Vivriti Finance Limited
(formerly known as Vivriti Capital Limited)
CIN: U65929TN2017PLC117196
Regd Office: Prestige Zackria Metropolitan, No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai – 600002

NOTICE IS HEREBY GIVEN THAT THE 9TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIVRITI FINANCE LIMITED (*FORMERLY KNOWN AS VIVRITI CAPITAL LIMITED*) ("COMPANY") WILL BE HELD ON WEDNESDAY, THE 23RD DAY OF SEPTEMBER 2026 AT 5:00 P.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Auditor's Reports and the report of the Board of Directors along with its annexures thereto:**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to section 129, 134, 137 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with the Auditors' Reports thereon and the Report of the Board of Directors along with its annexures thereto, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Lazar Zdravkovic (DIN: 10052432), who retires by rotation and, being eligible, offers himself for reappointment:**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Lazar Zdravkovic (DIN: 10052432), Nominee Director (Non-Executive) of the Company, who retires by rotation and, being eligible, offers himself for reappointment, be and is hereby reappointed as a Nominee Director (Non-Executive) of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve the appointment of Mr. Gopalan Somasundaram (DIN: 06981023), Additional Director (Independent), as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereon) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Mr. Gopalan Somasundaram (DIN: 06981023) who was appointed as an Additional Director (Independent) of the Company w.e.f. 30th June 2026 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a period of one (1) year.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution.

4. **To approve the appointment of Ms. Narmadha Dinakaran (DIN:01777888), Additional Director (Independent), as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications & reenactments thereon) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Ms. Narmadha Dinakaran (DIN:01777888) who was appointed as an Additional Director (Independent) of the Company w.e.f. 30th June 2026 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a period of one (1) year.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution.

5. **To consider and approve amendment in the Object Clause of the Memorandum of Association of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the rules framed thereunder, and subject to obtaining the necessary NOC or approval from the Reserve Bank of India and acceptance of the voluntary surrender of the Company's NBFC Certificate of Registration and such other approvals, sanctions, permissions of appropriate authorities department or bodies as may be necessary, the consent of the shareholders of the Company be and is hereby accorded for substituting Clause III of the Memorandum of Association of the Company with the following clause:

“

III. [A] THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To operate technology data processing centre or providing management information, analysis, development accounting and business information, and providing data to Corporate, Institutions, individuals in India and abroad to carry on the business of gathering compiling, processing analyzing, distributing, selling, publishing data and information and services and providing access to information regarding financial operations and management of financial services, investment services, business and commercial operations, financial status, credit worthiness and rating consumer responses and management of business of all kinds and descriptions and to provide other services through either computer aided or telephone or any other mode in India or anywhere in world and to carry on the business of providing Infrastructure Management services and Application Service provider (ASP) services or commercial usage to Corporates, institutions, individuals, or other legal entity whether in India and abroad..

2. To create, develop, manufacture, produce, duplicate, install, establish, buy, sell, license, import, export, or render services as a link between issuers and investors by leveraging technology in finance industry in India, otherwise deal in and carry on the business of creation of Online platforms, software development and related services, that allows issuers to put across their debt requirements across their institutional lifecycle, access multiple products and diverse set of investors in financial operations and management of financial services, investment services, business and commercial operations.

3. To offer a complete solution for Investors to explore, evaluate and execute financial operations and management of financial services, debt services, capital market services, investment services, business and commercial operations for all market participants in India and offshore investors, for client and customers in India and abroad, manually or with the aid of computers and other gadgets, devices.

[B] MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:

1. To be able to set up, develop, and otherwise obtain through contract hardware and software for information technology solutions for internal usage as well as for the usage of counterparties engaged with the Company.

2. To be able to develop, apply for and hold intellectual property rights over trademarks, inventions and innovations for the furtherance of the objects of the Company

3. To acquire or take up, invest in, hold, manage, sell and deal in investments and trading in activities other than non-banking finance activities and in shares, stocks, government bonds, money market instruments, debt instruments and any other securities and units

4. To acquire all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary for carrying on the objects of the Company.

5. To acquire and undertake all of any part of the business, property and liabilities of any person or persons, or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possess property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.

6. To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of all types, formulae, designs and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of personnel by them.

7. To enter into any arrangement of sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person or company carrying on or engaged in or about to carry on or engage in, any business or transactions which this company is authorized to carry on or engage in or any business of transaction capable of being conducted so as directly or indirectly to benefit this company, and to take or otherwise acquire shares of securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

8. To establish, provide, maintain and conduct or otherwise, subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting universities, colleges, laboratories, workshops, libraries, lectures, meetings and conferences and by providing remuneration to scientific and technical professors, teaches, scientists and students, and to encourage, promote and reward studies, researches, investigations, experiments, tests, inventions and innovations of any kind that may be considered likely to assist the objects of the Company.

9. To acquire by concession, grant, purchase, license or otherwise either absolutely or conditionally and either alone of jointly with others land, building, machinery, paints, utensils, works, conveniences and other such movable and immovable assets of any description and any patents, trademarks, concessions, privileges, benefits, inventions, licenses, protections and concessions, conferring any exclusive or limited rights to any inventions, information which may seem necessary for the objects of the Company and to construct, maintain and alter any land, building or work, necessary or convenient for the business of the Company and to pay for such land, building, works, properties or rights or any such other property and rights purchased or acquired by or for the Company by shares, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.

10. To take over any other company or otherwise acquire and hold shares in or purchase or otherwise acquire the whole or part of business, property, rights and liabilities of any other

company or person and having objects altogether or in part similar to those of this Company or carrying any business capable of being conducted so as to directly or indirectly benefit this Company.

11. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this company, or for any other purpose which may seem directly or indirectly calculated to benefit of the Company.

12. Generally to purchase, take or lease or otherwise acquire, any real property with such advantage, easements, privileges, appurtenances thereto which the Company may think necessary or convenient for the purpose of its business and its activities.

13. To develop, promote, have and maintain canteen, refreshment rooms, crèche, medicine shops within or without the premises and other facilities normally associated with the business and used by the customers and employees of the Company.

14. To buy or otherwise acquire movable or immovable, tangible or intangible properties required by the Company and to sell, lease, mortgage, hypothecate or otherwise dispose of all of any of the property and assets of the Company on such terms and conditions as the Company may deem fit

15. Subject to Chapter XV - Compromises, Arrangements and Amalgamations of Companies Act, 2013 (“the Act”) and the rules prescribed thereunder and other applicable provisions of the Act (as amended from time to time), to amalgamate with any other company having objects altogether or in part similar to those of this Company or carrying any business capable of being conducted so as to directly or indirectly benefit this Company and also enter into any type of scheme of arrangements including but not limited to mergers, demergers or by whatever name called.

16. To enter into any arrangement with any government authority, national, state, municipal, local or otherwise, or any person of company in India or overseas, that may seem conducive to the objects of the Company or any of them and to obtain from any such authority persons or company, any rights, privileges, charters, contracts, licenses and concessions, including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply herewith

17. To apply for and obtain any order of central / state or such other authority for enabling the Company to carry on any of its objects into effect or for effecting any modification of the Company’s constitution or any other purpose, which, may seem expedient, and to make representations against any proceedings or applications which may be seem calculated directly or indirectly to prejudice the Company’s interests

18. To engage experts and professionals in various fields to provide consultancy, advisory, sourcing, collection, valuation, documentation, presentation, branding, public relations, technology and other services which may benefit the main objects of the Company, and to compensate them accordingly

19. To do all of the above things ads principals, agents, contractors, trustees, advisors or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as May conducive to the attainment of the objects or any of them

20. To promote, form and register, aid in the promotion, formation or registration of any company or companies and trusts, subsidiary or otherwise, for the purpose of acquiring any or all of the properties, assets and liabilities of this Company and to transfer in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures, bonds and such securities of all types in or of any such company, subsidiary or otherwise for all of any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or any such work, duties and business on such terms as may be arranged

21. To open accounts with any bank or financial institution and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures, and any such negotiable or transferable instruments of all types and to buy the same

22. Subject to the provisions of the Companies Act 2013(as amended from time to time) including the rules and regulations made therein to borrow, raise or secure the payment of money or to receive money as a loan, at interest for any of the objects of the Company and at such time or times as may be expedient by promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures, and any such negotiable or transferable instruments of all types or by taking credit in or opening current accounts or overdraft accounts with any person, firm, bank or company and whether with or without security or by such other means as may deem expedient and to mortgage, pledge or charge the whole or part of the Company's present and / or future properties and assets, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act 1949(as amended from time to time)

23. To advance money or to give credit to such person, firms or companies and on such terms with our without security as may be expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act 1949(as amended from time to time)

24. To improve, alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine

25. To make advances upon the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company

26. To pay the cost of the promotion and formation, registration and establishment of the Company and issue of its capital including commission, cots, charges, expenses, service fees and charges in connection therewith, subject to the provisions of the Companies Act 2013(as amended from time to time)

27. To create any depreciation fund, employee stock option trust, reserve fund, sinking fund, provident fund, superannuation fund, gratuity, or any such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or preference shares, worker's welfare or for any other purpose conducive to the interest of the Company

28. To provide for the welfare of employees and ex-employees, Directors, ex-Directors and other officers and ex-officers, of the Company and their wives, widows, family and dependents or connections of such persons, by building or contributing to the building of houses, dwellings, or by grants of money, allowances, pensions, bonuses, salaries or other such payments or be creating from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and / or by providing, subscribing or contributing towards places of instruction and recreation, healthcare requirements and any other assistance that the Company shall determine

29. To train and pay for the training, in India or overseas, of any of the Company's full time or part time employees and to recruit or appoint advisors or experts or trainers in India or overseas for this purpose.

30. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the objects of the Company.

31. Subject to the provisions of the Companies Act 2013 (as amended from time to time) and applicable law, to subscribe for, contribute to or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects of any exhibition or for any public, general or useful objects.

32. To procure the incorporation, registration or such other recognition of the Company within the country or overseas, and to establish and maintain local registers and branch places of the main business in any part of the world, to adopt such means of making known the business of the Company using any medium including print, advertising, the internet, by circulars, advertisements, publications of books, articles, blogs, organizing events, road shows, conferences and by any other means as the Company may think fit.

33. To enter into collaborations with Indian or foreign companies or consortiums for assisting them or for carrying out on their behalf the execution of projects and to act as agents to Indian or foreign companies in fields related to the objects of the Company or of interest to the Company

34. Subject to the provisions of the Companies Act 2013 (as amended from time to time) and applicable law, to invest, apply for, acquire otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and shares or without security upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit

35. To distribute the properties and assets of the Company amongst members in specie or in kind upon the winding up of the Company

36. To buy, lease or otherwise acquire lands, buildings and other immovable property and to sell, lease, mortgage or hypothecate or otherwise dispose of any or all of the properties of the Company as it may deem fit

37. Subject to provisions of the Companies Act 2013 (as amended from time to time), to place to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares or from unclaimed dividends

38. The Company would obtain approval of the concerned authorities to carry on the objects of the Company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to make application, submit and sign letters, declarations, documents and file necessary forms with the Registrar of Companies or any other statutory authority(ies) to effect the above change(s).

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorised to furnish the copy of this resolution, certified to be true, to any relevant person(s) / authority(ies) as and when required."

6. **To consider and approve revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Employee Stock Option Plan 2020:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Employee Stock Option Plan 2020 (hereinafter referred as "**ESOP Scheme**") together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Scheme in the Company, including delegated powers to any person thereof by such Committee) be and is hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to file the requisite e-forms and other documents with the Registrar of Companies and such other statutory or regulatory authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

7. **To consider and approve revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Employee Stock Option Plan 2022:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Employee Stock Option Plan 2022 (hereinafter referred as "**ESOP Scheme**") together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Scheme in the Company, including delegated powers to any person thereof by such Committee) be and is hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to file the requisite e-forms and other documents with the Registrar of Companies and such other statutory or regulatory authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

8. To consider and approve revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Special Purpose Employee Stock Option Plan 2026– I:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Special Purpose Employee Stock Option Plan 2026 – I (hereinafter referred as "**ESOP Scheme**") together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Scheme in the Company, including delegated powers to any person thereof by such Committee) be and is hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee thereof) be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to file the requisite e-forms and other documents with the Registrar of Companies and such other statutory or regulatory authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For and on behalf of **Vivriti Finance Limited**
(formerly known as Vivriti Capital Limited)

Sd/-
Vineet Sukumar
Director
DIN: 06848801

Place: Chennai
Date: 1st September 2026

Notes:

1. The 9th AGM of the Company is being conducted through Video Conferencing / Other Audio Visual Means ("**VC / OAVM**") vide General Circular No. 03/25 dated 22nd September 2025 read with previous circulars issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**") and the provisions of the Act. The deemed venue for the meeting shall be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, setting out the material facts relating to the Special Business to be transacted at the 9th Annual General Meeting ("**AGM**"), is annexed hereto and forms an integral part of this Notice.

3. **Pursuant to the MCA Circulars, since the AGM is being held through VC / OAVM, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the proxy form, attendance slip, and route map are not annexed to this notice.** However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, may forward a scanned copy of the necessary authorization under Section 113 of the Companies Act, 2013 for such representation to the Company through e-mail to compliance@vivriticapital.com before the commencement of the meeting. The deemed venue for the AGM shall be the Registered Office of the Company.

4. The Company shall conduct the AGM through VC / OAVM by using Zoom cloud meetings ("**Zoom**") and the Members are requested to follow instructions as stated in this notice for participating in this AGM through Zoom. An invite of the AGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.

5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holder(s) attending the meeting through VC / OAVM, only such joint holder who is higher in the order of names will be entitled to vote.

6. The resolution(s) in the meeting will be passed by show of hands, unless a poll is validly demanded. If voting is decided to be done by way of poll at meeting in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, then members can cast their vote during the Meeting by way of poll. For voting, members can send an email specifying his full name, assent or dissent on each of resolution(s), DP ID, Client ID / Folio No., to compliance@vivriticapital.com from their email addresses registered with the Company or send hard copy of their approval at the registered office within one day of the date of the meeting.

7. On the date of the meeting i.e., on Wednesday, 23rd September 2026, the Members, Directors, Auditors, Members and all other persons authorized to attend the meeting, may join, using the link provided from 4:45 P.M. (IST) to 5:15 P.M. (IST) and post that no person shall be able to join the meeting except the Company's directors.

8. The Members desiring to inspect the documents referred and relied upon by the Company in this Notice and statutory registers / other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send request through an email at compliance@vivriticapital.com. Further, the same shall also be available for inspection by the Members at the Registered Office of the Company on any working day between 11:00 A.M. (IST) to 4 P.M. (IST) up to the date of AGM.

9. The Notice is being sent electronically to all the Members / Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories as on Friday, 21st August 2026 in accordance with the provisions of the Companies Act, 2013, read with Secretarial Standards – 2 and Rules made thereunder. The record date for the purpose of attending and voting at the meeting is Friday, 18th September 2026 ("**Record Date**"). A member holding shares as on Record Date shall be entitled to attend and vote at the meeting.

Process for attending the Meeting:

1. To attend the meeting through VC mode, please find below the meeting link along with credentials for joining the meeting:

   Join Zoom Meeting
   https://vivriticapital.zoom.us/j/91954131931?pwd=UBoGUUsEdnrfOkkt81i3eAI0K0gkMD.1

   Meeting ID: 919 5413 1931
   Passcode: 150283

   The shareholders can use a laptop or an android mobile phone with good internet connectivity to access the link.

2. Facility to join the meeting shall be opened at least 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after such scheduled time, unless a valid quorum is present at the scheduled time and meeting is conducted.

3. On accessing the link, you will be prompted to enter the Meeting ID and the Password. The meeting ID and the Password will be mailed to you along with the meeting link. Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.

4. In case any member requires assistance for using the link before or during the meeting, you may contact at compliance@vivriticapital.com.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical issue.

EXPLANATORY STATEMENT TO THE NOTICE

Item 3: To approve the appointment of Mr. Gopalan Somasundaram (DIN: 06981023), Additional Director (Independent), as an Independent Director of the Company:

Mr. Gopalan Somasundaram was appointed as Additional Director of the Company in Independent Capacity, via circular resolution passed by the Board of Directors on 30th June 2026, in terms of Section 161(1) of the Companies Act, 2013 and can hold office only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is sought for his appointment as an Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Mr. Gopalan Somasundaram for appointment as an Independent Director of the Company.

The Company has also received from Mr. Gopalan Somasundaram:

a. his consent to act as a Director in Form DIR-2;
b. intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
c. a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act
d. Form MBP 1

In the opinion of the Board, Mr. Gopalan Somasundaram fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and is independent of the management. The Board is of the view that his appointment would be of immense value to the Company in view of his extensive experience in strategy, leadership and corporate governance.

Further, the Board appointed Mr. Gopalan Somasundaram as the Independent Director of the Company, with immediate effect, for a period of one (1) year, subject to the approval of the shareholders.

Copy of the draft letter of appointment of Mr. Gopalan Somasundaram, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Gopalan Somasundaram
DIN	06981023
Current Designation	Additional Director (Independent)
Age / Date of Birth	**Date of Birth**: 15/05/1965 **Age:** 61 years
Address	Plot No. 228, 2nd Main Road, Venkataramn Nagar, Chitlapakkam P.O, Kancheepuram, Tamilnadu - 600064
Qualifications	He holds a Bachelor of Commerce (B.Com.) and Master of Commerce (M.Com.) degrees awarded

	by the University of Madras. He is an Associate Member of the Institute of Company Secretaries of India (ACS) and holds a Bachelor of Laws (LL.B.) degree (R.K.M. Law College, Chittoor), awarded by Sri Venkateswara University, Tirupati
Experience	He has over 30 years of experience in Corporate Laws Compliances, Corporate Services, Corporate Structuring, Legal Affairs and Finance & Accounts, including over 20 years of post-qualification experience as a Company Secretary. He has extensive experience in corporate law compliances, corporate governance, mergers, ESOPs, issue of securities and liaison with regulatory authorities including ROC, SEBI, RBI and Stock Exchanges
Terms and Conditions of appointment / reappointment	Appointed as an Independent Director for a term of one (1) year from 30th June 2026 to 30th June 2027. He shall not be liable to retire by rotation. The appointment shall be governed by the letter of appointment and applicable provisions of the Companies Act, 2013.
Details of Remuneration sought to be paid	Sitting fees and remuneration by way of commission, to be paid as per appointment letter
Remuneration last draw	NIL
Date of first appointment on the Board	30th June 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	0
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	NIL
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	Please refer Table A given below

Table A

Name of Company	**Type of Committees**	**Position held**
		Chairman/ Member

NIL

Except for Mr. Gopalan Somasundaram, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing the resolution set out at item no. 3 as an **Ordinary resolution**.

Item 4: To approve the appointment of Ms. Narmadha Dinakaran (DIN: 01777888), Additional Director (Independent), as an Independent Director of the Company:

Ms. Narmadha Dinakaran was appointed as Additional Director of the Company in Independent Capacity, via circular resolution passed by the Board of Directors on 30th June 2026, in terms of Section 161(1) of the Companies Act, 2013 and can hold office only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is sought for her appointment as an Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Ms. Narmadha Dinakaran for appointment as an Independent Director of the Company.

The Company has also received from Ms. Narmadha Dinakaran:

a. her consent to act as a Director in Form DIR-2;
b. intimation in Form DIR-8 confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
c. a declaration confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act
d. Form MBP 1

In the opinion of the Board, Ms. Narmadha Dinakaran fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and is independent of the management. The Board is of the view that her appointment would be of immense value to the Company in view of her extensive experience in strategy, leadership and corporate governance.

Further, the Board appointed Ms. Narmadha Dinakaran as the Independent Director of the Company, with immediate effect, for a period of one (1) year, subject to the approval of the shareholders.

Copy of the draft letter of appointment of Ms. Narmadha Dinakaran, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Narmadha Dinakaran
DIN	01777888

Current Designation	Additional Director (Independent)
Age / Date of Birth	**Date of Birth**: 26/10/1984 **Age:** 41 years
Address	2/395, Vellore Kudiyana Street, Thiruvarur, Tamil Nadu – 612701
Qualifications	Company Secretary
Experience	10 years of experience as Expertise Independent Director at a company engaged in the business of manufacturing of Automobile Components and ancillaries. In addition, more than 6 years of experience as a Company secretary in employment. Her experience during employment is in various field such as secretarial, risk management, and intellectual property.
Terms and Conditions of appointment / reappointment	Appointed as an Independent Director for a term of one (1) year from 30th June 2026 to 30th June 2027. She shall not be liable to retire by rotation. The appointment shall be governed by the letter of appointment and applicable provisions of the Companies Act, 2013.
Details of Remuneration sought to be paid	Sitting fees and remuneration by way of commission to be paid as per appointment letter
Remuneration last draw	NIL
Date of first appointment on the Board	30th June 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	1
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. BGR Energy Systems Limited
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	Please refer Table A given below

Table A

Name of Company	**Type of Committees**	**Position held**
		Chairman/ Member
BGR Energy Systems Limited	Audit Committee	Member

Except for Ms. Narmadha Dinakaran, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing the resolution set out at item no. 4 as an **Ordinary resolution**.

Item 5: To consider and approve amendment in the Object Clause of the Memorandum of Association of the Company

The shareholders are requested to note that pursuant to the effectiveness of the Composite Scheme of Arrangement with effect from 1st April 2026, the Company has ceased to undertake any NBFC business activities and has accordingly submitted an application to the Reserve Bank of India ("**RBI**") for voluntary surrender of its Certificate of Registration ("**CoR**"). The said application is currently under process.

In view of the above and to align the constitutional documents of the Company with its revised business objectives, and subject to obtaining the necessary NOC or approval from the RBI and acceptance of the voluntary surrender of the Company's NBFC Certificate of Registration and such other approvals, sanctions, permissions of appropriate authorities department or bodies as may be necessary, it is proposed to alter the Object Clause of the Memorandum of Association ("**MOA**") of the Company. The proposed amendment entails deletion of the clauses relating to financial services and insertion of new object clauses to enable the Company to undertake technology-driven business activities, excluding financial services activities.

The Board at its meeting held on 28th August 2026 has approved the alteration of MOA of the Company and now seeks the Shareholders' approval, by passing a Special Resolution, for amendments to the Object Clause of the MOA of the Company.

A copy of the amended MOA shall be available for inspection by the Members at the Registered Office of the Company from the date of issuance of this Notice up to and including the date of the Annual General Meeting ("**AGM**").

None of the Directors or their relatives are interested in the resolution expect to the extent of their Shareholding. The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board, subject to obtaining the necessary NOC or approval from the RBI and acceptance of the voluntary surrender of the Company's NBFC Certificate of Registration, recommends passing the resolution set out at item no. 5 as a **Special resolution**.

Item 6: To consider and approve revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Employee Stock Option Plan 2020:

It is proposed to amend the existing Vivriti Capital Limited *(formerly known as Vivriti Capital Private Limited)* Employee Stock Option Plan 2020 ("**Existing ESOP Scheme**") to incorporate certain requisite changes pursuant to the change in the name of the Company to Vivriti Finance Limited and to confer discretionary powers to extend the exercise period in respect of vested options.

The amendments proposed to be made to the Existing ESOP Scheme are summarised below:

Name of the ESOP Scheme	**Clause Reference**	**Brief Summary of Changes**	**Rationale**
Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Employee Stock Option Plan 2020	Entire Plan	Change of references given to Vivriti Capital Limited *(formerly known as Vivriti Capital Private Limited)* as Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* on account of change in name of the Company.	Change in the entity name is as per the NCLT Composite Scheme post Demerger.
		Revisions to provide the Board / NRC / ESOP Committee with discretion to extend the Exercise Period for Vested Options under the ESOP from 5 [five] years from the date of Vesting to an extended period, which shall not exceed 15 [fifteen] years from the date of Vesting. Effective date of this revision is 1st May 2026.	Granting flexibility for Board/ ESOP committee/ NRC to give extensions or grant with different exercise periods which is not detrimental to the interests of the option holders.

The Board of Directors, at its meeting held on 28th August 2026, considered and approved the revised ESOP Scheme and has recommended the same to the Members for their approval.

Except for the amendments specifically set out above, all other terms and conditions of the ESOP Scheme shall remain unchanged and continue to be in full force and effect.

None of the Directors, Key Managerial Personnel ("**KMP**") of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

A copy of the revised ESOP Scheme shall be available for inspection by the Members at the Registered Office of the Company from the date of issuance of this Notice up to and including the date of the Annual General Meeting ("**AGM**").

The Company has disclosed all material information and facts, to the best of the knowledge and belief of the Board, which are necessary to enable the Members to understand the meaning, scope and implications of the proposed resolution and to take an informed decision thereon. No other information or facts, apart from those disclosed herein, are considered necessary for the Members' consideration of the proposed resolution.

The Board recommends passing the resolution set out at Item No. 6 as a **Special resolution**.

Item 7: To consider and approve revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Employee Stock Option Plan 2022:

It is proposed to amend the existing Vivriti Capital Limited *(formerly known as Vivriti Capital Private Limited)* Employee Stock Option Plan 2022 ("**Existing ESOP Scheme**") to incorporate certain requisite changes pursuant to the change in the name of the Company to Vivriti Finance Limited, power to vary exercise price and to confer discretionary powers to extend the exercise period in respect of vested options.

The amendments proposed to be made to the Existing ESOP Scheme are summarised below:

Name of the ESOP Scheme	Clause Reference	Brief Summary of Changes	Rationale
Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Employee Stock Option Plan 2022	Entire Plan	Change of references given to Vivriti Capital Limited *(formerly known as Vivriti Capital Private Limited)* as Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* on account of change in name of the Company.	Change in the entity name is as per the NCLT Composite Scheme post Demerger.
		Revisions to provide the Board / NRC / ESOP Committee with discretion to extend the Exercise Period for Vested Options under the ESOP from 5 [five] years from the date of Vesting to an extended period, which shall not exceed 15 [fifteen] years from the date of Vesting. Effective date of this revision is 1st May 2026.	Granting flexibility for Board/ ESOP committee/ NRC to give extensions or grant with different exercise periods which is not detrimental to the interests of the option holders.
		Revisions to provide the Board / NRC / ESOP Committee with discretion to subsequently vary the Exercise Price specified in the Grant Letter, subject to Applicable Laws. Effective date of this revision is 1st May 2026.	To allow the Board/NRC/ESOP Committee to revise the exercise/grant price under the Scheme, in accordance with applicable laws and as considered appropriate from time to time.

The Board of Directors, at its meeting held on 28th August 2026, considered and approved the revised ESOP Scheme and has recommended the same to the Members for their approval.

Except for the amendments specifically set out above, all other terms and conditions of the ESOP Scheme shall remain unchanged and continue to be in full force and effect.

None of the Directors, Key Managerial Personnel ("**KMP**") of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

A copy of the revised ESOP Scheme shall be available for inspection by the Members at the Registered Office of the Company from the date of issuance of this Notice up to and including the date of the Annual General Meeting ("**AGM**").

The Company has disclosed all material information and facts, to the best of the knowledge and belief of the Board, which are necessary to enable the Members to understand the meaning, scope and implications of the proposed resolution and to take an informed decision thereon. No other information or facts, apart from those disclosed herein, are considered necessary for the Members' consideration of the proposed resolution.

The Board recommends passing the resolution set out at Item No. 7 as a **Special resolution**.

Item 8: To consider and approve revised Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Special Purpose Employee Stock Option Plan 2026– I:

It is proposed to amend the existing Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* Special Purpose Employee Stock Option Plan 2026– I ("**Existing ESOP Scheme**") to incorporate certain requisite changes pursuant to the change in the name of the Company to Vivriti Finance Limited, power to vary exercise price and to confer discretionary powers to extend the exercise period in respect of vested options.

The amendments proposed to be made to the Existing ESOP Scheme are summarised below:

Name of the ESOP Scheme	**Clause Reference**	**Brief Summary of Changes**	**Rationale**
Vivriti Finance Limited *(formerly known as Vivriti Capital Limited*) Special Purpose Employee Stock Option Plan 2026– I	Entire Plan	Revisions to provide the Board/ NRC / ESOP Committee with discretion to extend the Exercise Period for Vested Options under the ESOP Scheme from 5 [five] years from the date of Vesting to an extended period, which shall not exceed 15 [fifteen] years from the date of Vesting. Effective date of this revision is 1st May 2026.	Granting flexibility for Board/ ESOP committee/ NRC to give extensions or grant with different exercise periods which is not detrimental to the interests of the option holders.
		Revisions to provide the Board/ NRC / ESOP Committee with discretion to subsequently vary the Exercise Price specified in the Grant Letter / Intimation Letter (as applicable), subject to Applicable Laws. Effective date of this revision is 1st May 2026.	To allow the Board/NRC/ESOP Committee to revise the exercise/grant price under the Scheme, in accordance with applicable laws and as considered appropriate from time to time.

The Board of Directors, at its meeting held on 28th August 2026, considered and approved the revised ESOP Scheme and has recommended the same to the Members for their approval.

Except for the amendments specifically set out above, all other terms and conditions of the ESOP Scheme shall remain unchanged and continue to be in full force and effect.

None of the Directors, Key Managerial Personnel ("**KMP**") of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

A copy of the revised ESOP Scheme shall be available for inspection by the Members at the Registered Office of the Company from the date of issuance of this Notice up to and including the date of the Annual General Meeting ("**AGM**").

The Company has disclosed all material information and facts, to the best of the knowledge and belief of the Board, which are necessary to enable the Members to understand the meaning, scope and implications of the proposed resolution and to take an informed decision thereon. No other information or facts, apart from those disclosed herein, are considered necessary for the Members' consideration of the proposed resolution.

The Board recommends passing the resolution set out at Item No. 8 as a **Special resolution**.

By order of the Board

For and on behalf of **Vivriti Finance Limited**
(formerly known as Vivriti Capital Limited)

Sd/-
Vineet Sukumar
Director
DIN: 06848801

Place: Chennai
Date: 1st September 2026