

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.

NOTICE is hereby given that the **7th Annual General Meeting** of the shareholders of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) (**the 'Company'**) will be held on Thursday, June 13, 2024 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:

ORDINARY BUSINESS:

Item 1: To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 2023-24, 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 audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 along with Auditors report and the Report of the Board of Directors together with its annexures thereon, as laid before this meeting, be and are hereby received, considered, approved and adopted.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to submitting copies of the same to statutory / regulatory bodies and such stakeholders as may be required from time to time and to issue signed copy of the financial statements or extracts thereof, wherever required."

Item 2: To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended 2023-24, 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 March 31, 2024 and the Reports of the Auditors thereon, as laid before this meeting, be and are hereby received, considered, approved and adopted.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to above resolution including but not limited to submitting copies of the same to statutory/ regulatory bodies and such stakeholders as may be required from time to time and to issue signed copy of the financial statements or extracts thereof, wherever required.”

Item 3: To appoint a director in place of Mr. Kartik Srivatsa (DIN: 03559152), 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 (**“Act”**) and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Act and any other applicable laws, rules, guidelines and circulars, (including any statutory amendment(s), modification(s), variation or re-enactment(s) thereof) for the time being in force, Mr. Kartik Srivatsa (DIN: 03559152), Nominee Director (Non-Executive) 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.”

Item 4: To appoint M/s. Sundaram & Srinivasan (Firm Registration Number: 004207S), Chartered Accountants, as the Statutory Auditor of the Company and fix their remuneration:

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

“RESOLVED THAT pursuant to provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, and in terms of the RBI Circular No. RBI/2021-22/25Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021 (*“Guidelines for Appointment of Statutory Central Auditors (SCAs) / Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)”*) and any other applicable laws, rules, guidelines and circulars, (including any statutory amendment(s), modification(s), variation or re-enactment(s) thereof) for the time being in force, and based on the recommendation of the Audit Committee and Board of Directors, M/s. Sundaram & Srinivasan, Chartered Accountants, having Firm Registration No. 004207S, be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, M/s. B S R & o. LLP, Chartered Accountants (Firm Registration Number - 101248W/W-100022), to hold office from the conclusion of this 7th Annual General Meeting, until the conclusion of the 10th Annual General Meeting of the Company, to be held in the year 2027, at an annual remuneration/ fees plus outlays and taxes as applicable from time to time as mutually agreed with the Statutory Auditors and the Board of Directors of the Company, with the power to the Managing Director of the Company to alter and vary the terms and conditions of appointment, revision including revision in the remuneration during the remaining tenure of three years, etc., by reason of necessity on account of conditions as may be

stipulated by the RBI and/ or any other authority or otherwise, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to do necessary filings / reportings as required from time to time to the regulators.

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."

SPECIAL BUSINESS:

Item 5: To consider and grant omnibus approval for related party transactions for Financial Year 2024-25:

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

"RESOLVED THAT pursuant to the provisions of Section 2(76), 177 and 188 of the Companies Act, 2013, read with rules made thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and subject to the provisions of RBI Circular dated 19th April 2022 on "Loans and Advances – Regulatory Restrictions – NBFCs" and any other applicable laws, rules, guidelines and circulars, (including any statutory modifications, amendments, or re-enactments, as may be notified from time to time), consent of the shareholders be and are hereby accorded for entering into transactions with related parties as mentioned in **Annexure-I**, from the conclusion of this AGM to the conclusion of next AGM, which are in the ordinary course of business and at arm's length basis , including such transactions which have been executed between the end of FY 2023-24 to the date of AGM.

RESOLVED FURTHER THAT subject to the related party transaction policy of the Company and the overall threshold / exposure approved for each party as mentioned above, any such transactions that are incidental, necessary and ancillary to the above mentioned approvals like processing fees, interest payment, any kind of repayments, restructuring etc. with the said parties, in the ordinary course of business and at arm's length price, 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 of materiality.

RESOLVED FURTHER THAT 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 execution of any documents with related parties 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."

Item 6: To approve increase in overall borrowing limits:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders on May 02, 2023, pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules prescribed thereunder and the relevant regulations / directions as may be prescribed by Reserve Bank of India ("RBI") from time to time and Foreign Exchange Management Act, 1999 read with relevant rules, regulations, directions, circulars issued by RBI and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof), for borrowing from time to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, listed or un-listed debentures, bonds, commercial papers, external commercial borrowings and/or other instruments for any funded or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Insurance Companies, financial or investment institutions of any type, sovereign funds, special corpus funds / grants established by any industry body/association or any government (State/Central), Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, and including through securitization or direct assignment through permissible structures, directly to prospective investors, which shall include banks, non-banking financial companies, HNIs, other financial institutions and any other eligible investor, on such terms and conditions as may be considered suitable by the Board, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Company shall not at any time exceed INR 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the above borrowing limits and powers shall continue to be exercised and stand delegated to the Borrowing Committee (or any other Committee as may be approved by the Board) for considering, reviewing, negotiating and approving any borrowings on behalf of the Company from time to time, in line with the Borrowing Committee's charter, as may be amended from time to time by the Board.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by one of the Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary, from time to time.

Item 7: To approve limits for borrowings through issue of Debt Securities:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on 02nd May 2023 and 26th June 2023, pursuant to the provisions of Sections 23, 42, 71, 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force, the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and

circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, or any other legislation issued by any concerned regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "**Stock Exchange**") where the securities of the Company may be listed and subject to approvals, consents, sanctions, permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, the approval of the shareholders, be and are hereby accorded for (a) offer, issue and allotment of non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) market linked, or (vii) any others (as may be determined) and which may or may not be rated (as may be determined), of such face value as may be determined up to the aggregate amount of INR 5,500 crores (Indian Rupees Five Thousand Five Hundred Crores Only) ("**Debentures**" or "**Debt Securities**") as part of the overall borrowing limit of INR 13,500 crores (Indian Rupees Thirteen Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in one or more tranches/issues ("**Tranches / Issues**"), and in consultation with the Lead Manager(s) and/ or Underwriters and / or other Advisors / Consultants / Professionals, as may be appointed by Board from time to time, at such interest rate as may be determined (subject to applicable law), payable at such frequency as may be determined, and for such maturity (subject to applicable law) as may be determined, through public offer/issue, private placement, preferential allotment or by any other means as may be applicable to such person or persons from India or abroad, including from one or more company(ies), bodies corporate, statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension fund(s), sovereign funds, special corpus funds/ grants established by any industry body/ association or any government (State/Central), family office(s), as the case may be or such other person/ persons/ investors as determined (collectively "**Investors**") for raising debt for the business purposes of the Company, and (b) securing the amounts to be raised pursuant to the issue of Debentures or any Tranche/ Issue together with all interest and other charges thereon (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of loans (and/or other assets), and/or (ii) charge over specified immovable property of the Company, and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures or any Tranche/ Issue ("**Security**").

RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such bank(s) in India as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/ Issue of the Debentures and that the Board or Board constituted Committee, be and are hereby authorised to direct or delegate any officers of the Company to sign and execute the application form and other documents required for opening the said account(s), to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the Committee or the Board on behalf of the Company.

RESOLVED FURTHER THAT the shareholders hereby authorize the Board (and Committees formed by Board), including Borrowing Committee ("**Committee**") to consider the particular terms of each Tranche / Issue and to more effectively implement any of the resolutions of the Board contained herein. The Board / Committee is hereby authorized to, within the overall ambit of this resolution (a) identify Investors as it deems fit (b) consider, negotiate and approve any terms or modifications thereof for issue of Debentures and any Tranche / Issue thereof, (c) authorize, direct or delegate to any Authorized Officers (authorized in terms of this resolution) to do such things and to take such actions as the Company is entitled to do or take (as the case may be) in terms of this resolution, and (d) to generally do any other acts, deeds, or things, as may be necessary to remove any difficulties or impediments in the effective implementation of this resolution including, without limitation to the following:

- i. execute the term sheet in relation to the Debentures or any Tranche / Issue of the Debentures;
- ii. seeking, if required, any approval, consent or waiver from any / all concerned government and regulatory authorities, and / or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- iii. if required by the holders of the Debentures or any Tranche / Issue of the Debentures (the "**Debenture Holders**"), seeking the listing of any of the Debentures or any Tranche / Issue of the Debentures on any Stock Exchange, submitting the listing application and taking all actions that may be necessary in connection with obtaining such listing;
- iv. entering into arrangements with the depository in connection with issue of Debentures or any Tranche / Issue of the Debentures in dematerialised form;
- v. approving the Draft prospectus / final prospectus / debt disclosure document containing general information document / key information document / information memorandum / Offer cum application letter / private placement Offer cum application letter (as may be required) (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- vi. appointment and finalising the terms and conditions of the appointment of an arranger (if so required), investment banker, merchant banker, a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository, valuer and such other intermediaries as may be required including their successors and their agents;
- vii. creating and perfecting the Security as required in accordance with the terms of the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures;
- viii. negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures and deal with regulatory authorities in connection with the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures including but not limited to the RBI, SEBI (if so required), any Stock Exchange (if so required), the Registrar of Companies, the sub-registrar of assurances, Central Registry of Securitisation Asset Reconstruction and Security Interest, depository and such other authorities as may be required;
- ix. sign and/or despatch all documents and notices to be signed and / or despatched by the Company under or in connection with the Transaction Documents (as defined below);
- x. 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 Transaction Documents (as defined below), the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and / or issue

the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):

- xi. Draft prospectus/ final prospectus/ debt disclosure document containing general information document / Key information document / information memorandum / Offer cum application letter / private placement Offer cum application letter for the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures (as may be required) (the "**Disclosure Documents**");
- xii. debenture certificate for the Debentures or any Tranche / Issue of the Debentures;
- xiii. subscription agreements, investment agreements, debenture trust deed, debenture trustee agreement, deed of hypothecation, security agreements and any other documents required for the creation of security interest over the Company's movable and immovable properties and assets or the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures (including any powers of attorney in connection thereto) and any other agreement / document in relation thereto (collectively, the "**Transaction Documents**");
- xiv. documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures or any Tranche / Issue of the Debentures including without limitation for the purposes of recognising the rights of the debenture trustee to operate such bank accounts;
- xv. any other documents required for the purposes of the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and
- xvi. any other document designated as a security document by the debenture trustee / Debenture Holders.
- xvii. to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to (i) to (xvi) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures.

RESOLVED FURTHER THAT the above borrowing limits and powers shall continue to be exercised and stand delegated to the Borrowing Committee, or any other committee as may be decided by the Board from time to time ("**Committee**") for considering, reviewing, negotiating and approving any borrowings on behalf of the Company from time to time, in line with the Borrowing Committee's charter, as amended from time to time.

RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer and / or the Company Secretary or such other persons / officers as may be authorized by the Board or the Committee (collectively, the "**Authorised Officers**") to do such acts, deeds and take such actions as they deem fit, in connection with the issue, offer and allotment of the Debentures or any Tranche/ Issue of the Debentures, be and hereby authorized by the Board.

RESOLVED FURTHER THAT the Board / Committee be and is hereby severally authorized to approve payment of all stamp duty required to be paid for the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant government authorities.

RESOLVED FURTHER THAT the Board / Committee be and is hereby severally authorised to approve and finalise, sign, execute and deliver documents in relation to the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures as set out in this resolution and such other agreements, deeds,

undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures or any Tranche / Issue of the Debentures to be issued by the Company.

RESOLVED FURTHER THAT the Board / Committee be and hereby authorised to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, and agreements and other papers or documents as may be required in relation to any of the above with any registering authority or government authority competent in that behalf.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any one of the Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board / Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item 8: To approve limits for borrowings through issue of Commercial Paper:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on May 02, 2023 and pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "**Act**"), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, Master Direction – Reserve Bank of India (Commercial Paper and Non-Convertible Debentures of original or initial maturity upto one year) Directions, 2024 and all other applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India, the Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, or any other or any other legislation issued by any concerned regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges where the Commercial Papers of the Company may be listed and subject to approvals, consents, sanctions, permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, the consent of the shareholders be and is hereby given to the Board (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof) to borrow from time to time, by issuance of Commercial Papers ("**CPs**"), on private placement basis, with a view to augment the business of the Company, up to an amount not exceeding INR 1,000 crores (Indian Rupees One Thousand Crores only), at any point of time.

RESOLVED FURTHER THAT the said limit of INR 1000 crores (Indian Rupees One Thousand Crores only) shall be within the overall borrowing limits approved by the shareholders as per Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the above borrowing limits and powers shall continue to be exercised and stand delegated to the Borrowing Committee (or any other committee as decided by Board from time to time) for considering, reviewing, negotiating and approving and borrowings on behalf of the Company from time to time, in line with the Borrowing Committee's Charter.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board / Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) and charge creations aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

Item 9: To approve the sale of assets through Direct Assignment, Pass Through Certificates or any other structure and to fix limits:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders on 02nd May 2023 and pursuant to RBI Act, 1934, Master Direction – Reserve Bank of India (Securitisation of Standard Assets) Directions, 2021, Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021, both dated September 24, 2021, Factoring Regulation Act, 2011 and any other applicable provisions of any other law (hereinafter called as **"Applicable Laws"**) for the time being in force (including any statutory modifications & re-enactments thereof), the consent of the members be and is hereby accorded for sale and/ or transfer of assets (both corporeal or incorporeal assets) and/ or actionable claims through Direct Assignment, Novation, Pass Through Certificates or any other structure as may be permissible under the applicable laws and within the limits approved by Members under Section 180(1) of the Companies Act, 2013 from time to time, inclusive of limits given below:

a.	Direct Assignment	2000 Crores
b.	Pass Through Certificates	
c.	Sale of Individual Assets	

RESOLVED FURTHER THAT Asset Liability Committee, Credit Committee or any other Committee (hereinafter referred to as **"Committees"**) of the Company be and is hereby authorized to consider, review, discuss and approve any business proposal, transaction, event, arrangement, assignment or take up such other matters, from time to time, within the aforesaid limit, related to the above subject, in accordance with the powers of such Committee as stated in its respective Charter, as amended by the Board, from time to time.

RESOLVED FURTHER THAT the Board / Committees of the Company be and are hereby authorized to delegate, appoint and / or authorize any employee or officer of the Company or any other person, as may be required from time to time, to modify, negotiate, finalize, execute and /or sign any documents, returns, forms, applications, agreements, working documents, cash flow statements, deeds, contracts,

declarations, affidavits, power of attorneys, indemnities or such other instruments / documents, as may be required for execution of aforesaid transactions.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds or things which are necessary to give effect to the above 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."

Item 10: To approve overall limits for providing guarantee and making investments:

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

"RESOLVED THAT in supersession of the resolution passed by shareholders on May 02, 2023 and pursuant to Section 186 of the Companies Act, 2013 ("**Act**"), read with the Companies (Meeting of the Board and its Powers) Rules, 2014 made thereunder, and subject to the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof) to give guarantee or provide security in connection with borrowing, from time to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, listed or unlisted debentures, bonds, commercial papers and / or other instruments or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, financial or investment institutions of any type, sovereign funds, special corpus funds / grants established by any industry body / association or any government (State / Central), Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, up to an aggregate amount not exceeding twenty-five percent of net worth of the Company in line with its Risk policy, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and / or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 (2) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard."

Item 11: To approve creation of Security cover as per Sec 180(1)(a) of Companies Act, 2013:

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

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders in their meeting held on May 02, 2023 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the SEBI Act, 1992, the RBI Act, 1934 and the applicable rules, regulations, directions, circulars, made thereunder, as may be amended, from time to time, and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) for creation of mortgage / hypothecation / pledge / charge / security in any form or manner, in addition to the existing charges, mortgages and hypothecation created by the Company, on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial or Investment Institutions of any type, sovereign funds, special corpus funds / grants established by any industry body / association or any Government (State / Central), Mutual Funds, Trusts, Insurance Companies (subject to applicable laws), any other Bodies Corporate, Trustees for holders of debentures / bonds and / or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and / or other instruments or non-fund based facilities availed/ to be availed by the Company and / or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings shall not at any time exceed INR 17,000 Crores (Indian Rupees Seventeen Thousand Crores only) i.e., to the extent of hundred percent security cover or such higher security cover as per the terms of the transaction documents or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) and charge creations aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item 12: To consider issue and allotment under Vivriti Capital Limited – Employee Stock Option Plan 2023:

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

“RESOLVED THAT, pursuant to the provisions of section 62(1)(b) and other applicable provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereof), consent of Members of the Company be and is hereby accorded to create, offer, issue, grant and allot options and shares to employees under the Vivriti Capital Limited - Employee Stock Option Plan 2023 (**“ESOP Scheme 2023”**), which was approved by the members of the Company in their meeting dated May 10, 2023.

RESOLVED FURTHER THAT the Board (including Nomination & Remuneration Committee and ESOP Committee) are hereby authorised to give effect to the ESOP Scheme 2023 and be authorised to administer it under Direct route.

RESOLVED FURTHER THAT the NRC be authorised to take necessary decisions and resolve difficulties, as may arrive, for the implementation and effectuation of the ESOP Scheme 2023 and the ESOP

Committee be authorised to carry out all operational matters with respect to grant, issue, allot options/shares under the ESOP Scheme 2023 in accordance with provisions of the same.

RESOLVED FURTHER THAT the Board (including ESOP Committee and NRC) be and are hereby authorised to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this 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 & Compliance Officer

Mem No. A49121

Place: Chennai

Date: May 09, 2024

Notes:

1. The 7th AGM of the Company is being conducted through Video Conferencing / Other Audio Visual Means ("**VC / OAVM**") facility, in compliance with General Circular No. 09/2023 dated 25th September 2023 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 AGM 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 AGM is annexed and forms part of the Notice.
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 cs@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 June 13, 2024, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 05:15 PM to 5:45 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 cs@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 / DP ID Client ID, address and contact number, to cs@vivriticapital.com, by 4:00 PM (IST) on or before June 06, 2024 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, whose names appear on the Register of Members / Record of Depositories as on May 03, 2024 ("**cut-off date**"), 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 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.
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.

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. P S Amritha, Company Secretary at +91-44-4007-4800 or at cs@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 appoint a director in place of Mr. Kartik Srivatsa (DIN: 03559152), 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 ("AOA") 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. As per Article 3.4 of AOA of the Company, all directors including the Nominee Directors in the Board are liable to retire by rotation.

Accordingly, being longest in the office, Mr. Kartik Srivatsa 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. Kartik Srivatsa is a Nominee Director of our Company. He holds a bachelor's degree in technology (mechanical engineering) from Indian Institute of Technology, Madras (IIT-M) and a master's degree in technology (energy technology) from IIT-M. He is the Managing Partner at LGT Lightstone Fund S.A. which provides capital and business-building support to world class entrepreneurs.

Details of Mr. Kartik Srivatsa:

Sr. No.	Particulars	Details
1.	Full Name	Kartik Srivatsa
2.	Date of Birth	19 th October 1982
3.	Age	41 years
4.	DIN	03559152
5.	Qualification	Graduate of the Indian Institute of Technology (IIT), Madras
6.	Address	3 rd Floor, No. 5, 12 th Block, 5 th Main Road Opp BDA Office, Kumara Park West Bangalore - 560002
7.	Current Designation	Nominee Director (Non-executive)
8.	Director on the Board since	Original date of appointment – 30/05/2020 Date of appointment at current designation – 30/05/2020
9.	Occupation	Service
10.	Experience	18 years
11.	Nationality	Indian
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 20 th October 2023 and Deed of Covenants dated 21 st July 2020
13.	The remuneration last drawn by such person, if applicable	Nil

Sr. No.	Particulars	Details
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 23-24)	Total No. of Board Meetings – 9 Number of Board Meetings attended – 8
17.	Directorship / Designated partner in other Boards / LLP	<ol style="list-style-type: none"> 1. Finnew Solutions Private Limited 2. Ampin Energy Transition Private Limited 3. Vivriti Next Private Limited (<i>formerly known as QED Business Solutions Private Limited</i>) 4. Vivriti Asset Management Private Limited 5. Smartcoin Financials Private Limited 6. CredAvenue Private Limited 7. Lightrock Corporate Services Private Limited 8. Lightrock Investment Advisors Private Limited 9. Be Well Hospitals Private Limited 10. Waycool Foods and Products Private Limited 11. Aye Finance Private Limited
18.	Membership / Chairmanship of Committees of other Boards	<p><u>Chairmanship</u></p> <ol style="list-style-type: none"> 1. Credavenue Private Limited – Business Strategy & Technology Committee 2. Lightrock Investment Advisors Private Limited – Corporate Social Responsibility Committee <p><u>Membership</u></p> <p><u>Audit Committee</u></p> <ol style="list-style-type: none"> 1. Smartcoin Financials Private Limited 2. Credavenue Private Limited 3. Ampin Energy Transition Private Limited <p><u>Nomination & Remuneration Committee</u></p> <ol style="list-style-type: none"> 1. Aye Finance Private Limited 2. Smartcoin Financials Private Limited <p><u>Corporate Social Responsibility Committee</u></p> <ol style="list-style-type: none"> 1. Aye Finance Private Limited 2. Ampin Energy Transition Private Limited <p><u>Other Committees</u></p> <ol style="list-style-type: none"> 1. Ampin Energy Transition Private Limited – ESG Committee, Investment Committee & Remuneration Committee

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. Kartik Srivatsa.

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 M/s. Sundaram & Srinivasan (Firm Registration Number: 004207S), as the Statutory Auditor of the Company and fix their remuneration:

The members of the Company at the 4th Annual General Meeting held on 17th August 2021 has approved the appointment of M/s. BSR & Co LLP, Chartered Accountants, Chennai, having 101248W/W-100022 as the Statutory Auditors of the Company for a term of three years till the conclusion of 7th Annual General Meeting.

M/s. BSR & Co LLP, Chartered Accountants, Chennai have tendered their resignation as the Statutory Auditors of the Company, upon completion of their tenure. Accordingly, based on the recommendation of the Audit Committee and Board and conformation received from M/s. Sundaram & Srinivasan, Chartered Accountants, having Firm Registration No. 004207S, on their eligibility, the Board recommends to the members, the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company to be held in the year 2027.

M/s. Sundaram & Srinivasan, Chartered Accountants have conveyed their consent and eligibility to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under Companies Act, 2013.

The nature of concern or interest, financial or otherwise, if any, in respect of the Resolution mentioned in the Notice:

- (i) every director and the manager, if any: None
- (ii) every other key managerial personnel: None
- (iii) relatives of the persons mentioned in sub-clauses (i) and (ii): None

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

Item 5: To consider omnibus approval for related party transactions

Pursuant to the provisions of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Section 188 of the Companies Act 2013, read with rules made thereunder and 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), it is proposed to consider omnibus approval for the related party transactions from the conclusion of this AGM to conclusion next AGM, which are in its ordinary course of business and at arm's length basis.

These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on May 09, 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 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 or their relatives are concerned or interested, financially or otherwise, in the resolution.

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 Board of Directors has considered the transaction and recommend the resolution set out as an **Ordinary Resolution** at Item No.5 to the shareholders for their necessary approval.

Item 6: To approve increase in overall borrowing limits.

The Shareholders of the Company by way of special resolution passed on May 02, 2023, had authorized the Board of Directors or a Committee of the Board of Directors to borrow, from time to time, by way of loans and / or issue of bonds, debentures, commercial papers or other securities or any other debt instrument up to a limit of INR 10,000 Crores (Indian Rupees Ten Thousand Crores only), excluding temporary loans obtained from the Company's Bankers in the ordinary course of business.

With a view to meet the short term and long-term funding requirements of the Company and for general corporate purposes, the Company is required to borrow from time to time by way of loans and/or issue of bonds, debentures, commercial papers or other securities. Since the existing approved limit is likely to get exhausted in near future, it is proposed to enhance the borrowing limits of the Company up to INR 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores only)

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Borrowing Committee of the Board of Directors of the Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the shareholders of the company by way a special resolution.

Accordingly, approval of the shareholders is being sought to increase the borrowing limits of the Company to INR 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores Only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1)(c) of the Companies Act, 2013, by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable 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. 6 as a **Special resolution**.

Item 7: To approve limits for borrowings through issue of Debt Securities

The Shareholders of the Company by way of special resolution passed on 26th June, 2023, had approved to borrow up to an aggregate sum of INR 4,000 Crores (Indian Rupees Four Thousand Crores Only) through issue of Non-Convertible Debentures ("**NCDs**") on private placement basis.

The funding requirements of the Company by accessing the wider market of debt, shareholders are requested to consider the proposal for issuing NCDs up to an aggregate amount of INR 5,500 Crores (Indian Rupees Five Thousand Five Hundred Crores Only) through additional sources including public offer/issuance subject to the overall limit of up to INR 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores only) as approved by the Shareholders under Section 180 (1)(c) at their Annual General Meeting dated June 12, 2024.

Pursuant to Rule 14(1) read with proviso 3 of the Companies (Prospectus and Allotment) Rules, the following disclosures are made to the members:

Particulars of the offer including date of passing Board Resolution	<p>The second proviso to Rule 14 (1) of the Companies (Prospectus and Allotment) Rules prescribes that where the amount to be raised through offer or invitation of NCDs exceeds the limit prescribed, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer / issue of NCDs shall be decided from time to time, within the period of 1 year from the date of aforementioned resolution. In line with Rule 14(1) of the Companies (Prospectus and Allotment) Rules, date of relevant Board resolution shall be mentioned / disclosed in the Private Placement Offer cum Application Letter for each offer / issue of NCDs.</p>
Kinds of securities offered and the price at which security is being offered	<p>Non-Convertible Debentures ("NCDs").</p> <p>The NCDs will be offered / issued either at par or at premium or at a discount to face value, which will be decided for each specific offer / issue on the basis of the interest rate / effective yield determined based on market conditions prevailing at the time of the respective offer / issue of NCDs.</p>
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable as the securities proposed to be issued (in multiple issues / tranches) are NCDs.
Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in multiple issues / tranches) are NCDs.

Amount which the company intends to raise by way of such securities	The specific terms of each offer / issue of NCDs shall be decided from time to time within the period of 1 year from the date of aforementioned resolution provided that the amounts of all such NCDs at any time issued within the period of one year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Sec 42 of the Companies Act, 2013, and the borrowing limits approved by the Board of the Company every year.
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	The specific terms of each offer / issue of NCDs shall be decided from time to time within the period of 1 year from the date of the aforementioned resolution, in discussion with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer / issue.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information / facts are required to be disclosed that may enable 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 as item no.7 as a **Special resolution**.

Item 8: To approve limits for borrowings through issue of Commercial Paper:

The Company, with a view to augment the business of the Company and as per the B-plan, intends to continue to raise funds by borrowing through issuance of Commercial Papers ("CPs"). The shareholders by way of special resolution passed on May 02, 2023, had approved to borrow up to an aggregate sum of INR 1000 Crores (INR Thousand Crores Only) through issue of Commercial Papers.

Approval of the shareholders is now being sought to raise funds by borrowing through issuance of CPs up to an aggregate amount of the same amount of INR 1,000 Crores (Indian Rupees One Thousand Crores Only). The borrowing shall be within the overall borrowing limit approved by the members under section 180(1)(c) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information / facts are required to be disclosed that may enable 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 as item no. 8 as a **Special resolution**.

Item 9: To approve the sale of assets through Direct Assignment, Pass Through Certificates or any other structure and to fix limits:

To facilitate effective asset liability management and liquidity requirements of the Company from time to time, the Company proposes to sell / transfer its assets through modes of direct assignment, pass through certificates, and other similar structures. In this regard, a need was felt to fix respective limits up to which the transfers can be made in Financial Year 2024-25. The Company proposes to fix a limit of INR 2000 Crores (INR Two Thousand Crores Only) for each route (Direct Assignment, Pass Through Certificates, and Individual Assets Sale) as given in the resolution above for FY 2024-25.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable 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 as item no. 9 as a **Special resolution**.

Item 10: To approve overall limits for providing guarantee and making investments:

The Company intends to provide guarantees / securities and make investments, as may be required, from time to time.

In view of the aforesaid and considering the future outlook, it is proposed to take the approval of the shareholders for providing guarantees / securities and making investments exceeding one hundred percent of paid-up share capital, free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information / facts are required to be disclosed that may enable 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 as item 10 as a **Special resolution**.

Item 11: To approve creation of Security cover as per Sec 180(1)(a) of Companies Act, 2013:

The shareholders of the Company by way of Special Resolution passed on May 02, 2023, had authorized the Board of Directors for creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, Insurance Companies(s) (subject to applicable laws), other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated

damages, all other costs, charges and expenses payable by the Company in respect of such borrowings shall not at any time exceed INR 12,500 crores (Indian Rupees Twelve Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Considering the future outlook and the B-plan, it has been proposed to increase the said limit to 17,000 crores (Indian Rupees Seventeen Thousand Crores only) and to seek a fresh approval for the same, the proposed Special Resolution is recommended for approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable 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 as item no. 11 as a **Special resolution**.

Item 12: To consider issue and allotment under Vivriti Capital Limited - Employee Stock Option Plan 2023:

The Company had approved and adopted its Vivriti Capital Limited - Employee Stock Option Plan 2023 ("ESOP Scheme 2023") vide approval of members dated May 10, 2023. It is further proposed to give delegation of powers to additional bodies in the Company for smooth implementation of the ESOP Scheme 2023, including powers to issue, offer, create and allot shares/ options to implement ESOP Scheme 2023 to identified employees of the Company under direct route with a view to efficiently manage the ESOP Scheme 2023. Relevant approvals and delegation of powers have been approved at the Board level from time to time. For disclosures under Companies Act, refer to Page 18 of the previous EGM Notice for details: [VCPL EGM notice 10-05-2023.pdf \(vivriticapital.com\)](https://www.vivriticapital.com/vcpl-egm-notice-10-05-2023.pdf)

The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in the Resolutions only to the extent of any stock options that may be granted to them, and the resultant equity shares issued, as applicable.

The Board of Directors recommends passing of the resolution as set out at item no.12 of this Notice as **Special resolution**.

By order of the Board

For and on behalf of Vivriti Capital Limited

(formerly known as Vivriti Capital Private Limited)

Sd/-

P S Amritha

Company Secretary & Compliance Officer

Mem No. A49121

Place: Chennai

Date: May 09, 2024

FY 2023-24				Terms & Conditions										If the transaction relates to any loans, inter-corporate deposits, advances or							
Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR in crores)	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	Justificati on 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 by the value of the transaction	Any other relevant information	Details of sources of funds in connecti on with transacti	If any financial indebtbnss incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of Indebtbnss; (ii) Cost of funds; and	Terms including coven ants	Tenure , interes t rate & repay ment schedu le	Secur ed/ Unse cured nature of securit y	If secure d, nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds	
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Pools	10,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Bonds / Debentures (Institutional lending)	Unit Price – 0.15%	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing at an unit price of 0.15%	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Institutional loans	0.20% of the Sanctioned amount	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing at an unit price of 0.20% of sanctioned amount	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Supply Chain Finance	1. Discovery + Transacting Platform (client discovered on CredSCF) - 0.60% p.a of daily average AUM 2. Transacting Platform (client migrated from VCL to CredSCF) - 0.25% p.a of daily average AUM	As agreed on case to case basis	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	CredAvenue Securities Private Limited	Transaction fee for the assistance in raising debt including distribution fee at 0.1% to 4%	20,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.02	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	CredAvenue Securities Private Limited	Primary subscription of Issuance (by VCL) of debt instruments	5,00,00,00,000.00	As agreed on case to case basis as per terms of the issuance document	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.46	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Borrowing Committee of the Company on a case to case basis.					
Vivriti Capital Limited	CredAvenue Securities Private Limited	Committed yield to VCL for warehousing payable by CSPL (Holding Charges - MLD Warehousing)	Holding fee - shall be as per the limits given below Holding PeriodRatingRate Upto 7 working daysAA & above10.50% to 11.50% Below AA11.00% to 12.00% 7 working days to 30 daysAll13.00% to 14.00% Tenor beyond 30 daysAll14.00% to 15.00%	As agreed on case to case basis	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	NA	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	CredAvenue Securities Private Limited	Committed Yield Payable to CSPL for warehousing	20,00,00,000.00	As agreed on case to case basis at transactional / deal level vis-à-vis market pricing	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.02	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	CredAvenue Securities Private Limited	Trading of securities between VCL & CSPL	10,00,00,00,000.00	As agreed on case to case basis ar Market Value / NAV of the instrument transacted	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.93	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	CredAvenue Securities Private Limited	Platform fees for Bonds / Debentures (Institutional lending)	Unit Price – 0.15%	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing at an unit price of 0.15%	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	NA	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	Spocto Solutions Private Limited	Fees for services received and payable	10,00,00,000.00	As agreed on case to case basis at transaction level	Spocto Solutions Private Limited/ Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.01	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	

FY 2023-24																				
Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR in crores)	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	Terms & Conditions					Any other relevant information	If the transaction relates to any loans, inter-corporate deposits, advances or						
								% 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 by the value of the transaction		Details of sources of funds in connection with transaction	If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and	Terms including covenants	Tenure, interest rate & repayment schedule	Secured/ Unsecured, nature of security	If secured, nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds
Vivriti Capital Limited	Bluevine Technologies Private Limited	Fees for services received and payable	10,00,00,000.00	As agreed on case to case basis at transaction level	Bluevine Technologies Private Limited/ Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.01	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Transfer of securities between VAM & VCL	2,00,00,00,000.00	As agreed on case to case basis at transaction level at the market value / NAV of the instrument transacted	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.19	3.61	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Triparty Agreement Between VCL / VAM and Landlord – 8th floor	60,00,000.00	As agreed on cost to cost basis	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.00	0.01	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Rent for Chennai - Prestige Zackria – Sublease – 1st Floor	30,00,000.00	As agreed on cost to cost basis	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.00	0.01	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Loan to VAM	1,00,00,00,000.00	As per the terms and conditions of the loan agreement	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.09	1.80	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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	Equity Investment including conversion of Loan by VCL	1,00,00,00,000.00	As per the relevant valuation report at the time of infusion / conversion	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.09	1.80	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Reimbursement of expenses between entities	10,00,00,000.00	As agreed on cost to cost basis	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Cross charge of ESOP between entities	25,00,00,000.00	As agreed on cost to cost basis the fair value of grants	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.02	0.45	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Asset Management Private Limited	Vivriti Capital Limited	Cross charge of ESOP between entities	25,00,000.00	As agreed on cost to cost basis the fair value of grants	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.00	0.00	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Asset Management Private Limited	Vivriti Capital Limited	Transfer of provision for gratuity from VAM to VCL due to internal employee movement	25,00,000.00	As agreed on cost to cost basis	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.00	0.00	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

FY 2023-24				Terms & Conditions										If the transaction relates to any loans, inter-corporate deposits, advances or									
Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR in crores)	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 preceeding FY, represented by the value of the	RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone	Justificati on 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 by the value of the transaction	Any other releva nt information	Details of sources of funds in connecti on with transacti	If any financial indebtbnss incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtbnss; (ii) Cost of funds; and	Terms including coven ants	Tenure , interes t rate & repay ment schedu le	Secur ed/ Unse cured	If secure d, nature of securit y	Purpose for which funds will be utilized by ultimate beneficiary of such funds			
Vivriti Asset Managemen t Private Limited	Vivriti Capital Limited	Transfer of provision for Compensated absences from VAM to VCL due to internal employee movement	45,00,000.00	As agreed on cost to cost basis	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.00	0.01	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Asset Managemen t Private Limited	Vivriti Capital Limited	Transfer of provision for Bonus payouts from VAM to VCL due to internal employee movement	70,00,000.00	As agreed on cost to cost basis	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.00	0.01	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Asset Managemen t Private Limited	Vivriti Capital Limited	Transfer of balances for outstanding loan from VAM to VCL due to internal employee movement inclusive of subsequent recovery of such loan	50,00,000.00	As agreed on cost to cost basis	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.00	0.01	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Transfer of tangible Assets between VAM & VCL	5,00,00,000.00	As agreed on case to case basis at transactional / deal level based on the written down value of the transferor at the time of transfer	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.00	0.09	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Transfer of Software including Intangible Assets Under Development and other intangibles between VAM & VCL	20,00,00,000.00	As agreed on case to case basis at transactional / deal level based on the valuation report at the time of transfer	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.02	0.36	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Service Income between VAM & VCL	10,00,00,000.00	As agreed on case to case basis at transactional / deal level at market rates	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Capital Limited	Vivriti Asset Management Private Limited	Technology Usage Fee between VAM & VCL	10,00,00,000.00	As agreed on case to case basis at transactional / deal level at market rates (License based)	Vivriti Asset Management Private Limited / Subsidiary	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Capital Limited	Vivriti Next Private Limited	Advisory Fees payable by VCL	10,00,00,000.00	The pricing is as per market standards and agreed to be at INR 2 Lacs / Borrower	Vivriti Next Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.01	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Capital Limited	Vivriti Next Private Limited	Reimbursement of Expenses between entities	1,00,00,000.00	As agreed on cost to cost basis	Vivriti Next Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.00	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA			
Vivriti Capital Limited	Vivriti Next Private Limited	Loan to VNPL and interest thereon	6,90,00,000.00	As agreed on case to case basis at market terms	Vivriti Next Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.01	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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.							

FY 2023-24				Terms & Conditions										If the transaction relates to any loans, inter-corporate deposits, advances or							
Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR in crores)	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	Justificati on 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 by the value of the transaction	Any other releva nt information	Details of sources of funds in connecti on with transacti	If any financial indebtbnss incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtbnss; (ii) Cost of funds; and	Terms includ ing coven ants	Tenure , interes t rate & repay ment schedu le	Secur ed/ Unse cured nature of securit y	If secure d, nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds	
Vivriti Capital Limited	Vivriti Next Private Limited	Transfer of Security Deposit to VNPL	1,00,00,000.00	As agreed on case to case basis at book value	Vivriti Next Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.00	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	Vivriti Next Private Limited	Transfer of Leasehold Improvements to VNPL	5,00,00,000.00	As agreed on case to case basis at WDV	Vivriti Next Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.00	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	Vivriti Funds Private Limited	Advisory Fees payable by VCL	10,00,00,000.00	The pricing is as per market standards and agreed to be at INR 2 Lacs / Borrower	Vivriti Funds Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.01	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Capital Limited	Vivriti Next Private Limited	Rent Charged by VNPL	15,00,00,000.00	As agreed on case to case basis based on the seating capacity and as per the sublease agreement.	Vivriti Next Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.01	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Asset Managemen t Private Limited	Vivriti Next Private Limited	Rent Charged by VNPL	1,00,00,000.00	As agreed on case to case basis based on the seating capacity and as per the sublease agreement.	Vivriti Next Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.00	0.02	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Asset Managemen t Private Limited	CredAvenue Securities Private Limited	Platform Services (For CSPL arranged transactions)	10,00,00,000.00	As agreed on case to case basis at transactional / deal level vis-à-vis market pricing	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Asset Managemen t Private Limited	CredAvenue Securities Private Limited	Platform Services (For CredBond)	10,00,00,000.00	As agreed on case to case basis at transactional / deal level vis-à-vis market pricing	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Asset Managemen t Private Limited	CredAvenue Private Limited	Platform Services (For CAPL arranged transactions)	10,00,00,000.00	As agreed on case to case basis at transactional / deal level vis-à-vis market pricing	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Asset Managemen t Private Limited	CredAvenue Private Limited	Platform Services for raising LP capital	10,00,00,000.00	As agreed on case to case basis at transactional / deal level vis-à-vis market pricing	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
Vivriti Asset Managemen t Private Limited	CredAvenue Securities Private Limited	Platform Services for raising LP capital	10,00,00,000.00	As agreed on case to case basis at transactional / deal level vis-à-vis market pricing	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	

FY 2023-24																				
Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR in crores)	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 by the value of the transaction	Any other relevant information	If the transaction relates to any loans, inter-corporate deposits, advances or	Details of sources of funds in connection with transaction	If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and	Terms including covenants	Tenure, interest rate & repayment schedule	Secured/ Unsecured, nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds
Vivriti Asset Management Private Limited	Spocto Solutions Private Limited	Fees Payable by VAM for services received	10,00,00,000.00	As agreed on case to case basis at transactional level	Spocto Solutions Private Limited/ Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Asset Management Private Limited	Bluevine Technologies Private Limited	Fees Payable by VAM for services received	10,00,00,000.00	As agreed on case to case basis at transactional level	Bluevine Technologies Private Limited/ Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.01	0.18	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Asset Management Private Limited	Vivriti Next Private Limited	Rental income from VNPL	10,00,000.00	As agreed on case to case basis based on the seating capacity and as per the sublease agreement.	Vivriti Next Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.00	0.00	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Asset Management Private Limited	Vivriti Funds Private Limited	Rental income from VFPL	10,00,000.00	As agreed on case to case basis based on the seating capacity and as per the sublease agreement.	Vivriti Funds Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.00	0.00	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Asset Management Private Limited	Vivriti Funds Private Limited	Reimbursement of expenses/ Cross Charge between entities	1,00,00,000.00	As agreed on cost to cost recharge basis	Vivriti Funds Private Limited / Common Directorship	Financial	Based on the occurrence of transactions	0.00	0.02	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Asset Management Private Limited	IVC Association	Membership fee and Sponsorships payable	25,00,000.00	At actuals	IVC Association / Common Directorship	Financial	Based on the occurrence of transactions	0.00	0.00	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Vivriti Capital Limited	Aye Finance Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Aye Finance Private Limited / Common Directorship	Financial	As agreed on case to case basis	0.09	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	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	Epimoney Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	3,00,00,00,000.00	As agreed on case to case basis	Epimoney Private Limited / Private Company in which director is a member	Financial	As agreed on case to case basis	0.28	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	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	OFB Tech Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	OFB Tech Private Limited/ Common Directorship	Financial	As agreed on case to case basis	0.09	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	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	Smartcoin Financials Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	3,00,00,00,000.00	As agreed on case to case basis	Smartcoin Financials Private Limited / Common Directorship	Financial	As agreed on case to case basis	0.28	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	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.			

FY 2023-24				Terms & Conditions										If the transaction relates to any loans, inter-corporate deposits, advances or						
Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR in crores)	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	Justificati on 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 by the value of the transaction	Any other relevant information	Details of sources of funds in connecti on with transacti	If any financial indebtness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtness; (ii) Cost of funds; and	Terms including coven ants	Tenure, interes t rate & repay ment schedu le	Secur ed/ Unse cured nature of securit y	Purpose for which funds will be utilized by ultimate beneficiary of such funds	
Vivriti Capital Limited	Sohan Lal Commodity Management Privatelimited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Sohan Lal Commodity Management Private Limited/ Common Directorship	Financial	As agreed on case to case basis	0.09	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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	TVS Automobile Solutions Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	75,00,00,000.00	As agreed on case to case basis	TVS Automobile Solutions Private Limited/ Private Company in which director is a member	Financial	As agreed on case to case basis	0.07	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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	UC Inclusive Credit Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	UC Inclusive Credit Private Limited/ Related party of subsidiary	Financial	As agreed on case to case basis	0.09	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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	Creation Impact Credit Fund L.P	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Creation Impact Credit Fund L.P / Body corporate in which director has control	Financial	As agreed on case to case basis	0.09	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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	Waycool Foods And Products Private limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Waycool Foods and Products Private Limited / Common Directorship	Financial	As agreed on case to case basis	0.09	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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	Smartcoin Financials Private Limited	FLDG and servicer fee	1,50,00,00,000.00	As agreed on case to case basis	Smartcoin Financials Private Limited / Common Directorship	Financial	As agreed on case to case basis	0.14	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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	Epimoney Private Limited	FLDG and servicer fee	1,00,00,00,000.00	As agreed on case to case basis	Epimoney Private Limited / Private Company in which director is a member	Financial	As agreed on case to case basis	0.09	NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	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.				