



VIVRITI CAPITAL PRIVATE LIMITED

CIN: U65929TN2017PTC117196

**REGD OFFICE: 12TH FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM,
CHENNAI-600035, TAMILNADU, INDIA.**

SHORTER NOTICE is hereby given that the 23rd Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Wednesday on the 26th day of May 2021 at 09:30 AM at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600035, Tamil Nadu, India to transact the following businesses:

SPECIAL BUSINESS:

- 1. To approve issuance of fully paid-up equity shares to the Advisor and his relative on a private placement basis:**

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

Resolved that pursuant to the provisions of 42 and 62 (1)(c) of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force) respectively read with the 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, approval of the Members of the Company, subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, be and is hereby accorded to invite, offer, and issue on a private placement basis ("**Proposed Allotment**") on the terms and conditions as set out in the draft PAS-4 issue of 2,25,000 (Two Lakhs Twenty-Five Thousand only) fully paid-up equity shares of INR 10 (Rupees Ten only) each, each at a price as given below to such Investors;

S. No	Name of the Advisor and relative of Advisor	Number of equity shares offered	Price per share (INR)	Whether fully paid-up/ partly paid-up
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1	Ms. Kalpa S. Mehta (1 st Holder – “the relative of the Advisor”) and Shailesh J. Mehta (2 nd Holder – “the Advisor”) [Joint holders]	2,25,000	10	Fully paid-up
	Total	2,25,000	-	-

Resolved further that the equity shares to be issued shall rank pari-passu in all respects with the existing equity shares of the Company.

Resolved further that pursuant to provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014:

- a) **Series 1C Share Award** will rank pari passu with the existing Equity shares of the Company, *inter alia* in terms of corporate actions including but not limited to dividend (proportionately), issue of bonus shares, rights issue and repayment of share capital;
- b) Holders of the said equity shares shall carry voting rights in proportion to their individual holdings;
- c) The said equity shares shall be eligible for transfer subject to such restrictions in the articles of the company and applicable provisions as provided in the Companies Act, 2013;
- d) Liquidation proceeds, if any, shall be distributed to the holders of Series 1C Share Award on a *pro rata* basis;
- e) The holder of Series 1C Share Award at all times be governed by the Articles of Association of the Company in force.

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 the Investors.

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 13th April 2021 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 partly paid-up equity shares to the Investors 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. subject to the approval of the shareholders, 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

Chennai

25th May 2021

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 fully paid-up equity shares to the Advisor and his relative on a private placement basis:

The Board of Directors at its meeting held on 25th May 2021, subject to the approval of the shareholders and other necessary approval(s), has approved issue of 2,25,000 (Two Lakhs Twenty-Five Thousand only) fully paid-up Equity Shares having face value of INR 10 (Indian Rupees Ten only) each at a price of INR 10 (Indian Rupees Ten only) each, as per the terms and conditions set out in Private Placement Offer Letter Cum Application Form (“PAS-4”).

The disclosures required pursuant to Section 42 and 62(1)(c) of the Act read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended by the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018 are as below:

- i. The objects of the issue:** The equity shares of the Company are being issued to the Advisor and his relative, for Advisor’s valuable professional contribution and domain expertise to the growth of the business carried on by the Company.
- ii. The total number of shares or other securities to be issued:**
 - a. 2,25,000 (Two Lakhs Twenty-Five Thousand only) fully paid-up Equity Shares having face value of INR 10 (Indian Rupees Ten only) each at a price of INR 10 (Indian Rupees Ten only) each for cash on private placement basis (“**Series 1C Share Award**”);
- iii. Kinds of securities offered:** Equity shares
- iv. The price or price band at/within which the allotment is proposed:** INR 10 per share
- v. Premium:** Nil
- vi. Amount which the company intends to raise by way of such securities:** INR 22,50,000/-
- vii. Basis on which the price has been arrived at along with report of the registered valuer:** Discounted Cash Flow Method as per valuation reports of
 - SPA Capital Advisors Limited, having address at SEBI Registered CAT 1 Permanent Merchant Bankers, 25, C- Block Community Centre, Janakpuri, New Delhi – 110058.
 - Ms. Neena Agarwal holding IBBI Reg. No. IBBI Reg No: IBBI/RV/05/2019/11667, enrolled with ICAMI RVO as a Registered Valuer
- viii. Relevant date with reference to which the price has been arrived at:** Valuation date 13th April 2021 based on Financial Statements as on 31st March 2021.
- ix. The class or classes of persons to whom the allotment is proposed to be made:** Individuals and relatives (Overseas Citizen of India)

x. **Date of passing of Board Resolution:** 25.05.2021

xi. **Intention of promoters, directors or key managerial personnel to subscribe to the offer:** Nil

xii. **The proposed time within which the allotment shall be completed:** The allotment will be made within a maximum period of 60 days of receipt of the application money and call money, wherever applicable.

xiii. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Name of proposed allottee	No. of securities offered to be allotted	Percentage of post offer capital on a fully diluted basis	Percentage of post offer capital on Non diluted basis
Ms. Kalpa S. Mehta (1 st Holder – “the relative of the Advisor”) and Shailesh J. Mehta [Join holders]	2,25,000	0.26	1.38

xiv. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

S. No	Date of Allotment	Name of Allottee	Particulars of Securities	No. of Securities and Price	Total Amount (Rs.)
1	28.04.2021	a) Namrata Kaul b) Sridhar Srinivasan c) Narayan Ramachand d) Sanjiv Malhotra	Equity Shares – Series 1A and 1B Share Award	4,60,644 equity shares each at a price of INR 173.67	2,90,00,303.66

xv. **The change in control, if any, in the company that would occur consequent to the preferential offer:** Not Applicable.

xvi. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

xvii. **The pre issue and post issue shareholding pattern of the Company in the following format-**

S. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage (%) of shareholding	No. of shares held	Percentage (%) of shareholding
A	Promoters' holding				
	Indian				
1	Individual –Equity	98,00,000	10.58%	98,00,000	10.55%
	Individual - OCRPS	8,11,402		8,11,402	
	Bodies Corporate				
	Sub-total				
2	Foreign promoters				
	Sub-total (A)	1,06,11,402	10.58%	1,06,11,402	10.55%
B	Non-promoters' holding				
1	Institutional Investors				
2	Non-Institutional Investors				
3	Private Corporate Bodies - Equity	200	83.14%	200	82.96%
	Private Corporate Bodies – CCPS	8,34,20,634		8,34,20,634	
4	Directors and relatives	1,15,161	0.11%	1,15,161	0.11%
5	Indian public				

6	Others [Including Non-Resident Indians (NRIs)]	20,09,233	2.00%	22,34,233	2.22%
7	Vivriti ESOP Trust	41,77,060	4.16%	41,77,060	4.15%
	Sub-total (B)	8,97,22,288	89.42%	8,99,47,288	89.45%
	GRAND TOTAL	10,03,33,690	100%	10,05,58,690	100.00%

xviii. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the said resolution.

xix. Material terms of raising such securities:

- a) **Series 1C Share Award** will rank pari passu with the existing Equity shares of the Company, *inter alia* in terms of corporate actions including but not limited to dividend (proportionately), issue of bonus shares, rights issue and repayment of share capital;
- b) Holders of the said equity shares shall carry voting rights in proportion to their individual holdings;
- c) The said equity shares shall be eligible for transfer subject to such restrictions in the articles of the company and applicable provisions as provided in the Companies Act, 2013;
- d) Liquidation proceeds, if any, shall be distributed to the holders of Series 1C Share Awards on a *pro rata* basis;
- e) The holder of Series 1C Share Awards at all times be governed by the Articles of Association of the Company in force.

xx. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Not applicable.

xxii. Principle terms of assets charged as securities: Not Applicable.

Your directors request the shareholders to grant their consent for offer and issue Series 1C Share Award on private placement basis. The proposed issue is also in compliance with the conditions of Section 42 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested, either directly or indirectly, in the proposal contained. Accordingly, the Board of Directors recommend that the Shareholders approve the resolution mentioned in item no. 2 as Special Resolution.

Documents and papers referred to in the resolution along with detailed projections, valuation report and other related documents shall be available for inspection between 9 a.m. to 6 p.m. on all working days at the Registered Office of the Company and shall also be available for inspection during the meeting and shall be sent as an attachment to the email invitation for this general 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
26th May 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 Extra-ordinary General Meeting on 26th May 2021 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. _____
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:

