



VIVRITI CAPITAL PRIVATE LIMITED
CIN: U65929TN2017PTC117196
REGD OFFICE: 12TH FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM
CHENNAI TN 600035 IN

SHORTER NOTICE is hereby given that the 18th Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Monday on the 14th day of September, 2020 at 05.30 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 increase in authorized share capital of the Company and amendment of the Memorandum of Association of the Company:

To consider and if thought fit, to give assent/dissent to the following Ordinary 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 increasing the Authorized Share Capital of the Company from 99,34,80,350 (Indian Rupees Ninety Nine Crores Thirty Four Lakhs Eighty Thousand Three Hundred and Fifty only) divided into 1,59,00,000 (One Crore Fifty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each, 7,83,48,035 (Seven Crores Eighty-Three Lakhs Forty-Eight Thousand and Thirty-Five Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) to 104,43,70,630 (Indian Rupees One Hundred and Four Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 1,59,00,000 (One Crore Fifty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each, 8,34,37,063 (Eight Crores Thirty-Four Lakhs Thirty-Seven Thousand and Sixty- Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only).

Resolved further that pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, 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 99,34,80,350/- (Rupees Ninety Nine Crores Thirty Four Lakhs Eighty Thousand Three Hundred and Fifty Only) divided into the following shares:

- (i) 1,59,00,000 (One Crore Fifty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each;*
- (ii) 7,83,48,035 (Seven Crores Eighty-Three Lakhs Forty-Eight Thousand and Thirty-Five Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;*
- (iii) 8,50,000 (Eight Lakhs Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only).”*

by the following Clause V:

“The Authorized Share Capital of the Company is 104,43,70,630 (Indian Rupees One Hundred and Four Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:

- (i) 1,59,00,000 (One Crore Fifty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each;*
- (ii) 8,34,37,063 (Eight Crores Thirty-Four Lakhs Thirty-Seven Thousand and Sixty-Three Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;*
- (iii) 8,50,000 (Eight Lakhs Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only).*

Resolved further that any of the Directors 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 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.”

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

Place: Chennai

Date: 11th September 2020

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



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 landmark for easy location of the venue of the Meeting.



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

Item No.1: To approve the increase in authorized share capital of the Company and amendment of the Memorandum of Association of the Company:

The Authorised Capital of your Company as on date is INR 99,34,80,350 (Indian Rupees Ninety Nine Crores Thirty Four Lakhs Eighty Thousand Three Hundred and Fifty only) divided into 1,59,00,000 (One Crore Fifty Nine Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each, 7,83,48,035 (Seven Crores Eighty-Three Lakhs Forty-Eight Thousand and Thirty-Five Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) Optionally Convertible Redeemable Preference Shares of INR 60/- (Rupees Sixty Only) each.

It is proposed to increase the Authorised Share Capital of your Company from INR 99,34,80,350/- to INR 104,43,70,630 /- and for that purpose, the Memorandum of Association of your Company is proposed to be suitably amended by increasing the Authorised Share Capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for amending the Capital clause of the Memorandum of Association of the Company.

None of the Directors of your Company is, in any way, concerned or interested in this resolution. Draft copy of altered Memorandum of Association can be inspected by the members before the meeting at 05.30 pm at the registered office of the Company. The Board of Directors of your Company recommends the Ordinary Resolution for approval of the Shareholders.



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

To,

The Board of Directors,
Vivriti Capital Private Limited,
12th Floor, Prestige Polygon,
No. 471, Annasalai, Nandanam,
Chennai - 600 035

Consent of the member for shorter notice of Extra-ordinary General Meeting to be held on 14th September 2020

Dear Sir,

I, [Name of the member], having registered address at [full address of the member], holding [no of shares held] (number of shares in words) [Rupees in words] each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on 14th September 2020 at a shorter notice.

(Signature)

Name of the member

Date:

Place:



Proxy Form

Form No.MGT-11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) Of the Companies (Management and Administration) Rules, 2014]

CIN: U65999TN2017PTC117862
Name of the Company: VIVRITI CAPITAL PRIVATE LIMITED
Registered Office: 12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI

Name of Member (s) _____
Address _____

Email ID _____
Folio No _____

I/We, being the member(s) holding _____ (in words _____) Equity Shares of INR 10 Face Value per share each in the Company hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature _____, or failing him
2. Name: _____
Address: _____
E-mail Id: _____
Signature _____, or failing him
3. Name: _____
Address: _____
E-mail Id: _____
Signature _____

As my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf the _____ Annual General Meeting/ Extraordinary General meeting of the company, to be held on the _____ day of _____ at _____ a.m./ p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below:



ResolutionNo.

1. _____
2. _____
3. _____

Affix Revenue
Stamp

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Route map:

