



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 19th Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ("**Company**") will be held on Friday on 18th September 2020 at 2:00 PM at the Registered Office of the Company located at 12th Floor, Prestige Polygon, Anna Salai, Nandanam, Chennai – 600 035, to transact the following businesses:

SPECIAL BUSINESS:

- 1. To approve issuance of Series B2 Compulsorily Convertible Preference Shares to Creation Investments India III, LLC ("**Creation**") on a private placement basis through preferential allotment:**

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

"Resolved that pursuant to the provisions of Sections 62(1)(c), 55 and 42 of the Companies Act, 2013 (including any statutory modification thereto or reenactment thereof for the time being in force) respectively read with the Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, and in accordance with the provisions of Articles of Association of the Company and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of members of the Company, subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the applicable

clauses of the Share Subscription Agreement executed between Mr. Gaurav Kumar, Mr. Vineet Sukumar, and Company and Creation dated September 15, 2020 (“**SSA**”) read with Amended and Restated Shareholders’ Agreement executed between Mr. Gaurav Kumar, Mr. Vineet Sukumar, Company, Lightstone Fund S.A. (acting for and on behalf of Lightstone Global Fund) and Creation dated September 15, 2020 (“**SHA**”) , be and is hereby accorded by way of special resolution to invite, offer, and issue on a private placement basis through preferential allotment (“**Proposed Allotment**”), 5,796,936 (*Five Million Seven Hundred and Ninety Six Thousand and Nine Hundred and Thirty Six*) Series B2 Compulsorily Convertible Preference Shares (“**Series B2 CCPS**”) of INR 10 (Rupees Ten only) each, each at a price of INR.173.66/- (Rupees One Hundred and Seventy Three and Sixty Six Paise Only), on the Closing Date (*as defined in the SSA*) to Creation on the terms and conditions as set out in the draft on the terms and conditions set out in the **Private Placement Offer Letter Cum Application Form (“PAS-4”)**;;

Resolved further that the Series B2 CCPS, may be converted into equity shares in accordance with the terms and conditions mentioned under the SSA and the equity shares to be issued on conversion shall rank pari-passu in all respects with the existing equity shares of the Company.

Resolved further that pursuant to provisions of Section 43 of the Companies Act, 2013 read with Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014:

- a. Series B2 CCPS will have priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;
- b. Series B2 CCPS shall be participating in surplus fund and surplus assets;
- c. Series B2 CCPS shall be entitled to liquidation preference rights in terms of the SHA and SSA, on winding-up which may remain after the entire capital has been repaid;
- d. Series B2 CCPS shall carry voting rights in accordance with the clauses of SSA read with SHA;
- e. The payment of dividend shall be on cumulative basis for the Series B2 CCPS in accordance with the SHA read with the SSA;
- f. Series B2 CCPS shall be convertible into equity shares in accordance with SHA read with SSA;
- g. Series B2 CCPS shall be compulsorily convertible into equity shares in accordance with SHA read with SSA.

Resolved further that consent of the members of the Company be and is hereby accorded for issuance of **the draft PAS 4 in relation to the Proposed Allotment**, a copy of which is placed at the meeting to be issued to Creation.

Resolved further that the members take note of the separate bank account with **RBL Bank, GN Chetty Road branch**, for the purpose of receiving the aforesaid investment; and (ii) the valuation report dated 14th September 2020 issued by SPA Capital Advisors Ltd and Ms. Neena Agarwal holding IBBI Reg. No. IBBI Reg No: IBBI/RV/05/2019/11667, enrolled with ICAMI RVO as a Registered Valuer placed at the meeting, be and is hereby adopted.

Resolved further that the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized, to:

- a. execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the PAS-4 for issuance of the Series B2 CCPS to the Creation and to give effect to any transactions contemplated herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novation's thereto (now or in the future);
- b. do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies, Reserve Bank of India, and Income Tax authorities;
- c. sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents;
- d. 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 Documents, the transactions contemplated therein and the resolutions mentioned herein; and
- e. to record the name of the private placement offerees in Form PAS-5.

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"

Order of the Board
For Vivriti Capital Private Limited
SD/-

P S Amritha
Company Secretary
Mem No. A49121
Place: Chennai
Date: 18-09-2020

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 issuance of Series B2 Compulsorily Convertible Preference Shares to Creation Investments India III, LLC (“Creation”) on a private placement/ preferential allotment basis:

The members to note the proposed issue of 5,796,936 (*Five Million Seven Hundred and Ninety Six Thousand and Nine Hundred and Thirty Six*) Series B2 Compulsorily Convertible Preference Shares (“**Creation Securities/ Series B2 CCPS**”) referred to in the private placement offer cum application approved by the Board in respect of the aforesaid issuance of Series B2 CCPS to Creation Investments India III, LLC (“**Creation**”), as per the terms and conditions set out in the Share Subscription Agreement executed between Mr. Gaurav Kumar, Mr. Vineet Sukumar, and Company and Creation dated September 15, 2020 (“**SSA**”) read with Amended and Restated Shareholders’ Agreement executed between Mr. Gaurav Kumar, Mr. Vineet Sukumar, Company, Lightstone Fund S.A and Creation dated September 15, 2020 (“**SHA**”).

Disclosures as required under Rule 9(3) and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the Series B2 CCPS, are as under:

S. No.	Particulars	Disclosure/ terms
a.	The size of the issue and number of preference shares to be issued and nominal value of each share	5,796,936 Series B2 CCPS each at a face value of INR 10/- (Indian Rupees Ten only) each at a price of INR 173.66 (Indian Rupees One Hundred Seventy Three and Sixty Six paise only) for cash, aggregating to INR 1,00,66,95,908.66/-
b.	The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	Cumulative, Participating and Convertible Series B2 CCPS
c.	The objectives of the issue	To develop the resources for the growth of the business of the Company and to contribute to the Company’s present operations and its future working capital requirements.
d.	The manner of issue of shares	Private placement through preferential allotment
e.	The price at which such shares are proposed to be issued	INR 173.66
f.	The basis on which the price has been arrived at	Discounted Cash Flow Method based on the next 5

		(Five) years projections of the Company.
g.	The terms of issue, including terms and rate of dividend on each share, etc.	<ul style="list-style-type: none"> • Private placement of Series B2 CCPS. Other terms of the issue as per draft PAS 4. • A preference dividend at the rate of 0.001% (zero point zero zero one percent) per annum on the capital for the time being paid up on the Series B2 CCPS and such Preference Dividend to be paid up on the Series B2 CCPS during any portion or portions of the period in respect of which the Preference Dividend is paid
h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The terms of conversion shall be as per draft PAS 4 read with SSA.
i.	The manner and modes of redemption	The Series B2 CCPS are compulsorily convertible into Equity Shares of the Company. Hence, this is not applicable.
j.	The current shareholding pattern of the company	Kindly refer to <i>Note 1</i> below.
k.	The expected dilution in equity share capital upon conversion of preference shares	57.89%

Note 1: Current shareholding pattern of the Company

a. Equity Shares:

		No. of shares held	Percentage (%) of shareholding
A	Promoters' holding		
	Indian		
1	Individual	98,00,000	62.66%
	Sub-total (A)	98,00,000	62.66%

B	Non-promoters' holding		
1	Private Corporate Bodies - Equity	200	0.00
2	Indian public	3,000	0.02
3	Others ((including non-resident Indians) (employees))	15,46,150	9.89
4	Vivriti ESOP Trust	42,91,660	27.44
	Sub-total (B)	58,41,010	37.34
	GRAND TOTAL	1,56,41,010	100%

b. Compulsorily Convertible Preference Shares (CCPS):

		No. of shares held	Percentage (%) of shareholding
A	Promoters' holding		
B	Non-promoters' holding		
1	Private Corporate Bodies - CCPS	7,76,23,698	100.00
	Sub-total (B)	7,76,23,698	100.00
	GRAND TOTAL	7,76,23,698	100%

c. Optionally Convertible Preference Shares (OCRPS):

		No. of shares held	Percentage (%) of shareholding
A	Promoters' holding		
	Indian		
1	Individual	8,11,402	100%
	Sub-total (A)	8,11,402	100%
B	Non-promoters' holding		
	GRAND TOTAL	8,11,402	100%

A copy of the **Private Placement Offer Letter Cum Application Form** in respect of the above proposed issuance (hereinafter referred as "PAS 4") will be placed before the members for their perusal.

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

The Board recommends this Special Resolution for your approval.

Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

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 18th 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 18th September 2020 at a shorter notice.

(Signature)

Name of the member

Date:

Place:

Proxy Form
FormNo.MGT-11

Proxy Form

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

CIN: U65929TN2017PTC117196
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 here by appoint

- 1.Name: _____
Address: _____
E-mailId: _____
Signature _____, or failing him
- 2.Name: _____
Address: _____
E-mailId: _____
Signature _____, or failing him
- 3.Name: _____
Address: _____
E-mailId: _____
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 there of in Respect of such resolutions as
are indicated below:

Resolution No.

1. To approve issuance of Series B2 Compulsorily Convertible Preference Shares to Creation Investments India III, LLC ("Creation") on a private placement basis through preferential allotment:

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:

