



**VIVRITI CAPITAL LIMITED**  
(formerly known as Vivriti Capital Private Limited)

**CIN: U65929TN2017PLC117196**  
**REGD OFFICE: PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 2<sup>ND</sup> FLOOR, BLOCK -1,**  
**ANNASALAI, CHENNAI – 600002, INDIA**

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**SHORTER NOTICE** is hereby given that the **39<sup>th</sup> 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 Tuesday, February 20, 2024 at 09:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Block-1, Annasalai, Chennai – 600002, India, to transact the following business:

**SPECIAL BUSINESS:**

1. [To consider and approve reappointment and remuneration of Mr. Vineet Sukumar \(DIN: 06848801\) as Managing Director of the Company:](#)

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 , 196, 197, 198, 203, and such other provisions and Schedule V of Companies Act, 2013 read with rules made thereunder and in accordance with Regulation 17 and 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the provisions of RBI Circular dated 19<sup>th</sup> April 2022 on "Loans and Advances – Regulatory Restrictions – NBFCs", RBI Circular dated 29<sup>th</sup> April 2022 on "Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs", RBI Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and such other circulars issued thereunder from time to time, and any other applicable law 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 Shareholders' Agreement, and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company, the consent of the Company, be and is hereby accorded to re-appoint Mr. Vineet Sukumar (DIN: 06848801) as the Managing Director of the Company for 5 (Five) consecutive years with effect from 26<sup>th</sup> May 2024 till 25<sup>th</sup> May 2029, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Company hereby approves the remuneration for Financial Year 2024-25 as mentioned below, based on the recommendation of the Nomination and Remuneration Committee and the Board, as per the Nomination and Remuneration Policy of the Company:

<b>Name of the Director</b>	<b>Designation</b>	<b>Salary for FY (2024-25) (INR)</b>	<b>Bonus (INR)</b>	<b>Total (INR)</b>
Mr. Vineet Sukumar	Managing Director	2,21,44,513	88,57,805	3,10,02,318

**RESOLVED FURTHER THAT** the Managing Director shall also be entitled to such perquisites and benefits as applicable to the employees of the Company including but not limited to Group Medical, Life Insurance, Accidental insurance, childcare allowance, etc. during his term.

**RESOLVED FURTHER THAT** the above-mentioned remuneration shall be paid as minimum remuneration even in the event of loss or inadequacy of profits in Financial Year 2024-25 in accordance with section 197 and Schedule V of the Companies Act, 2013, for a period not exceeding 3 years.

**RESOLVED FURTHER THAT** the Board (which includes a duly constituted Committee of the Board), be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and/or the remuneration subject to the same not exceeding the overall limits prescribed under the Companies Act, 2013 and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above, as may be agreed between the Board and the Managing Director.

**RESOLVED FURTHER THAT** the declarations/ documents submitted by the aforesaid Director under the applicable laws and copies of which are tabled at the meeting, be and are hereby taken on record.

**RESOLVED FURTHER THAT** Mr. Vineet Sukumar shall continue with his membership and/ or permanent invitees of the Committees of the Company, upon his re-appointment.

**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.”

2. [Approval for Material Related Party Transactions:](#)

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

**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 and such other provisions of the Companies Act, 2013 read with relevant rules made thereunder, Regulation 23 of Securities 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”, and RBI Master Directions - Non-Banking Financial Company – Scale Based Regulation, 2023, as amended from time to time and other applicable laws, including any statutory modifications, amendments, variations or re-enactments thereof, as may be notified from time to time, the Company’s Policy on Related Party Transactions and based on the recommendation of Audit Committee, consent of the members of the Company be and is hereby accorded for entering into and / or continuing with arrangements / contracts / agreements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with CredAvenue Private Limited and Vivriti Asset Management Private Limited, subsidiaries of the Company, being related parties of the Company for such transactions and on such terms and conditions including other details as specified in **“Annexure – I”** as material related party transactions, notwithstanding the fact that all such transactions during financial year 2023-24, whether individually and/or in the aggregate, may exceed Rs. 1,000 crore or 10% of the annual consolidated turnover as per the Company’s last audited financial statements, whichever is lower, or any other materiality threshold as may be applicable under law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be in the ordinary course of business and at arm’s length pricing.

**RESOLVED FURTHER THAT** subject to the related party transaction policy of the Company and the overall threshold / exposure approved for each party for a financial year, any such transactions that are incidental, necessary and ancillary to the aforementioned approvals like processing fees, interest payment, any kind of repayments, restructuring etc with the said party, in the ordinary course of business and at arm’s length pricing, shall be deemed as approved and does not require any separate approval of the Members or Board or Audit Committee as the case may be and such transactions be excluded from computation of overall threshold / exposure.

**RESOLVED FURTHER THAT** Mr. Vineet Sukumar, Managing Director or Ms. P S Amritha, Company Secretary & Compliance officer be and are hereby severally authorized to finalise and execute any such document as may be required to fulfil the intent and object as aforesaid including execution of any documents with related parties and to do all such acts, deeds and/ or actions as may be deemed necessary/ essential/ required for the aforesaid purpose.

**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.”

**3. To consider and approve Material Related Party Transaction with Vivriti Asset Management Private Limited for conversion of loan to equity:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 and such other applicable provisions of Companies Act, 2013 read with rules made thereunder and in accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the limits specified under the Special Resolution passed by the members as per Section 186 of the Companies Act 2013 at their meeting held on May 02, 2023, provisions of RBI Circular dated 19<sup>th</sup> April 2022 on “Loans and Advances – Regulatory Restrictions – NBFCs” and RBI Master Directions - Non-Banking Financial Company – Scale Based Regulation, 2023, 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 Shareholders’ Agreement, the consent of the members, be and is hereby accorded to approve the conversion of outstanding loan amounting to **INR. 46,99,99,934.56 (Indian Rupees forty-six crore, ninety-nine lakh, ninety-nine thousand, nine hundred thirty-four rupees and fifty-six paise Only)**, provided to Vivriti Asset Management Private Limited, subsidiary of the Company (“VAM”), into **34,49,794 (Thirty four Lakh forty Nine thousand seven hundred ninety Four Only)** Equity shares at an Issue price of **INR. 136.24/- (at a face value of INR. 10/- and premium of INR. 126.24/- each)** of VAM, thereby making it an investment for the Company on such terms and conditions including other details as specified in **“Annexure – II** as related party transaction.

**RESOLVED FURTHER THAT** the consent of the members, be and is hereby accorded to approve waiver of interest accrued but not due with respect aforesaid amount of loan.

**RESOLVED FURTHER THAT** Mr. Vineet Sukumar, Managing Director or Ms. P S Amritha, Company Secretary & Compliance officer be and are hereby severally authorized to finalise and execute any such document as may be required to fulfil the intent and object as aforesaid including execution of any documents with related parties and to do all such acts, deeds and/ or actions as may be deemed necessary/ essential/ required for the aforesaid purpose.

**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.”

4. **Approval for Related Party Transaction with Ms. P S Amritha for her appointment as Chief Compliance Officer of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 177, 188 of the Companies Act, 2013 read with relevant rules made thereunder, Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions of Companies Act, 2013 read with rules made thereunder and pursuant to the provisions of “Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs” dated October 22, 2021 read with notification on “Compliance Function and Role of Chief Compliance Officer (CCO) – NBFCs” dated April 11, 2022, and pursuant to any other applicable provisions under applicable laws, consent of the members be and hereby is accorded to approve/ratify appointment of Ms. Amritha P S as the Chief Compliance Officer (“CCO”) of the Company for a period of 3 (three) years effective from September 30, 2023 until September 30, 2026 on such terms and conditions including other details as specified in **“Annexure – III** as related party transaction.

**RESOLVED FURTHER THAT** Mr. Vineet Sukumar, Managing Director or Ms. P S Amritha, Company Secretary & Compliance officer be and are hereby severally authorized to finalise and execute any such document as may be required to fulfil the intent and object as aforesaid including execution of any documents with related parties and to do all such acts, deeds and/ or actions as may be deemed necessary/ essential/ required for the aforesaid purpose.

**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.”

5. **Approval for Related Party Transaction with the Chief Financial Officer for his appointment as Designated Nodal Officer of the Company for IEPF:**

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

**RESOLVED THAT** pursuant to the provisions of Section 124, 177 and 188 of the Companies Act, 2013 read with relevant rules made thereunder and pursuant to Regulation 23 and 61A (2) of the SEBI (Listing Obligations and Disclosure Requirements) and pursuant to SEBI circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/176 dated November 08, 2023 including modifications and re-enactments thereof from time to time, the consent of the Members be and is hereby accorded to appoint the Chief Financial Officer as the Designated Nodal Officer of the Company for the purpose of discharging necessary obligations under the applicable laws and for acting as the point of contact for investors entitled to claim their unclaimed amounts, SEBI, Stock Exchange and Depositories at such terms and conditions mentioned in the appointment letter.**RESOLVED FURTHER THAT** pursuant to provisions of Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of

the Companies Act 2013, consent of the Members is hereby accorded to approve such appointment, as a related party transaction on such terms and conditions including other details as specified in “**Annexure – IV**.”

**RESOLVED FURTHER THAT** upon any change in the position of Chief Financial Officer, the incumbent person shall assume the responsibility of being Designated Nodal Officer for IEPF unless otherwise decided by the Board of the Company, without any further approval of members.

**RESOLVED FURTHER THAT** any of the directors of the Company be and is hereby authorized to do all such acts, deeds, matters and/ or things as may be required to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a certified true copy of the resolution be provided to such authorities or any other parties as and when necessary, under the signature of any of the Directors or the Company Secretary of the Company.”

**6. Approval for Related Party Transaction between Vivriti Asset Management Private Limited (VAM) and its Company Secretary for her appointment as Designated Nodal Officer of VAM for IEPF:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 124, 177, 188 of the Companies Act, 2013 read with relevant rules made thereunder and pursuant to Regulation 23 and 61A (2) of the SEBI (Listing Obligations and Disclosure Requirements) and pursuant to SEBI circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/176 dated November 08, 2023 including modifications and re-enactments thereof from time to time, the consent of the Members be and is hereby accorded to appoint the Company Secretary of Vivriti Asset Management Private Limited (“VAM”) as the Designated Nodal Officer of VAM, subsidiary of the Company, for the purpose of discharging necessary obligations under the applicable laws and for acting as the point of contact for investors entitled to claim their unclaimed amounts, SEBI, Stock Exchange and Depositories at such terms and conditions mentioned in the appointment letter.

**RESOLVED FURTHER THAT** pursuant to provisions of Regulation 23 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act 2013, consent of the Members is hereby accorded to approve such appointment in VAM, as a related party transaction on such terms and conditions including other details as specified in “**Annexure – V**.”

**RESOLVED FURTHER THAT** any of the directors of the Company be and is hereby authorized to do all such acts, deeds, matters and/ or things as may be required to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** a certified true copy of the resolution be provided to such authorities or any other parties as and when necessary, under the signature of any of the Directors or the Company Secretary of the Company.”

**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, 2<sup>nd</sup> Floor, Blocl-1, Annasalai,  
Chennai – 600002**

**Place: Chennai**

**Date: 19<sup>th</sup> February 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 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](mailto:prabhakar@bpcorpadvisors.com) with a copy marked to [cs@vivriticapital.com](mailto: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](mailto: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 08:45 A.M. (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](mailto: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 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](mailto:cs@vivriticapital.com) by 6:00 P.M. IST on or before 19<sup>th</sup> February, 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 February 09, 2024, 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](mailto:cs@vivriticapital.com).

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](mailto:cs@vivriticapital.com).

13. 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. 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.
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 Ms. Amritha P.S, CS, CCO & Compliance Officer at 044-40074811 or at [cs@vivriticapital.com](mailto: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 reappointment and remuneration of Mr. Vineet Sukumar (DIN: 06848801) as Managing Director of the Company:**

The Members are requested to take note that Mr. Vineet Sukumar was originally appointed for an initial term of 5 (Five) years as the Managing Director of the Company by the Board of Directors and Shareholders with effect from 25<sup>th</sup> May 2019. His term will expire on 25<sup>th</sup> May 2024.

Considering the valuable contributions made by him to the Company and the performance evaluation carried out recently, it is proposed to re-appoint him for next five years in line with the applicable provisions of Companies Act, 2013 ("Act"), Master Directions – RBI (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Company has received his notice of candidature as required under Section 160 of the Act and his consent in writing for the proposed reappointment along with other applicable disclosures as required under RBI Regulations, Listing Regulations and the Act including Form MBP-1 & DIR-8 and Fit & proper criteria as per the policy of the Company, which will be available for inspection at the meeting. The brief profile of Mr. Vineet Sukumar is also enclosed herewith for perusal of the members.

Considering that Mr. Vineet Sukumar is a related party of the Company, his proposed re-appointment and remuneration would be treated as related party transaction. The Members may note that Mr. Vineet Sukumar would be paid remuneration for FY 2024-25 as mentioned in the resolution. Any other benefits may accrue to him in line with the Company policy subject to the applicable provisions of law. His remuneration for the remaining term shall be decided by the members at a later meeting upon recommendation of the Board and Nomination and Remuneration Committee. The Audit Committee of the Company has considered the proposed reappointment at its meeting held on 7<sup>th</sup> February 2024 and has recommended his appointment to the Board of Directors from the perspective of related party transaction.

Based on the recommendations received from Nomination and Remuneration Committee and Audit Committee of the Company, the Board of Directors at its meeting held on 7<sup>th</sup> February 2024, has further recommended his reappointment for members' approval.

### **Brief profile of Director to be reappointed:**

Mr. Vineet Sukumar led the capital markets, fund management, finance, and treasury functions at IFMR Capital. In this role, he took the core strategy and business plan of IFMR Capital to scale, developed strong relationships with capital markets investors, and built the fund management business from scratch. He was instrumental in IFMR Capital raising USD 7.5 billion of debt for its clients, as well as taking its own balance sheet to INR 450 million.

Prior to this, Mr. Vineet Sukumar led key institutional relationships at Standard Chartered Bank, with exposure/deal experience across M&A, capital markets, and corporate finance.

He has also worked with Tata Administrative Services – a crack team within the Tata Group responsible for targeted strategic initiatives across group companies.

**Details of Mr. Vineet Sukumar:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Full Name	Vineet Sukumar
2.	Date of Birth	30-06-1979
3.	Age	44 years
4.	DIN	06848801
5.	Qualification	Master's degree in business administration from IIM, Bangalore and bachelor's degree in engineering from IIT, Kharagpur.
6.	Address	No: Flat 4, KG Valmiki Apartment, 3rd Seaward Road, Valmiki Nagar, Thiruvanmiyur, Chennai 600 041, Tamil Nadu, India.
7.	Current Designation	Managing Director
8.	Director on the Board since	Original date of appointment – 30/08/2017  Appointed as Managing Director on 25/05/2019
9.	Occupation	Business
10.	Experience	22+ years
11.	Nationality	Indian
12.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Deed of Covenants and any other terms as may be decided by Board from time to time.
13.	The remuneration last drawn by such person, if applicable	INR. 2,81,83,925/-for FY 23-24
14.	Shareholding in the company	31.23% (on non-diluted basis)
15.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil

Sr. No.	Particulars	Details
16.	The number of Meetings of the Board attended during the year (i.e. for FY 23-24)	Total No. of Board Meetings – 9 Number of Board Meetings attended –9
17.	Directorship/Designated partner in other Boards/LLP	<ol style="list-style-type: none"> <li>1. CredAvenue Private Limited</li> <li>2. CredAvenue Securities Private Limited</li> <li>3. Vivriti Funds Private Limited <i>(formerly known as Keerthi Logistics Private Limited)</i></li> <li>4. Sangvint Technologies Private Limited</li> <li>5. Vivriti Next Private Limited <i>(formerly known as QED Business Solutions Private Limited)</i></li> <li>6. Vivriti Asset Management Private Limited</li> <li>7. Vivriti India CAT III LLP</li> <li>8. Vivriti Fixed Income Fund - Series 3 IFSC LLP</li> <li>9. Vivriti Fixed Income Fund - Series 4 IFSC LLP</li> </ol>
18.	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
Vivriti Capital Limited	Audit Committee	Member
	Risk Management Committee	Member
	Corporate Social Responsibility Committee	Member
	IT Strategy Committee	Member
	Stakeholder Relationship Committee	Member
Vivriti Asset Management Private Limited	Audit Committee	Member

Name of Company	Type of Committees	Position held
		Chairman/ Member
CredAvenue Private Limited	Corporate Social Responsibility Committee	Member
CredAvenue Securities Private Limited	Corporate Social Responsibility Committee	Member

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Vineet Sukumar (Item No.1 of Notice)

### 1. General Information

1.	Nature of industry	Vivriti Capital Limited offers lending products to mid-corporates. Such products include term loans, working capital demand loans, co-lending with financial partners, securitisation of receivables, direct assignment of receivables, supply chain finance and subscription to bonds and commercial paper.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since 2017.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the financial year 2023-24, the Company made a total income of INR 67,121.37 lakhs and Profit of INR 12,929.75 lakhs after tax.
5.	Foreign Investments or collaborations, if any	<ol style="list-style-type: none"> <li>1. Creation Investments India III, LLC holds 0.61% Equity shares in the Company</li> <li>2. Lightrock Growth Fund I S.A., SICAV-RAIF holds 1.08% Equity shares in the Company</li> <li>3. LR India Fund I S.à r.l., SICAV-RAIF holds 1.08% Equity shares in the Company</li> </ol>

### 2. Information about the appointee:

1.	Background details	Mr. Vineet Sukumar has completed his master's degree in business administration from IIM, Bangalore and bachelor's degree in engineering from IIT, Kharagpur.
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		<p>Mr. Vineet Sukumar led the capital markets, fund management, finance, and treasury functions at IFMR Capital. In this role, he took the core strategy and business plan of IFMR Capital to scale, developed strong relationships with capital markets investors, and built the fund management business from scratch. He was instrumental in IFMR Capital raising USD 7.5 billion of debt for its clients, as well as taking its own balance sheet to INR 450 million.</p> <p>Prior to this, Mr. Vineet Sukumar led key institutional relationships at Standard Chartered Bank, with exposure/deal experience across M&amp;A, capital markets, and corporate finance.</p> <p>He has also worked with Tata Administrative Services – a crack team within the Tata Group responsible for targeted strategic initiatives across group companies.</p>
2.	Past remuneration	INR. 2,81,83,925/-for FY 23-24
3.	Recognition or awards	Refer Company's website
4.	Job profile and his suitability	Mr. Vineet is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. During his tenure, the Company has achieved all-round excellence in its business and he has been instrumental in diversifying the business into various products.
5.	Remuneration proposed	As stated in proposed resolution in Item No.1 of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Vineet Sukumar is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Vineet Sukumar is not related to any of the Directors and Key Managerial Personnel of the Company.

### 3. Other Information:

1.	Reasons of loss or inadequate profits	Since the Company operates in a highly supervised and regulated framework prescribed by the RBI and also is subject to market conditions, therefore the profits of the Company may/ may not be adequate for paying the remuneration as “minimum remuneration”. Hence approval is proposed under applicable provisions of Schedule V.
2.	Steps taken or proposed to be taken for improvement	The factors being macro economic in nature, the Company cannot envisage necessary steps in advance. However, the Company has a strong risk and compliance team to look into the risks posed by any regulatory change or other macro-economic factor to take necessary steps to steer through such changes. The company also has internal controls in place to monitor the progress / performance of the company to take necessary steps to improve the performance of the company.
3.	Expected increase in productivity and profits in measurable terms	In addition to the statement in Point 2 above, the amount / impact is uncertain at present and thus the expected increase in measurable terms cannot be quantified at this meeting.

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 Mr. Vineet Sukumar.

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

**Item No. 2: Approval for Material Related Party Transactions:**

Pursuant to the provisions of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, and Section 177 and 188 of the Companies Act 2013, read with rules made thereunder, RBI Circular – RBI/2022-23/2 DOR.CRE.REC.No.25/03.10.001/2022-23 dated April 19, 2022 on Loans and Advances – Regulatory Restrictions – NBFCs and RBI Master Directions - Non-Banking Financial Company – Scale Based Regulation, 2023, as amended from time to time and other applicable laws, including modifications , amendments, variations or re-enactments thereof, as may be notified from time to time, the Company’s Policy on Related Party Transactions and based on the recommendation of Audit Committee, it is proposed to consider, and approve the material related party transactions proposed to be entered by the Company with its subsidiaries (CredAvenue Private Limited and Vivriti Asset Management Private Limited) in its ordinary course of business and at arm’s length pricing.



These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on February 07, 2024, respectively and have been recommended for the approval of the members.

The disclosures as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of Securities and Exchange Board of India (“Listing Obligations and Disclosures Requirements) Regulations, 2015 and the SEBI Circular SEBI/HO/CFD/CMD1 /CIR/P/2021/662 dated 22<sup>nd</sup> November 2021 have been enclosed as **Annexure I**.

None of the Directors (except those as specifically categorised below, by virtue of their directorship) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution:

<b>S. No</b>	<b>Name of Related Party</b>	<b>Nature of Transaction</b>	<b>Name of the Interested Directors</b>
1	CredAvenue Private Limited	Data Management Service (Platform & Service)	1. Mr. Vineet Sukumar 2. Mr. John Tyler Day 3. Mr. Gopal Srinivasan 4. Mr. Kartik Srivatsa 5. Mr. Gaurav Kumar
2	Vivriti Asset Management Private Limited	Technology fee for usage of internally developed applications	1. Mr. Vineet Sukumar 2. Ms. Namrata Kaul 3. Mr. John Tyler Day
3	Vivriti Asset Management Private Limited	Transfer of assets between VAM & VCL	4. Mr. Lazar Zdravkovic 5. Mr. Gopal Srinivasan
4	Vivriti Asset Management Private Limited	Cross charge of ESOP	6. Mr. Kartik Srivatsa 7. Mr. Gaurav Kumar

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon. The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolution set out at Item No. 2.

The Board of Directors has considered the transaction and recommend the resolution set out as an **ordinary resolution** at Item No. 2 to the shareholders for their necessary approval.

**Item No. 3: To consider and approve Material Related Party Transaction with Vivriti Asset Management Private Limited for conversion of loan to equity:**

The Members are requested to take note that the Company had advanced a loan to Vivriti Asset Management Private Limited, subsidiary of the Company. It is now proposed to convert the outstanding loan amount of INR. 47 Crores into such equivalent number of equity shares at the price determined based on the valuation reports obtained subject to the limits specified under the Special Resolution passed by the members as per Section 186 of the Companies Act 2013 at their meeting held on May 02, 2023. This conversion is proposed to manage capitalisation of Vivriti Asset Management Private Limited, to have adequate liquidity and to ensure compliance with covenants applicable on it. The valuation reports and necessary justification on the transactions arm's length pricing are enclosed as notes to agenda. Details of the transaction has been enclosed as **Annexure II**.

Considering that Vivriti Asset Management Private Limited is a related party of the Company, the proposed transaction would be treated as related party transaction. These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on February 07, 2024, and have been recommended for the approval of the members.

The Members are requested to consider the proposed transaction, including from the perspective of material related party transaction and pass the resolution(s) as an **ordinary resolution** at Item No. 3.

**Item No. 4: Approval for Related Party Transaction with Ms. P S Amritha for her appointment as Chief Compliance Officer of the Company:**

Pursuant to RBI "Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs" dated October 22, 2021 read with notification on "Compliance Function and Role of Chief Compliance Officer (CCO) – NBFCs" dated April 11, 2022, it may be noted that every Middle layer NBFC ("NBFC-ML"), is mandated to appoint a Chief Compliance Officer with clearly specified roles and responsibilities. Such person shall be a senior official in the hierarchy of an NBFC possessing adequate professional qualification / experience in the area of compliance function and shall be appointed for a fixed tenure with the approval of the Board of Directors.

Ms. Amritha P S, who is currently designated as the Company Secretary and Compliance Officer of the Company, was appointed as the Chief Compliance Officer of the Company for a period of 3 (three) years effective from September 30, 2023 until September 30, 2026.

Considering that Ms. Amritha P S is a related party of the Company, the proposed transaction would be treated as related party transaction. These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on February 07, 2024, and have been recommended for the approval of the members. Details of the transaction has been enclosed as **Annexure III**.

The Members are requested to consider the proposed transaction, including from the perspective of related party transaction and pass the resolution(s) as an **ordinary resolution** at Item No. 4.

**Item No. 5: Approval for Related Party Transaction with the Chief Financial Officer for his appointment as Designated Nodal Officer of the Company for IEPF:**

Pursuant to SEBI circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/176 dated November 08, 2023, every listed company is required to appoint a 'Nodal Officer', who shall be either a Director, Chief Financial Officer, Company Secretary or Compliance Officer of the listed entity. Such officer shall be the point of contact for investors entitled to claim their unclaimed amounts, SEBI, Stock Exchange(s) and Depositories. Company shall display the name, designation and contact details of the Nodal Officer on its website. In case there is a change in the Nodal Officer due to any reason, the Company shall designate another person as a Nodal Officer within fifteen days of such change.

Mr. Srinivasaraghavan B, who is currently designated as the Chief Financial Officer of the Company, was appointed as the Nodal officer of the Company for IEPF.

Considering that Mr. Srinivasaraghavan B is a related party of the Company, the proposed transaction would be treated as related party transaction. These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on February 07, 2024, and have been recommended for the approval of the members. Details of the transaction has been enclosed as **Annexure IV**.

The Members are requested to consider the proposed transaction, including from the perspective of related party transaction and pass the resolution(s) as an **ordinary resolution** at Item No. 5.

**Item No. 6: Approval for Related Party Transaction between Vivriti Asset Management Private Limited (VAM) and its Company Secretary for her appointment as Designated Nodal Officer of VAM for IEPF:**

Pursuant to SEBI circular no. SEBI/HO/DDHS/DDHS-RAC-1/P/CIR/2023/176 dated November 08, 2023, every listed company is required to appoint a 'Nodal Officer', who shall be either a Director, Chief Financial Officer, Company Secretary or Compliance Officer of the listed entity. Such officer shall be the point of contact for investors entitled to claim their unclaimed amounts, SEBI, Stock Exchange(s) and Depositories. Company shall display the name, designation and contact details of the Nodal Officer on its website. In case there is a change in the Nodal Officer due to any reason, the Company shall designate another person as a Nodal Officer within fifteen days of such change.

Vivriti Asset Management Private Limited is a related party had appointed its Company Secretary as the Nodal officer of the Company for IEPF in its Audit Committee and Board meetings, respectively, held on 7<sup>th</sup> February 2024.

Considering that the proposed transaction would be treated as related party transaction as per the applicable Listing Regulations. These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on February 07, 2024, and have been recommended for the approval of the members. Details of the transaction has been enclosed as **Annexure V**.

The Members are requested to consider the proposed transaction, including from the perspective of related party transaction and pass the resolution(s) as an **ordinary resolution** at Item No. 6.

**By order of the Board**

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

**P S Amritha**

**CS, CCO & Compliance Officer**

**Mem No. A49121**

**Address: Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Bloc1-1, Annasalai, Chennai – 600002**

**Place: Chennai**

**Date: 19<sup>th</sup> February, 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)**  
**2<sup>nd</sup> 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 <Day>, <Month> <Date>, 2024 at \_\_\_\_\_ (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) at 2<sup>nd</sup> 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: