



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**

WEBSITE: [HTTPS://WWW.VIVRITICAPITAL.COM](https://www.vivriticapital.com); CONTACT: +91 44 4007 4800

NOTICE is hereby given that the **42nd 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 Friday, 3rd January, 2025 at 05:30 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, to transact the following business(es):

SPECIAL BUSINESSES:

1. To consider and approve 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 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 reenactments, 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 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 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 Director 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/-

Umesh Navani

Company Secretary

Mem No. A40899

Address: Vibgyor Towers, Unit No. 502, 3rd Floor, Block G, Bandra Kurla Complex, Mumbai – 400051

Place: Mumbai

Date: 12th December 2024

Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
2. The 42nd EGM is being conducted through Video Conferencing / Other Audio Visual Means (“**VC / OAVM**”) facility, in compliance with General Circular No. 09/2024 dated 19th September 2024 read with previous circulars issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and the provisions of the Act. The deemed venue for the meeting shall be the Registered Office of the Company. In terms of Section 102 of Companies Act, 2013 and Secretarial Standards, an explanatory statement setting out the material facts concerning business to be transacted at the EGM is annexed and forms part of the Notice.
3. Pursuant to the aforementioned MCA Circulars, since the EGM is being held through VC / OAVM, the physical presence of the members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the members will not be available for the EGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the corporate members may be appointed for the purpose of voting or for participation and voting in the meeting. The corporate members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Companies Act, 2013 for such representation to the Company through e-mail to the scrutinizer at prabhakar@bpcorpadvisors.com with a copy marked to cs@vivriticapital.com before the commencement of the meeting. The deemed venue for the EGM shall be the Registered Office of the Company.
4. The Company shall conduct the EGM through VC / OAVM by using Zoom cloud meetings (“**Zoom**”) and the members are requested to follow instructions as stated in this notice for participating in this EGM through Zoom. An invite of the EGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
5. The attendance of the members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holder(s) attending the meeting through VC / OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
6. **The resolution(s) in the meeting will be passed by show of hands, unless a poll is validly demanded. If voting is decided to be done by way of poll at meeting in accordance with provisions of Section 109 of the Companies Act, 2013** read with Articles of Association of the Company, then members can cast their vote during the Meeting by way of poll. For voting, members can send an email specifying his full name, assent or dissent on each of resolution(s),

DP ID, Client ID / Folio No., to the e-mail ID of the scrutinizer appointed for the meeting (prabhakar@bpcorpadvisors.com) from their email addresses registered with the Company.

7. On the day of the EGM, the members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided 05:15 P.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. 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 4:00 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 by 6:00 P.M. (IST) at least 1 working day before the date of the meeting 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 November 15, 2024, in accordance with the provisions of the Companies Act, 2013, read with Secretarial Standards – 2 and Rules made thereunder. A copy of the notice has also been uploaded at the website of the Company. The record date for the purpose of attending and voting at the meeting is December 27, 2024 (“**Record Date**”). A member holding shares as on Record Date shall be entitled to attend and vote at the meeting. 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.

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.

Process for attending the Meeting:

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

Join Zoom Meeting:

<https://vivriticapital.zoom.us/j/95054858124?pwd=Iaf8Qfd2x4int06zbag3FkcPa03kNn.1>

Meeting ID: 950 5485 8124

Passcode: 082708

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. Please enter the meeting ID and the Password as mentioned under Point 1 above. 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 Mr. Umesh Navani, Company Secretary at 044-40074811 or at cs@vivriticapital.com.

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

Explanatory statement as per Section 102 of the Companies Act, 2013

Item No. 1: To consider and approve the 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 19th April, 2022 on Loans and Advances – Regulatory Restrictions – NBFCs including modifications or amendments thereof, it is proposed to take approval of shareholders of the Company for the related party transactions proposed to be entered into by the Company with 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.

These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on 06th November 2024 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/CMD1v/CIR/P/2021/662 dated 22nd November 2021 have been enclosed as **Annexure – I**.

None of the Directors (except those who are specified in Annexure - I) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

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. 1.

The Board recommends passing of the resolution set out at Item No. 1 as **Ordinary Resolution**.

By order of the Board

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

Sd/-

Umesh Navani
Company Secretary

Mem No. A40899

**Address: Vibgyor Towers, Unit No. 502, 3rd Floor,
Block G, Bandra Kurla Complex, Mumbai – 400051**

Place: Mumbai

Date: 12th December 2024

FY 2024-25				Terms & Conditions										If the transaction relates to any loans, inter-corporate deposits,							
Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (in INR)	Material Terms & Particulars of Transaction	Name of the Related Party & its relationship with the Co. or its subsidiary	Nature of the concern or interest (financial or otherwise) of Related Party	Particular Tenure of the transaction	% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the	RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone	Justification as to why RPT is in the interest of the Co.	Copy of valuation or external party report, if has been relied	% of the counter party's annual consolidated turnover that is represented	Any other relevant information	Details of sources of funds in connection with transaction	If any financial indebtedness incurred to give loans, inter-corporate deposits,	Terms including covenants	Tenure, interest rate & repayment schedule	Secured / Unsecured	If secured nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds	
Vivriti Capital Limited	Seeds Fincap Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / DA / Corporate Guarantee or any other product	1,00,00,00,000.00	As agreed on case to case basis	Seeds Fincap Private Limited; Common Directorship	Financial	As agreed on case to case basis	9.27%	NA	Transactions are at the arms length basis considering the credit nature of the entity and market conditions – rates that are aligned to those offered for entities with similar credit profile	NA	NA	None of the Directors (except Mr. Santanu Paul) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.	NA	NA					The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Lead referral fee paid by VCL to VAM	30,00,000.00	Refer Note:1 below	Vivriti Asset Management Private Limited,Subsidiary	Financial	As agreed on case to case basis	0.03%	0.52%	Leveraging the existing group resources for generating direct leads for Vivriti's AMC fund business without incurring fixed cost of employing additional resources	NA	NA	None of the Directors (except Mr. Vineet Sukumar, Mr. Gaurav Kumar, Mr. John Tyler Day, Mr. Lazar Zdravkovic, Mr. Kartik Srivatsa, Mr. Gopal Srinivasan and Ms. Namrata Kaul) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.	NA	NA						

Note: 1

Pricing :

Diversified Bond Fund – Series II

Particulars	Management fee p.a.	Trail p.a.
XA2 (<10 crores)	1.25%	12.5 bps
XA1 (>=10 crores)	1%	12.5 bps

Vivriti Short term Debt fund

Particulars	Management fee p.a.	Trail p.a.
XA2 (<10 crores)	1.00%	20 bps
XA1 (>=10 crores)	1%	20 bps