



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 **6th Annual General Meeting** of the shareholders of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) **(the ‘Company’)** will be held on Saturday, 30th 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 to transact the following business:

ORDINARY BUSINESS:

[Item 1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 2022-23, along with Auditors Report and the Report of Board of Directors & its annexures thereon:](#)

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

“**RESOLVED THAT** pursuant to section 129, 134, 137 and such other applicable provision of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments, notified from time to time) **(the “Act”)** the audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2023 along with Auditors report and the Report of the Board of Directors & its annexures thereon, as laid before this meeting, be and are hereby received, considered, approved and adopted.”

[Item 2: To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended 2022-23, and the Auditors Report thereon:](#)

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

“**RESOLVED THAT** pursuant to section 129, 134, 137 and such other applicable provision of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments, notified from time to time), the audited Consolidated Financial Statements of the Company for

the Financial Year ended 31st March 2023 and the Reports of the Auditors thereon, as laid before this meeting, be and are hereby received, considered, approved and adopted.”

Item 3: To ratify the appointment of Statutory Auditor and fix their remuneration for Financial Year 2023-24:

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

“**RESOLVED THAT** pursuant to the provisions of clause 6.2 of Part B of Articles of Association of the Company read with applicable laws, if any, the appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm’s Registration No: 101248W/W-100022) be and is hereby ratified for the Financial Year 2023-24 and the Board of Directors of the Company be and are hereby authorised to fix their remuneration and other terms and conditions from time to time in consultation with the Audit Committee and Statutory Auditors of the Company.”

Item 4: To appoint a director in place of Mr. John Tyler Day (DIN 07298703), who retires by rotation and being eligible, offers himself for reappointment.

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

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. John Tyler Day (DIN: 07298703), Nominee Director of the Company, who is liable to retire by rotation and being eligible has offered himself for reappointment, be and is hereby reappointed as a Nominee Director (Non-Executive) of the Company, liable to retire by rotation.”

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 and Compliance Officer
Mem No. A49121

Place: Chennai
Date: 26th September 2023

Notes:

1. 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 and 21/2021 dated January 13, 2021 and December 14, 2021, respectively in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” read with General Circular No. 3/2022 dated May 05, 2022, General Circular No 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 MCA (collectively referred to as “MCA Circulars”) has extended the time period for holding of AGM / EGM or passing of Ordinary/ Special Resolution through Video Conferencing/ Other Audio Visual Means (OAVM) till 30th September 2023.
2. Pursuant to the aforementioned MCA Circulars, since the AGM is being held through VC/OAVM, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, 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 AGM shall be the Registered Office of the Company.
3. The Company shall conduct the AGM through VC / OAVM by using Zoom cloud meetings (“Zoom”) and the Members are requested to follow instructions as stated in this notice for participating in this AGM through Zoom. An invite of the AGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
4. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holder(s) attending the meeting through VC / OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
5. 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.

6. On the date of the meeting i.e., on 30th September 2023, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 4: 45 PM IST to 5:15 PM IST and post that no person shall be able to join the meeting except the Company's directors.
7. 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). 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 AGM.
8. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which directors are interested as maintained under Section 180 of the Companies Act, 2013, will be available for inspection by the Members during the AGM.
9. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance with regard to the financial statements or any other matter to be placed at the AGM, 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 29th September 2023 so that the requisite information/ explanations can be kept ready to 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 AGM.
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 15th September 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. In terms of the Secretarial Standards – 2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government, a statement as required by paragraph no. 1.2.5 of SS-2 is furnished and forms part of the notice as Annexure.
14. Pursuant to section 101(1) of the Companies Act, 2013, draft of shorter notice consent is annexed to this notice. Members are requested to send the signed shorter notice consent(s) prior to the time fixed for AGM.

Process for attending the Meeting:

1. To attend the meeting through VC mode, a link will be forwarded to your registered e-mail ID, 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 at +91 9500126166 or at amritha.paitenkar@vivriticapital.com.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical issue.

ANNEXURE TO THE NOTICE

Item 3: To ratify the appointment of Statutory Auditor and fix their remuneration for Financial Year 2023-24:

The Company is required to ratify appointment of Statutory Auditor of the Company i.e. M/s BSR & Co. LLP, Chartered Accountants (Firm's Registration No: 101248W/W-100022), as per the provisions of Clause 6.2 of Part B of Articles of Association of the Company which states that auditors so appointed in the annual general meeting shall hold office from the conclusion of that meeting till the conclusion of the sixth annual general meeting, with the meeting wherein such appointment has been made being counted as the first meeting, provided that such appointment shall be subject to ratification in every annual general meeting till the sixth such meeting by way of passing of an ordinary resolution. Further, the remuneration of the auditors is required to be fixed by the Company in general meeting. Accordingly, the resolution is placed before members for their consideration and approval.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board of Directors of your Company recommends passing of the resolution set out at Item No. 3 as **Ordinary Resolution**.

Item 4: To appoint a director in place of Mr. John Tyler Day (DIN 07298703), who retires by rotation and being eligible, offers himself for reappointment .

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, one-third of the total directors of the Company (excluding the independent directors) and those who have held the longest office since his/her last appointment, shall retire by rotation at every Annual General Meeting. In case of persons appointed on the same day, those who are to retire shall be determined by a lot. Accordingly, Mr. John Tyler Day is liable to retire by rotation at this Annual General Meeting and being eligible, he has offered himself for consideration and re-appointment by Members of the Company.

Brief profile of Director to be reappointed:

Mr. John Tyler Day is a Nominee Director of our Company. He holds a bachelor's degree in business administration from University of Texas at Austin and a master's degree in business administration from J.L. Kellogg School of Management, Northwestern University. He is currently associated with Creation Investment Capital Management LLC as a partner and member of the investment committee. He has over 12 years of experience in the field of financial services.

Details of Mr. John Tyler Day:

Sr. No.	Particulars	Details
1.	Full Name	John Tyler Day
2.	Date of Birth	11/03/1986
3.	Age	37 years
4.	DIN	07298703
5.	Qualification	Master's degree in business administration from J.L. Kellogg School of Management and bachelor's degree in business administration from the University of Texas
6.	Address	7034, Irongate Lane, Dallas, Texas, USA-75214
7.	Current Designation	Nominee Director (Non-executive)
8.	Director on the Board since	Original date of appointment-18/01/2019 Date of appointment at current designation-25/05/2019
9.	Occupation	Business
10.	Experience	12+ years
11.	Nationality	USA
12.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Amended and Restated Shareholders Agreement and Deed of Covenants dated 25 th April 2019.
13.	The remuneration last drawn by such person, if applicable	Nil
14.	Shareholding in the company	Nil
15.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
16.	The number of Meetings of the Board attended during the year (i.e. for FY 22-23)	Total No. of Board Meetings – 11 Number of Board Meetings attended – 10

Sr. No.	Particulars	Details	
17.	Directorship/Designated partner in other Boards/LLP	<ol style="list-style-type: none"> 1. Vivriti Asset Management Private Limited 2. Credavenue Private Limited 3. Shapos Services Private Limited 4. OFB Tech Private Limited 5. CISV India Private Limited 6. Sohan Lal Commodity Management Private Limited 7. Desiderata Impact Ventures Private Limited 8. Muthoot Microfin Limited 9. Vastu Housing Finance Corporation Limited 10. Creation Impact Credit Fund (India), L.P. 11. Vivriti Next Private Limited (<i>formerly known as QED Business Solutions Private Limited</i>) 	
18.	Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"> 1. Vivriti Capital Limited (<i>Formerly Known as Vivriti Capital Private Limited</i>) 	<ol style="list-style-type: none"> 1. Risk Management Committee – Member 2. IT Strategy Committee – Member
		<ol style="list-style-type: none"> 2. OFB Tech Private Limited 	<ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee-Member
		<ol style="list-style-type: none"> 3. Muthoot Microfin Limited 	<ol style="list-style-type: none"> 1. Nomination and Remuneration Committee-Member 2. IPO Committee-Member

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution except Mr. John Tyler Day.

The Board of Directors of your Company recommends passing of the resolution set out at Item No. 4 as **Ordinary Resolution**.

By order of the Board

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

Sd/-

P S Amritha

Company Secretary and Compliance Officer

Mem No. A49121

Place: Chennai

Date: 26th September 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 6th Annual 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 Saturday, 30th 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: