



VIVRITI CAPITAL LIMITED

(formerly known as Vivriti Capital Private Limited)

CIN: U65929TN2017PLC117196

**REGD OFFICE: PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 2ND FLOOR, BLOCK -1,
ANNASALAI, CHENNAI – 600002, INDIA**

SHORTER NOTICE is hereby given that the **38th Extraordinary General Meeting** of the shareholders of **Vivriti Capital Limited** *(formerly known as Vivriti Capital Private Limited)* (**'VCL' or the 'Company'**) will be held on Thursday, 4th January 2024 at 5:30 PM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block-1, Annasalai, Chennai – 600002, India, to transact the following business:

SPECIAL BUSINESS:

- To consider and approve the reappointment of Ms. Namrata Kaul (DIN: 00994532) as an independent director:**

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 188 and such other provisions of Companies Act, 2013 read with rules made thereunder and in accordance with Regulation 16, 23 & Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of RBI Circular dated 19th April 2022 on "Loans and Advances – Regulatory Restrictions – NBFCs", as amended from time to time, including any statutory modifications & re-enactments thereon and as per the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the applicable clauses of the SHA and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, Ms. Namrata Kaul (DIN: 00994532) who holds office as an independent director up to January 11, 2024 be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from January 12, 2024 until 11th January 2029.

RESOLVED FURTHER THAT the following declarations/ documents submitted by the aforesaid Director and copies of which are tabled at the meeting, be and are hereby taken on record:

1. Consent to act as Director in form DIR-2
2. Declaration in form DIR-8 in terms of Section 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014
3. Disclosure on the committee positions of the Directors as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. Information about the proposed Directors in Annexure XII of Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (**RBI Master Direction**)
5. Declaration & Undertaking by Director in Appendix XXIII-A of RBI Master Direction
6. Deed of Covenants in Appendix XXIII-B of RBI Master Direction
7. List of Relatives
8. Disclosure of interest in form MBP – 1 in pursuant to section 184(1) of the Companies Act, 2013
9. Notice of candidature u/s 160 of Companies Act 2013
10. Confirmation to the Code of Conduct for members of the Board of Directors and Senior Management

RESOLVED FURTHER THAT Ms. Namrata Kaul shall continue to be the designated Chairperson of the Audit Committee and Board of Directors upon her reappointment.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required, including e-filing(s) to be made with the Registrar of Companies and any other authority in relation to the aforesaid reappointment.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to sign the certified true copies of the aforesaid resolution(s) and may be furnished to any relevant person(s)/ authority(ies) as and when required.

By order of the Board

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

Sd/-

P S Amritha

CS, CCO & Compliance Officer

Mem No. A49121

Address: Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Blocl-1, Annasalai, Chennai – 600002

Place: Chennai

Date: 3rd January 2024

Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
2. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No.21/2021 dated December 14, 2021 and General Circular No. 3/2022 dated May 05, 2022, respectively in relation to “Clarification on holding of Annual General Meeting (AGM) and extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM) and passing of Ordinary and Special resolutions by the Companies under the Companies Act, 2013” read with General Circular No. 10/2022 dated December 28th 2022 and General Circular No.09/2023, dated September 25, 2023 (collectively referred to as **“MCA Circulars”**) has permitted holding of the extra-ordinary general meeting whereby it is permissible to convene the Extra-ordinary General Meeting of the Company through Video Conferencing / Other Audio Visual Means (OAVM).
3. Pursuant to the aforementioned MCA Circulars, since the EGM 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 EGM 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, shall 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 the scrutinizer at prabhakar@bpcorpadvisors.com with a copy marked to cs@vivriticapital.com before the commencement of the meeting. The deemed venue for the EGM shall be the Registered Office of the Company.
4. The Company shall conduct the EGM 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 EGM through Zoom. An invite of the EGM 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 EGM 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. **For voting by way of poll – 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 to the e-mail ID of the scrutinizer appointed for the meeting (prabhakar@bpcorpadvisors.com) from their email addresses registered with the Company.
7. On the day of the EGM, the members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided 5: 30 PM (IST), onwards.
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 cs@vivriticapital.com. An access for such documents would be given to such Member(s) at the meeting. 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. to 4 P.M. up to and including the date of EGM.
9. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance with regard to the proposed business items to be placed at the EGM, from their registered e-mail ID, mentioning their full name, folio number / DPID-Client ID, address and contact number, to cs@vivriticapital.com by 3:00 PM IST on or before 4th January 2024 so that the requisite information / explanations can be kept ready and be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
10. 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 22nd December 2023, in accordance with the provisions of the Companies Act, 2013, read with Secretarial Standards – 2 and Rules made thereunder. All correspondences relating to transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding of the company may be made to Integrated Registry Management Services Private Limited (“Integrated”), the Registrar and Share Transfer Agent of the Company. The members holding shares in dematerialized form may send such communication to their respective depository participant(s) (“DP”).
11. Nomination facility is available to individuals holding shares in the Company. Members can nominate a person in respect of shares held by him / her jointly or singly. Members holding shares in physical form and who have not registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in SH-14 as the case may be. Members holding shares in electronic form may approach their respective DPs to complete the nomination formalities.

12. Members who have not registered their e-mail IDs are requested to register the same with respective depository participant(s) and members holding shares in physical mode are requested to update their email addresses with the Company by sending a request to cs@vivriticapital.com.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, etc., with the respective depository participant(s) and members holding shares in physical mode are requested to update the same by sending a request to cs@vivriticapital.com
14. Pursuant to section 101(1) of the Companies Act, 2013, draft of shorter notice consent is annexed to this notice. Members are requested to send the signed shorter notice consent(s) prior to the time fixed for EGM.

Process for attending the Meeting:

1. To attend the meeting through VC mode, a link will be forwarded to your e-mail ID registered with the Company, anytime within 24 hours prior to the start of the meeting. The shareholders can use a laptop or an android mobile phone with good internet connectivity to access the link.
2. The facility to join the meeting has a capacity to allow the total number of members of the Company to join the meeting on a first-come-first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
3. 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.
4. 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.
5. In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Amritha P.S, CS, CCO & Compliance Officer at 044-40074811 or at cs@vivriticapital.com.

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 as per Section 102 of the Companies Act, 2013

Item No. 1: To consider and approve the reappointment of Ms. Namrata Kaul (DIN: 00994532) as an independent director:

The members are requested to take note that Ms. Namrata Kaul was originally appointed for an initial term of 5 (Five) years as an Independent Director of the Company by the Board of Directors and Shareholders of the Company at their respective meetings held on 12th January 2019. Her term will expire on 11th January 2024. In terms of Section 149 and any other applicable provisions of the Companies Act 2013, she has offered herself for re-appointment as an independent director for a second term of 5 consecutive years.

Considering the valuable contributions made by her to the Company, it is proposed to appoint her for a second term in line with the applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Company has received her consent in writing in Form DIR-2 for the proposed reappointment along with Declaration in form DIR-8 in terms of Section 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014, Disclosure on the committee positions of the Directors as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Information about the proposed Directors in Annexure XII of Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (RBI Master Direction), Declaration & Undertaking by Director in Appendix XXIII-A of RBI Master Direction, Deed of Covenants in Appendix XXIII-B of RBI Master Direction, List of Relatives, Disclosure of interest in form MBP – 1 in pursuant to section 184(1) of the Companies Act, 2013, Notice of candidature u/s 160 of Companies Act 2013 and Confirmation to the Code of Conduct for members of the Board of Directors and Senior Management which will be placed at the meeting. The brief profile of Ms. Namrata Kaul is also given below for the perusal of the members.

Further, the Nomination and Remuneration Committee of the Company at its meeting held on 27th December 2023, taking into consideration fit and proper criteria & performance evaluation of Ms. Namrata Kaul, has concluded and recommended her reappointment to the Board of Directors.

Also, considering that Ms. Namrata Kaul is a related party of the Company, her proposed reappointment would be treated as related party transaction as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members may note that Ms. Namrata Kaul would be paid sitting fee(s) as approved by the Board from time to time and other reasonable reimbursement(s) in connection with Board Meeting(s) as paid to other Independent Directors of the Board. Any other benefits may accrue to her in line with the Company policy subject to the applicable provisions of law. The Audit Committee of the Company has considered the proposed reappointment at its meeting held on 27th December 2023 and has recommended her appointment to the Board of Directors from the perspective of related party transaction.

The Company has in terms of Section 160(1) of the Companies Act, 2013, received notice from her proposing her candidature for the office of Independent Director.

The Nomination and Remuneration Committee and Audit Committee of the Company that Ms. Kaul possesses the requisite skills and capabilities, which would be of benefit to the Company, it is desirable to reappoint her as an independent director, the Board of Directors at its meeting held on 27th December 2023, has further recommended her reappointment for members' approval.

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

Brief profile of Director to be reappointed:

Ms. Namrata Kaul is a Non-Executive Independent Director of our Company for the past 5 years. She holds a post-graduate diploma from Indian Institute of Management, Ahmedabad and was also awarded the Chevening Scholarship to study Leadership and Excellence at the London School of Economics and Political Science.

Ms. Namrata Kaul has been involved in developing the strategy roadmap for Deutsche Bank India as part of the India Board and was instrumental in defining and executing the Asia Focus strategy for the EMEA business. She was the founder of Deutsche Bank's Diversity initiative in India. Ms Kaul had earlier worked with ANZ Grindlays Bank in various leadership roles across Treasury, Corporate Banking, Debt Capital Market and Corporate Finance in India and the UK.

Details of Ms. Namrata Kaul:

Sr. No.	Particulars	Details
1.	Full Name	Namrata Kaul
2.	Date of Birth	15-03-1964
3.	Age	59 years
4.	DIN	00994532
5.	Qualification	Chevening Scholar, Leadership & Excellence from the London School of Economics and Political Science (LSE), PGD-Post Graduate Diploma from IIM-Ahmedabad.
6.	Expertise in specific functional areas	Ms. Namrata Kaul has been involved in developing the strategy roadmap for Deutsche Bank India as part of the India Board and was instrumental in defining and executing the Asia Focus strategy for the EMEA business. She was the founder of Deutsche Bank's Diversity initiative in India. Ms Kaul had earlier worked with

Sr. No.	Particulars	Details
		ANZ Grindlays Bank in various leadership roles across Treasury, Corporate Banking, Debt Capital Market and Corporate Finance in India and the UK.
7.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 1 of the Notice and Explanatory Statement
8.	Address	Flat 401, Tower B6, World Spa West Sector-30 Gurgaon-122001, Haryana, India.
9.	Current Designation	Independent Director (Non-executive)
10.	Director on the Board since	Date of appointment-12/01/2019
11.	Occupation	Business
12.	Experience	25+ years
13.	Nationality	Indian
14.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Amended and Restated Shareholders Agreement and Deed of Covenants.
15.	The remuneration last drawn by such person, if applicable (FY 22-23)	Sitting Fees: INR 13.08 Lakhs
16.	Details of remuneration sought to be paid	As per terms of appointment letter
17.	Shareholding in the company	0.53% (on non-diluted basis)
18.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
19.	The number of Meetings of the Board attended during the year (i.e. for FY 23-24 -till date of conducting this EGM Notice)	Total No. of Board Meetings – 8 Number of Board Meetings attended – 8
20.	Directorship in other Boards	1. Havells India Limited 2. Schneider Electric Infrastructure Limited

Sr. No.	Particulars	Details
		3. Fusion Micro Finance Limited 4. Prime Securities Limited 5. Healthium Medtech Limited 6. Vivriti Asset Management Private Limited 7. Prime Research and Advisory Limited 8. Synergetics Management and Engineering consultants Private Limited
21.	Membership/ Chairmanship of Committees of other Boards	Please refer Table A given below

Table A

Name of Company	Type of Committees	Position held
		Chairman/ Member
Schneider Electric Infrastructure Limited	Audit Committee	Chairperson
	Risk Management Committee	Chairperson
	Nomination & Remuneration Committee	Member
	Stakeholder Relationship Committee	Chairperson
Prime Securities Ltd	Audit Committee	Member
	Stakeholder Relationship Committee	Member
	Nomination & Remuneration Committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Chairperson

Havells India Limited	Nomination & Remuneration Committee	Member
	Audit Committee	Member
Fusion Micro Finance Limited	Audit Committee	Chairperson
	Stakeholder Relationship Committee	Member
	Nomination & Remuneration Committee	Member
	IT Committee	Chairperson
	Risk Management Committee	Chairperson
Vivriti Capital Limited	Audit Committee	Chairperson
	Nomination & Remuneration Committee	Member
	Risk Management Committee	Chairperson
	IT Strategy Committee	Member
	Corporate Social Responsibility Committee	Chairperson
Healthium Medtech Limited	Audit Committee	Member
	Corporate Social Responsibility Committee	Chairperson
	Nomination & Remuneration Committee	Member
Vivriti Asset Management Private Limited	Nomination & Remuneration Committee	Member
	Audit Committee	Member

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution except Ms. Namrata Kaul and her relatives, who may be deemed to be interested to the extent of the subject matter under this resolution.

The Board of Directors of your Company recommend passing of the resolution set out at Item No. 1 as **Special Resolution**.

By order of the Board

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

Sd/-

P S Amritha

CS, CCO & Compliance Officer

Mem No. A49121

Address: Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Blocl-1, Annasalai, Chennai – 600002

Place: Chennai

Date: 3rd January 2024

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

To,

The Board of Directors
Vivriti Capital Limited
(Formerly known as Vivriti Capital Private Limited)
2nd Floor, Prestige Zackria Metropolitan, No – 200/1-8,
Block-1, Anna Salai, Chennai – 600002, India.

Subject: Consent for convening Extraordinary General Meeting at shorter notice under section 101 of Companies Act, 2013

Dear Sir / Madam,

I / We [Name of Member] having registered address / principal place of business at [Full address of the member], holding [number of shares held] (number of shares held in words) of face value (in Rupees) in the Company, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold Extraordinary General Meeting of the Company on Thursday, 4th January 2024 at 5:30 PM (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) at 2nd Floor, Prestige Zackria Metropolitan, No – 200/1-8, Block-1, Anna Salai, Chennai – 600002, India, at a shorter notice.

[Signature]
[Name of Member]

Date:

Place:

To
The Board of Directors,
Vivriti Capital Limited (*formerly known Vivriti Capital Private Limited*),
Prestige Zackria Metropolitan No. 200/1-8,
2nd Floor, Block -1, Annasalai, Chennai – 600002

Subject: Notice under Section 160 of the Companies Act, 2013.

In terms of the provisions of Section 160 of the Companies Act, 2013 (the 'Act'), a director or member shall give a notice in writing under his hand signifying the candidature of a person for the office of Director, along with the deposit of Rs. 1,00,000, which shall be refunded, if the person proposed gets elected as a director or gets more than 25 per cent. of the total valid votes cast. However, requirements of deposit of amount does not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee.

Pursuant to the provisions of Section 160 of the Companies Act, 2013, I, Namrata Kaul, daughter of Mr. Chand Narain Kaul, resident of Flat 401, Tower B6, World Spa West Sector-30 Gurgaon 122001, hereby propose my candidature for reappointment as Independent Director of the Company. The requirement of deposit does not apply to my candidature, being Independent Director.

You are requested to please place above notice for my reappointment as Independent Director of the Company for approval of members of the Company.

Signature:



Name: Namrata Kaul

DIN: 00994532

Place: Gurgaon

Date: 11th December 2023