



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 **35th 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, 26th September, 2023 at 5:00 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 approve the re-classification of authorised share capital of the Company and consequent alteration of Memorandum of Association of the Company.**

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

"RESOLVED THAT pursuant to provisions of Section 4, 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the authorised share capital of the Company and consequent alteration of existing capital clause – Clause V of the Memorandum of Association ('MOA') in the following manner:

"The authorized share capital of the Company is INR 118,59,70,630 (Indian Rupees One Hundred and Eighteen Crores Fifty-Nine Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:

- 2,60,00,000 (Two Crores and Sixty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each;*
- 9,06,37,063 (Nine Crores Six Lakhs Thirty Seven Thousand and Sixty Three) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;*

- iii. 19,60,000 (Nineteen Lakhs Sixty Thousand Only) Class B Differential Equity Shares of INR 10/- each (Rupees Ten Only) to be issued against exercise of options under Vivriti Capital Limited - Employee Stock Option Plan 2023.”

TO

“The authorized share capital of the Company is INR 118,59,70,630 (Indian Rupees One Hundred and Eighteen Crores Fifty-Nine Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:

- i. 2,55,00,000 (Two Crores and Fifty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each;
- ii. 9,11,37,063 (Nine Crores Eleven Lakhs Thirty Seven Thousand and Sixty Three) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;
- iii. 19,60,000 (Nineteen Lakhs Sixty Thousand Only) Class B Differential Equity Shares of INR 10/- each (Rupees Ten Only) to be issued against exercise of options under Vivriti Capital Limited - Employee Stock Option Plan 2023.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file necessary e-forms in this regard with the Registrar of Companies and to do such other acts and deeds as may be necessary for giving effect to this resolution.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to this resolution.”

2. [To approve the issuance of Series D - Compulsorily Convertible Preference Shares to TVS Shriram Growth Fund 3 on private placement basis through preferential allotment, subject to approval of members for amendment of capital clause of Memorandum of Association of the Company:](#)

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 43, 55 and 62(1)(c) of the Companies Act, 2013, respectively read with the Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any of the authorities in granting any such approval, consent, permission and/or sanction, as may be required, subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the applicable clauses of the Series D **Share Subscription**

Agreement (“SSA”) and Amended and Restated **Shareholders’ Agreement (“SHA”)** and subject to approval of members for amendment of capital clause of Memorandum of Association of the Company, the consent of members of the Company be and is hereby accorded to invite, offer and issue upto 9,18,274 (Nine Lakhs Eighteen Thousand Two Hundred and Seventy Four) Series D Compulsorily Convertible Preference Shares (“**Series D CCPS**”) of face value of INR 10/- (Indian Rupees Ten only) each at a premium of INR 1,079/- (Indian Rupees One Thousand Seventy Nine only) each, aggregating to INR 1,00,00,00,386/- (Indian Rupees One Hundred Crores Three Hundred and Eighty Six only) (hereinafter referred to as “**Securities**”), on a private placement basis through preferential allotment (“**Proposed Allotment**”) on such terms and conditions as set out in the draft PAS-4 tabled herewith, on the Series D Closing Date (as defined in the SSA) to the following proposed investor(s):

Sr. No	Name of the proposed investor	No. of Series D CCPS
1.	TVS Shriram Growth Fund 3	9,18,274

RESOLVED FURTHER THAT the Series D CCPS may be converted into equity shares in accordance with the terms and conditions mentioned under the SSA, SHA & PAS-4 and the equity shares to be issued on conversion shall rank *pari-passu* in all respects with the existing equity shares of INR 10/- each of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 43 and 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 or such other relevant rules made thereunder, Series D CCPS proposed to be issued as part of the Proposed Allotment shall have such terms and conditions as mentioned under the SSA, SHA and Articles of the Company which includes:

S No.	Particulars	Details
a.	The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	The Series D CCPS holder shall have the right to receive, pari passu with the holders of Series A CCPS, Series A2 CCPS, Series B CCPS, Series B2 CCPS and Series C CCPS and in priority to the holders of any other class of shares in the capital of the Company, a preference dividend (the “ Preference Dividend ”) at the rate of 0.001% (zero point zero zero one percent) per annum on the capital for the time being paid up on the Series D CCPS and such Preference Dividend to be paid up on the Series D CCPS during any portion or portions of the period in respect of which the Preference Dividend is paid.
b.	The participation in surplus fund	NA
c.	The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	The Series D CCPS holders shall be entitled to the Liquidation Preference as set out in Clause 15 of the Restated SHA, insofar as it pertains to Series D CCPS, is deemed to be incorporated in this

S No.	Particulars	Details
		Schedule by reference and shall mutatis mutandis apply.
d.	The payment of dividend on cumulative or non-cumulative basis	Cumulative basis
e.	The conversion of preference shares into equity shares	Each Series D CCPS will convert into 1 (one) Equity Share, at the option of Series D CCPS holder(s) without any additional payment for such conversion. In the event the conversion of Series D CCPS entitles the holders of Series D CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.
f.	The voting rights	Each holder of a Series D CCPS shall have the same right to attend and vote at general meetings of the Company as are available to holders of Equity Shares, determined on an As Converted Basis
g.	The redemption of preference shares	Series D CCPS are compulsorily convertible into Equity Shares of the Company. Hence, this is not applicable

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded for the finalization and execution of **draft PAS 4 in relation to the Proposed Allotment**, a copy of which is placed at the meeting to be issued to the proposed investor.

RESOLVED FURTHER THAT the separate bank account bearing A/C No. 409000689969 with RBL Bank, GN Chetty Road branch, for the purpose of receiving the aforesaid investment; and (ii) the valuation reports dated 25th September, 2023 issued by M/s. SPA Capital Advisors Limited, Merchant Banker holding SEBI Registration No. INM 000010825 and SPA Valuation Advisors Private Limited, Registered Valuer holding IBBI Reg. No. IBBI/RV-E/05/2021/148, enrolled with ICAMI RVO as a Registered Valuer placed at the meeting, be and are hereby noted and adopted.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized, to:

- a. execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the PAS-4 for issuance of the **Securities** to the proposed investor(s) and to give effect to any transaction documents contemplated herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novation's thereto (now or in the future);

- b. do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, government/ regulatory authorities, including but not limited to the Registrar of Companies, Reserve Bank of India, and Income Tax authorities;
- c. sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents;
- d. to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Documents, the transactions contemplated therein, and the resolutions mentioned herein;
- e. to make necessary entries in the registers/ records of the Company; and
- f. subject to the approval of the shareholders, record the name of the private placement offerees in Form PAS-5.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any of the Directors 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 usage of brand name “Vivriti” or “Vivriti Capital” by Keerthi Logistics Private Limited

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

“**RESOLVED THAT** pursuant to the applicable provisions of Companies Act 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of Members of the Company be and is hereby accorded to allow the usage of trademark and brand name “Vivriti” or “Vivriti Capital” by Keerthi Logistics Private Limited (“**KLPL**”), subject to approval of Registrar of Companies/ Central Registration Centre under Ministry of Corporate Affairs or any other regulatory body.

RESOLVED FURTHER THAT the consent be and is hereby accorded to allow the usage of abovementioned brand name as related party transaction, without levying any royalty charges for usage of trademark owned by the Company and that necessary NOC be issued by any authorised person of the Company in favour of KLPL.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to finalise and execute any such document as may be required with the intent and object as aforesaid including issuance of No-objection Certificate/ Letter and to do all such acts, deeds and take such steps as may be required to give effect to the above resolution including but not limited to submission of such data/information/record to the regulatory body.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any of the Director or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

4. To consider and approve related party transactions:

To consider and, if thought fit, to pass the following resolution(s) 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 subject to the provisions of RBI Circular dated 19th April 2022 on “Loans and Advances – Regulatory Restrictions – NBFCs”, (including any statutory modifications, amendments or re-enactments, as may be notified from time to time), approval of Members of the Company be and is hereby accorded for the related party transactions specified in “Annexure – I”, that are proposed to be entered into with the related parties of the Company and/ or its subsidiaries from time to time subject to the overall thresholds/ exposures approved thereunder under the omnibus approval at such terms and conditions as specified during 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 Board or Audit Committee as the case may be and such transactions be excluded from computation of overall threshold / exposure.

RESOLVED FURTHER THAT the Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to take all necessary actions and deeds as may be required to give effect to the above resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

5. To approve the appointment of Mr. Srinivasaraghavan B as the CFO of Vivriti Asset Management Private Limited, subsidiary of the Company:

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

“RESOLVED THAT pursuant to Section 177, 188 & 203 of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), approval of the members of the Company be and is hereby accorded for the appointment of Mr. Srinivasaraghavan B, Chief Financial Officer (‘CFO’) of the Company, as the CFO of Vivriti Asset Management Private Limited, subsidiary of the Company (‘VAM”).

RESOLVED FURTHER THAT the Managing Director be and is hereby authorized to take all the necessary actions in this regard and to do all 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.”

By order of the Board

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

Sd/-
P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121

Place: Chennai

Date: 25th September 2023

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 extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)” read with and General Circular No.11/2022, dated December 28, 2022 (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 amritha.paitenkar@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 – in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, 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 date of the meeting i.e., **on 26th September 2023**, the members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided 4:45 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 amritha.paitenkar@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 amritha.paitenkar@vivriticapital.com, by 4:00 PM (IST) on or before September 26th, 2023 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 September 15th 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 Form ISR -3 or 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 amritha.paitenkar@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 amritha.paitenkar@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, Company Secretary & Compliance Officer at +91 9500126166 or at amritha.paitenkar@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 approve the re-classification of authorised share capital of the Company and consequent alteration of Memorandum of Association of the Company:

The authorized capital of your Company as on date is INR 118,59,70,630/- (Indian Rupees One Hundred and Eighteen Crores Fifty Nine Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 2,60,00,000 (Two Crores and Sixty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each, 9,06,37,063 (Nine Crores Six Lakhs Thirty-Seven Thousand and Sixty-Three) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each and 19,60,000 (Nineteen Lakhs Sixty Thousand Only) Class B Differential Equity Shares of INR 10/- each (Rupees Ten Only) to be issued against exercise of options under Vivriti Capital Limited - Employee Stock Option Plan 2023.

In order to accommodate issuance of CCPS, it is proposed to reclassify the existing authorised share capital of the Company by amending the existing capital clause of the Memorandum of Association (MOA). The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for such reclassification of the authorized share capital and for amending the Capital clause of the Memorandum of Association of the Company.

None of the Directors, Managers and Key Managerial Personnel of the Company, or their relatives, are interested in this Ordinary Resolution.

The said reclassification and proposed amendment to MOA has also been approved by the Board at its meeting held on 25th September 2023 and the Board of Directors have recommended the same for the consideration of the members of the Company. All the related information to the best understanding of the Board have been disclosed to enable the Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

Draft copy of altered Memorandum of Association can be inspected by the members before the meeting from 11:00 A.M. to 4:00 PM IST at the registered office of the Company.

The Board recommends passing of the resolution set out as item no.1 as an **Ordinary resolution**.

Item 2: To approve the issuance of Series D - Compulsorily Convertible Preference Shares to TVS Shriram Growth Fund 3 on private placement basis through preferential allotment, subject to approval of members for amendment of Capital clause of Memorandum of Association of the Company:

It is proposed to issue up to 9,18,274 (Nine Lakhs Eighteen Thousand Two Hundred and Seventy Four) Series D Compulsorily Convertible Preference Shares ("**Series D CCPS**") of face value of INR 10/- (Indian Rupees Ten Only) each at a premium of INR 1,079/- (Indian Rupees One Thousand Seventy Nine Only) each aggregating to INR 1,00,00,00,386/- (Indian Rupees One Hundred Crores and Three Hundred and Eighty Six only) (hereinafter collectively referred to as "**Securities**") specified in the private placement offer cum application form ("**PAS-4**") finalized by the Board in respect of the aforesaid issuance to the below given proposed investor(s), as per the terms and conditions set out in the Share Subscription Agreement executed by and amongst Mr. Vineet Sukumar, TVS Shriram Growth Fund 3 and the Company ("**SSA**") read with Amended and Restated

Shareholders' Agreement executed by and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Lightrock Growth Fund I S.A., SICAV-RAIF, Financial Investments SPC, LR India Fund I S.a.r.l., SICAV-RAIF, TVS Shriram Growth Fund 3 and the Company ("SHA"):

Sr. No.	Name of the proposed investor	No. of Series D CCPS
1.	TVS Shriram Growth Fund 3	9,18,274

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

S. No.	Particulars	Disclosure/ terms
a.	The size of the issue and number of preference shares to be issued and nominal value of each share	9,18,274 (Nine Lakhs Eighteen Thousand Two Hundred and Seventy Four) Series D Compulsorily Convertible Preference Shares ("Series D CCPS") of face value of INR 10/- (Indian Rupees Ten Only) each at a premium of INR 1,079/- (Indian Rupees One Thousand and Seventy Nine only) each aggregating to INR 1,00,00,00,386/- (Indian Rupees One Hundred Crores and Three Hundred and Eighty Six only).
b.	The nature of such shares i.e., cumulative or non – cumulative, participating or non – participating, convertible or non – convertible	Series D CCPS are Cumulative, Participating and Convertible.
c.	The objectives of the issue	In terms of the Business Plan, as defined in the SSA.
d.	The manner of issue of shares	Private placement through preferential allotment.
e.	The price at which such shares are proposed to be issued	The proposed issue of Series D CCPS are issued at an issue price of INR 1,089/- (Indian Rupees One Thousand and Eighty Nine) consisting of the face value of INR 10/- (Indian Rupees Ten only) each and a premium of INR 1,079/- (India and Rupees One Thousand and Seventy Nine only) each.
f.	The basis on which the price has been arrived at	Income Approach (Discounted Cash Flow Method) as per the valuation reports dated 25 th September 2023 issued by Merchant Banker and Registered Valuer.
g.	The terms of issue, including terms and rate of dividend on each share, etc.	Series D CCPS are compulsorily convertible preference shares

S. No.	Particulars	Disclosure/ terms
		therefore disclosures on redemption are not applicable. Further, the terms of conversion shall be as per draft PAS 4 read with SSA & SHA
h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Series D CCPS are compulsorily convertible, therefore disclosures on redemption are not applicable. Further, the terms of conversion shall be as per draft PAS 4 read with SSA & SHA.
i.	The manner and modes of redemption	The Series D CCPS are compulsorily convertible into Equity Shares of the Company. Hence, this is not applicable.
j.	The current shareholding pattern of the company	Kindly refer to Note 1.
k.	The expected dilution in equity share capital upon conversion of preference shares	Each Series D CCPS will convert into 1 (one) Equity Share, at the option of Series D CCPS holder without any additional payment for such conversion. In the event the conversion of Series D CCPS entitles the holders of Series D CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.

Terms of Series D CCPS

The rights attached to the Series D CCPS under this Agreement and/or under the Restated SHA are as follows and shall *mutatis mutandis* be reproduced in the Articles of Association:

A. As to income and dividend

1. The Series D CCPS shall confer on the holder the right to receive, pari passu with the holders of Series A CCPS, Series A2 CCPS, Series B CCPS, Series B2 CCPS and Series C CCPS and in priority to the holders of any other class of shares in the capital of the Company, a preference dividend (the "Preference Dividend") at the rate of 0.001% (zero point zero zero one percent) per annum on the capital for the time being paid up on the Series D CCPS and such Preference Dividend to be paid up on the Series D CCPS during any portion or portions of the period in respect of which the Preference Dividend is paid.
2. The right to Preference Dividend shall be cumulative, and the right to receive the Preference Dividend shall accrue to holders of the Series D CCPS by reason of the fact that the Preference Dividend on the Series D CCPS is not declared or paid in

any year.

3. If Preference Dividend has been declared by the Company but has not been paid by the Conversion Date, the Preference Dividend shall be paid to the person(s) who held the Series D CCPS as at the date of declaration pro-rata in accordance with the number of Series D CCPS held by it at the date of declaration.
4. If the Conversion Date falls within a period in respect of which a dividend is to be paid, each Equity Share issued to the holder of Series D CCPS on Conversion shall confer on the holder the right to receive a dividend with respect to all of such period and not part only.
5. The rights of Series D CCPS holder with respect to capital distribution shall be as provided in the Restated SHA.
6. In addition to and after payment of the Preference Dividend, in the event the holder of Equity Shares are paid dividend in excess of 0.001% (zero point zero zero one percent) per annum each Series D CCPS (on an As Converted Basis) would be entitled to dividend on such higher rate.

B. As to Conversion

7. Subject to the provisions of Clause 13.3 read with Schedule 14 of the Restated SHA and the provisions of Paragraphs C and D below, each Series D CCPS will convert into 1 (one) Equity Share, at the option of Series D CCPS holder without any additional payment for such conversion. In the event the conversion of Series D CCPS entitles the holders of Series D CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number.
8. The right to convert Series D CCPS shall be exercisable by the holder thereof at any time during the relevant Conversion Period (as defined in the Restated SHA) by delivering to the Company a notice in writing ("Conversion Notice") of its desire to convert Series D CCPS, provided that such notice shall specify the number of Series D CCPS that the holder desires to convert. Subject to the relevant Conversion Period, in the event Series D CCPS are not converted into Equity Shares earlier, they shall automatically be converted into Equity Shares in accordance with this Schedule 3, 1 (One) day prior to the filing of a red herring prospectus by the Company with the competent authority or such later date as may be permitted under Applicable Laws in connection with a Qualified IPO or Offer For Sale or any other public offering of the Securities of the Company approved in writing by the holders of the Series A CCPS, Series A2 CCPS, Series B CCPS, Series B2 CCPS, Series C CCPS and Series D CCPS, if such conversion is mandatorily required by Applicable Laws (the "Compulsory Conversion Event"). If within 1 (one) month of the Compulsory Conversion Event, the Qualified IPO or Offer For Sale or any other public offering of the Securities of the Company approved in writing by the holders of the Series A CCPS, Series A2 CCPS, Series B CCPS, Series B2 CCPS, Series C CCPS and Series D CCPS has not occurred, then holders of Series D CCPS will inform the Company and the Sponsor of the steps required to be undertaken in order to

preserve their economic interests and rights under the Restated SHA and the Company and the Sponsor shall, in accordance with Applicable Laws, take steps to give effect to the aforesaid in a manner mutually agreeable to the Company, the Founders, TVS, Creation and Lightrock.

9. Conversion of Series D CCPS shall be effected within 60 (sixty) Business Days of the Conversion Notice or on the Compulsory Conversion Event, as the case may be (“Conversion Date”) by the issue and allotment of fully paid Equity Shares to the holder of the Series D CCPS. The record date of conversion of the Series D CCPS shall be deemed to be the date of the Conversion Notice.
10. The Company shall pay all expenses arising on the issue of the Equity Shares pursuant to any Conversion including any stamp duty, capital duty or other taxes and levies.
11. Equity Shares issued and allotted upon Conversion of any Series D CCPS will be deemed to be issued and registered as of the Conversion Date, and each holder of any Series D CCPS will, with effect from the Conversion Date, be deemed and treated by the Company for all purposes as the holder on record of the relevant number of Equity Shares issued upon Conversion of such Series D CCPS. Simultaneously with the issue and allotment of the relevant number of Equity Shares to be issued upon Conversion of any Series D CCPS, the Company will register the holder of such Series D CCPS as the holder of such relevant Equity Shares in the Company’s share register and register of members and will deliver or cause to be delivered a certificate or certificates for such relevant Equity Shares to the holder of such Series D CCPS and such other documents (if any) as may be required by Applicable Law to effect the issue thereof.
12. Equity Shares issued and allotted upon Conversion of any Series D CCPS shall be fully-paid and free of all liens, charges and Encumbrances and will in all respects rank pari passu with the Equity Shares in issue on the Conversion Date and shall be freely transferable subject only to restrictions in the Restated SHA and the Articles of Association.

C. Valuation Protection

13. Clause 13.3 of the Restated SHA, insofar as it pertains to Series D CCPS, is deemed to be incorporated in this Schedule by reference and shall mutatis mutandis apply.

D. Adjustments on account of a Restructuring Event

14. Clause 12 of the Restated SHA, insofar as it pertains to Series D CCPS, is deemed to be incorporated in this Schedule by reference and shall mutatis mutandis apply.

E. Voting rights

15. Subject to the provisions of the Act and other Applicable Law, each holder of a Series D CCPS shall have the same right to attend and vote at general meetings of

the Company as are available to holders of Equity Shares, determined on an As Converted Basis.

16. In the event that the voting rights of holders of Series D CCPS (as described in Clause 15 above) is or becomes unenforceable under Applicable Law, then, until the Conversion, the Sponsor shall vote in accordance with the instructions of holders of such Series D CCPS at a general meeting of the Company or provide proxies without instructions to holders of such Series D CCPS for general meetings of the Company, to the extent of the percentage of Equity Shares that holders of such Series D CCPS would have held had they elected to convert the Series D CCPS into Equity Shares in accordance with terms and subject to the conditions as contained in this Agreement (including for the avoidance of doubt the terms and conditions of the Series D CCPS).

F. Liquidation Preference

17. The Series D CCPS holders shall be entitled to the Liquidation Preference as set out in Clause 15 of the Restated SHA, insofar as it pertains to Series D CCPS, is deemed to be incorporated in this Schedule by reference and shall *mutatis mutandis* apply.

G. Adjustment Related Actions

Upon the occurrence of each adjustment under paragraphs B, C and D, the Company, at its expense, shall promptly compute such adjustment in accordance with the terms hereof and prepare and furnish to each holder of the Series D CCPS a certificate setting forth such adjustment and showing in detail the facts upon such adjustment is based. The Company shall, upon the written request at any time of any holder of Series D CCPS, furnish or cause to be furnished to such holder a like certificate setting forth: (i) such adjustment and readjustment, (ii) the relevant conversion price for such Series D CCPS at the time in effect, and (iii) the number of Equity Shares and the amount, if any, of other property that at the time would be received upon the conversion of Series D CCPS.

Further, the below mentioned disclosures in adherence to Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

S. No.	Particulars	Disclosure/ terms
a.	The objects of the issue	In terms of the Business Plan, as defined in the SSA.
b.	The total number of shares or other securities to be issued	9,18,274 (Nine Lakhs Eighteen Thousand Two Hundred and Seventy Four) Series D Compulsorily Convertible Preference Shares ("Series D CCPS").
c.	The price or price band at/within which the allotment is proposed	The proposed issue of Series D CCPS are issued at an issue price of INR 1,089/- (Indian Rupees One Thousand and Eighty Nine) consisting of the face value of INR 10/- (Indian Rupees Ten only) each and a premium of INR 1,079/- (India and

S. No.	Particulars	Disclosure/ terms		
		Rupees One Thousand and Seventy Nine only) each.		
d.	Basis on which the price has been arrived at along with report of the registered valuer	Income Approach (Discounted Cash Flow Method) as per the valuation reports dated 25 th September 2023 issued by Merchant Banker and Registered Valuer.		
e.	Relevant date with reference to which the price has been arrived at	Valuation date: August 31, 2023		
f.	The class or classes of persons to whom the allotment is proposed to be made	AIF		
g.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters, directors and key managerial personnel are subscribing to the securities proposed for issuance.		
h.	The proposed time within which the allotment shall be completed	Securities shall be allotted within 60 days from the date of receipt of subscription amount		
i.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Name of proposed investor	% of post issue capital on a fully diluted basis	% of post issue capital on a non-diluted basis
		TVS Shriram Growth Fund 3	3.93	3.99
j.	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control.		
k.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Kindly refer to Note 2.		
l.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable.		
m.	The pre issue and post issue shareholding pattern of the company in the following format	Given at Note No.1		

Note 1: Pre-issue and post-issue shareholding pattern of the Company

Equity Shares

Sr. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	1,33,70,417	61.97	1,33,70,417	61.97
	Bodies corporate	-	-	-	-
	Sub-total	1,33,70,417	61.97	1,33,70,417	61.97
2	Foreign promoters	-	-	-	-
	sub-total (A)	1,33,70,417	61.97	1,33,70,417	61.97
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution				
	Private corporate bodies	8,83,933	4.10	8,83,933	4.10
	Directors and relatives	1,36,214	0.63	1,36,214	0.63
	Indian public	21,44,695	12.32	21,44,695	12.32
	others (including NRIs)	5,56,511	1.95	5,56,511	1.95
	Vivriti ESOP Trust	43,40,740	20.12	43,40,740	20.12
	Sub-total (B)	82,05,318	38.03	82,05,318	38.03
	Grand Total	21,575,735	100.00	21,575,735	100.00

Compulsorily Convertible Preference Shares

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage (%) of shareholding	No. of shares held	Percentage (%) of shareholding
A	Promoters' holding				
	Indian				
1	Individual	-	-	-	-
	Sub-total (A)	-	-	-	-
B	Non-promoters' holding				
	Private Corporate Bodies - CCPS	9,00,21,966	100%	9,09,40,240	100%
	Sub-total (B)	9,00,21,966	100%	9,09,40,240	100%
	GRAND TOTAL	9,00,21,966	100%	9,09,40,240	100%

Note: The Company has not made any allotments under Class B Differential Equity shares as of date of the notice.

Note 2: The number of persons to whom allotment on preferential basis private placement has already been made during the year, in terms of number of securities as well as price:

S. No	Date of Allotment	Name of Allottee(s)	Particulars of Securities	No. of Securities and Price (INR)	Total Amount (INR.)	Preferential basis/private placement/rights issue	Form of consideration
1.	April 10, 2023	Corporates	Listed, rated, senior, secured, redeemable, non-convertible debentures	2,500 (two thousand five hundred) debentures of INR 1,00,000 (Indian	25,00,00,000	Private placement	Cash

S. No	Date of Allotment	Name of Allottee(s)	Particulars of Securities	No. of Securities and Price (INR)	Total Amount (INR.)	Preferential basis/private placement/rights issue	Form of consideration
				Rupees One Lakh)			
2.	May 08, 2023	Corporates	Listed, rated, senior, secured, redeemable, taxable, non-convertible debentures	10,000 (ten thousand) debentures of INR 1,00,000 (Indian Rupees One Lakh)	100,00,00,000	Private placement	Cash
3.	June 09, 2023	Corporates	Listed, rated, senior, secured, redeemable, taxable, non-convertible debentures	7,500 (seven thousand and five hundred) debentures of INR 1,00,000 (Indian Rupees One Lakh)	75,00,00,000	Private placement	Cash
4.	June 15, 2023	Corporates	listed, rated, senior, secured, redeemable, taxable, non-convertible debentures	5,000 (five thousand) debentures of INR 1,00,000 (Indian Rupees One Lakh) at an issue price of INR 1,00,858 (Indian Rupees One Lakh and Eight Hundred and Fifty Eight only)	50,42,90,000	Private placement	Cash

A copy of the **PAS-4 and Valuation Reports in respect of the above proposed issuance** will be placed before the members for their perusal.

None of the Directors, Managers and Key Managerial Personnel of the Company, or their relatives, are interested in this Special Resolution whether financial or otherwise, except Mr. Gopal Srinivasan who is the Nominee Director on the Board on behalf of TVS Growth Fund 3.

The aforesaid issuance has been approved by the Board of Directors at its meeting held on September 25th 2023 and the same has been recommended by the Board for the approval of the members.

All the related information to the best of understanding of the Board have been disclosed to enable the members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing of the resolution set out at Item No. 2 as a **Special resolution**.

Item No. 3 to 5: To consider and approve the 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/2022-23/29 DOR.CRE.REC.No.25/ 03.10.001/2022-23 dated April 19, 2022 on Loans and Advances – Regulatory Restrictions – NBFCs including modifications or amendments thereof, it is proposed to consider, and approve the material related party transactions proposed to be entered by the Company with its subsidiaries (Vivriti Asset Management Private Limited and CredAvenue Private Limited), group entities (subsidiaries of CredAvenue Private Limited and other entities within the group) and non-group entities (related parties on account of common directorships, common shareholding by members of the Board of Directors or their relatives etc.) in its ordinary course of business and at arm's length pricing. Apart from these transactions, related party transactions as set out at Item No. 3 and 5, wherein there is no flow of consideration is also proposed to be placed for the approval of the Members.

These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on 5th August 2023, 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 24 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 22nd November 2021 have been enclosed as Annexure - I.

None of the Directors (except those who were specifically categorised at the time of respective approvals) and Key Managerial Personnel of the Company (except Mr. Srinivasaraghavan B in respect of Item No. 5) or their relatives are concerned or interested, financially or otherwise, in the proposed resolution(s).

The Company has disclosed all the related information and to the best of understanding of the Board of Directors to enable the 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 resolutions set out at Item No.3-5.

The Board recommends passing of the resolution(s) set out at Item No. 3-5 as **Ordinary Resolution(s)**.

By order of the Board

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

Sd/-
P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121

Place: Chennai
Date: September 25th, 2023

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 Tuesday, 26th September 2023 at 5:00 P.M. 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 at a shorter notice.

[Signature]
[Name of Member]

Date:

Place: