



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

**REGD OFFICE: PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 2<sup>ND</sup> FLOOR, BLOCK -1,  
ANNASALAI, CHENNAI – 600002, INDIA**

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**SHORTER NOTICE** is hereby given that the **33<sup>rd</sup> Extra Ordinary General Meeting** of the shareholders of Vivriti Capital Private Limited (**'VCPL' or the 'Company'**) will be held on Wednesday, May 10, 2023 at 5:30 P.M (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai – 600002, India, to transact the following business:

**SPECIAL BUSINESS:**

**1. To consider and approve conversion of the Company from Private Limited to Public Limited Company:**

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

**"RESOLVED THAT** pursuant to sections 14(1)(a) and 18 of the Companies Act, 2013 and Rule 33 of the Companies (Incorporation) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 or any other applicable law for the time being in force (including any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies and/ or any other approval, if required, the consent of the Members be and are hereby accorded for conversion of the Company from Private Limited to Public Limited Company.

**RESOLVED FURTHER THAT** the name of the Company be and is hereby changed from Vivriti Capital Private Limited to Vivriti Capital Limited by deletion of the word "Private" from its name subject to necessary changes being approved by the Registrar of Companies and any other such authority, as may be applicable, in the Memorandum of Association, Articles of Association and all other such documents, agreements, letter-heads, instruments or any other statutory record.

**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 are hereby authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to file the

necessary form(s) with the Registrar of Companies with all necessary supporting documents and any such filings that may be required and do all such acts deeds and things as may be required from time to time in connection with the conversion of the Company.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.

**2. To consider and approve alteration of Articles of Association:**

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

**“RESOLVED THAT** pursuant to provisions of Section 5, Section 14 and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder or any other applicable law for the time being in force (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members be and are hereby accorded to approve and adopt the restated and amended Articles of Association (“AOA”) of the Company as placed at the meeting.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required, including e-filing(s) to be made with the Registrar of Companies and any other authority in relation to the aforesaid amendment to the AOA.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), any one of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to this resolution.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to sign the certified true copies of the aforesaid resolution(s) and may be furnished to any relevant person(s)/ authority(ies) as and when required. A certified true copy of the above resolutions be delivered to Investors for their record.

### 3. To consider and approve alteration of Memorandum of Association:

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

**“RESOLVED THAT** pursuant to provisions of section 4 and 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder or any other applicable law for the time being in force (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, consent of the Members be and are hereby accorded to approve alteration in the Memorandum of Association (“MOA”) of the Company by substituting Clause I and Clause 5 with the following:

Clause I:

*“The name of the Company is VIVRITI CAPITAL LIMITED”*

Clause V:

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

- i. 2,60,00,000 (Two Crores and Sixty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each;
- ii. 9,06,37,063 (Nine Crores Six Lakhs Thirty Seven Thousand and Sixty Three) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;
- iii. 19,60,000 (Nineteen Lakhs Sixty Thousand Only) Class B Differential Equity Shares of INR 10/- each (Rupees Ten Only) to be issued against exercise of options under Vivriti Capital Private Limited - Employee Stock Option Plan 2023.

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

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required."

4. [To approve adoption and implementation of Vivriti Capital Private Limited - Employee Stock Option Plan 2023 under direct route:](#)

To consider and, if thought fit, to pass the following resolution **as 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 or any other applicable law for the time being in force (including any statutory modifications & re-enactments thereof), consent of Members of the Company be and is hereby given to approve and adopt the **Vivriti Capital Private Limited - Employee Stock Option Plan 2023 (“ESOP Scheme”)**, as approved by the Board of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) in their meeting held on 4<sup>th</sup> May, 2023, and the Board be and is hereby authorized to create, offer, issue and grant from time to time up to 19,60,000 (Nineteen Lakhs Sixty Thousand Only) Employee Stock Options (“ESOPs”) to eligible employees (hereinafter referred to as “Employees”), exercisable into not more than 19,60,000 (Nineteen Lakhs Sixty Thousand Only) fully paid-up equity shares in the Company in aggregate of face value of INR 10 /- (Rupees Ten Only) each at an exercise price as per the ESOP Scheme.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof by such Committee) be and is hereby authorized to grant the stock options to Employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorized to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme for smooth operational and monitoring purpose.

**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 to this resolution, which are hereby approved by the Members, the Board be and is hereby authorized, subject to approval of Members, to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

**RESOLVED FURTHER THAT**, any one of the Directors or Company Secretary or the Chief Financial Officer of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things to give full effect to the above resolution(s), including, without limitation, signing, executing and delivering for and on behalf of the Company, all of agreements and documents in connection with the Plan, trust deed and completing all other necessary formalities in connection, including registration of the trust deed therewith.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and is hereby severally authorized 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** any one of the Directors or Company Secretary or the Chief Financial Officer 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 Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

5. **To approve the grant of option to identified employees during any one year, equal to or exceeding 1 percent of the issued capital of the Company at the time of grant of option:**

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, if any, of Companies Act, 2013, read with rules made thereunder, or any other applicable law for the time being in force (including any statutory modifications & re-enactments thereof), the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of Members of the Company be and are hereby accorded for the number of options that may be granted to any identified employee including any Director of the Company [other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% (Ten Percent Only) of the outstanding Equity Shares of the Company], in any financial year shall be lesser than 20% (Twenty Percent Only) of options granted during the said financial year and in aggregate under the **Vivriti Capital Private Limited - Employee Stock Option Plan 2023** and shall be lesser than 20% (Twenty Percent Only) of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company at the time of such grant.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary or the Chief Financial Officer of the Company, be and are hereby severally authorized to file necessary e-forms in this regard with the Registrar of Companies and to do all such acts, deeds, matters and things to give full effect to the above resolution.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

6. **To approve the grant of option to identified employees of the subsidiaries 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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, or any other applicable law for the time being in force (including any statutory modifications & re-enactments thereof), the Memorandum and Articles of Association of the Company, and such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, consent of Members of the Company be and are hereby accorded for granting of options to any identified employee of the subsidiaries of the Company under the **Vivriti Capital Private Limited - Employee Stock Option Plan 2023 (“ESOP Scheme”)**.

**RESOLVED FURTHER THAT** the Nomination & Remuneration Committee (which shall include any other committee formed for the purpose of supervision and monitoring of ESOP Schemes in the Company, including delegated powers to any person thereof by such Committee) be and is hereby authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to file necessary e-forms in this regard with the Registrar of Companies and 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 of the Director or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

7. **To consider and approve the proposed material RPTs with Vivriti Asset Management Private Limited and CredAvenue Private Limited (subsidiary companies) during FY 2023-24:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 or any other provisions as may be applicable, read with rules made thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Circular - RBI/2022-23/29 DOR.CRE.REC.No.25/ 03.10.001/2022-23 dated April 19, 2022 on Loans and Advances – Regulatory Restrictions – NBFCs and any other applicable law, rules and regulations thereunder, consent of the Members be and is hereby accorded for the proposed related party transactions for the Financial Year 2023-24 with Vivriti Asset Management Private Limited and CredAvenue Private Limited (subsidiary companies) at such terms and conditions as enclosed in Annexure – I during the ordinary course of business and at arm’s length price.

**RESOLVED FURTHER THAT** subject to the related party transaction policy of the Company and the overall threshold/ exposure approved for each party for a financial year, any such transactions that are incidental, necessary and ancillary to the above mentioned approvals like processing fees, interest payment, any kind of repayments, restructuring

etc. with the said party, in the ordinary course of business and at arm's length 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 any one of the Directors or the Company Secretary or the Chief Financial Officer 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, to file necessary e-forms in this regard with the Registrar of Companies 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 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.”

**8. To consider and approve the proposed material RPTs with related parties (group entities) during FY 2023-24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 or any other provisions as may be applicable, read with rules made thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Circular - RBI/2022-23/29 DOR.CRE.REC.No.25/ 03.10.001/2022-23 dated April 19, 2022 on Loans and Advances – Regulatory Restrictions – NBFCs and any other applicable law, rules and regulations thereunder, consent of the Members be and is hereby accorded for the proposed related party transactions for the Financial Year 2023-24 with related parties (group entities) at such terms and conditions as enclosed in Annexure – I during the ordinary course of business and at arm's length price.

**RESOLVED FURTHER THAT** subject to the related party transaction policy of the Company and the overall threshold/ exposure approved for each party for a financial year, any such transactions that are incidental, necessary and ancillary to the above mentioned approvals like processing fees, interest payment, any kind of repayments, restructuring etc. with the said party, in the ordinary course of business and at arm's length 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 any one of the Directors or the Company Secretary or the Chief Financial Officer 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, to file necessary e-forms in this regard with the Registrar of Companies 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 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.”

9. **To consider and approve the proposed material RPTs with related parties (non-group entities) during FY 2023-24:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 or any other provisions as may be applicable, read with rules made thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Circular - RBI/2022-23/29 DOR.CRE.REC.No.25/ 03.10.001/2022-23 dated April 19, 2022 on Loans and Advances – Regulatory Restrictions – NBFCs and any other applicable law, rules and regulations thereunder, consent of the Members be and is hereby accorded for the proposed related party transactions for the Financial Year 2023-24 with related parties (non-group entities) at such terms and conditions as enclosed in Annexure – I during the ordinary course of business and at arm’s length price.

**RESOLVED FURTHER THAT** subject to the related party transaction policy of the Company and the overall threshold/ exposure approved for each party for a financial year, any such transactions that are incidental, necessary and ancillary to the above mentioned approvals like processing fees, interest payment, any kind of repayments, restructuring etc. with the said party, in the ordinary course of business and at arm’s length 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 any one of the Directors or the Company Secretary or the Chief Financial Officer 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, to file necessary e-forms in this regard with the Registrar of Companies 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 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.”

**By order of the Board**

For and on behalf of **Vivriti Capital Private Limited**

Sd/-

**P S Amritha**

**Company Secretary & Compliance Officer**

**Mem No. A49121**

**Place: Chennai**

**Date: May 10, 2023**



**Notes:**

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
2. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No.21/2021 dated December 14, 2021 and General Circular No. 3/2022 dated May 05, 2022, respectively in relation to “Clarification on holding of extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)” read with and General Circular No.11/2022, dated December 28, 2022 (collectively referred to as **“MCA Circulars”**) has permitted holding of the extra-ordinary general meeting whereby it is permissible to convene the Extra-ordinary General Meeting of the Company through Video Conferencing/ Other Audio Visual Means (OAVM).
3. Pursuant to the aforementioned MCA Circulars, since the EGM is being held through VC, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Companies Act, 2013 for such representation to the Company through e-mail to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) before the commencement of the meeting. The deemed venue for the EGM shall be the Registered Office of the Company.
4. The Company shall conduct the EGM through VC by using Zoom cloud meetings (“Zoom”) and the Members are requested to follow instructions as stated in this notice for participating in this EGM through Zoom. An invite of the EGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
5. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. For voting by way of poll – in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, Members can cast their vote during the Meeting by way of poll. For voting Members can send an email to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) from their email addresses registered with the Company.

7. On the date of the meeting i.e., **on 10<sup>th</sup> May, 2023**, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 5:15 PM (IST), onwards.
  
8. The Members desiring to inspect the documents referred and relied upon by the Company in this Notice and statutory registers/other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send request through an email at [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com). An access of such documents would be given to such Member at the meeting. Further, the same shall also be available for inspection by the Members at the Registered Office of the Company on any working day between 11:00 A.M. to 4 P.M. up to and including the date of EGM. As the EGM is being conducted through VC, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views/ send their queries in advance with regard to the proposed business items to be placed at the EGM, from their registered e-mail ID, mentioning their full name, folio number/ DPID-Client ID, address and contact number, to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com), by 4:00 PM (IST) on or before 10<sup>th</sup> May, 2023 so that the requisite information/ explanations can be kept ready and be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

**Process for attending the Meeting:**

1. To attend the meeting through VC mode, a link will be forwarded to your registered e-mail ID, anytime within 24 hours prior to the start of the meeting. The shareholders can use a laptop or an android mobile phone with good internet connectivity to access the link.
2. Facility to join the meeting shall be opened at least 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after such scheduled time
3. On accessing the link, you will be prompted to enter the Meeting ID and the Password. The meeting ID and the Password will be mailed to you along with the meeting link. Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.
4. In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Amritha P.S, Company Secretary & Compliance Officer at +91 9500126166.

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

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

### **Item No. 1: To consider and approve conversion of the Company from Private Limited to Public Limited Company:**

With an intent to enable easier access to funds at a reasonable cost and to further streamline borrowings from lenders through various sources such as term loans, non-convertible debentures, and other modes and to raise funds through public issuances of debt and also for other operational/ business reasons, it is proposed to convert the Company from a Private Limited to a Public Limited Company.

The Board in its meeting dated 4<sup>th</sup> February 2023, considered the matter and after detailed discussion recommended the same to the Members for the required approval. The Company has also received No-Objection from Reserve Bank of India with respect to its proposed conversion.

In connection with the conversion, pursuant to the covenants as agreed at the time of availing credit facilities, the Company approached all of its lenders for their No-objection. The Members are requested to note that the Company has received the No-objection from a substantial portion of its lenders based on the exposure.

None of the Directors 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 recommends passing of the resolution as set out at item No.1 of this Notice as Special Resolution.

### **Item No. 2: To consider and approve alteration of Articles of Association:**

Articles of Association ("AOA") of the Company is proposed to be amended for following purposes:

1. The Board of Directors of the Company vide resolution passed at their meeting dated 4<sup>th</sup> February 2023 approved the conversion of the Company from a Private Limited to Public Limited Company owing to business and operational reasons. Articles of Association ("AOA") of the Company is now proposed to be amended in pursuance of the said conversion thereby excluding/ deleting regulations comprised in AOA as applicable to a Private Company or such other changes as may be required in alignment with applicable provisions of the act or other applicable laws/ regulations in reference to Public Limited Company.
2. To create a separate class of equity shares (Class B equity Shares) based on the difference in valuation methodology adopted to ascertain the fair market value of the equity share. The Company has plans to issue said class of equity share to such eligible employee

covered under the ESOP schemes that may be implemented by the Company and administered through Direct route.

3. In pursuance to SEBI (Issue and Listing of Non-convertible Securities) Regulations, 2021, a provision is added in AOA that upon receipt of nomination by a Debenture Trustee in case of an event of default, the Board of Directors shall be required to appoint a Nominee Director on such terms and conditions as may be statutorily required.
4. A provision is added in AOA that in case of retirement of Mr. Vineet Sukumar and Mr. Gaurav Kumar (Founder Directors) by way of rotation in a general meeting, shareholders shall vote in order to ensure that the resolution is carried and they get re-appointed.

#### **Disclosures as per Rule 4 of Companies (Share Capital and Debentures) Rules, 2014**

- (a) the total number of shares to be issued with differential rights:

19,60,000 options (the word 'options' has been used to denote shares. The differential rights shares will be issued upon exercise of options by option holders as part of the ESOP scheme)

- (b) the details of the differential rights:

the shares will carry a differential value which shall relate only to the NBFC business of the Company and the asset management business of the subsidiary, namely, Vivriti Asset Management Private Limited ("VAM").

- (c) the percentage of the shares with differential rights to the total post issue paid up equity share capital including equity shares with differential rights issued at any point of time:

Not applicable. The proposed class of shares carrying differential rights shall be issued upon exercise of options from time to time, by the employees at their discretion, during the exercise period under the ESOP Scheme. Accordingly, a percentage at this point is not applicable.

- (d) the reasons or justification for the issue:

The Company has decided to introduce an Employee Stock Option Plan (ESOP) that would encourage a long term and committed involvement of the employees in the ownership and future of the company. As mentioned above, the proposed shares with differential rights shall be issued against options under ESOP scheme with the following objects:

- (i) To provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company;
- (ii) To motivate Employees with incentives and reward opportunities in respect of their contribution to the growth of the Company and VAM;
- (iii) To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of Eligible Employees with the long term interests of the Company, VAM and its shareholders; and
- (iv) To create a sense of ownership and participation amongst Employees.

(e) the price at which such shares are proposed to be issued either at par or at premium:

The Exercise Price of the options is the Fair Market Value payable by the Option Holder for exercising each of the Vested Options, unless the ESOP Committee specifically decides to provide for a lower price (but not lower than the face value of the Shares) and as mentioned in the Grant Letter.

(f) the basis on which the price has been arrived at:

Based on the Exercise price formula as specified in the ESOP scheme.

(g)

(1) in case of private placement or preferential issue:

a. details of total number of shares proposed to be allotted to promoters, directors and key managerial personnel: Not applicable.

b. details of total number of shares proposed to be allotted to persons other than promoters, directors and key managerial personnel and their relationship if any with any promoter, director or key managerial personnel: Not applicable.

details of total number of shares proposed to be allotted to promoters, directors and key managerial personnel: Not applicable.

(2) in case of public issue - reservation, if any, for different classes of applicants including promoters, directors or key managerial personnel: Not applicable.

(h) the percentage of voting right which the equity share capital with differential voting right shall carry to the total voting right of the aggregate equity share capital: Not applicable as no change in voting rights.

(i) the scale or proportion in which the voting rights of such class or type of shares shall vary: Not applicable as no change in voting rights.

(j) the change in control, if any, in the company that may occur consequent to the issue of equity shares with differential voting rights: Not applicable as no change in voting rights.

- (k) the diluted Earning Per Share pursuant to the issue of such shares, calculated in accordance with the applicable accounting standards: Not applicable. The proposed class of shares carrying differential rights shall be issued upon exercise of options from time to time, by the employees at their discretion, during the exercise period under the ESOP Scheme. Accordingly, the diluted Earnings per share at this point is not applicable.
- (l) the pre and post issue shareholding pattern along with voting rights as per clause 35 of the listing agreement issued by Security Exchange Board of India from time to time: Not applicable. The proposed class of shares carrying differential rights shall be issued upon exercise of options from time to time, by the employees at their discretion, during the exercise period under the ESOP Scheme. Accordingly, the pre and post issue shareholding pattern at this point is not applicable.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent mentioned above.

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 2 as a Special Resolution.

**Item No. 3: To consider and approve alteration of Memorandum of Association:**

Memorandum of Association (“MOA”) of the Company is proposed to be amended for following purposes, subject to the approval of authorities, if any:

1. The Name Clause of MOA is proposed to be amended to give effect to the conversion of the Company from Private Limited to Public Limited in following manner:

MOA is altered by substituting the following existing Clause I:

*“The name of the Company is VIVRITI CAPITAL PRIVATE LIMITED”*

by the following Clause I:

*“The name of the Company is VIVRITI CAPITAL LIMITED”*

2. The Capital Clause of MOA is proposed to be amended in following manner:

MOA is altered by substituting the following existing Clause V:

*“The authorized share capital of the Company is INR 116,63,70,630 (Indian Rupees One Hundred and Sixteen Crores Sixty-Three Lakhs Seventy Thousand Six Hundred and Thirty Only) divided into the following shares:*

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

by following Clause V:

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

- i. 2,60,00,000 (Two Crores and Sixty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each;
- ii. 9,06,37,063 (Nine Crores Six Lakhs Thirty-Seven Thousand and Sixty-Three) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each;
- iii. 19,60,000 (Nineteen Lakhs Sixty Thousand Only) Class B Differential Equity Shares of INR 10/- each (Rupees Ten Only) to be issued against exercise of options under Vivriti Capital Private Limited - Employee Stock Option Plan 2023."

#### **Disclosures as per Rule 4 of Companies (Share Capital and Debentures) Rules, 2014**

- (a) the total number of shares to be issued with differential rights:

19,60,000 options (the word 'options' has been used to denote shares. The differential rights shares will be issued upon exercise of options by option holders as part of the ESOP scheme)

- (b) the details of the differential rights:

the shares will carry a differential value which shall relate only to the NBFC business of the Company and the asset management business of the subsidiary, namely, Vivriti Asset Management Private Limited ("VAM").

- (c) the percentage of the shares with differential rights to the total post issue paid up equity share capital including equity shares with differential rights issued at any point of time:

Not applicable. The proposed class of shares carrying differential rights shall be issued upon exercise of options from time to time, by the employees at their discretion, during the exercise period under the ESOP Scheme. Accordingly, a percentage at this point is not applicable.

- (d) the reasons or justification for the issue:

The Company has decided to introduce an Employee Stock Option Plan (ESOP) that would encourage a long term and committed involvement of the employees in the ownership and future of the company. As mentioned above, the proposed shares with differential rights shall be issued against options under ESOP scheme with the following objects:



- (v) To provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company;
- (vi) To motivate Employees with incentives and reward opportunities in respect of their contribution to the growth of the Company and VAM;
- (vii) To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of Eligible Employees with the long term interests of the Company, VAM and its shareholders; and
- (viii) To create a sense of ownership and participation amongst Employees.

(e) the price at which such shares are proposed to be issued either at par or at premium:

The Exercise Price of the options is the Fair Market Value payable by the Option Holder for exercising each of the Vested Options, unless the ESOP Committee specifically decides to provide for a lower price (but not lower than the face value of the Shares) and as mentioned in the Grant Letter.

(f) the basis on which the price has been arrived at:

Based on the Exercise price formula as specified in the ESOP scheme.

(g)

(1) in case of private placement or preferential issue:

- a. details of total number of shares proposed to be allotted to promoters, directors and key managerial personnel: Not applicable.
- b. details of total number of shares proposed to be allotted to persons other than promoters, directors and key managerial personnel and their relationship if any with any promoter, director or key managerial personnel: Not applicable.

(2) in case of public issue - reservation, if any, for different classes of applicants including promoters, directors or key managerial personnel: Not applicable.

(h) the percentage of voting right which the equity share capital with differential voting right shall carry to the total voting right of the aggregate equity share capital: Not applicable as no change in voting rights.

(i) the scale or proportion in which the voting rights of such class or type of shares shall vary: Not applicable as no change in voting rights.

(j) the change in control, if any, in the company that may occur consequent to the issue of equity shares with differential voting rights: Not applicable as no change in voting rights.

(k) the diluted Earning Per Share pursuant to the issue of such shares, calculated in accordance with the applicable accounting standards: Not applicable. The proposed class of shares

carrying differential rights shall be issued upon exercise of options from time to time, by the employees at their discretion, during the exercise period under the ESOP Scheme. Accordingly, the diluted Earnings per share at this point is not applicable.

- (l) the pre and post issue shareholding pattern along with voting rights as per clause 35 of the listing agreement issued by Security Exchange Board of India from time to time: Not applicable. The proposed class of shares carrying differential rights shall be issued upon exercise of options from time to time, by the employees at their discretion, during the exercise period under the ESOP Scheme. Accordingly, the pre and post issue shareholding pattern at this point is not applicable.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent mentioned above.

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 3 as a Special Resolution.

#### **Item No. 4,5 & 6: In respect of items related to Vivriti Capital Private Limited - Employee Stock Option Plan 2023:**

**Background** - The Company has decided to implement **Vivriti Capital Private Limited - Employee Stock Option Plan 2023 ('ESOP Scheme')** to identified employees of the Company through direct route.

The Plan has been approved by Nomination and Remuneration Committee and subsequently by the Board of Directors of the Company in their meetings held on 4<sup>th</sup> May 2023 and the approvals granted thereunder are subject to the approval of Members by way of special resolution, as required under the provisions of section 62 read with Rule 12 and 16 of the Companies (Share Capital and Debentures) Rules, 2014.

Pursuant to the Plan, approval of the Members of the Company is also sought for granting of options to the identified employees of Vivriti Asset Management Private Limited, subsidiary of the Company.

#### **1. The main features of the Plan are as under:**

- (i) Your Company wishes to bring about employee participation in the growth and prospects of the Company. The Company has therefore decided to introduce an Employee Stock Option Plan (ESOP) that would encourage a long term and committed involvement of the employees in the ownership and future of the company.

- (ii) The objectives of the Plan are as follows:
- a. To provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company;
  - b. To motivate Employees with incentives and reward opportunities in respect of their contribution to the growth of the Company and Vivriti Asset Management Private Limited ('VAM');
  - c. To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of Eligible Employees (defined below) with the long term interests of the Company, VAM and its shareholders; and
  - d. To create a sense of ownership and participation amongst Employees.

2. Total number of options to be granted:

Such number of options would be available for grant to the eligible employees of the Company under the Plan, in one or more tranches exercisable into not exceeding more than to 19,60,000 equity Shares in the Company of face value of INR. 10/- each fully paid-up.

Unallocated Options under this scheme shall not be transferred to any other employee stock option plans adopted by the Company. If any Options under this scheme have lapsed, as per any provision of the scheme or the terms of the Grant, the same will not be added back to the common option pool and shall only be available for new Grants under this scheme.

3. The class/classes of employees for whose benefit the Plan is being implemented and money is being provided for purchase and subscription of the shares:

- a. a permanent employee of the Company who has been working in India or outside India;
- b. a Director of the Company, whether a whole-time director or not but excluding an independent director; or
- c. an employee as defined in Clause (a) or (b) above of VAM in India or outside India;

but does not include:

- a. an employee who is a Promoter or a person belonging to the Promoter Group; or
- b. a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Equity Shares of the Company.

4. Requirements of vesting and period of vesting: Unless otherwise specified, all Options Granted on any date shall Vest in accordance with the terms set out in the Grant Letter, as may be determined by the ESOP Committee. Vesting of Options under the Plan shall be on such date(s) and in such proportion as may be determined by the ESOP Committee and such Option, would Vest in not less than 1 (one) year and not more than 4 (four) years from the date of Grant of an Option.

5. Exercise price: Exercise Price is the Fair Market Value payable by the Option Holder for exercising each of the Vested Options, unless the ESOP Committee specifically decides to provide for a lower price (but not lower than the face value of the Shares) and included in the Grant Letter.
6. Exercise period and the process of Exercise: Exercise Period means 20 (twenty) years from the date of Vesting of the Options, within which period the Option Holder should Exercise the Vested Options.

Unless otherwise set out in the Plan or as determined by the NRC, Vested Options can be Exercised during the Exercise Period. [Provided that, the ESOP Committee may require all or any part of the Vested Options to be Exercised at the time of occurrence of a Liquidity Event.] In the event an Option is not Exercised within the Exercise Period (or such other period as may be permitted by the NRC), it shall stand Lapsed and shall cease to be valid for all purposes.

The Option Holders may Exercise the Options, subject to fulfilment of procedural requirements as may be imposed by the ESOP Committee and / or the NRC at the time of Exercise of Options, and execution of such documents and instruments as may be determined by the ESOP Committee and / or the NRC under Applicable Laws.

The Option shall be deemed to have been Exercised for Shares only when the ESOP Committee receives:

- (i) a written notice of Exercise from the Option Holder, in such form as may be prescribed (including through email, physical request letter or through any digital or electronic media which is capable of being stored and retrieved but excluding any social media platform such as LinkedIn, WhatsApp, Twitter etc.);
  - (ii) full payment of Exercise Price and amount payable as tax under the relevant tax laws, in force at the relevant time, including payment of the stamp duty applicable on registration and issues of Shares in accordance with Applicable Laws, as determined by the ESOP Committee.
7. Lock in Period, if any: Shares issued under the Plan shall be subject to transfer restrictions and lock-in restrictions as provided in the articles of association of the Company, the Grant Letter, the Employee Shareholder's Letter, and / or any other document executed by the Option Holder, or such other requirement as maybe prescribed under Applicable Laws as specified in the ESOP Plan.
  8. Appraisal process for determining the eligibility of employees under the Plan: The ESOP Committee shall have the discretion, based on (i) the periodic appraisal of Employee(s) and / or any team or group of the Employer Company of which such Employee(s) is/are part of; (ii) subject to such Employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the ESOP Committee or assessing the contribution of Employee(s) towards the Employer Company), and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether Employee(s) is/are Eligible Employee(s) and satisfy(ies) the Eligibility Criteria for the Grant of Options under the Plan.

9. Maximum number of options to be issued per employee and in aggregate: The aggregate number of options that may be granted to any specific employee of the Company under the Plan, in any financial year shall not exceed 20% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.
10. Maximum Quantum of benefits to be provided per employee under the Plan: The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Fair market value of the shares and other terms as defined in the ESOP scheme and determined by the ESOP Committee.
11. Particulars of benefits to be accrued:
- (i) On allotment of shares pursuant to the Plan, regular benefits such as dividend, rights, and bonus shares, if any;
  - (ii) In any event such as consolidation, sub-division, or conversion of shares into stock or capitalization by a bonus issue, combination, repurchase or exchange of shares or any other corporate action that affects the shareholding structure, the ESOP Committee, in order to prevent diminution of benefits or potential benefits intended to be made available under the plan, shall adjust the number of shares that may be delivered under the ESOP.
  - (iii) In the event of Company being taken over or amalgamated or merged with another Company, the ESOP Committee at its sole discretion and in conjunction with the acquiring company may decide to issue fresh stock options that carry the option of conversion into shares of the merged company on such terms and conditions as may be decided by the ESOP Committee. However, the same shall be at the discretion of the ESOP Committee, which may alternatively decide for lapse of the stock options that shall be compensated by the Company.
  - (iv) The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:  
The voting rights in respect of the Equity Shares held by the employees in the Company after the exercise of the options, shall be in line with the agreed terms of the Employee Shareholder's Letter executed by the Employee and as a pre-condition to such exercise of options, agreeing to abide by the obligations set out in the articles of association of the Company, as amended from time to time in this regard.
12. Conditions under which vested options shall lapse and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

<b>Circumstance of Separation</b>	<b>Stock Options Granted but not Vested</b>	<b>Stock Options Vested but not Exercised</b>	<b>Stock Options Exercised</b>
Termination for cause	In the event of termination of the employment of an Option Holder for 'Cause' (defined in the ESOP Plan), all Options (Unvested and Vested) Granted to the Option Holder, as on the date of termination of employment, shall expire and stand terminated with immediate effect and the Option Holder will not be permitted to exercise any rights in respect thereof.		Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.

<p>Termination for any reason other than cause.</p>	<p>All Unvested Options, as on date of the notice issued by the Employer Company for terminating the employment of the Option Holder, shall expire and stand terminated/cancelled with immediate effect</p>	<p>All Vested Options as on the last working date of the Option Holder with the Employer Company shall be Exercised by him within the Exercise Period, in accordance with the terms and conditions of the ESOP Plan 2023, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.</p>	<p>Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.</p>
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<p>Treatment of Options in case of termination/Cessation of employment for any other reason</p>	<p>In the event of termination/cessation of the employment of an Option Holder for any other reason, resulting in the Option Holder ceasing to be an Employee of the Employer, all Unvested Options, as on the date of termination of employment, shall expire and stand terminated/cancelled with immediate effect.</p>	<p>In respect of all Vested Options as on the date of termination of employment, the ESOP Committee may in its sole and absolute discretion permit the Vested Options to be Exercised as per any terms as may be specified under the relevant Grant Letter (or any other document provided by the ESOP Committee to the Option Holder)</p>	<p>Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.</p>
<p>Retirement or Superannuation</p>	<p>All Unvested Options as on the last working date of the Option Holder with the Employer Company shall expire and stand terminated/cancelled with immediate effect.</p>	<p>All Vested Options as on the last working date of the Option Holder with the Employer Company shall be Exercised by him within the Exercise Period, in accordance with the terms and conditions of the Plan, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse, subject to sending out a notice of expiry by the ESOP Committee.</p>	



Voluntary Resignation	All Unvested Options, as on date of resignation by the Option Holder, shall expire and stand terminated/cancelled with immediate effect	All Vested Options as on the last working date of the Option Holder with the Employer Company shall be Exercised by him within the Exercise Period in accordance with the terms of the Plan, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.
Permanent Disability	Will Vest Immediately	<p>In the event of separation of an Option Holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company, all the Unvested Options to him shall Vest in him immediately on the date of such Permanent Disability.</p> <p>All the Options (including those which Vest upon the Permanent Disability of the Grantee) shall be Exercised by him within the Exercise Period in accordance with the terms and conditions of the ESOP Plan 2023, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.</p>	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.

Death	In the event of death of an Option Holder while in employment with the Employer Company, the Vesting of Options Granted to and held by such Option Holder shall accelerate in full and Vest in his nominee(s)/legal heir(s)/successor(s) immediately on the date of death of the Option Holder	All the Options (including those which Vest upon the death of the Option Holder) shall be Exercised by the nominee(s)/legal heir(s)/successor(s) of the Option Holder within the Exercise Period in accordance with the terms of the ESOP Plan 2023, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.
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13. Method of Valuation: To calculate the employee compensation cost, the Company shall use the Fair Market Value method for valuation of the options granted.
14. Route of Scheme implementation: The Scheme shall be implemented and administered through direct route.
15. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:  
  
Not Applicable
16. The particulars of the Trustee or employees in whose favour such shares are to be registered:  
  
Not Applicable
17. Source of shares: Once vested options are exercised, shares will be allotted by the Company.
18. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc:  
  
Not Applicable
19. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:  
  
Not Applicable
20. Particulars of the Trustees appointed:  
  
Not Applicable
21. Accounting and Disclosure Policies: The Company shall follow the applicable Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.
22. 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.
23. A copy of the Plan shall be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 11 A.M. to 4 P.M. up to and including the date of EGM.

The Board of Directors recommends passing of the resolutions as set out at item nos. 4,5 and 6 of this Notice as Special Resolutions.

**Item No. 7 to 9: To consider and approve the proposed material RPTs with subsidiaries, group entities and non-group entities:**

Pursuant to the provisions of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, and Section 188 of the Companies Act 2013, read with rules made thereunder, RBI Circular - RBI/2022-23/29 DOR.CRE.REC.No.25/03.10.001/2022-23 dated April 19, 2022 on Loans and Advances – Regulatory Restrictions – NBFCs including modifications or amendments thereof, it is proposed to consider, and approve the material related party transactions proposed to be entered by the Company with its subsidiaries (Vivriti Asset Management Private Limited and CredAvenue Private Limited), group entities (subsidiaries of CredAvenue Private Limited and other entities within the group) and non-group entities (related parties on account of common directorships, common shareholding by members of the Board of Directors or their relatives etc.) during the Financial Year 2023-24 by the Company in its ordinary course of business and at arm's length pricing.

These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on 4<sup>th</sup> May 2023, and have been recommended for the approval of the Members.

The disclosures as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 24 of Securities and Exchange Board of India ("Listing Obligations and Disclosures Requirements) Regulations, 2015 and the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> 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 Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolutions set out at Item No.7-9.

The Board of Directors has considered the transaction and recommend the resolution set out as an **Ordinary Resolution** at Item No.7-9 to the shareholders for their necessary approval.



## Annexure I - FY 2023-24

## Terms &amp; Conditions

## If the transaction relates to any loans, inter-corporate deposits,

Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (in INR)	Material Terms & Particulars of Transaction	Name of the Related Party & its relationship with the Co. or its subsidiary	Nature of the concern or interest (financial or otherwise) of Related Party	Particular Tenure of the transaction	% of the Co. Annual Consolidated Turnover for the immediately preceding FY,	RPT involving subsidiary, % calculated on the basis of subsidiary's annual	Justification as to why RPT is in the interest of the Co.	Copy of valuation or external party report, if	% of the counter party's annual consolidated turnover that	Any other relevant information	Details of sources of funds in connection with transaction	If any financial indebtedness incurred to give loans, inter-	Terms including covenants	Tenure, interest rate & repayment schedule	Secured/ Unsecured	If secured, nature of security	Purpose for which funds will be utilized by ultimate beneficiary
VCPL	Credavenue Securities Private Limited	Transaction fee for the assistance in raising debt including distribution fee at 0.1% to 4%	1,00,00,000.00	As agreed on case to case basis	Credavenue Securities Private Limited / Step-down Subsidiary	Financial	Based on the occurrence of transactions	15.31	56.68	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
VCPL	Credavenue Securities Private Limited	Platform services for raising LP Capital	10,00,00,000.00	As agreed on case to case basis	Credavenue Securities Private Limited / Step-down Subsidiary	Financial	Based on the occurrence of transactions	1.53	5.67	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
VCPL	Credavenue Securities Private Limited	Transactions arranged by CSPL - Discovery + Execution + Fulfilment – 35% of net management fee Execution + Fulfilment – 20% of net management fee	10,00,00,000.00	As agreed on case to case basis	Credavenue Securities Private Limited / Step-down Subsidiary	Financial	Based on the occurrence of transactions	1.53	5.67	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
VCPL	Credavenue Securities Private Limited	Transactions arranged through Credbond - 15bps subject to a cap of 7.5 Lakhs/transaction and a floor of 1.5 Lakhs	10,00,00,000.00	As agreed on case to case basis	Credavenue Securities Private Limited / Step-down Subsidiary	Financial	Based on the occurrence of transactions	1.53	5.67	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Note: Apart from the ones specified above, a limit of INR 75 Crores each for all the identified related parties in the RPT compendium for entering into any kind of related party transactions with respect to business product(s) / offerings, with the Company or its group entities is proposed