



VIVRITI CAPITAL PRIVATE LIMITED

CIN: U65929TN2017PTC117196

**REGD OFFICE: 12TH FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM,
CHENNAI-600035, TAMILNADU, INDIA.**

SHORTER NOTICE is hereby given that the 24th Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Thursday on the 30th day of September 2021 at 05:30 PM at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600035, Tamil Nadu, India to transact the following businesses:

SPECIAL BUSINESS:

- 1. To approve the change in designation of Mr. Gaurav Kumar from Managing Director to Non-executive Director of the Company:**

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

"Resolved that pursuant to Section 196 and 203 of the Companies Act, 2013 and other applicable of the Act, Articles of Association of the Company and other applicable laws, and recommended by the Board of Directors, the approval of the members be and hereby is accorded to approve the change in designation of Mr. Gaurav Kumar (holding DIN:07767248), from Managing Director to Non-executive Director of the Company with effect from the execution of amended and restated Articles of Association of the Company read with amended Shareholders' Agreement.

Resolved further that Mr. Vineet Sukumar or the Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as may be required including but not limited to signing of e-forms and submission of returns with ROC, any other statutory body and take all such actions, as may be necessary to give effect to the above resolution."

- 2. To approve and adopt the restated Articles of Association of the Company:**

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

“Resolved that pursuant to provisions of Section 5 and Section 14 and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company by way of special resolution be and is hereby accorded to adopt the restated articles of association of the Company as placed before the members and initialled by the Chairperson for the purpose of identification.

Resolved further that any of the Directors of the Company and the Company Secretary 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 filing to be made with the Registrar of Companies and any other authority in relation to the aforesaid amendment to the articles of association.

Resolved further that the copies of the foregoing resolutions, certified to be true by any one of the 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.”

Order of the Board

For Vivriti Capital Private Limited

SD/-

P S Amritha

Company Secretary

Mem No. A49121

Chennai

30th September 2021

Notes

1. The Extra-ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 with the consent given in writing/by electronic mode by not less than ninety-five per cent of the members entitled to vote at such 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 not later than forty-eight hours before the commencement of the meeting.
3. Explanatory statement under Section 102(1) is enclosed.

4. 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
5. Route map and prominent landmark for easy location of the venue of the Meeting.

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

Item No. 2: To approve and adopt the restated Articles of Association of the Company:

The members are requested to take note of the restated Articles of Association as per the Amended and Restated Shareholders' Agreement to be entered into between Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Lightrock Growth Fund S.A., SICAV-RAIF, Financial Investments SPC and the Company in relation to the change in designation of Mr. Gaurav Kumar from Managing Director to Non-executive Director of the Company also in line with the Companies Act, 2013.

None of the Directors (other than the Managing Directors of the Company) and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

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,
12th Floor, Prestige Polygon,
No. 471, Annasalai, Nandanam,
Chennai - 600 035

**Consent of the member for shorter notice of Extra-ordinary General Meeting to be held on
30th September 2021**

Dear Sir,

I, [Name of the member], having registered address at [full address of the member], holding [no of shares held] (number of shares in words) [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 on 30th September 2021 at a shorter notice.

(Signature)

Name of the member

Date:

Place:

Proxy Form
FormNo.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: 12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI,
NANDANAM CHENNAI

Name of Member (s) _____
Address _____

Email ID _____
Folio No _____

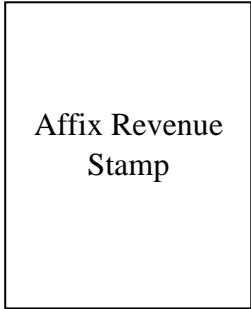
I/We, being the member(s) holding _____ (in words _____) Equity
Shares of INR 10 Face Value per share each in the Company here by appoint

- 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:

