



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

**REGD OFFICE: 12TH FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM  
CHENNAI TN 600035 IN**

NOTICE is hereby given that the 12th Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Wednesday on the 14<sup>th</sup> day of August, 2019 at 06:00 PM at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai TN 600035 IN to transact the following businesses:

**SPECIAL BUSINESS:**

**1. To approve the issue of Non- Convertible Debentures:**

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

**"Resolved that** [in supersession of the earlier special resolution passed at the Second Annual General Meeting held on 22 April, 2019] pursuant to the provisions of Sections 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act"), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "**Stock Exchanges**") where the securities of the Company may be listed and subject to approvals, consents, sanctions, permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "**Board**" which terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board may hereafter constitute), to offer, issue and allot for subscription of secured, unsecured, subordinated, senior, rated, unrated, listed, unlisted, redeemable (including marked linked), perpetual, fixed or unfixed maturity, non- convertible debentures ("**Debentures**") in one or more tranches/ issues, from time to time, on private placement basis, aggregating up to INR 1500 (Rupees One Thousand Five Hundred only) on





such terms and conditions and at such times, as may be decided by the Board to such person or persons including one or more company(ies), bodies corporate, statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), and pension fund(s), as the case may be or such other person/persons/investors as the Board may so decide/approve, for a period of one year or for such other period as permissible under applicable laws, from the date of approval of the Members, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time, pursuant to Section 180(1)(c) of the Companies Act, 2013.

**Resolved further that** for the purpose of creating, offering, issuing and allotting the Debentures, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of issue of Debentures, to settle any question, difficulty, doubt that may arise in respect of the resolution(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without requiring the Board to secure any further consent or approval of the members of the Company.

**Resolved further that** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities/depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

**Resolved further that** all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**For Vivriti Capital Private Limited**

For Vivriti Capital Private Limited

Name: Gaurav Kumar Managing Director

Designation: Managing Director

Place: Chennai

Date :13-August- 2019





### Notes

1. The Extra-ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 with the consent given in writing/by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting. The Shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available to the meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed not later than forty-eight hours before the commencement of the meeting.
3. Explanatory statement under Section 102(1) is enclosed.
4. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company
5. Route map and prominent land mark for easy location of the venue of the Meeting





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

**1. To approve the issue of Non-Convertible Debentures:**

To streamline the procedure for issuance and allotment Debentures of the Company from time to time, given the quantum of transactions over a period, the Board of Directors of the Company at its meeting held on 10th August 2019, subject to approval of the shareholders of the Company, proposed to grant the Board to execute (hereinafter "the Board" refers to the Board of Directors and the Committees constituted by the Board) the issuance and allotment in order to raise funds, during the financial year 2019-2020, by issue of Secured / Unsecured / Perpetual Non-Convertible Debentures up to an amount of INR 1500 Crores (One Thousand Five Hundred Only ) on private placement basis in one or more tranches as and when required. Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities), Rules, 2014, prior approval of the shareholders of the Company by way of special resolution is required for all the offer or invitation for issue of Secured / Unsecured Non-Convertible Debentures to be made during the year through private placement basis in one or more tranches.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

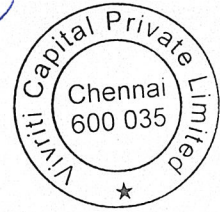
The Board recommends the resolution for approval of the Members.



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**[To be provided by respective shareholders]**

**Consent by shareholder for shorter notice**  
Pursuant to Sec 101(1) of the Companies Act,2013

To,  
The Board of Directors  
Vivriti Capital Private Limited  
12th Floor, Prestige Polygon, No. 471,  
Annasalai, Nandanam, Chennai TN 600035 IN

Dear Sir,

I [Name of the shareholder] son/daughter of [Name], with Folio Number [number] resident of [Address of the shareholder], holding [Number of shares] shares of INR. 10/- each, of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on Wednesday, 14-August-2019 at 06:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

[Name of the shareholder]

Date :

Place :

