukumar to the extent specified in this note w.r.t. to their remuneration) and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, in this Special Resolution proposed at Item No. 6 & 7 of this Notice.

The Board of Directors recommend the resolution as set out at item number 6 & 7 of the Notice for the approval of the Members of the Company.

#### **Item No:8**

#### **To consider and approve reclassification of authorized share capital and amendment of the Memorandum of Association of the Company:**

The authorized share capital of the Company as on date is 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 and Nine Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each, 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 Lakhs Fifty Thousand) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) each.

In order to accommodate proposed fresh issuance of equity shares to Vivriti ESOP Trust, it is proposed to reclassify authorized share capital of the Company relating to unsubscribed portion of Optionally Convertible Redeemable Preference shares. Post reclassification, the authorized share capital of the Company would be INR 116,63,70,630 (Indian Rupees One Hundred and Sixteen Crores Sixty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 2,60,00,000 (Two Crores and Sixty 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.



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

**Draft copy of altered Memorandum of Association** will 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 AGM.

The Board of Directors recommend the resolution as set out at item no. 8 in the Notice for the approval of the Members of the Company.

#### **Item No:9**

#### **To consider and approve material related party transactions with CredAvenue Private Limited:**

CredAvenue Private Limited (**'CAPL'**) is the subsidiary of the Company. Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Materiality of Related Party transaction(s) provide that a material Related Party Transaction will require prior approval of shareholders through an ordinary resolution.

The value of proposed aggregate transactions with CAPL is likely to exceed the materiality threshold limit during the Financial Year 2022-23. Accordingly, transaction(s) entered into with CAPL comes within the meaning of material Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said material Related Party Transaction(s) proposed to be entered into by your Company with CAPL in the Financial Year 2022-23. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the proposed transactions with CAPL are as follows:

#### **Disclosures as per Companies Act, 2013 and corresponding rules:**

<b>Sl No.</b>	<b>Particulars</b>	<b>Information</b>
1	Name of the Related Party	CredAvenue Private Limited
2	Name of the Director or KMP who is related	1. Vineet Sukumar 2. Gopal Srinivasan 3. Kartik Srivatsa 4. John Tyler Day 5. Gaurav Kumar
3	Nature of Relationship	Subsidiary company and has common directors
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Details of transactions entered into/proposed to be entered into are given below in table.

5	Any other information relevant or important for the members to take a decision on the proposed resolution	Not applicable
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**Table**

<b>Sl No.</b>	<b>Transaction</b>	<b>Limits/Rates to be approved (In Crores or In Percentage)</b>	<b>Justification as to why RPT is in the interest of the Company</b>
1	Rental payable by CAPL to VCPL	1.45	Since CAPL has been occupying Company's Mumbai space, rent is charged from them on monthly basis.
2	Sale of Fixed Assets	10	Acquisition of Fixed Assets by CAPL when the Company moved to another floor.
3	Reimbursement of operating expenses	5	Reimbursement for the expenses incurred by the Company on behalf of CAPL.
4	Primary subscription for issuance of debt instruments	1,500	CAPL subscribes to debt instruments issued by the Company in ordinary course of business. The Company leverages CAPL's wider investor reach to raise funds.
5	Cross charge of ESOP	10	Receivables against ESOPs allotted to employees of CAPL.
6	Trading of Securities between the Company and CAPL	1,000	CAPL trades in the securities issued by the Company in ordinary course of business as it is a subscriber to primary issuances. The Company leverages CAPL's wider investor reach to raise funds.
7	Investment (by VCPL) in the debt instruments issued by CAPL	100	The Company invests in debt instruments which are made available through CAPL's platform for its investments in ordinary course of business.
8	Platform Fee for Pools	0.10% - 1%	Since CAPL has a larger reach of investors, the fund raising activity will be closed in a significantly less time and at cost effectively.
9	Holding Charges - MLD Warehousing	7%-13%	We are making investments on behalf of CAPL where CAPL is the arranger in most of the cases. As a group, it increases

			confidence in investors and as well as issuers. Further we are charging 11% IRR which is significantly higher than the return received on idle funds.
10	Transaction fee for the assistance in raising debt including distribution fee	0.5% - 4%	The Company has raised funds from market through issue of Market Linked Debentures, where CAPL is the arranger. Since CAPL has a larger reach to investors, the fund-raising activity will be closed in a significantly less time and cost effective manner.
11	Platform fee – Supply chain financing	0.10% - 1% on daily average AUM;	The Company has been using the CAPL platform for disbursements. Since CredAvenue has various partners onboarded on the platform, it will be easier for us to onboard new partners and thereby increasing our client base as well higher disbursements.
12	Platform fee – Co-lending – Equal or less than 6 months	Co-lending – 0.10% - 0.40% on disbursements	The Company has been using the CAPL platform for disbursements. Since CAPL has various partners onboarded on the platform, it will be easier for us to onboard new partners and thereby increasing our client base as well higher disbursements.
13	Payment of Platform fee – Institutional Loans	In the case of loans which are given for the second time or further, CAPL will charge an amount of 0.10% - 1% of the disbursements made to such parties and these will be considered as origination costs for the purpose of these loans.	The Company has been using the CAPL platform for disbursing loans to borrowers through partners. Since CAPL has various partners onboarded on the platform, it will be easier for us to onboard new partners and thereby increasing our client base as well higher disbursements.
14	Platform fee for Bonds and Loan	Ranging from 5 to 350 bps.	The Company has been using the CAPL platform for disbursing loans to borrowers through partners. Since CAPL

			has various partners onboarded on the platform, it will be easier for us to onboard new partners and thereby increasing our client base as well higher disbursements.												
15	Platform fee – Co-lending – More than 6 months	<table border="1"> <thead> <tr> <th>Disbursements</th> <th>Fee (in %)/ Amount/ ceiling limit</th> </tr> </thead> <tbody> <tr> <td>Up to 375 cr</td> <td>0.50</td> </tr> <tr> <td>375 – 500 cr</td> <td>0.45</td> </tr> <tr> <td>500 – 750 cr</td> <td>0.35</td> </tr> <tr> <td>750 – 1000 cr</td> <td>0.25</td> </tr> <tr> <td>1000 – 1250 cr</td> <td>0.20</td> </tr> </tbody> </table>	Disbursements	Fee (in %)/ Amount/ ceiling limit	Up to 375 cr	0.50	375 – 500 cr	0.45	500 – 750 cr	0.35	750 – 1000 cr	0.25	1000 – 1250 cr	0.20	The Company has been using the CAPL platform for disbursements. Since CAPL has various partners onboarded on the platform, it will be easier for us to onboard new partners and thereby increasing our client base as well higher disbursements.
Disbursements	Fee (in %)/ Amount/ ceiling limit														
Up to 375 cr	0.50														
375 – 500 cr	0.45														
500 – 750 cr	0.35														
750 – 1000 cr	0.25														
1000 – 1250 cr	0.20														
16	Sub leasing of office premises at Chennai	As per sub lease agreement executed	Since the Company has moved to another location, it was decided that office premises which were previously occupied by the Company at address 2 <sup>nd</sup> Floor, Prestige Polygon, No. 471, Anna Salai, Nandanam, Chennai, 600035, will be sub leased to CAPL as per terms and conditions as mentioned in the sub lease agreement.												
17	Advisory Fees	10	<p>VCPL along with CAPL will be involved in the structuring of transactions. The lead in the entire process will be taken up by the entity where commercially at those points in time, the billing will be identified.</p> <p>This will be made on a reimbursement model (based on the agreed commercials between the parties) and based on the modalities of billing agreed between parties</p>												

**Disclosures as per Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Particulars</b>	<b>Details</b>
A summary of the information provided by the management of the listed entity to the audit committee	Relevant information including transactions proposed to be entered into pertaining to material RPTs along with amounts/limits as placed before the Audit Committee, has been enclosed to the notice.
Justification for why the proposed transaction is in the interest of the listed entity	Given in table above
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the specified details (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/ NBFCs.)	Not applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
Any other information that may be relevant	Not applicable

The terms and conditions of the proposed related party transactions in line with the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 has been enclosed as Annexure I.

The above mentioned related party transactions are in the ordinary course of business and on arm's length basis.

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 as provided above.

The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolution set out at Item No. 9.

The Board of Directors recommends passing of the resolution as set out at item no. 9 of this Notice as an Ordinary Resolution.

**Item No:10**

**To approve material related party transactions with Vivriti Asset Management Private Limited:**

Vivriti Asset Management Private Limited (**'VAM'**) is the subsidiary of the Company. Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder, Regulation 23(4) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Materiality of Related Party Transaction(s) provide that a material Related Party Transaction will require prior approval of shareholders through an ordinary resolution.

The value of proposed aggregate transactions with VAM is likely to exceed the materiality threshold limit during the Financial Year 2022-23. Accordingly, transaction(s) entered into with VAM comes within the meaning of material Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said material Related Party Transaction(s) proposed to be entered into by your Company with VAM in the Financial Year 2022-23. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the proposed transactions with VAM are as follows:

**Disclosures as per Companies Act, 2013 and corresponding rules:**

SI No.	Particulars	Information
1	Name of the Related Party	Vivriti Asset Management Private Limited
2	Name of the Director or KMP who is related	1. Vineet Sukumar 2. Namrata Kaul 3. Kenneth Dan Vander Weele 4. Kartik Srivatsa 5. John Tyler Day 6. Gaurav Kumar
3	Nature of Relationship	Subsidiary company and has common directors
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Details of transactions entered into/ proposed to be entered into are given below in table.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Not Applicable

**Table**

SI No.	Transaction	Amounts (In Crores)	Justification as to why RPT is in the interest of the Company
1	Transfer of Investment in Units of AIF between VCPL and VAM	500	A one-off transaction involving sale of units at applicable NAV as on date of transfer (i.e., on an arm's length basis) based on instructions of SEBI vide their letter dated June 03, 2022.

2	Loan to VAM	100	Loan facility provided to VAM on such terms and conditions as may be mutually decided. The said facility will be used by VAM for business purposes as well as for meeting operating expenses.
3	Cross charge of ESOP	5	Receivables against ESOPs allotted to VAM employees
4	Rental Income - Sublease	1	Reimbursement for the expenses
5	Reimbursement of expenses to VAM	10	Reimbursement for the expenses
6	Sale of units to VAM held by the Company in Vivriti Alpha Debt Fund and Vivriti Alpha Debt Fund – Enhanced, being managed by VAM.	14.5	<p>Following Junior class of units (Class B Units) held by the Company In following funds being managed by VAM at applicable NAV as on date of Transfer:</p> <p>1. 12,741.66 units divided into:</p> <ol style="list-style-type: none"> <li>1. 3,930.83 units of Vivriti Alpha Debt Fund (Series S1) at an NAV of 10,308.50 per unit (estimated); and</li> <li>2. 8,810.83 units of Vivriti Alpha Debt Fund (Series S2) at an NAV of 10,097.04 per unit (estimated),</li> </ol> <p>aggregating to INR 12,94,84,312 (equivalent to 6.31% investment in the total corpus of the fund) and</p> <ol style="list-style-type: none"> <li>1. 1,472.97 units of Vivriti Alpha Debt Fund – Enhanced at an NAV 10,501.84 per unit (estimated), amounting to INR 1,54,68,922 (equivalent to 2.17% investment in the total corpus of the fund)</li> </ol> <p>as a related party transaction, to be carried out on an arm’s length basis and ordinary course of business, in accordance with the provisions of Section 188 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”).</p>

7	Assignment of undrawn commitment in Vivriti Alpha Debt Fund and Vivriti Alpha Debt Fund - Enhanced to VAM	17.10	<p>To cut down linkages between Company and the funds operated by VAM:</p> <p>Assign the present undrawn capital commitment obligation, and any future capital commitment, if any, to 'VAM':</p> <ol style="list-style-type: none"> <li>1. Capital commitment amounting to INR 4,83,05,555.55 in Vivriti Alpha Debt Fund (Class B1 units); and</li> <li>2. Capital commitment amounting to INR 12,27,70,270 in Vivriti Alpha Debt Fund – Enhanced (Class B1 units).</li> </ol>
8	Sub Letting of office space to VAM (First Floor – Prestige Zackaria)	0.576	<p>Sub Lease of First Floor to VAM for rental purpose basis the following</p> <ul style="list-style-type: none"> <li>• Monthly Rental : INR 720,000</li> <li>• Period of sub lease : Aug 2022 – March 2023</li> </ul> <p>The split shall be based on the occupancy status / sitting capacity and charges for the usage of premises as per terms agreed between authorized persons of parties.</p>

**Disclosures as per Regulation 24 of Securities and Exchange Board of India (“Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Particulars	Details
A summary of the information provided by the management of the listed entity to the audit committee	Relevant information including transactions proposed to be entered into pertaining to material RPTs along with amounts/limits as placed before the Audit Committee, has been enclosed to the notice.
Justification for why the proposed transaction is in the interest of the listed entity	Given in above table.
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity	Not applicable



or its subsidiary, the specified details (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/ NBFCs.)	
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
Any other information that may be relevant	Not applicable

The terms and conditions of the proposed related party transactions in line with the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 has been enclosed as Annexure I.

The above mentioned related party transactions are in the ordinary course of business and on arm's length basis.

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 as provided above.

The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolution set out at Item No. 10.

The Board of Directors recommends passing of the resolution as set out at item no. 10 of this Notice as an Ordinary Resolution.

#### **Item No: 11**

#### **To consider and approve material related party transactions with CredAvenue Securities Private Limited:**

CredAvenue Securities Private Limited (**'CSPL'**) is the step-down subsidiary of the Company. Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Materiality of Related Party Transaction(s) provide that a material Related Party Transaction will require prior approval of shareholders through an ordinary resolution.

The value of proposed aggregate transactions with CSPL is likely to exceed the materiality threshold limit during the Financial Year 2022-23. Accordingly, transaction(s) entered into with CSPL comes within the meaning of material Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said material Related Party Transaction(s) proposed to be entered into by your Company with CSPL in the Financial Year 2022-

23. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the proposed transactions with CSPL are as follows:

**Disclosures as per Companies Act, 2013 and corresponding rules:**

SI No.	Particulars	Information
1	Name of the Related Party	CredAvenue Securities Private Limited
2	Name of the Director or KMP who is related	1. Vineet Sukumar 2. Gaurav Kumar
3	Nature of Relationship	Step down subsidiary company and has common directors
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Details of transactions entered into/ proposed to be entered into are given below in table.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Not applicable

**Table**

SI No.	Transaction	Limits/Rates to be approved (In Crores or In Percentage)	Justification as to why RPT is in the interest of the Company
1	Transaction fee for assistance in raising debt including distribution fee	100	The Company has raised funds from market through issue of Market Linked Debentures, where CSPL, through CAPL portal, is the arranger. Since CSPL has a larger reach of investors, the fund raising activity will be closed in a significantly less time and at cost effectively.
2	Primary subscription for issuance of debt instruments	1500	CSPL subscribes to debt instruments issued by the Company in ordinary course of business. The Company leverages CSPL's wider investor reach to raise funds.
3	Holding Charges - MLD Warehousing	7%-13%	We are making investments on behalf of CSPL where CSPL, through CAPL Portal, is the arranger in most of the cases. As a group, it increases confidence in investors and as well as issuers. Further we are charging 11% IRR which is significantly higher than the return received on idle funds.

4	Trading of Securities between the Company and CSPL	1000	CSPL trades in the securities issued by the Company in ordinary course of business as it is a subscriber to primary issuances. The Company leverages CSPL's wider investor reach to raise funds.
5	Advisory Fee	10	<p>VCPL along with CSPL will be involved in the structuring of transactions. The lead in the entire process will be taken up by the entity where commercially at those points in time, the billing will be identified.</p> <p>This will be made on a reimbursement model (based on the agreed commercials between the parties) and based on the modalities of billing agreed between parties.</p>

**Disclosures as per Regulation 24 of Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Particulars	Details
A summary of the information provided by the management of the listed entity to the audit committee	Relevant information including transactions proposed to be entered into pertaining to material RPTs along with amounts/limits as placed before the Audit Committee, has been enclosed to the notice.
Justification for why the proposed transaction is in the interest of the listed entity	Given in above table.
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the specified details (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/ NBFCs.)	Not applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
Any other information that may be relevant	Not applicable

The terms and conditions of the proposed related party transactions in line with the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 has been enclosed as Annexure I.

The above mentioned related party transactions are in the ordinary course of business and on arm's length basis.

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 as provided above.

The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolution set out at Item No. 11.

The Board of Directors recommends passing of the resolution as set out at item no. 11 of this Notice as an Ordinary Resolution.

#### **Item No:12**

#### **To approve all material related party transactions entered into by the Company for FY 2021-22:**

Member's approval is sought for all related party transactions entered into by the Company for FY 2021-22 as given in detail in the audited standalone financial statements. The same has been enclosed as Annexure II for easy reference of the Members.

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 as provided in Annexure II.

The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolution set out at Item No. 12.

The Board of Directors recommends passing of the resolution as set out at item no. 12 of this Notice as an Ordinary Resolution.

#### **Item No:13 to 16**

#### **To approve modifications to the Vivriti Employee Stock Option Plan 2018, Vivriti Employee Stock Option Plan 2019, Vivriti Employee Stock Option Plan 2019 – II, and Vivriti Employee Stock Option Plan 2020:**

The Board of Directors of the Company approved the modified ESOP Plans in their meeting held on August 10, 2022. The Members are requested to take note of drafts of the modified ESOP Plan which will 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 AGM.

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

S. No	ESOP Plans	Current	Proposed
1	<ol style="list-style-type: none"> <li>1. Vivriti Employee Stock Option Plan 2018,</li> <li>2. Vivriti Employee Stock Option Plan 2019 and</li> <li>3. Vivriti Employee Stock Option Plan 2019 - II</li> </ol>	<p><b><u>Stock Options Exercised – In the case of Termination / Discharge:</u></b></p> <p>Will be bought back at fair value on conversion of the Stock Options to shares</p>	<p><b><u>Stock Options Exercised – In the case of Termination / Discharge:</u></b></p> <p>The Employee shall mandatorily tender their Shares to the Trust, for a consideration equal to the Fair Market Value at that time</p>
2	<ol style="list-style-type: none"> <li>1. Vivriti Employee Stock Option Plan 2018,</li> <li>2. Vivriti Employee Stock Option Plan 2019 and</li> <li>3. Vivriti Employee Stock Option Plan 2019 - II</li> </ol>	<p><b><u>Stock Options Exercised – In the case of Resignation:</u></b></p> <p>Will be bought back at fair value on conversion of the Stock Options to shares</p>	<p><b><u>Stock Options Exercised – In the case of Resignation:</u></b></p> <ol style="list-style-type: none"> <li>1. If the Employee seeks to Exercise the Stock Options and retain ownership, the Employee shall mandatorily tender their Shares for buyback by the company at subsequent Liquidity Event at the option of the Company, for a consideration equal to the Fair Market Value at that time.</li> <li>2. If the Employee seeks to Exercise the Stock Options and sell their Shares to the Trust, these Shares will be bought back at Fair Market Value (as applicable on the most recent financial half year end prior to the date of resignation and declared by the Company).</li> </ol>
		<p><b><u>Resignation</u></b></p> <p>If the Employee seeks to Exercise the Stock Options and retain ownership, the Employee shall mandatorily tender their Shares</p>	<p><b><u>Resignation</u></b></p> <p>If the Employee seeks to Exercise the Stock Options and retain ownership, the Employee may tender their Shares for buyback by the company at subsequent</p>

<p>3</p>	<p>Vivriti Employee Stock Option Plan, 2020</p>	<p>for buyback by the company at subsequent Liquidity Event at the option of the Company, for a consideration equal to the Fair Market Value at that time.</p> <p><b><u>Permanent Disability</u></b></p> <p>If the Employee seeks to Exercise the Stock Options and retain ownership, the Employee shall mandatorily tender their Shares for buyback by the company at subsequent Liquidity Event at the option of the Company, for a consideration equal to the Fair Market Value at that time.</p> <p><b><u>Termination</u></b></p> <p>In case of the Stock Options that have been Exercised, the individual shall mandatorily tender their Shares to the Trust or the Company at the sole discretion of the Company, either immediately or at a subsequent Liquidity Event, for a consideration equal to the Exercise Price.</p> <p><b><u>Other than Cause</u></b></p> <p>In case of the Stock Options that have been Exercised, the individual shall mandatorily tender their Shares to the Trust or the Company at the sole discretion of the Company, either immediately at Fair Market Value (as applicable on the most recent financial half</p>	<p>Liquidity Event at the option of the Company, for a consideration equal to the Fair Market Value at that time.</p> <p><b><u>Permanent Disability</u></b></p> <p>If the Employee seeks to Exercise the Stock Options and retain ownership, the Employee may tender their Shares for buyback by the company at subsequent Liquidity Event at the option of the Company, for a consideration equal to the Fair Market Value at that time.</p> <p><b><u>Termination</u></b></p> <p>In case of the Stock Options that have been Exercised, the individual shall mandatorily tender their Shares to the Trust at the sole discretion of the Company, either immediately or at a subsequent Liquidity Event, for a consideration equal to the Exercise Price.</p> <p><b><u>Other than Cause</u></b></p> <p>In case of the Stock Options that have been Exercised, the individual may tender their Shares to the Trust at the sole discretion of the Company, either immediately at Fair Market Value (as applicable on the most recent financial half year end prior to the Last Working Day and declared by the Company), or at a subsequent Liquidity Event.</p>
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		year end prior to the Last Working Day and declared by the Company), or at a subsequent Liquidity Event.	
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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. 13 to 16 of this Notice as Special Resolutions.

**Item No:17 to 19**

**In respect of items related to Vivriti Employee Stock Option Plan 2022:**

Background - The Company has decided to implement **Vivriti Employee Stock Option Plan 2022 ('the Plan')** to identified employees of the Company through Vivriti ESOP Trust ("Trust") route with a view to efficiently manage the Plan.

The Plan has been approved by Nomination and Remuneration Committee and subsequently by the Board of Directors of the Company in their meetings held on 10<sup>th</sup> August 2022 and the approvals granted thereunder are subject to the approval of Members by way of special resolution, as required under the provisions of section 62 read with Rule 12 and 16 of the Companies (Share Capital and Debentures) Rules, 2014.

Pursuant to the Plan, approval of the Members of the Company is also sought for granting of options to the identified employees of the Company.

1. The main features of the Plan are as under:

- a. Your Company wishes to bring about employee participation in the growth and prospects of the Company. The Company has therefore decided to introduce an Employee Stock Option Plan (ESOP) that would encourage a long term and committed involvement of the employees in the ownership and future of the company.
- b. The objectives of the Plan are to create a sense of ownership within the organization, co-create and co-share the wealth creation opportunity, encourage employees to align individual performance with the company's objectives and to institutionalize a long term incentive plan. The ESOP is also intended to reward the employees for their contribution

to the successful business performance of Vivriti and to provide an incentive to continue contributing to the success of the company. It is envisaged that the ESOP will enable the Company to attract and retain the best available talent by making them partners in business and its growth.

2. Total number of options to be granted:

Such number of options would be available for grant to the eligible employees of the Company under VIVRITI ESOP 2022, in one or more tranches exercisable into not exceeding more than to 10,00,000 (Ten Lakhs Only) equity Shares in the Company of face value of INR 815/- each fully paid-up.

Unallocated stock options from the Plan can be transferred to future Employee Stock Option Plans, if any. All vested and unvested stock options cancelled due to surrender / termination / exit by / of any optionee will be added back to the common option pool in the Trust. These options shall be available for next grants of Employee Stock Options if any, under this ESOP or any succeeding Employee Stock Option Plans.

If an option expires or becomes un-exercisable without having been exercised in full, the said unexercised options shall become available for future grant or sale under this ESOP or future Employee Stock Option Plans.

In the event of Company being taken over or amalgamated or merged with another Company, the 'Administrator' of the scheme (ESOP Committee constituted by the Board of Directors) at its sole discretion and in conjunction with the acquiring company may decide to issue fresh stock options that carry the option of conversion into shares of the merged company on such terms and conditions as may be decided by the Administrator. However, the same shall be at the discretion of the Administrator, which may alternatively decide for lapse of the stock options that shall be compensated by the Company.

In the event of the proposed liquidation or dissolution of the Company, the Administrator will notify each optionee as soon as practicable prior to the effective date of such liquidation. To the extent it has not been previously exercised, all the stock options shall lapse upon such liquidation or dissolution.

In any event such as consolidation, sub-division, or conversion of shares into stock or capitalization by a bonus issue, combination, repurchase or exchange of shares or any other corporate action that affects the shareholding structure, the Administrator, in order to prevent diminution of benefits or potential benefits intended to be made available under the plan, shall adjust the number of Shares that may be delivered under the ESOP.

3. The class/classes of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares:



The Plan will be implemented and money will be provided for purchase and subscription of shares for the benefit of employees within the meaning of the Plan. The class/ classes of employees who are eligible are as under:

- a. A full time, exclusive, permanent employee of the Company and who has participated in this ESOP and shall include a Director who is a Whole-time Director.

Any Employee who is a Promoter (or belongs to the Promoter Group), or a Director who directly or indirectly holds more than 10% of outstanding equity shares of the Company, or an Independent Director, will not be covered under this ESOP.

The Term 'Promoter' and 'Promoter Group' shall have the same meaning as defined under the Companies Act.

4. Requirements of vesting and period of vesting: In general, the period of vesting shall be any of the below. The details of the vesting schedule shall be a part of the grant letter.

Months from the grant date*	12 months	24 months	36 months	48 months
Proportion of stock options that will vest	25%	25%	25%	25%

\* For ease of administration, the vesting dates will be the last day of a quarter.

In case of a fractional number of stock options vesting on any particular date, it will be rounded to the nearest whole number, in such a way that the total number of stock options vesting over the entire period for an optionee will be equal to the total number of stock options that have been granted to that optionee.

If the optionee wishes to exercise in parts, the optionee will be required to exercise a minimum of 25% of the vested stocks, for ease of administration, unless specifically waived by the Administrator.

5. Exercise price: The price for exercising the vested Stock Option granted to him/her in pursuance of the ESOP Scheme and shall be INR 815/- (Rupees Eight Hundred and Fifteen Only).
6. Exercise period and the process of Exercise: All optionees shall have an aggregate exercise period of Five [5] years from the date of vesting within which each optionee may, exercise all or part of the stock options. The optionee can choose to exercise (in compliance with Applicable Law) all or part of the stock options during the exercise period. On the expiry of Five [5] years from the date of vesting, any stock options which have not been exercised will lapse and cease to be valid for any purpose. However, the Administrator shall have the power to extend the period of Exercise before the expiry of the Exercise Period.

The optionee can exercise the choice to convert his/her vested stock options into shares either in full or in stages by addressing a communication to the Administrator as per the form and procedures prescribed. In such communication, the optionee has to mention the number of stock options that s/he is willing to exercise.

The stock options shall be deemed to be exercised when the Company receives written or electronic notice of the exercise from the optionee and subject to the terms and conditions of this ESOP, Grant letter, payment of Exercise Price and withholding of the appropriate taxes. For ease of administration, the Administrator shall decide on the convenient date for the allotment of Shares.

7. Lock in Period, if any: The shares acquired through the ESOP shall not be subject to any lock-in period.
8. Appraisal process for determining the eligibility of employees under the Plan: The appraisal shall be based on general eligibility criteria set by the Company and any additional options to the employees that may be granted based on performance.
9. Maximum number of options to be issued per employee and in aggregate: The aggregate number of options that may be granted to any specific employee of the Company under the Plan, in any financial year shall not exceed 20% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.
10. Maximum Quantum of benefits to be provided per employee under the Plan: The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Fair Value Price of the shares as on the date of sale of shares arising out of exercise of options.
11. Particulars of benefits to be accrued:
  - a. On allotment of shares pursuant to the Plan, regular benefits such as dividend, rights and bonus shares, if any;
  - b. In any event such as consolidation, sub-division, or conversion of shares into stock or capitalization by a bonus issue, combination, repurchase or exchange of shares or any other corporate action that affects the shareholding structure, the Administrator, in order to prevent diminution of benefits or potential benefits intended to be made available under the plan, shall adjust the number of shares that may be delivered under the ESOP.
  - c. In the event of Company being taken over or amalgamated or merged with another Company, the Administrator at its sole discretion and in conjunction with the acquiring company may decide to issue fresh stock options that carry the option of conversion into shares of the merged company on such terms and conditions as may be decided by the Administrator. However, the same shall be at the discretion of the Administrator,

which may alternatively decide for lapse of the stock options that shall be compensated by the Company.

- d. The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

The Equity Shares held by the employees in the Company after the exercise of the options, shall not carry any voting rights and the employee shall not entitled to vote on any matter taken up at any annual general meetings or extraordinary general meetings of the Company.

12. Conditions under which vested options shall lapse and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

<b>Circumstance of Separation</b>	<b>Stock Options Granted but not Vested</b>	<b>Stock Options Vested but not Exercised</b>	<b>Stock Options Exercised</b>
Termination for cause. (Dismissal)	Will expire and cannot be exercised	Will expire and cannot be exercised	Employees to transfer their Shares to the ESOP Trust upon issuance of termination notice
Discharge			
Resignation	Will lapse	<p>Within 30 days of date of resignation:</p> <ol style="list-style-type: none"> <li>1. Employee to inform Administrator in writing if he/she wishes to exercise stock options that have vested and retain ownership of the shares.</li> <li>2. Employee to inform administrator in writing if he/she wishes not to exercise the stock options, as part of the full and final settlement process.</li> </ol>	Employee has the option to transfer shares back as part of full and final settlement process or to retain the stock options exercised which can be tendered for buy back at subsequent liquidity event

		<p>Stock options that have vested will lapse if above communication is not sent to the Administrator in writing within 30 days from date of resignation.</p> <p>If the employee seeks to exercise the stock options and retain ownership, the employee may tender their Shares for buyback by the Company at subsequent Liquidity event, for a consideration at around the Fair Market Value at that time.</p>	
<p>Permanent Disability (decision of the NRC to be taken as regards "permanent disability" of the Employee)</p>	<p>Will lapse</p>	<p>Within 60 days of date of resignation due to permanent disability, employee must inform the Administrator in writing if he or she wishes to :</p> <ol style="list-style-type: none"> <li>1. Exercise stock options that have vested and retain ownership of shares.</li> <li>2. Exercise stock options that have vested and sell the same back to trust.</li> <li>3. Not exercise stock options and settle the value of the same in cash with the trust, as part of full and final settlement process.</li> </ol>	<p>Employee has the option to transfer shares back as part of full and final settlement process or to retain the stock options exercised which can be tendered for buy back at subsequent liquidity event</p>

13. Method of Valuation: To calculate the employee compensation cost, the Company shall use the Fair Market Value method for valuation of the options granted.
14. Route of Scheme implementation: The Scheme shall be implemented and administered through Trust.
15. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

a. Name of the Trust: Vivriti ESOP Trust

b. Trustees

- i. Name : Mr. Hemang Lalit Mehta  
Address : D2- 228, Karmakshetra, SS Nagar, Sion, Mumbai 400037  
Occupation : Whole-time employee of Vivriti  
Nationality : Indian  
Conflict of interest : None
- ii. Name : Ms. Sowjanya V  
Address : #1081, Lalithadhri Road, Kuvempu Nagar, Mysore,  
Jt Extension, Karnataka, 570023  
Occupation : Whole-time employee of Vivriti  
Nationality : Indian  
Conflict of interest : None

16. The particulars of the Trustee or employees in whose favour such shares are to be registered:

It is contemplated that one or more of the designated Trustees shall acquire and hold the Shares in due compliance of the relevant applicable provisions. The Trustees shall transfer the Shares in favour of the employees on exercise of the Employee Stock Options after realization of exercise price and applicable income tax.

17. Source of shares: The Plan contemplates new issue of shares to the Trust and subsequently from Trust to the employees as when they exercise the option.
18. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc:

The Company is providing Interest free loan of INR 131,50,00,000/- (Rupees One Hundred and Thirty-One Crores Fifty Lakhs Only). This amount will be utilized by the Trust for purpose implementing the VIVRITI ESOP 2022 Plan.

Repayment Terms: To be repaid as and when employees exercise their options.

19. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

This is not relevant under the present scheme.

20. Particulars of the Trustees appointed:

The Trustee(s) would be appointed by the Board and / or the Committee duly authorized by the shareholders thereof and in compliance with the applicable provisions of the Companies Act, 2013.

A person shall not be appointed as a trustee to hold such shares, if he

- (a) is a director, key managerial personnel or promoter of the company or its subsidiary or associate company or any relative of such director, key managerial personnel or promoter; or
- (b) Beneficially holds 10% (Ten percent) or more of the paid-up share capital of the Company.

21. Accounting and Disclosure Policies: The Company shall follow the applicable Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

22. The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions and/ the Plan only to the extent of any stock options that may be granted to them and the resultant equity shares issued, as applicable.

23. A copy of the Vivriti ESOP Plan 2022 shall 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 AGM.

24. The Board of Directors recommends passing of the resolutions as set out at item nos. 17 to 19 of this Notice as Special Resolutions.

<b>Proposed Related Party Transactions for Shareholders Approval - Vivriti Capital Private Limited and CredAvenue Private Limited (CAPL) - Annexure 1</b>				
<b>Particulars</b>	<b>Transactions and details</b>			
Type of the proposed transaction	Rent payable by CAPL to VCPL	Reimbursement of operating expenses	Primary subscription for issuance of debt instruments	Cross Charge of ESOP
Material terms and particulars of the proposed transaction	Billed at actuals	At cost	As per transaction on a case to case basis	Basis of the FV of grants
Name of the related party and its relationship with the listed entity or its subsidiary	Credavenue Private Limited/ Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013
Nature of its concern or interest (financial or otherwise)	Financial	Financial	Financial	Financial
Tenure of the proposed transaction (particular tenure shall be specified)	Monthly till the term as per agreement/deed	Monthly	Based on the occurrence of transactions	Based on the occurrence of transactions
Value of the proposed transaction	14500000 (1.45 Cr)	50000000 (5 Cr)	15000000000 (1500 Cr)	100000000 (10 Cr)
Percentage of the listed entity's annual consolidated turnover for the immediately preceding FY, represented by the value of the transaction	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.			
RPT involving subsidiary, percentage calculated on the basis of subsidiary's annual turnover on a standalone basis				
Justification as to why RPT is in the interest of the Company	Since CAPL has been occupying our Mumbai space, rent is charged from them on monthly basis.	Reimbursement for the expenses incurred by the Company on behalf of CAPL	CAPL subscribes to debt instruments issued by the Company in ordinary course of business. The Company leverages CAPL's wider investor reach to raise funds.	Receivables against ESOPs allotted to CAPL employees
A copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA	NA
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Company or its Subsidiary - If Yes, additional details of the transactions as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021	NA	NA	NA	NA
Any other information that may be relevant	NA	NA	NA	NA

Proposed Related Party Transactions for Shareholders Approval - Vivriti Capital Private Limited and CredAvenue Private Limited (CAPL) - Annexure 1				
Particulars	Transactions and details			
Type of the proposed transaction	Trading of Securities between the Company and CAPL	Investment (by VCPL) in the debt instruments issued by CAPL	Platform Fee for Pools	Sale of fixed assets
Material terms and particulars of the proposed transaction	Terms and conditions including pricing shall be based on the prevailing market standards, which shall be same for all investors, without any change of terms and conditions between related parties, to keep it at arms length.	Terms and conditions including pricing shall be based on the prevailing market standards, which shall be same for all investors, without any change of terms and conditions between related parties, to keep it at arms length.	0.10% -1%	Leasehold improvements, Office equipments will be sold to Credavenue at Income Tax WDV +/- 10%
Name of the related party and its relationship with the listed entity or its subsidiary	Credavenue Private Limited / Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013
Nature of its concern or interest (financial or otherwise)	Financial	Financial	Financial	Financial
Tenure of the proposed transaction (particular tenure shall be specified)	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions
Value of the proposed transaction	10000000000 (1000 crore)	1000000000(100 crore)	Based on above percentage and number of transactions	100000000 (10 crores)
Percentage of the listed entity's annual consolidated turnover for the immediately preceeding FY, represented by the value of the transaction	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.			
RPT involving subsidiary, percentage calculated on the basis of subsidiary's annual turnover on a standalone basis				
Justification as to why RPT is in the interest of the Compaby	CAPL trades in the securities issued by the Company in ordinary course of business as it is a subscriber to primary issuances. The Company leverages CAPL's wider investor reach to raise funds.	The Company invests in debt instruments which are made available through CAPL's platform for its investments in ordinary course of business.	Since CAPL has a larger reach of investors, the fund raising activity will be closed in a significantly less time and at cost effectively.	Acquisition of fixed assets by CAPL when the Company moved to another floor.
A copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA	NA
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Company or its Subsidiary - If Yes, additional details of the transactions as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021	Not Applicable	Investments are made in the securities issued by CAPL from time to time. Interest rate, repayment schedule, security and other covenants and terms & conditions will be based on agreements executed from time to time for such transactions which shall be at arms length price and common for all investors/parties.	Not Applicable	Not Applicable
Any other information that may be relevant	NA	NA	NA	NA



Proposed Related Party Transactions for Shareholders Approval - Vivriti Capital Private Limited and CredAvenue Private Limited (CAPL) - Annexure 1				
Particulars	Transactions and details			
Type of the proposed transaction	Holding Charges - MLD Warehousing	Transaction fee for the assistance in raising debt including distribution fee	Platform fee – Supply chain financing	Platform fee - Co-lending - Equal or less than 6 months
Material terms and particulars of the proposed transaction	7% -13%	0.5% - 4%	0% - 1% on daily average A	Co-lending – 0.10% - 0.40% on disbursements
Name of the related party and its relationship with the listed entity or its subsidiary	Credavenue Private Limited / Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013	Credavenue Private Limited / Subsidiary as per Companies Act, 2013
Nature of its concern or interest (financial or otherwise)	Financial	Financial	Financial	Financial
Tenure of the proposed transaction (particular tenure shall be specified)	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions
Value of the proposed transaction	Based on above percentage and number of transactions	Based on above percentage and number of transactions	Based on above percentage and number of transactions	Based on above percentage and number of transactions
Percentage of the listed entity's annual consolidated turnover for the immediately preceding FY, represented by the value of the transaction	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.			
RPT involving subsidiary, percentage calculated on the basis of subsidiary's annual turnover on a standalone basis				
Justification as to why RPT is in the interest of the Company	We are making investments on behalf of CAPL where CAPL is the arranger in most of the cases. As a group, it increases confidence in investors and as well as issuers. Further we are charging 11% IRR which is significantly higher than the return received on idle funds.	The Company has raised funds from market through issue of Market Linked Debentures, where Credavenue is the arranger. Since Credavenue has a larger reach of investors, the fund raising activity will be closed in a significantly less time and at cost effectively.	The Company has been using the CAPL platform for disbursements. Since CAPL has various partners onboarded on the platform, it will be easier for us to onboard new partners and thereby increasing our client base as well higher disbursements.	The Company has been using the CAPL platform for disbursements. Since CAPL has various partners onboarded on the platform, it will be easier for us to onboard new partners and thereby increasing our client base as well higher disbursements.
A copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA	NA
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Company or its Subsidiary - If Yes, additional details of the transactions as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021	NA	NA	NA	NA
Any other information that may be relevant	NA	NA	NA	NA

Proposed Related Party Transactions for Shareholders Approval - Vivriti Capital Private Limited and CredAvenue Private Limited (CAPL) - Annexure 1																	
Particulars	Transactions and details																
Type of the proposed transaction	Payment of Platform fee – Institutional Loans	Platform fee for Bonds and Loan	Platform fee – Co-lending – More than 6 months	Sub leasing of office premises at Chennai	Advisory Fees												
Material terms and particulars of the proposed transaction	In the case of loans which are given for the second time or further, CAPL will charge an amount of 0.10% - 1% of the disbursements made to such parties and these will be considered as origination costs for the purpose of these loans.	Ranging from 5 to 350 bps.	<table border="1"> <thead> <tr> <th>Disbursements</th> <th>Fee (in %)/ Amount/ ceiling limit</th> </tr> </thead> <tbody> <tr> <td>Up to 375 cr</td> <td>0.50</td> </tr> <tr> <td>375 – 500 cr</td> <td>0.45</td> </tr> <tr> <td>500-750 cr</td> <td>0.35</td> </tr> <tr> <td>750-1000 cr</td> <td>0.25</td> </tr> <tr> <td>1000-1250 cr</td> <td>0.20</td> </tr> </tbody> </table>	Disbursements	Fee (in %)/ Amount/ ceiling limit	Up to 375 cr	0.50	375 – 500 cr	0.45	500-750 cr	0.35	750-1000 cr	0.25	1000-1250 cr	0.20	As per the sub lease agreement executed.	VCPL along with CAPL will be involved in the structuring of transactions. The lead in the entire process will be taken up by the entity where commercially at those points in time, the billing will be identified.  This will be made on a reimbursement model (based on the agreed commercials between the parties) and based on the modalities of billing agreed between parties.
Disbursements	Fee (in %)/ Amount/ ceiling limit																
Up to 375 cr	0.50																
375 – 500 cr	0.45																
500-750 cr	0.35																
750-1000 cr	0.25																
1000-1250 cr	0.20																
Name of the related party and its relationship with the listed entity or its subsidiary	Credavenue Private Limited/ Subsidiary as per Companies Act, 2013	Credavenue Private Limited/ Subsidiary as per Companies Act, 2013	Credavenue Private Limited/ Subsidiary as per Companies Act, 2013	Credavenue Private Limited/ Subsidiary as per Companies Act, 2013	Credavenue Private Limited/ Subsidiary as per Companies Act, 2013												
Nature of its concern or interest (financial or otherwise)	Financial	Financial	Financial	Financial	Financial												
Tenure of the proposed transaction (particular tenure shall be specified)	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions	As per the sub lease agreement executed.	Based on the occurrence of transactions												
Value of the proposed transaction	Based on above percentage and number of transactions	Based on above percentage and number of transactions	Based on above percentage and number of transactions	As per the sub lease agreement executed.	100000000 (10 Cr)												
Percentage of the listed entity's annual consolidated turnover for the immediately preceding FY, represented by the value of the transaction	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.																
RPT involving subsidiary, percentage calculated on the basis of subsidiary's annual turnover on a standalone basis																	
Justification as to why RPT is in the interest of the Company	The Company has been using the CAPL platform for disbursing loans to borrowers through partners. Since CAPL has various partners onboarded on the platform, it will be easier for us to onboard new partners and thereby increasing our client base as well higher disbursements.			Since the Company has moved to another location, it was decided that the office premises which were previously occupied by the Company at address 2nd Floor, Prestige Polygon, No. 471, Anna Salai, Nandanam, Chennai - 600 035 will be sub leased to CAPL as per the terms and conditions as mentioned under the sub lease agreement.	Based on the involvement in the transaction structuring, which is undertaken by the CAPL, the entity compensates for the efforts which have been made by Vivriti - likely based on a % of the deal quantum which has been executed by CAPL.												
A copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA	NA	NA												
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Company or its Subsidiary - If Yes, additional details of the transactions as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021	NA	NA	NA	NA	NA												
Any other information that may be relevant	NA	NA	NA	NA	NA												

Proposed Related Party Transactions for Shareholders Approval - Vivriti Capital Private Limited and CredAvenue Securities Private Limited (CSPL) - Annexure 1					
Particulars	Transactions and details				
Type of the proposed transaction	Transaction fee for assistance in raising debt including distribution fee	Primary subscription for issuance of debt instruments	Holding Charges - MLD Warehousing	Trading of Securities between the Company and CSPL	Advisory Fees
Material terms and particulars of the proposed transaction	0.1% -0.4%	As per transaction on a case to case basis	7% -13%	Prevailing market price	VCPL along with CSPL will be involved in the structuring of transactions. The lead in the entire process will be taken up by the entity where commercially at those points in time, the billing will be identified.  This will be made on a reimbursement model (based on the agreed commercials between the parties) and based on the modalities of billing agreed between parties.
Name of the related party and its relationship with the listed entity or its subsidiary	Credavenue Securities Private Limited (CSPL) / Step down subsidiary as per Companies Act, 2013	Credavenue Securities Private Limited (CSPL) / Step down subsidiary as per Companies Act, 2013	Credavenue Securities Private Limited (CSPL) / Step down subsidiary as per Companies Act, 2013	Credavenue Securities Private Limited (CSPL) / Step down subsidiary as per Companies Act, 2013	Credavenue Securities Private Limited (CSPL) / Step down subsidiary as per Companies Act, 2013
Nature of its concern or interest (financial or otherwise)	Financial	Financial	Financial	Financial	Financial
Tenure of the proposed transaction (particular tenure shall be specified)	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions
Value of the proposed transaction	1000000000 (100 crore)	15000000000 (Fifteen Hundred crores)	NA	10000000000 (Thousand crores)	100000000 (Ten crores)
Percentage of the listed entity's annual consolidated turnover for the immediately preceeding FY, represented by the value of the transaction	The information is not being included here for beivity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.				
RPT involving subsidiary, percentage calculated on the basis of subsidiary's annual turnover on a standalone basis					
Justification as to why RPT is in the interest of the Company	The Company has raised funds from market through issue of Market Linked Debentures, where CSPL, through CAPL portal, is the arranger. Since CSPL has a larger reach of investors, the fund raising activity will be closed in a significantly less time and at cost effectively.	CSPL subscribes to debt instruments issued by the Company in ordinary course of business. The Company leverages CSPL's wider investor reach to raise funds.	We are making investments on behalf of CSPL where CSL, through CAPL portal, is the arranger in most of the cases. As a group, it increases confidence in investors and as well as issuers. Further we are charging 11% IRR which is significantly higher than the return received on idle funds.	CSPL trades in the securities issued by the Company in ordinary course of business as it is a subscriber to primary issuances. The Company leverages CSPL's wider investor reach to raise funds.	Based on the involvement in the transaction structuring, which is undertaken by the CSPL, the entity compensates for the efforts which have been made by Vivriti - likely based on a % of the deal quantum which has been executed by CSPL.
A copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA	NA	NA
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Company or its Subsidiary - If Yes, additional details of the transactions as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021	NA	NA	NA	NA	NA
Any other information that may be relevant	Nil	Nil	Nil	Nil	NA

Proposed Related Party Transactions for Shareholders Approval - Vivriti Capital Private Limited and Vivriti Asset Management Private Limited - Annexure 1				
Particulars	Transactions and details			
Type of the proposed transaction	Transfer of Investment in Units of AIF between VCPL and VAM	Loan to VAM	Cross Charge of ESOP	Rental Income - Sublease
Material terms and particulars of the proposed transaction	As per prevailing NAV on the date of transfer	Security - <u>Unsecured Loan</u> Tenure - <u>Short term (Up to 1 Year)</u> Terms and covenants - <u>As per agreement</u> Interest rate and repayment schedule - <u>As per agreement</u>	Basis of the FV of grants	As per sub lease agreement executed
Name of the related party and its relationship with the listed entity or its subsidiary	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013
Nature of its concern or interest (financial or otherwise)	Financial	Financial	Financial	Financial
Tenure of the proposed transaction (particular tenure shall be specified)	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the occurrence of transactions	Monthly
Value of the proposed transaction	5000000000 (500 crore)	1000000000 (100 crore)	50000000 (5 crore)	As per sub lease agreement executed
Percentage of the listed entity's annual consolidated turnover for the immediately preceding FY, represented by the value of the transaction	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.			
RPT involving subsidiary, percentage calculated on the basis of subsidiary's annual turnover on a standalone basis				
Justification as to why RPT is in the interest of the Company	This is a one-off transaction involving sale of units at applicable NAV as on date of transfer (i.e., on an arm's length basis) based on instructions of SEBI vide their letter dated June 03, 2022.	Loan facility provided to VAM on such terms and conditions as may be mutually decided. The said facility will be used by VAM for business purposes as well as for meeting operating expenses.	Receivables against ESOPs allotted to VAM employees	VAM being subsidiary and housed at same place, uses certain shared spaces within office premises of VCPL. For such transactions approval is necessitated.
A copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA	NA
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Company or its Subsidiary - If Yes, additional details of the transactions as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021	NA	Security - <u>Unsecured Loan</u> Tenure - <u>Short term (Up to 1 Year)</u> Terms and covenants - <u>As per agreement</u> Interest rate and repayment schedule - <u>As per agreement</u>	NA	NA
Any other information that may be relevant	Nil	Nil	Nil	Nil

Proposed Related Party Transactions for Shareholders Approval - Vivriti Capital Private Limited and Vivriti Asset Management Private Limited (VAM) - Annexure 1				
Particulars	Transactions and details			
Type of the proposed transaction	Reimbursement of expenses to VAM	Sale of units to VAM held by the Company in Vivriti Alpha Debt Fund and Vivriti Alpha Debt Fund – Enhanced, being managed by VAM.	Assignment of undrawn commitment in Vivriti Alpha Debt Fund and Vivriti Alpha Debt Fund - Enhanced to VAM	Sub Letting of office space to VAM (First Floor – Prestige Zackaria)
Material terms and particulars of the proposed transaction	Billed at Cost	<p>Following Junior class of units (Class B Units) held by the Company in following funds being managed by VAM at applicable NAV as on date of transfer:</p> <p>1. 12,741.66 units divided into:</p> <p>1. 3,930.83 units of Vivriti Alpha Debt Fund (Series S1) at an NAV of 10,308.50 per unit (estimated); and</p> <p>2. 8,810.83 units of Vivriti Alpha Debt Fund (Series S2) at an NAV of 10,097.04 per unit (estimated), aggregating to INR 12,94,84,312 (equivalent to 6.31% investment in the total corpus of the fund) and</p> <p>2.1,472.97 units of Vivriti Alpha Debt Fund – Enhanced at an NAV 10,501.84 per unit (estimated), amounting to INR 1,54,68,922 (equivalent to 2.17% investment in the total corpus of the fund)</p> <p>as a related party transaction, to be carried out on an arm's length basis and ordinary course of business, in accordance with the provisions of Section 188 of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").</p>	<p>To cut down linkages between Company and the funds operated by VAM:</p> <p>Assign the present undrawn capital commitment obligation, and any future capital commitment, if any, to 'VAM':</p> <p>1.Capital commitment amounting to INR 4,83,05,555.55 in Vivriti Alpha Debt Fund (Class B1 units); and</p> <p>2.Capital commitment amounting to INR 12,27,70,270 in Vivriti Alpha Debt Fund – Enhanced (Class B1 units).</p>	<p>VCPL has taken two floors on lease in the new office premise. Based on the manner of usage / occupancy of the office space, split and pricing shall be determined. The same shall be pursuant to the rates that have been charged by the Builder and shall not exceed the actual rent paid by VCPL for the said premise. Modalities shall be approved within above limits, by the authorised persons of both parties.</p>
Name of the related party and its relationship with the listed entity or its subsidiary	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vivriti Asset Management Private Limited; Subsidiary as per Companies Act, 2013
Nature of its concern or interest (financial or otherwise)	Financial	Financial	Financial	Financial
Tenure of the proposed transaction (particular tenure shall be specified)	Monthly	Based on occurrence	Based on occurrence	Monthly
Value of the proposed transaction	100000000 (10 Cr)	145000000 (14.5 Cr)	171000000 (17.1 Cr)	5760000 (57.6 Lakhs)
Percentage of the listed entity's annual consolidated turnover for the immediately preceeding FY, represented by the value of the transaction	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.			
RPT involving subsidiary, percentage calculated on the basis of subsidiary's annual turnover on a standalone basis				
Justification as to why RPT is in the interest of the Company	Reimbursement for the expenses incurred by the Company	Pursuant o SEBI letter dated 3rd June 2022, where the regulators have recommended that with respect to investment by the sponsor/manager in the AIF, the sharing of loss by the sponsor / manager shall not be less than pro-rata to their holdings vis-à-vis other unit holders. In this regard, it was stipulated that junior class i.e. Class B units should be held by VAM.	Pursuant o SEBI letter dated 3rd June 2022, where the regulators have recommended that with respect to investment by the sponsor/manager in the AIF, the sharing of loss by the sponsor / manager shall not be less than pro-rata to their holdings vis-à-vis other unit holders. In this regard, it was stipulated that junior class i.e. Class B units should be held by VAM.	Sub Lease of First Floor to VAM for rental purpose basis the following <ul style="list-style-type: none"> <li>• Monthly Rental : INR 720,000</li> <li>• Period of sub lease : Aug 2022 – March 2023</li> </ul> The split shall be based on the occupancy status / sitting capacity and charges for the usage of premises as per terms agreed between authorized persons of parties.
A copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA	NA
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Company or its Subsidiary - If Yes, additional details of the transactions as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021	NA	NA	NA	NA
Any other information that may be relevant	NA	NA	NA	NA

### 36 Related Party information

#### 36.1 Names of related parties and nature of relationship

Subsidiary Companies	Vivriti Asset Management Private Limited
Associate	Credavenue Private Limited (Subsidiary till September 20, 2021 - also refer note 8.1)
Key Managerial Personnel	Mr. Vineet Sukumar, Managing Director Mr. Gaurav Kumar, Non Executive Director (w.e.f. August 5, 2021) Mr. John Tyler Day, Nominee Director Mr. Kenneth Dan Vander Weele, Nominee Director Ms. Namrata Kaul, Independent Director Mr. Kartik Srivatsa, Nominee Director Ms. Anita P Belani, Independent Director (w.e.f. May 07, 2021) Mr. Sridhar Srinivasan, Independent Director (resigned on August 28, 2020)
Entity in which KMP is a Director	<b>Mr. Vineet Sukumar</b> Managing Director, Vivriti Asset Management Private Limited Director, Credavenue Private Limited <b>Mr. Gaurav Kumar</b> Director, Vivriti Asset Management Private Limited Managing Director, Credavenue Private Limited

#### 36.2 Transactions during the year

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
<b>Interest Income</b>		
Vivriti Asset Management Private Limited	20.46	201.65
<b>Rent income</b>		
Vivriti Asset Management Private Limited	13.92	2.48
Credavenue Private Limited	84.00	168.62
<b>Reimbursement of expenses</b>		
Vivriti Asset Management Private Limited	1,605.05	3.36
Credavenue Private Limited	655.78	374.62
<b>Platform fees expense:</b>		
Credavenue Private Limited	2,811.69	396.84
<b>Sale of fixed assets</b>		
Vivriti Asset Management Private Limited	4.93	-
Credavenue Private Limited	640.80	159.95
<b>Transfer of Provision for Employee Benefits</b>		
Credavenue Private Limited	-	329.51
<b>Employee share option recoverable</b>		
Vivriti Asset Management Private Limited	40.14	16.25
Credavenue Private Limited	194.59	160.60
<b>Fees and commission income:</b>		
Vivriti Asset Management Private Limited	33.30	11.45
Credavenue Private Limited	1,136.09	69.71
<b>Rental Deposit recoverable</b>		
Credavenue Private Limited	150.00	-
<b>Loan Given</b>		
Vivriti Asset Management Private Limited	550.00	500.00
<b>Loans repaid</b>		
Vivriti Asset Management Private Limited	550.00	1,400.00
<b>Debt Securities</b>		
Credavenue Private Limited	7,930.07	-

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
<b>Equity contribution</b>		
Vivriti Asset Management Private Limited	3,000.00	2,750.00
Credavenue Private Limited	-	5,001.00
<b>Directors Sitting fees</b>		
Mr. Sridhar Srinivasan	-	8.25
Ms. Namrata Kaul	11.00	13.80
Ms. Anita P Belani	9.00	-
<b>Remuneration paid</b>		
Mr. Vineet Sukumar	292.19	194.69
Mr. Gaurav Kumar	241.35	194.69

Also refer Note 8.1 for renunciation of rights

**Note:**

Managerial remuneration above does not include gratuity and compensated absences, since the same are provided on actuarial basis for the company as a whole and the amount attributable to the key managerial personnel cannot be ascertained separately.

**36.3 Balances as at the year-end:**

<b>Loan outstanding</b>		
Vivriti Asset Management Private Limited	-	-
<b>Interest accrued but not due on loan</b>		
Vivriti Asset Management Private Limited	-	-
<b>Debt Securities</b>		
Credavenue Private Limited	7,930.07	-
<b>Trade payables</b>		
Credavenue Private Limited	535.42	131.09
<b>Receivables from related parties</b>		
<b>receivables</b>		
Credavenue Private Limited	172.40	
<b>Other financial assets</b>		
Vivriti Asset Management Private Limited	874.88	298.56
Credavenue Private Limited	428.46	-

Notes:

1. There are no provision for doubtful debts/ advances or amounts written off or written back for debts due from/ due to related parties.
2. The transactions disclosed above are exclusive of GST.