



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

**REGD OFFICE: 2<sup>ND</sup> FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM,  
CHENNAI-600035, TAMILNADU, INDIA.**

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SHORTER NOTICE is hereby given that the 25<sup>th</sup> Extraordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Tuesday, 22<sup>nd</sup> day of March 2022 at 10:30 A.M at 2<sup>nd</sup> Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600035, Tamil Nadu, India to transact the following businesses:

**SPECIAL BUSINESS:**

**1. To approve modification of the Vivriti Employee Stock Option Plan 2020:**

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

**“Resolved that** that pursuant to section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from time to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the consent of the members of the Company be and is hereby accorded to approve and adopt the modified Vivriti Employee Stock Option Plan 2020, as placed before the members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**Resolved further that** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board), to exercise its powers in relation to the Vivriti Employee Stock Option Plan 2020, including powers conferred by this resolution.

**Resolved further that** without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement of this resolution, which are hereby approved by the members, the Board be and is hereby authorised to make modifications, changes, variations, alterations or

revisions in the terms and conditions of Vivriti Employee Stock Option Plan 2020, from time to time, as it may in its sole and absolute discretion decide.

**Resolved further that** the Board be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified plans, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**Resolved further that** it is hereby noted that the amendments to the plans are not prejudicial to the interests of the option holders.

**Resolved further that** Mr. Vineet Sukumar, Managing Director or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

**Resolved further that** any one of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolutions, as and when required."

**2. To approve amendment of sub clause 16 under Clause III [B] [Matters which are necessary for furtherance of the objects specified in Clause III (A)] of Memorandum of Association (MOA) of the Company**

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

**"Resolved that** pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of Companies Act, 2013 ("the Act"), read with applicable rules and regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as amended from time to time, approval of shareholders of the Company be and are hereby given, subject to approval of the Registrar of Companies ("the RoC"), for effecting amendments to the sub clause 16 under existing Clause III [B] of the Memorandum of Association ("**Memorandum**") of the Company in the following manner:-

*16. Subject to Chapter XV - Compromises, Arrangements and Amalgamations of Companies Act, 2013 ("the Act") and the rules prescribed thereunder and other applicable provisions of the Act (as amended from time to time), to amalgamate with any other company having objects altogether or in part similar to those of this Company or carrying any business capable of being conducted so as to directly or indirectly benefit this Company and also enter into any type of scheme of arrangements including but not limited to mergers, demergers or by whatever name called.*

**Resolved further that** for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary of the Company be and is hereby severally authorised on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable in this regard including effecting modifications or alterations as may be suggested by the RoC incidental to the said amendment, if any, and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the RoC.

**Resolved further that** any one of the Directors or the Company Secretary of the Company be and is hereby severally authorised to forward the certified copy of this resolution to any person or authority/ies as may be required from time to time.”

### 3. To approve amendment of Capital clause of Memorandum of Association of the Company

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

**“Resolved that** pursuant to Sections 13, 61(1) (a) and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and are hereby accorded for increasing the authorized share capital of the Company from:

INR 105,43,70,630 (Indian Rupees One Hundred and Five Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 1,69,00,000 (One Crore Sixty Nine Lakhs Only) equity shares of INR 10/- (Rupees Ten Only) each, 8,34,37,063 (Eight Crores Thirty Four Lakhs Thirty Seven Thousand and Sixty Three Only) compulsorily convertible preference shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakhs Fifty Thousand Only) optionally convertible redeemable preference shares of INR 60/- (Rupees Sixty Only);

**to**

INR 113,93,70,630 (Indian Rupees One Hundred and Thirteen Crores Ninety Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 2,09,00,000 (Two Crores Nine Lakhs Only) equity shares of INR 10/- (Rupees Ten Only) each 8,79,37,063 (Eight Crores Seventy Nine Lakhs Thirty Seven Thousand and Sixty Three Only) compulsorily convertible preference shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakh Fifty Thousand Only) optionally convertible redeemable preference shares of INR 60/- (Rupees Sixty Only);

**Resolved further that** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the following existing Clause V thereof:

*“The authorized share capital of the Company 105,43,70,630 (Indian Rupees One Hundred and Five Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:*

- (i) 1,69,00,000 (One Crore Sixty Nine Lakhs Only) equity shares of INR 10/- (Rupees Ten Only) each;*
- (ii) 8,34,37,063 (Eight Crores Thirty Four Lakhs Thirty Seven Thousand and Sixty Three Only) compulsorily convertible preference shares of INR 10/- (Rupees Ten Only) each;”*
- (iii) 8,50,000 (Eight Lakhs Fifty Thousand Only) optionally convertible redeemable preference shares of INR 60/- (Rupees Sixty Only).”*

by the following Clause V:

*“The authorized share capital of the Company INR 113,93,70,630 (Indian Rupees One Hundred and Thirteen Crores Ninety Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:*

- (i) 2,09,00,000 (Two Crores Nine Lakhs Only) equity shares of INR 10/- (Rupees Ten Only);*
- (ii) 8,79,37,063 (Eight Crores Seventy Nine Lakhs Thirty Seven Thousand and Sixty Three Only) compulsorily convertible preference shares of INR 10/- (Rupees Ten Only);*
- (iii) 8,50,000 (Eight Lakh Fifty Thousand Only) optionally convertible redeemable preference shares of INR 60/- (Rupees Sixty Only).”*

**Resolved further that** any of the Directors or Company Secretary of the Company be and is hereby authorized severally to file necessary e-forms in this regard with the Registrar of Companies and also do such other acts and deeds as may be necessary for giving effect to this resolution.

**Resolved further that** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said shares.”

**Order of the Board  
For Vivriti Capital Private Limited**

SD/-  
**P S Amritha**  
**Company Secretary**  
**Mem No. A49121**  
**Chennai**  
**March 21, 2022**

**Notes:**

1. The Extraordinary General Meeting is being convened at a shorter notice in pursuance to Section 101(1) of the Companies Act, 2013 subject to the consent given in writing/ by electronic mode by majority in number of members entitled to vote and represent not less than ninety-five per cent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting. The Shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available to the meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed and signed, not later than forty-eight hours before the commencement of the meeting.
3. Corporate Members are requested to send a duly certified copy of the resolution/ document authorizing their representatives to attend and vote on their behalf;
4. Explanatory statements as per Section 102(1) of the Companies Act, 2013 are enclosed.
5. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company till 10:00 A.M prior to the Extraordinary General Meeting.
6. Route map for easy location of the venue of the Meeting is annexed to this Notice. Also, the venue of the meeting is "*Opposite to Hotel Raintree, Anna Salai*", which is a prominent landmark.

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

**Item No. 1: To approve modification of the Vivriti Employee Stock Option Plan 2020:**

The Board of Directors of the Company approved the modified ESOP Plan in their meeting held on February 04, 2022. The members are requested to take note of drafts of the modified ESOP Plan as placed before them.

The details of modifications proposed in the ESOP Plans are below:

Serial No.	ESOP Plan	List of changes to the existing plan	Need and reasons for amendment to the existing plan
1.	Vivriti Employee Stock Option Plan 2020	<ol style="list-style-type: none"> <li>1. Key terms defined for clarity</li> <li>2. Quantum of Stock options – detailed out for more clarity on the flow of options to and from the common pool</li> <li>3. Grant Procedure and Acceptance -               <ol style="list-style-type: none"> <li>(a)ESOP Committee to grant Stock Options</li> <li>(b)removed a redundant statement about the NRC/Nominal Value/Grant Price</li> </ol> </li> <li>4. Vesting Period – language simplified</li> <li>5. Detailed out Exercise Period, Exercise Price and Exercise Procedures</li> <li>6. Tax Liability and Tax Withholding (removed Fringe Benefit Tax and mentioned Perquisite Tax)</li> <li>7. Consequence of Failure to Exercise option</li> <li>8. Liquidity Event</li> <li>9. Restriction on Transfer of shares</li> <li>10. Terms &amp; Conditions of Exercise of Options, Effect of Discontinuation of</li> </ol>	<ul style="list-style-type: none"> <li>• To bring in more clarity, by defining certain important elements such as ‘Liquidity Event’, which has implications on the Optionees. To clarify the action steps to be taken by the Optionees, as well as the company’s responsibilities in such situations.</li> <li>• To provide more clarity and a fair choice of options for the Optionees during situations such as discontinuation of services (Resignation, Disability).</li> <li>• To ensure effective utilization of the stock options, which would be idle in the pool, optimize and reallocate where possible.</li> <li>• To increase the robustness of the plan itself, by introducing a few Terms. To bring in more clarity, facilitate better understanding of the plan, by defining these additional terms.</li> <li>• To ensure the engagement of the Optionees by providing clarity on some critical aspects which would impact them financially and their experience. For eg: timeframe of exercise of</li> </ul>

		<p>Services, Corporate Actions</p> <p>11. Confidentiality</p> <p>12. Additional Restrictions and Obligations as Shareholders</p> <p>13. General Risks</p> <p>14. Detailed out effect of discontinuation of services – Procedure to exercise or not exercise vested options on exit of the employee.</p>	<p>Options, perquisite tax implications, provide clarity on deductions from salary, considerations before F&amp;F settlement, etc.</p> <ul style="list-style-type: none"> <li>• ESOP committee reconstitution to keep the required amount of operational flexibility to address transactional needs, which occur in between the NRC / Board Approvals. Where such wait time cannot be afforded and quick action and decisions are necessary.</li> </ul>
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The Directors and Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions and/ the Plan only to the extent of any stock options that may be granted to them and the resultant equity shares issued, as applicable. Further, neither the Managers nor the relatives of Directors, Managers and Key Managerial Personnel are interested in the proposed resolution.

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 this Special Resolution for your approval.

**Item No. 2: To approve amendment of sub clause 16 under Clause III [B] [Matters which are necessary for furtherance of the objects specified in Clause III (A)] of Memorandum of Association (MOA) of the Company**

The members are requested to note that in order to enable the Company to undertake corporate restructuring through demergers, as may be required in the future, it is proposed to amend the clause 16 of clause III [B] [Matters which are necessary for furtherance of the objects specified in Clause III (A)] of the MOA of the Company and insert enabling provisions for the same.

Members are also requested to note that an amended MOA is enclosed herewith for the perusal and consideration of the shareholders.

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

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 this Special Resolution for your approval.

**Item No. 3: To approve amendment of Capital clause of Memorandum of Association of the Company**

The authorized capital of your Company as on date is INR 105,43,70,630 (Indian Rupees One Hundred and Five Crores Forty Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into 1,69,00,000 (One Crore Sixty Nine Lakhs Only) equity shares of INR 10/- (Rupees Ten Only) each, 8,34,37,063 (Eight Crores Thirty Four Lakhs Thirty Seven Thousand and Sixty Three Only) compulsorily convertible preference shares of INR 10/- (Rupees Ten Only) each and 8,50,000 (Eight Lakhs Fifty Thousand Only) optionally convertible redeemable preference shares of INR 60/- (Rupees Sixty Only);

It is proposed to increase the authorized Share Capital of your Company from INR 105,43,70,630 /- to INR 113,93,70,630/- and for that purpose, the Memorandum of Association of your Company is proposed to be suitably amended by increasing the authorized share capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increase in the authorized share capital and for amending the Capital clause of the Memorandum of Association of the Company.

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

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.

Draft copy of altered Memorandum of Association can be inspected by the members before the meeting at 10.00 A.M at the registered office of the Company. The Board of Directors of your Company recommends the Ordinary Resolution for approval of the shareholders.



**Consent by shareholder for shorter notice**

Pursuant to section 101(1) of the Companies Act, 2013

To,

The Board of Directors,  
Vivriti Capital Private Limited,  
2<sup>nd</sup> Floor, Prestige Polygon,  
No. 471, Annasalai, Nandanam,  
Chennai - 600 035

**Sub: Consent of the member for shorter notice of Extra-ordinary General Meeting to be held on  
March 22, 2022**

Dear Sir/ Madam,

I, [Name of the member], having registered address at [full address of the member], holding [no of shares held] (number of shares in words) of INR \_\_\_\_\_ [Rupees in words] each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting at 10.30 A.M on Tuesday, March 22, 2022 at a shorter notice.

(Signature)

Name of the member

Date:

Place:

**Form No.MGT-11**

**Proxy Form**

*[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3)  
Of the Companies (Management and Administration) Rules, 2014]*

CIN: U65929TN2017PTC117196  
Name of the Company: VIVRITI CAPITAL PRIVATE LIMITED  
Registered Office: 2<sup>nd</sup> FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI,  
NANDANAM CHENNAI

Name of Member (s) \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Email ID \_\_\_\_\_

Folio No \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ (in words \_\_\_\_\_) Equity Shares of  
INR 10 Face Value per share each in the Company here by appoint

1.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mailId: \_\_\_\_\_

Signature \_\_\_\_\_, or failing him

2.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mailId: \_\_\_\_\_

Signature \_\_\_\_\_, or failing him

3.Name: \_\_\_\_\_

Address: \_\_\_\_\_

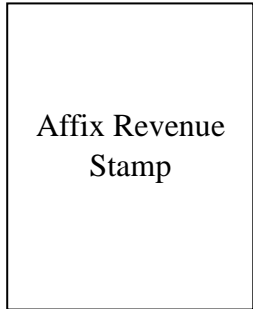
E-mailId: \_\_\_\_\_

Signature \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf the \_\_\_\_\_ Annual General Meeting/ Extraordinary General meeting of the Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ a.m./ p.m.at..... (place)and at any adjournment there of in Respect of such resolutions as are indicated below:

**Resolution No.**

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_



Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# Route map:

