



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 4th Annual General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Friday, the 17th Day of August 2021 at 05:00 PM through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company along with the Cash Flow Statement for the Financial Year 2020-21, starting from 1st April 2019 and ending 31st March 2021, the Reports of the Board of Directors, Auditors' Report thereon:**

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

"Resolved that pursuant to section 134, section 137 and such other applicable provision of the Companies Act, 2013 and rules and regulations framed thereunder, the audited **Standalone** Financial Statements of the Company for the financial year ended 31st March 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered approved and adopted.

- 2. To receive, consider and adopt the Consolidated Audited Financial Statements of the Company along with the Cash Flow Statement for the Financial Year 2020-21, starting from 1st April 2019 and ending 31st March 2021 and the Auditors' Report thereon:**

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

"Resolved that pursuant to section 134, section 137 and such other applicable provision of the Companies Act, 2013 and rules and regulations framed thereunder, the audited **Consolidated** Financial Statements of the Company for the financial year ended 31st March 2021 and the

reports of the Auditors thereon laid before this meeting, be and are hereby considered approved and adopted.”

SPECIAL BUSINESS:

3. To consider and appoint M/s BSR & Co LLP (Firm Registration Number: 101248W/W-100022) as statutory auditors under casual vacancy:

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

“**Resolved that** pursuant to Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022, be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP, G.K. Subramaniam, Partner, Reg No. 117366W/W-100018.

Resolved further that Mr. M/s. B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022, be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold office of Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting at a remuneration as may be fixed by Board of Directors of the Company in consultation with the said Auditors.

Resolved further that any one of the Directors of the Company or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies.”

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

**P S Amritha
Company Secretary
Mem No. A49121**

**Place: Chennai
Date: 12.08.2021**

Notes

1. Explanatory Statements setting out the material facts concerning each item of Special Business to be transacted at the Annual General Meeting pursuant to Section 102 of the Companies Act, 2013 (“the Act”), is annexed hereto and forms part of the Notice.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed

and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 , 5th May 2020 and 13th January, 2021 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the 4th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, as per section 113 of the Act Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative for the purpose for participation.
4. The facility to attend through video conferencing shall be kept open 15 minutes before the scheduled time till 15 minutes after the scheduled time. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 107 of the Companies Act 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”), the Company is providing Voting by Show of Hands facility to its Members in respect of the business to be transacted at the AGM.
6. The Annual 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.
7. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. 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
9. Since the AGM will be held through VC/ OAVM Facility, the Route Map is not annexed to this Notice.

Kindly attend the meeting through the following zoom link:

<https://vivriticapital.zoom.us/j/81515834819?pwd=d0grNEk1NElyYWp6MkNLSUsvaVE4QT09>

Meeting ID: 815 1583 4819

Passcode: 619205

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

Item No. 3: To consider and appoint M/s BSR & Co LLP (Firm Registration Number: 101248W/W-100022) as statutory auditors under casual vacancy:

Pursuant to section 139(8) of the Companies Act, 2013 ("Act") a casual vacancy caused by the resignation of auditors can only be filled up by the Company in the general meeting. Board recommends that M/s. B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022, be appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP, till the conclusion of the ensuing Annual General Meeting of the Company.

M/s. B S R & Co. LLP, Chartered Accountants have conveyed their consent and eligibility to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under Companies Act, 2013.

The nature of concern or interest, financial or otherwise, if any, in respect of the Resolution mentioned in the Notice:

- (i) every director and the manager, if any: None.
- (ii) every other key managerial personnel: None
- (iii) relatives of the persons mentioned in sub-clauses (i) and (ii): None

The Board recommends this Ordinary Resolution for your approval.

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 Annual General Meeting to be held on 17th August 2021

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 Annual General Meeting on 17th August 2021 at a shorter notice.

(Signature)

Name of the member

Date:

Place: