



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

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

---

**SHORTER NOTICE** is hereby given that the **31<sup>st</sup> Extra Ordinary General Meeting** of the shareholders of Vivriti Capital Private Limited (**'VCPL' or the 'Company'**) will be held on Wednesday, April 05, 2023 at 5:30 P.M (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai – 600002, India, to transact the following business:

**SPECIAL BUSINESS:**

**1. [Appointment of Mr. Santanu Paul as Non-executive Independent Director:](#)**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and such other provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereon), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the applicable clauses of the SHAs, Mr. Santanu Paul (DIN - 02039043) be and is hereby appointed as Independent Director of the Company with effect from 9<sup>th</sup> February 2023 for a period of 5 consecutive years until 8<sup>th</sup> February 2028.

**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. 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."

2. Approval for usage of brand name "Vivriti" by QED Business Solutions Private Limited:

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

**"RESOLVED** that pursuant to the provisions of Section 177, 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") read with Schedules therein, including any statutory modifications or re-enactments thereof, and pursuant to the Company's policy on Materiality of Related Party Transaction(s), and in accordance with the provisions of Memorandum of Association & Articles of Association of the Company, 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 grant permission/ no objection letter for usage of Brand name, logo, trademark including design, style and form of the words "Vivriti" / "Vivriti Capital" by QED Business Solutions Private Limited ("**QED**"), being related parties 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 QED, without levying any royalty charges in its name.

**RESOLVED FURTHER THAT** the above consent be also considered for trademark usage owned by the Company, as renewed from time to time, including but not limited to the usage of the logo or design or colour themes or pattern, etc. associated with such name/phrase mentioned above.

**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), issuance of No-objection Certificate/ Letter 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.

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

**3. Approval for extension of material RPTs approved during FY 2022-23:**

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

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, rules and regulations thereunder, consent of the Members be and are hereby accorded to extend the term of all material related party transactions (including RPTs under omnibus and other than under omnibus, as approved by the Audit Committee, from time to time) approved by the Members during the FY 2022-23, till the next periodic Board/ Committee meeting, with no change in terms and conditions, except for the limits under each RPT which may be varied to an extent of 20% and as placed before the meeting.

**RESOLVED FURTHER THAT** Mr. Vineet Sukumar, Managing Director or Mr. P S Amritha, Company Secretary & Compliance officer be and are hereby severally authorized to finalise and execute any such document as may be required with the intent and object as aforesaid including execution of any documents with related parties and to do all to do all such acts, deeds and/ or actions as may be deemed necessary/ essential/ required for the aforesaid purpose.

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

**4. Appointment of Mr. Lazar Zdravkovic as Nominee Director (Non-Executive):**

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 February 04, 2023 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. Lazar Zdravkovic (**DIN 10052432**), Additional Director in capacity of being Non-Executive Nominee Director of the Company, who holds the office up to the date of the ensuing Annual General Meeting, be and is hereby appointed as Nominee Director (Non-Executive) on behalf of Creation Investments India III, LLC 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. 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;
9. Nomination letter received from Creation Investments India III, LLC

**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."

5. [Sale of shares held by the Company in CredAvenue Private Limited in one or more tranches and authorizing signatories for signing related transaction documents:](#)

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

**“RESOLVED THAT** pursuant to provisions of Section 179, 180 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Meeting of the Board and its Powers) Rules, 2014 made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the Articles of Association of the Company, the approval of the Members of the Company be and are hereby accorded, to

sell the equity shares held by the Company of CredAvenue Private Limited (“CAPL”), a material subsidiary as on date of this resolution, in one or more tranche(s) to such identified purchasers (“Purchasers”), as may be identified by the Board (which shall include delegated powers to any director or officer of the Company or Committee thereof) at such terms and conditions, as mutually agreed between the Company and such parties, subject to approval of CAPL’s Board for each such sale /transfer transaction.

**RESOLVED THAT** the consent of the Members be and are hereby accorded to execute and sign the Share Purchase Agreement between CredAvenue Private Limited, proposed Purchasers and the Company (“Parties”) and any other document incidental or ancillary to the above for the sale of shares to Purchasers, as identified from time to time, at the prevalent market value, in one or more tranches, and approve execution of the Share Purchase Agreement, in such number of copies and time, as may be required from time to time and as per the requirements of parties.

**RESOLVED FURTHER THAT** Mr. Vineet Sukumar, Managing Director of the Company and the Board, be and is hereby authorized to negotiate, finalize and execute the above-mentioned agreements, including future agreements for such proposed disinvestment and all ancillary documents on behalf of the Company and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the said documents.

**By order of the Board**

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

Sd/-

**P S Amritha**

**Company Secretary & Compliance Officer**

**Mem No. A49121**

**Place: Chennai**

**Date: April 04, 2023**

## Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
2. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No.21/2021 dated December 14, 2021 and General Circular No. 3/2022 dated May 05, 2022, respectively in relation to “Clarification on holding of extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)” read with and General Circular No.11/2022, dated December 28, 2022 (collectively referred to as **“MCA Circulars”**) has permitted holding of the extra-ordinary general meeting whereby it is permissible to convene the Extra-ordinary General Meeting of the Company through Video Conferencing/ Other Audio Visual Means (OAVM).
3. Pursuant to the aforementioned MCA Circulars, since the EGM is being held through VC, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Companies Act, 2013 for such representation to the Company through e-mail to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) before the commencement of the meeting. The deemed venue for the EGM shall be the Registered Office of the Company.
4. The Company shall conduct the EGM through VC by using Zoom cloud meetings (“Zoom”) and the Members are requested to follow instructions as stated in this notice for participating in this EGM through Zoom. An invite of the EGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
5. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. For voting by way of poll – in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, Members can cast their vote during the Meeting by way of poll. For voting Members can send an email to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) from their email addresses registered with the Company.
7. On the date of the meeting i.e., **on April 05, 2023**, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting,

may join, using the link provided from 5:15 PM to 5:45 PM (IST) 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 of the Company on any working day between 2 P.M. to 4 P.M. up to and including the date of EGM. As the EGM is being conducted through VC, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views/ send their queries in advance with regard to the proposed business items to be placed at the EGM, from their registered e-mail ID, mentioning their full name, folio number/ DPID-Client ID, address and contact number, to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com), by 4:30 PM (IST) on or before April 05, 2023 so that the requisite information/ explanations can be kept ready and be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

**Process for attending the Meeting:**

1. To attend the meeting through VC mode, a link will be forwarded to your registered e-mail ID, anytime within 24 hours prior to the start of the meeting. The shareholders can use a laptop or an android mobile phone with good internet connectivity to access the link.
2. Facility to join the meeting shall be opened at least 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after such scheduled time.
3. On accessing the link, you will be prompted to enter the Meeting ID and the Password. The meeting ID and the Password will be mailed to you along with the meeting link. Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.
4. In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Amritha P.S, Company Secretary & Compliance Officer at +91 9500126166.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical issue.



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

**Item No. 1: Appointment of Mr. Santanu Paul as Non-executive Independent Director:**

Pursuant to the provisions of Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, where the chairperson of the Board of Directors is a non-executive director, at least one-third of the Board shall comprise of independent directors. Currently, the Company has 8 (eight) directors, out of which 2 (two) are independent. Accordingly, to meet the criteria stipulated under Regulation 17, 1 (one) more independent director is required to be appointed. The Company was required to comply with the aforesaid provision on a comply or explain basis till March 31, 2023.

The Board of Directors at their meeting held on February 09, 2023, accorded approval for the appointment of Mr. Santanu Paul as Additional Director (Non-Executive) and as Independent Director on the Board of Directors of the Company with effect from 9<sup>th</sup> February 2023 for a period of 5 consecutive years until 8<sup>th</sup> February 2028. Further, pursuant to section 152, 161 & 178 of the Companies Act, 2013, the Board and Nominations & Remuneration Committee have recommended the aforesaid appointment for the consideration of Members in this 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	Mr. Santanu Paul
DIN	02039043
Date of first appointment on the Board of the Company	February 09, 2023
Age	about 54 years
Qualification	Ph.D. in Computer Science and Engineering B. Tech in Computer Science from the Indian Institute of Technology, Madras
Brief Profile/ Nature of Expertise	He is a co-founder of TalentSprint, a for-profit, high-impact platform. He has led the gifted TalentSprint team to 15 awards as well as multiple venture capital raises from Nexus Venture Partners and the National Skill Development Corporation (NSDC). Earlier, he served Virtusa Corporation as Senior Vice President for Global Delivery Operations. Also worked as Chief Technology Officer at Open pages and Viveca, both venture-backed technology firms based in Boston. He began his career at the IBM T.J. Watson Research Center in Yorktown Heights, New York. He is also an author of twenty academic papers and an inventor on two United States patents. He teaches entrepreneurship at the Indian Institute of Technology, advises the Indian banking sector on technology trends and talent search, and conducts leadership clinics for corporate leaders.

Terms and conditions of Appointment	As per the deed of covenants 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 and Letter of appointment		
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	NSDL Payments Bank Limited – Independent Director Talentsprint Private Limited – Managing Director		
Names of companies in which the person also holds the Chairmanship/membership of Committees of the Board	Name of the Company	Committee	Designation
	Talentsprint Private Limited	Audit Committee	Member
	NSDL Payments Bank Limited	Nomination & Remuneration Committee	Chairman
		Risk Management Committee	Member
	IT Strategy Committee	Member	
Shareholding in Vivriti Capital Private Limited	Nil		
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil		
Number of Meetings of the Board attended during the Financial Year – 2022-23	2 (two)		

None of the Directors (other than Mr. Santanu Paul 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.1 of this Notice.

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

The Board of Directors recommend the resolution as set out at item no. 1 in the Notice for the approval of the Members of the Company.

**Item No. 2: Approval for usage of brand name “Vivriti” by QED Business Solutions Private Limited:**

QED Business Solutions Private Limited (“QED”) was acquired by the Promoter Directors (Mr. Vineet Sukumar & Mr. Gaurav Kumar) of the Company during February 2023 as part of the corporate strategy. The existing name of QED had also been amended to include the word

“Vivriti”, for which Audit Committee and Board of Directors had considered the matter and issued “No Objection Certificate” for making necessary application to the Registrar of Companies/ Central Registration Centre under Ministry of Corporate Affairs. Such right to use the brand name was agreed for, without levying any royalty charges.

As mentioned above, the Audit Committee in its meeting dated March 21, 2023 considered the transaction with QED for the usage of brand name “Vivriti”, of which the Company is sole and absolute owner, and accorded its consent for such usage of brand in proposed name change of QED using Vivriti word in such revised name. The same was subsequently approved by the Directors of the Company by passing a resolution through circulation on March 27, 2023.

Considering that the stipulated transaction would happen without any levy of royalty charges, and by and between the Company and QED, who is related party to the Company, it is required to seek the approval of members for the same in accordance with the provisions of Section 188 of Companies Act 2013 and Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Company’s Policy on Materiality of Related Party Transaction(s), as may be amended from time to time.

Accordingly, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into for usage of brand name. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the proposed transaction with QED are as follows:

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

SI No.	Particulars	Information
1	Name of the Related Party	QED Business Solutions Private Limited
2	Nature of Relationship	Common Directors
3	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.
4	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	Usage of Brand name of the Company by QED as part of strategy	Non chargeable	The Brand name, logo, trademark including design, style, and form of the words “Vivriti” is proposed to be used by QED as part of corporate strategy, and the Company being sole and absolute owner, is required to grant consent for such usage of brand/trademark. Further, it is

			proposed to grant the same without levying any royalty charges.
--	--	--	-----------------------------------------------------------------

**Disclosures as per Regulation 23 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, if any as placed before the Audit Committee, has been enclosed to the notice as <b>Annexure - I</b> .
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 22<sup>nd</sup> November 2021 has been enclosed as **Annexure I**.

The above-mentioned related party transactions are in the ordinary course of business and may or may not be 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.2.

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

The Board of Directors has considered the transaction and recommend the resolution set out as an ordinary resolution at Item No.2 to the shareholders for their necessary approval.

### **Item No. 3: Approval for extension of material RPTs approved during FY 2022-23:**

Pursuant to the provisions of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, and Section 188 of the Companies Act 2013, read with rules made thereunder, including modifications or amendments thereof, it is proposed to consider and approve extension of the term of all existing RPTs which are expiring at the end of FY 2022-23 (which have been approved by the Committee & Board, as well as Members of the Company, as required from time to time) under omnibus approvals and other than omnibus approvals, until the next meeting of Committee/ Board where such approvals shall be reviewed and recommend to the Members, if required. This is proposed to be done to avoid any transaction with related parties from being executed without necessary approvals of Committee/ Board/ Member, as required under applicable laws and to ensure smooth business operations.

The Audit Committee and Board in their meeting dated March 21, 2023 and March 31, 2023, respectively, considered and approved the matter, subject to the approval of Members of the Company.

The Members are therefore requested to extend the term of all material RPTs till the next periodic Audit Committee meeting, with no change in terms and conditions, except for the limits under each RPT which may be varied to an extent of 20%.

The terms and conditions of all the given transactions are attached as “**Annexure – II**”.

None of the Directors (except those who were specifically categorised at the time of respective approvals) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

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

The Board of Directors has considered the transaction and recommend the resolution set out as an ordinary resolution at Item No.3 to the shareholders for their necessary approval.

### **Item No. 4: Appointment of Mr. Lazar Zdravkovic as Nominee Director (Non-Executive):**

Pursuant to the resignation of Mr. Kenneth Dan Vander Weele as Nominee Director of Creation Investments India III, LLC (“**Creation**”) w.e.f. February 09, 2023, the Company had received a nomination letter dated February 06, 2023 from Creation proposing the appointment of Mr. Lazar Zdravkovic as Nominee Director on behalf of Creation. Subsequent to this, Mr. Lazar has applied for availing Director Identification Number (DIN) from the Ministry of Corporate Affairs of India, to be eligible to appointed as Nominee Director.

The Nomination and Remuneration Committee (“NRC”) has perused the profile and performed due diligence to ensure fit & proper criteria for the proposed appointment of Mr. Lazar Zdravkovic as Additional and Nominee Director (non-executive) as per the Fit & Proper Policy of the

Company. The Board in its meeting dated March 31, 2023, on the recommendation of NRC, has approved the appointment of Mr. Lazar as Additional Director in capacity of being Non-Executive Nominee Director on the Board of Directors of the Company, on behalf of Creation, a shareholder of the Company and who is eligible to hold the office up to the date of this General Meeting.

Further, pursuant to section 152, 161 & 178 of the Companies Act, 2013, the Board and NRC have recommended the aforesaid appointment for the consideration of Members in this 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	Mr. Lazar Zdravkovic
DIN	10052432
Date of first appointment on the Board of the Company	March 31, 2023
Age	31 years
Qualification	Bachelor's Degree with a major in Finance and International Business with a minor in Economics from the Georgetown University McDonough School of Business, a top university in the USA
Brief Profile/ Nature of Expertise	<p>Vice President of Creation Investments. Have worked extensively with Creation Investments portfolio companies in India over the last 6 years, including:</p> <p>Equitas Small Finance Bank, Sonata Micro Finance (NBFC MFI), Eko India Financial Services, Sohan Lol Commodity Management (with a sub named Kissandhan Agri Financial Services an NBFC), CapFloatFinancial Services Pvt Ltd (NBFC), Muthoot MicrofinPvt. Ltd. (NBFC MFI), Fusion Microfinance Pvt Ltd (NBFC MFI), Vivriti Capital Private Limited (NBFC), Vivriti Asset Management, CreditAvenue, OFB Tech Pvt Ltd, Oxyzo Financial Services Private Limited (NBFC), VastuHousing Finance Corporation Limited (HFC), VastuFinserveIndia Private Limited (NBFC), Desiderata Impact Ventures Private Limited (Progcap), ProgfinPrivate Limited (NBFC). Helped take both Equitas SFB and Fusion MFI public on the NSE. His work with the companies includes, among other things, helping raise debt and equity financing, strategic and financial planning, hiring and financial reporting. He also has experience working with several portfolio companies of Creation Investments outside of India, including banks, non-bank lenders and Insurance Companies in Republic of Georgia, Sri Lanka, Indonesia, Albania, Poland, Mexico, Peru, Chile and Brazil. In capacity as an Investment Banking professional, he has advised multiple financial institutions in the S&amp;P 500, FTSE 100 as well as OMXS 30 on Debt and Equity raises,</p>

	Mergers and Acquisitions along with multiple other transactions.
Terms and conditions of Appointment	As per the deed of covenants 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	Nil
Names of companies in which the person also holds the Chairmanship/membership of Committees of the Board	Nil
Shareholding in Vivriti Capital Private Limited	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the Financial Year – 2022-23	1 (One)

None of the Directors (other than Mr. Lazar Zdravkovic and Mr. John Tyler Day, to the extent of Mr. Lazar's proposed appointment on behalf of Creation) and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, in this ordinary resolution proposed at Item No.4 of this Notice.

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

The Board of Directors 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: Sale of shares held by the Company in CredAvenue Private Limited in one or more tranches and authorizing signatories for signing related transaction documents:](#)**

The Members are requested to note that the Board as part of its strategic discussions, proposes to sell the shares held by the Company in CredAvenue Private Limited (material subsidiary as per SEBI LODR regulations) to such identified purchasers, as may be identified by the Board (*which shall include delegated powers to any director or officer of the Company or Committee thereof*), in one or more tranches, as determined from time to time. The Audit Committee has also scrutinized this proposal of disinvestment by the Company in its meeting dated March 31, 2023,

pursuant to the powers specified in its charter and placed its positive recommendation before the Board.

Subsequently, the Board has also approved the said transaction in its meeting held on March 31, 2023.

Further, the Members are requested to note that pursuant to SEBI LODR regulations, it is required to seek prior approval of the shareholders of the Company via passing of a special resolution in any case the investment in any material subsidiary company falls below or equal to fifty percent resulting in loss of status of subsidiary or cease the exercise of control over the subsidiary. Accordingly, the said transaction of disinvestment, in one or more tranches, is placed before the shareholders of the Company for their approval in this meeting.

The first tranche of the proposed transaction does not result in reduction of shareholding below fifty percent, however, considering the upcoming tranches of disinvestment foreseen to be executed in one or more tranches that may result in loss of status as subsidiary, the Board has recommended this matter to shareholders for their approval, to facilitate a smooth transaction of disinvestment.

None of the Directors (other than the common directors and/ or members) 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 Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

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