



VIVRITI CAPITAL PRIVATE LIMITED

CIN: U65929TN2017PTC117196

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

SHORTER NOTICE is hereby given that the **32nd Extra Ordinary General Meeting** of the shareholders of Vivriti Capital Private Limited (**'VCPL' or the 'Company'**) will be held on Tuesday, May 02, 2023 at 5:30 P.M (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai – 600002, India, to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve amendments to Vivriti Employee Stock Option Plan 2018:

To consider and, if thought fit, to pass the following resolution as **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 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 by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2018 (hereinafter referred as **"ESOP Scheme"**) together with the revised terms and conditions, 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 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 grant the stock options to eligible 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 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 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 of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) be and is hereby authorised 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 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 ESOP Scheme, and 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 ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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.”

2. [To consider and approve extending scope of Vivriti Employee Stock Option Plan 2018 to employees of subsidiary companies:](#)

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

“RESOLVED THAT pursuant to section 62(1)(b) of Companies Act, 2013 (‘the Act’) and rule 12(4)(a) of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act 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 by any of them, the consent of the Members of the Company be and is hereby accorded to approve proposed amendment to apply the Vivriti Employee Stock Option Plan 2018 (“**ESOP Scheme**”) to employees of subsidiary

companies namely Vivriti Asset Management Private Limited (VAMPL) and CredAvenue Private Limited (CAPL) and the subsidiaries of CAPL, for the ESOPs originally granted to them while they were the employees of the Company and continues to be held by them.

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 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 of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) be and is hereby authorised 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 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 ESOP Scheme, and 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 ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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.”

3. To consider and approve amendments to Vivriti Employee Stock Option Plan 2019:

To consider and, if thought fit, to pass the following resolution as **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 by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2019 (hereinafter referred as “**ESOP Scheme**”) together with the revised terms and conditions, 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 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 grant the stock options to eligible 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 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 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 of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) be and is hereby authorised 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 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 ESOP Scheme, and 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 ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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.”

4. To consider and approve extending scope of Vivriti Employee Stock Option Plan 2019 to employees of subsidiary companies:

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

“RESOLVED THAT pursuant to section 62(1)(b) of Companies Act, 2013 (‘the Act’) and rule 12(4)(a) of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act 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 by any of them, the consent of the Members of the Company be and is hereby accorded to approve proposed amendment to apply the Vivriti Employee Stock Option Plan 2019 (**“ESOP Scheme”**) to employees of subsidiary companies namely Vivriti Asset Management Private Limited (VAMPL) and CredAvenue Private Limited (CAPL) and the subsidiaries of CAPL, for the ESOPs originally granted to them while they were the employees of the Company and continues to be held by them.

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 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 of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) be and is hereby authorised 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 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 ESOP Scheme, and 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 ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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.”

5. **To consider and approve amendments to Vivriti Employee Stock Option Plan 2019 - II:**

To consider and, if thought fit, to pass the following resolution as **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 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 by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2019 - II (hereinafter referred as “**ESOP Scheme**”) together with the revised terms and conditions, 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 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 grant the stock options to eligible 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 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 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 of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) be and is hereby authorised 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 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 ESOP Scheme, and 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 ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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 consider and approve amendments to Vivriti Employee Stock Option Plan 2020:

To consider and, if thought fit, to pass the following resolution as **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 by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2020 (hereinafter referred as “**ESOP Scheme**”) together with the revised terms and conditions, 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 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 grant the stock options to eligible 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 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 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 of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) be and is hereby authorised 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 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 ESOP Scheme, and 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 ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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 amendments to Vivriti Employee Stock Option Plan 2022:

To consider and, if thought fit, to pass the following resolution as **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 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 by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised Vivriti Employee Stock Option Plan 2022 (hereinafter referred as “**ESOP Scheme**”) together with the revised terms and conditions, 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 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 grant the stock options to eligible 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 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 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 of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) be and is hereby authorised 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 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 ESOP Scheme, and 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 ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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.”

8. [To consider and approve extending scope of Vivriti Employee Stock Option Plan 2022 to employees of subsidiary companies:](#)

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

“RESOLVED THAT pursuant to section 62(1)(b) of Companies Act, 2013 (‘the Act’) and rule 12(4)(a) of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act 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 by any of them, the consent of the Members of the Company be and is hereby accorded to approve proposed amendment to include employees of a subsidiary company, in India or outside India, under the scope/applicability of Vivriti Employee Stock Option Plan 2022 (**“ESOP Scheme”**).

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and ESOP Committee be and is hereby authorised to grant the stock options to employees as mentioned above, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further 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 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 of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) be and is hereby authorised 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 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 ESOP Scheme, and 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 ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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.”

9. To consider administration of ESOP Schemes through direct route:

To consider and if thought fit, to pass the following resolution as **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 Articles of Association of the Company (as amended from 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 by any of them, the consent of the Members of the Company be and is hereby accorded to directly administer the new ESOP Schemes by the Company, which may be floated by the Company, from time to time, starting from Financial Year 2023-2024.

RESOLVED FURTHER THAT the consent be and is hereby accorded to the ESOP Trust to continue discharging its statutory and obligatory duties/responsibilities, to the extent required/ allowed under any applicable law for the Vivriti Employee Stock Option Plan 2018, Vivriti Employee Stock Option Plan 2019, Vivriti Employee Stock Option Plan 2019 – II, Vivriti Employee Stock Option Plan 2020, Vivriti Employee Stock Option Plan 2022.

RESOLVED FURTHER THAT any of the Director or the Chief Financial Officer or the Company Secretary 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 the Managing Director or the Chief Financial Officer 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.”

10. To consider and approve accelerated vesting for options granted by the Company under Vivriti Employee Stock Option Scheme 2018:

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

“RESOLVED THAT subject to the provisions of Section 62 and Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and such other approval(s) as may be required, and based on recommendation of the Nomination & Remuneration Committee of the Company, & the Board of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) of the Company, consent of the Members be and is hereby accorded to accelerate the vesting for options granted by the Company to employees of CredAvenue Private Limited and its subsidiaries under Vivriti Employee Stock Option Scheme 2018 (‘ESOP Scheme’) and effect

consequential amendments to the ESOP Scheme subject to the fulfilment of stipulated one year vesting period between the date of grant of options and vesting of options.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, for the implementation of the aforesaid resolution and to settle any question arising thereof, including but not limited to communication of the above proposal and its execution through such documents, applications, letters, etc. as may be required and to represent before such authorities or statutory bodies, as may be required from time to time.”

11. To consider and approve accelerated vesting for options granted by the Company under Vivriti Employee Stock Option Scheme 2019:

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

“**RESOLVED THAT** subject to the provisions of Section 62 and Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and such other approval(s) as may be required, and based on recommendation of the Nomination & Remuneration Committee of the Company, & the Board of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) of the Company, consent of the Members be and is hereby accorded to accelerate the vesting for options granted by the Company to employees of CredAvenue Private Limited and its subsidiaries under Vivriti Employee Stock Option Scheme 2019 (‘ESOP Scheme’) and effect consequential amendments to the ESOP Scheme subject to the fulfilment of stipulated one year vesting period between the date of grant of options and vesting of options.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, for the implementation of the aforesaid resolution and to settle any question arising thereof, including but not limited to communication of the above proposal and its execution through such documents, applications, letters, etc. as may be required and to represent before such authorities or statutory bodies, as may be required from time to time.”

12. To consider and approve accelerated vesting for options granted by the Company under Vivriti Employee Stock Option Scheme 2019 - II:

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

“**RESOLVED THAT** subject to the provisions of Section 62 and Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and such other approval(s) as may be required, and based on recommendation of the Nomination &

Remuneration Committee of the Company, & the Board of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) of the Company, consent of the Members be and is hereby accorded to accelerate the vesting for options granted by the Company to employees of CredAvenue Private Limited and its subsidiaries under Vivriti Employee Stock Option Scheme 2019 - II (‘ESOP Scheme’) and effect consequential amendments to the ESOP Scheme subject to the fulfilment of stipulated one year vesting period between the date of grant of options and vesting of options.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, for the implementation of the aforesaid resolution and to settle any question arising thereof, including but not limited to communication of the above proposal and its execution through such documents, applications, letters, etc. as may be required and to represent before such authorities or statutory bodies, as may be required from time to time.”

13. To consider and approve accelerated vesting for options granted by the Company under Vivriti Employee Stock Option Scheme 2020:

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

“**RESOLVED THAT** subject to the provisions of Section 62 and Rule 12 of The Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and such other approval(s) as may be required, and based on recommendation of the Nomination & Remuneration Committee of the Company, & the Board of Directors (hereinafter referred to as “**Board**” which term shall be deemed to include any Committee thereof) of the Company, consent of the Members be and is hereby accorded to accelerate the vesting for options granted by the Company to employees of CredAvenue Private Limited and its subsidiaries under Vivriti Employee Stock Option Scheme 2020 (‘ESOP Scheme’) and effect consequential amendments to the ESOP Scheme subject to the fulfilment of stipulated one year vesting period between the date of grant of options and vesting of options.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, for the implementation of the aforesaid resolution and to settle any question arising thereof, including but not limited to communication of the above proposal and its execution through such documents, applications, letters, etc. as may be required and to represent before such authorities or statutory bodies, as may be required from time to time.”

14. Approval for material RPTs entered during FY 2022-23:

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 read with rules made thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law, rules and regulations thereunder, consent of the Members be and is hereby accorded for approval / ratification of the related party transactions that are entered during the Financial Year ended March 31, 2023 with the related parties of the Company from time to time at such terms and conditions as enclosed in Annexure – II 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 Mr. Vineet Sukumar, Managing Director or Mr. P S Amritha, Company Secretary & Compliance officer be and are hereby severally authorized to finalise and execute any such document as may be required with the intent and object as aforesaid including execution of any documents with related parties and to do all to do all such acts, deeds and/ or actions as may be deemed necessary/ essential/ required for the aforesaid purpose.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors of the Company or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

15. To approve the increase in overall borrowing limits:

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

"RESOLVED THAT pursuant to applicable laws and in supersession of the resolution passed by the shareholders of the Company on April 28, 2022 and pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules prescribed thereunder, and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) for borrowing, from time

to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, listed or un-listed debentures, bonds, commercial papers and/or other instruments or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Insurance Companies, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source (including individual investors), located in India or abroad, whether unsecured or secured, and securitization of loan receivables on the books of the Company by assignment in favour of a special purpose vehicle or directly to prospective investors ("**Investors**"), which shall include banks, non-banking financial companies, HNIs, other financial institutions and any other eligible investor, on such terms and conditions as may be considered suitable by the Board of Directors, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Company shall not at any time exceed INR 10,000 Crores (Indian Rupees Ten Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

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

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

16. To approve limits for borrowing through issue of Debt Securities:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on April 28, 2022 pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "**Act**"), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"),

including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, or any other legislation issued by any concerned regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "**Stock Exchanges**") where the securities of the Company may be listed and subject to approvals, consents, sanctions, permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions , the consent of the shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as "**Board**") which term shall be deemed to include any Committee thereof) for (a) offer, issue and allotment of non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) market linked, or (vii) any others (as may be determined)) and which may or may not be rated (as may be determined), of such face value as may be determined up to the aggregate amount of INR 5,000 crores (Indian Rupees Five Thousand Crores Only) ("**Debentures**" or "**Debt Securities**") as part of the overall borrowing limit of INR 10,000 crores (Indian Rupees Ten Thousand Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, in one or more tranches/issues ("**Tranches/Issues**") and in consultation with the Lead Managers and/or Underwriters and/or other Advisors, at such interest rate as may be determined (subject to applicable law), payable at such frequency as may be determined, and for such maturity (subject to applicable law) as may be determined , on a private placement basis to such person or persons including one or more company(ies), bodies corporate, statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension fund(s), family office(s), as the case may be or such other person/persons/investors as determined (collectively "**Investors**") for raising debt for the business purposes of the Company, and (b) securing the amounts to be raised pursuant to the issue of Debentures or any Tranche/Issue together with all interest and other charges thereon (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of loans (and/or other assets), and/or (ii) charge over specified immovable property of the Company, and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures or any Tranche/Issue (the "**Security**").

RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such bank(s) in India as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and that the Board or Board constituted Committee, be and are hereby authorised to direct or delegate any officers of the Company to sign and execute the application form and other

documents required for opening the said account(s), to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the Committee on behalf of the Company.

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

- i. execute the term sheet in relation to the Debentures or any Tranche/Issue of the Debentures;
- ii. seeking, if required, any approval, consent or waiver from any/all concerned government and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- iii. if required by the holders of the Debentures or any Tranche/Issue of the Debentures (the "**Debenture Holders**"), seeking the listing of any of the Debentures or any Tranche/Issue of the Debentures on any Stock Exchange, submitting the listing application and taking all actions that may be necessary in connection with obtaining such listing;
- iv. entering into arrangements with the depository in connection with issue of Debentures or any Tranche/Issue of the Debentures in dematerialised form;
- v. approving the debt disclosure document/information memorandum/private placement offer cum application letter (as may be required) (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- vi. appointment and finalising the terms and conditions of the appointment of an arranger (if so required), investment banker, merchant banker, a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository, valuer and such other intermediaries as may be required including their successors and their agents;
- vii. creating and perfecting the Security as required in accordance with the terms of

- the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
- viii. negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and deal with regulatory authorities in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures including but not limited to the RBI, SEBI (if so required), any Stock Exchange (if so required), the Registrar of Companies, the sub-registrar of assurances, Central Registry of Securitisation Asset Reconstruction and Security Interest, depository and such other authorities as may be required;
 - ix. sign and/or despatch all documents and notices to be signed and/or despatched by the Company under or in connection with the Transaction Documents (as defined below);
 - x. to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents (as defined below), the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and / or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):
 - xi. debt disclosure document/information memorandum/private placement offer cum application letter for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (as may be required) (the "**Disclosure Documents**");
 - xii. debenture certificate for the Debentures or any Tranche/Issue of the Debentures;
 - xiii. subscription agreements, investment agreements, debenture trust deed, debenture trustee agreement, deed of hypothecation, security agreements and any other documents required for the creation of security interest over the Company's movable and immovable properties and assets or the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (including any powers of attorney in connection thereto) and any other agreement/document in relation thereto (collectively, the "**Transaction Documents**");
 - xiv. documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures or any Tranche/Issue of the Debentures including without limitation for the purposes of recognising the rights of the debenture trustee to operate such bank accounts;
 - xv. any other documents required for the purposes of the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and

- xvi. any other document designated as a security document by the debenture trustee/Debenture Holders.
- xvii. to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to (a) to (p) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures.

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

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

RESOLVED FURTHER THAT the Committee be and is hereby severally authorised to approve and finalise, sign, execute and deliver documents in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures as set out in this resolution and such other agreements, deeds, undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures or any Tranche/Issue of the Debentures to be issued by the Company.

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

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

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

17. To approve limits for borrowing through issue of Commercial paper:

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on April 28, 2022 and pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "**Act**"), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, or any other or any other legislation issued by any concerned regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "**Stock Exchanges**") where the securities of the Company may be listed and subject to approvals, consents, sanctions, permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, the consent of the shareholders be and is hereby given to the Board (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof) to borrow from time to time, by issuance of Commercial Papers ("**CPs**"), on private placement basis, with a view to augment the business of the Company, up to an amount not exceeding INR 1,000 crores (Indian Rupees One Thousand Crores only).

RESOLVED FURTHER THAT the said limit of INR 1000 crores (Indian Rupees One Thousand Crores only) shall be within the overall borrowing limits approved by the shareholders as per Section 180(1)(c) of the Companies Act, 2013.

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

18. To approve overall limits for providing guarantee and making investments:

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

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013, read with the Companies (Meeting of the Board and its Powers) Rules, 2014 made thereunder, and subject to the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) to give guarantee or provide security in connection with borrowing, from time to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, listed or unlisted debentures, bonds, commercial papers and/or other instruments or non-funded facilities or in any other form from the Banks, Financial Institutions, Insurance Companies, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, to whom the guarantee is given/security is provided inclusive of the guarantee already given/securities already provided, and to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate inclusive of investments already made, and to make investments in any manner together with the investments already made, exceeding one hundred percent of its paid up share capital, free reserves and securities premium account.

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

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

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

“RESOLVED THAT subject to applicable laws in supersession of the earlier resolution passed by the shareholders in their meeting held on April 28, 2022 and pursuant to Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013, the SEBI Act, 1992, the RBI Act, 1934 and the applicable rules, regulations, directions, circulars, made thereunder, as may be amended, from time to time, and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors (hereinafter referred to as **“Board”** which term shall be deemed to include any Committee thereof) for creation of mortgage/hypothecation/pledge /charge/security in any form or manner on the properties of the Company whether

tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, Insurance Companies(s) (subject to applicable laws), other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings shall not at any time exceed INR 12,500 Crores (Indian Rupees Twelve Thousand and Five Hundred Crores only) i.e. to the extent of hundred percent security cover or such higher security cover as per the terms of the transaction documents or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

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

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

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

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

- a) Direct Assignment – 1000 Crores (Thousand Crores Only);
- b) Pass Through Certificates – 1000 Crores (Thousand Crores Only); and
- c) Sale of individual assets - - 1000 Crores (Thousand Crores Only)

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

RESOLVED FURTHER THAT the above Committees of the Company be also authorized to delegate, appoint and/ or authorize any employee or officer of the Company or any other person, as may be required from time to time, to modify, negotiate, finalize, execute and/or sign any documents, returns, forms, applications, agreements, working documents, cash flow statements, deeds, contracts, declarations, affidavits, power of attorneys, indemnities or such other instruments/ documents, as may be required for execution of aforesaid transactions.

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

RESOLVED FURTHER THAT a certified true copy of the resolution be provided to such authorities or any other parties as and when necessary, under the signature of any of the Directors or the Company Secretary of the Company."

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 01, 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 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 from their email addresses registered with the Company.
7. On the date of the meeting i.e., **on 02nd 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. 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, by 4:00 PM (IST) on or before 02nd 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 09: To consider and approve amendments to Vivriti Employee Stock Option Plan 2018, 2019, 2019 - II, 2020 & 2022;

To consider and approve extending scope of Vivriti Employee Stock Option Plans 2018, 2019 and 2022 to employees of subsidiary companies; and

To consider administration of ESOP Schemes through direct route:

It is proposed to amend the existing ESOP Schemes 2018, 2019, 2019- II, 2020 and 2022 (hereinafter collectively referred to as “**ESOP Schemes**”). The object is to carry out changes in relation to enable the accelerated vesting for all the option holders governed under the ESOP Schemes 2018, 2019, 2019 - II and 2020. Other major changes to the ESOP Schemes include changes in provisions related to discontinuation of services of employees, and removal of the existing option to tender back shares to the ESOP Trust. Few clarificatory changes have also been carried out in the definitions section and procedures incidental to such changes. A Summary of all the proposed changes is uploaded on DESS for easy reference of the Members. Further, disclosures as required under Rule 12 and 16 of Companies (Share Capital and Debentures) Rules, 2014 is attached with this Notice as Annexure I.

Further, pursuant to conversion of Company from a Private Company to Public Company approved vide the resolution passed by Board of Directors at their meeting held on February 04, 2023 (which is pending for regulatory approvals / sanctions), the Members are requested to note that the Company can no longer avail the exemptions that are available to private companies.

In this regard, Members are requested to note that Section 67 of the Companies Act, 2013, restricts the loan advanced in relation to any ESOP schemes of the Company up to 5% (five percent) of the aggregate paid up capital and free reserves of the Company. The said provision is not applicable to private limited companies.

Considering that the existing loans advanced to Vivriti ESOP Trust exceeds the stipulated threshold, it is consequently proposed to administer the ESOP activities by the Company directly. It may further be noted that, this change of administration is proposed to be done only to facilitate compliance with the applicable laws and does not intend to affect any benefits that may/ will accrue to the employees pursuant to the applicable schemes. The ESOP Trust shall also continue to function for discharging its statutory and obligatory duties/responsibilities, to the extent required under any applicable law.

The Board in its meeting dated April 28, 2023, considered the recommendation of Nomination & Remuneration Committee regarding the proposed changes in ESOP Schemes as well as other changes as stated above and recommended the same to the Members for the necessary approval.

Further, Members are also requested to note that as per provisions of Companies Act, 2013, if options are to be granted to employees of subsidiary or holding company, approval of Members

is required to be obtained by way of a Special Resolution. For Vivriti Employee Stock Option Plans 2018 and 2019 the said approval was not obtained when the scheme was placed before Members for approval as no such requirement was foreseen or anticipated. However, subsequent to grant of option to employees, subsidiaries were incorporated and employees who hold options were transferred from the Company to the subsidiaries as part of organisational changes. In light of the above, to ensure that such employees remain covered under the scope of the schemes, it is proposed to amend schemes accordingly.

Further, keeping in view of the organisational changes in future, it is also proposed to amend Vivriti Employee Stock Option Plan 2022 and include provision for granting options to employees of subsidiary companies.

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 of stock options granted to them and the resultant equity shares issued, if any.

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 resolutions as set out at item No.1 to 9 of this Notice as Special Resolutions.

Item No 10 to 13: To consider and approve accelerated vesting period for options granted by the Company under Vivriti ESOP Scheme 2018 to 2020:

It is proposed before the Members to consider and approve accelerated vesting event for ESOP Schemes 2018, 2019, 2019-II and 2020 for such option holders from CredAvenue Private Limited ("CAPL"), under the respective ESOP Schemes, on account of proposed sale of stake by Company held in CAPL (as approved in Board Meeting dated March 31, 2023), in one or more tranches, which may result in cessation of "subsidiary" status of CAPL, thereby making the employees of CAPL (erstwhile employees of Company) ineligible to exercise their options vested / to be vested to them.

Since the provisions allow only employees of holding and subsidiary to be covered under ESOP Schemes, post cessation of "subsidiary" status, CAPL shall become "associate" company and thus such accelerated vesting shall help in protecting the employees of such Schemes from 2018 to 2020 from being prejudiced.

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 resolutions as set out at item No.10 to 13 of this Notice as Special Resolution.

Item No. 14: To approve the material RPTs during FY 2022-23:

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, including modifications or amendments thereof, it is proposed to consider, ratify, and approve the material related party transactions that have been entered during the Financial Year 2022-23 by the Company in its ordinary course of business.

The members may note that, since the company is a high-value debt listed entity, these provisions are applicable to the company on a comply or explain basis. Considering the first-time applicability of these provisions, the material related party transactions during the financial year ended 2022-23 are being put forth for ratification of members.

These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on February 09, 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 22nd November 2021 have been enclosed as Annexure II.

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 resolution set out at Item No. 13.

The Board of Directors has considered the transaction and recommend the resolution set out as an **Ordinary Resolution** at Item No.14 to the shareholders for their necessary approval.

Item No. 15: To approve increase in overall borrowing limits:

The Shareholders of the Company by way of special resolution passed on April 28, 2022, had authorized the Board of Directors or a Committee of the Board of Directors to borrow, from time to time, by way of loans and/or issue of bonds, debentures, commercial papers or other securities or any other debt instrument up to a limit of INR 8,000 Crores (Indian Rupees Eight Thousand Crores only), excluding temporary loans obtained from the Company's Bankers in the ordinary course of business.

With a view to meet the short term and long-term funding requirements of the Company and for general corporate purposes, the Company is required to borrow from time to time by way of loans and/or issue of bonds, debentures, commercial papers or other securities. Since the existing approved limit is likely to get exhausted in near future, it is proposed to enhance the borrowing limits of the Company up to INR 10,000 Crores (Indian Rupees Ten Thousand Crores only).

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

Accordingly, approval of the shareholders is being sought to increase the borrowing limits of the Company to INR 10,000 Crores (Indian Rupees Ten Thousand Crores Only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013, by way of a Special Resolution.

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

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing of the resolution set out at item no. 15 as a **special resolution**.

Item No. 16: To approve limits for borrowing through issue of Debt Securities:

The Shareholders by way of special resolution passed on April 28, 2022, had approved to borrow up to an aggregate sum of INR 4,000 Crores (Indian Rupees Four Thousand Crores Only) through issue of Non-Convertible Debentures (“NCDs”) through private placement.

In terms of the provisions of Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities), Rules, 2014, a Company offering or making invitation to subscribe or issuing NCDs on a private placement basis, is required to obtain prior approval of shareholders by way of a special resolution.

Hence approval of the shareholders is being sought for issuing NCDs up to an aggregate amount of INR 5,000 Crores (Indian Rupees Five Thousand Crores Only) only through private placement basis to eligible investors.

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

Particulars of the offer including date of passing Board Resolution	The second proviso to Rule 14 (1) of the Companies (Prospectus and Allotment) Rules prescribes that where the amount to be raised through offer or invitation of NCDs exceeds the limit prescribed, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 year from the date of aforementioned resolution. In line with Rule 14(1) of the Companies (Prospectus and Allotment) Rules, date of relevant Board resolution shall be mentioned/ disclosed in the Private Placement Offer cum Application Letter for each offer/ issue of NCDs.
Kinds of securities offered and the price at which security is being offered	Non-Convertible Debentures (“NCDs”). The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided for each specific offer/issue on the basis of the interest

	rate/effective yield determined based on market conditions prevailing at the time of the respective offer/issue of NCDs.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are NCDs.
Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are NCDs.
Amount which the company intends to raise by way of such securities	The specific terms of each offer/issue of NCDs shall be decided from time to time within the period of 1 year from the date of aforementioned resolution provided that the amounts of all such NCDs at any time issued within the period of one year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Sec 42 of the Companies Act, 2013, and the borrowing limits approved by the Board of the Company every year.
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	The specific terms of each offer/issue of NCDs shall be decided from time to time within the period of 1 year from the date of the aforementioned resolution, in discussion with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

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

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing of the resolution set out as item no.16 as a **special resolution**.

Item No. 17: To approve limits for borrowing through issue of Commercial Paper:

The Company, with a view to augment the business of the Company and as per the B-plan, intends to continue to raise funds by borrowing through issuance of Commercial Papers (“CPs”). The shareholders by way of special resolution passed on April 28, 2022, had approved to borrow up to an aggregate sum of INR 800 Crores (INR Eight Hundred Crores Only) through issue of Commercial Papers.

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

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

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope, and implications of the business item and to take decisions thereon.

The Board recommends passing of the resolution set out as item 17 as a **special resolution**.

Item No. 18: To approve overall limits for providing guarantee and making investments:

To augment the business, the Company intends to provide guarantees/securities and make investments, as may be required, from time to time.

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

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

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope, and implications of the business item and to take decisions thereon.

The Board recommends passing of the resolution set out as item 18 as a **special resolution**.

Item No. 19: To approve creation of Security cover as per Sec 180 (1) (a):

The shareholders of the Company by way of Special Resolution passed on April 28, 2022, had authorized the Board of Directors for creation of mortgage/hypothecation/pledge/charge/security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, Insurance Companies(s) (subject to applicable laws), other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings shall not at any time exceed INR 9,200 crores (Indian Rupees Nine Thousand Two Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Considering the future outlook and the B-plan, it has been proposed to increase the said limit to 12,500 crores (Indian Rupees Twelve Thousand and Five Hundred Crores only) and to seek a fresh approval for the same, the proposed Special Resolution is recommended for approval.

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

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope, and implications of the business item and to take decisions thereon.

The Board recommends passing of the resolution set out as item 19 as a **special resolution**.

Item No.20: To approve the sale of assets through Direct Assignment, Pass Through Certificates or any other structure and to fix limits:

To facilitate effective asset liability management and liquidity requirements of the Company from time to time, the Company proposes to sell/transfer its assets through modes of direct assignment, pass through certificates, and other similar structures. In this regard, a need was felt to fix respective limits up to which the transfers can be made in Financial Year 2023-24. The Company proposes to fix a limit of 1000 Crore (Thousand Crores Only) for each route (Direct Assignment, Pass Through Certificates, and Individual Assets Sale) as given in the resolution above for FY 23-24.

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

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends passing of the resolution set out as item 20 as a **special resolution**.

Annexure I – Disclosures pursuant to Rule 12 and 16 of Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable w.r.t proposed modification of the existing ESOP Schemes

Serial No.	Disclosures	ESOP Scheme 2018	ESOP Scheme 2019	ESOP Scheme 2019 - II	ESOP Scheme 2020	ESOP Scheme 2022
1	the total number of stock options to be granted	No fresh grants				
2	identification of classes of employees entitled to participate in the Employees Stock Option Scheme	Definition of “Employee” is proposed to be amended to enable inclusion of subsidiary employees and to avoid being detrimental to the interest of employees as the existing definition does not have reference to employees of the Company’s subsidiaries/holding company or covering such option holders who moved out to any subsidiaries/holding company.				
3	the appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme	No change.				
4	the 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. Vesting of Options under this ESOP Scheme shall be on such date(s) and in such proportion as mentioned in the ESOP Plan read with Grant Letter.				
5	the maximum period within which the options shall be vested	60 months	60 months	Option A – 60 months Option B – 48 months	48 months	48 months
6	the exercise price or the formula for arriving at the same	Exercise price shall vary and be determined based on the Fair Market Value (as defined in the ESOP Scheme) of the options at	Exercise price shall vary and be determined based on the Fair Market Value (as defined in the ESOP Scheme) of the options at	Exercise price shall vary and be determined based on the Fair Market Value (as defined in the ESOP Scheme) of the options	“Exercise Price” (also referred to as “Grant Price” or “Option Price”) means the price payable by the Employee for exercising the vested Stock	“Exercise Price” (also referred to as “Grant Price” or “Option Price”) means the price payable by the Employee for exercising the vested Stock Option granted to him/her in pursuance of the ESOP Scheme. Exercise price shall vary and be determined based on the Fair Market Value of the options at the time of allotment of options and will be mentioned in the grant letter.

		the time of allotment of options and will be mentioned in the grant letter.	options and will be mentioned in the grant letter.	at the time of allotment of options and will be mentioned in the grant letter.	Option granted to him/her in pursuance of the ESOP Scheme. Exercise price will be mentioned in the Grant Letter.	
7	the exercise period and process of exercise	<p>Stock Options can be exercised at any time during the period of 5 Years from the date of vesting by paying the stipulated Exercise Price, and any taxes thereon, in full.</p> <p>Further, in case of separation of an option holder, procedures as set out under the section “<i>Effect of discontinuation of services</i>” as given in the scheme will be applicable based on the mode of separation.</p>				
8	the Lock-in period, if any	No change				
9	the maximum number of options to be granted per employee and in aggregate	Covered in summary of changes enclosed herewith.				
10	the method which the company shall use to value its options	Determined based on the Fair Market Value (as defined in the ESOP Scheme) of equity share of the Company.				
11	the conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	<p>In the event of termination of the employment of an Optionee for ‘Cause’, all Options (Unvested and Vested) Granted to the Optionee, as on the date of termination of employment, shall expire and stand terminated with immediate effect and the Optionee will not be permitted to exercise any rights in respect thereof.</p> <p>The term “Cause” shall mean any action(s) or inaction on the part of the Optionee which, as determined by the ESOP Committee and / or the NRC, in its sole discretion, is detrimental to the interests of the Company (including where an Employee has ceased to be in employment for reasons other than Cause, but the Company at a later date discovers any breach by the Employee during their employment term and including negligence, misconduct, etc.), and includes any breach by the Optionee (a) of the employment agreement executed between the Optionee and the Employer Company, or (b) the Employer Company’s employee handbook / policy, or (c) abandonment of employment by the Optionee for a minimum period of 30 (thirty) days</p>				

12	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	Covered in summary of changes enclosed herewith.
13	a statement to the effect that the company shall comply with the applicable accounting standards	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.
14	the any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof;	No KMP, Director or Promoter is interested in scheme or trust except to the extent of ESOPs allotted to any such person.
15	the detailed particulars of benefits which will accrue to the employees from the implementation of the scheme	Covered in summary of changes enclosed herewith.
16	the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised;	Voting rights have been relinquished in favour of the Sponsor. Detailed terms are communicated to ESOP holders separately.
17	Disclosures as per Rule 16 (2) (b) and (c) of Companies (Share Capital and Debentures) Rules, 2014	In respect of the implementation of above-mentioned schemes, there are no changes proposed w.r.t ESOP Trust and Trustees.

Related Party Transactions for Approval of Shareholders - ANNEXURE II			
	1	2	3
Name of Related Party	Epimoney Private Limited	Epimoney Private Limited	Epimoney Private Limited
Nature of Transaction	Co lending - FLDG Settlement Received/Receivable	Term Loan / SCF	Reimbursement of loans disbursed by VCPL
Limits to be Approved (in crores)	100	150	
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Epimoney Private Limited / Common Directorship	Epimoney Private Limited / Common Directorship	Epimoney Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis	As agreed on case to case basis	As agreed on case to case basis
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	24.69	37.04	
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA
Justification as to why RPT is in the interest of the Co. Copy of valuation or external party report, if has been relied upon	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA
Any other relevant information	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and loan given is given on the basis of lending exposure. However, this excel comprises of line item wise transactions against each party

Related Party Transactions for Approval of Shareholder				
	4	5	6	7
Name of Related Party	Epimoney Private Limited	Epimoney Private Limited	Smartcoin Financials Private Limited	Smartcoin Financials Private Limited
Nature of Transaction	Loans Collections	Interest earned	Co lending - FLDG Settlement Received/Receivable	Co lending - Servicer Fees Paid/Payable
Limits to be Approved (in crores)			150	
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Epimoney Private Limited / Common Directorship	Epimoney Private Limited / Common Directorship	Smartcoin Financials Private Limited / Common Directorship	Smartcoin Financials Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis			
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction			37.04	
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA	NA
Justification as to why RPT is in the interest of the Co. Copy of valuation or external party report, if has been relied upon	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA	NA
Any other relevant information	NA	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and

Related Party Transactions for Approval of Shareholder				
	8	9	10	11
Name of Related Party	Smartcoin Financials Private Limited	Aye Finance Private Limited	Aye Finance Private Limited	Aye Finance Private Limited
Nature of Transaction	Term Loan	Term Loan / NCD / MLD	Loans Collections	Interest earned
Limits to be Approved (in crores)	100	150		
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Smartcoin Financials Private Limited / Common Directorship	Aye Finance Private Limited / Common Directorship	Aye Finance Private Limited / Common Directorship	Aye Finance Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis			
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	24.69	37.04		
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA	NA
Justification as to why RPT is in the interest of the Co. Copy of valuation or external party report, if has been relied upon	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA	NA
Any other relevant information	NA	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and

Related Party Transactions for Approval of Shareholder				
	12	13	14	15
Name of Related Party	Shapos Services Private Limited	Shapos Services Private Limited	Shapos Services Private Limited	Shapos Services Private Limited
Nature of Transaction	Term Loan / SCF	Loans Collections	Interest earned	Processing Fees
Limits to be Approved (in crores)	150			
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.			
Name of the Related Party & its relationship with the Co. or its subsidiary	Shapos Services Private Limited / Common Directorship	Shapos Services Private Limited / Common Directorship	Shapos Services Private Limited / Common Directorship	Shapos Services Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis			
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	37.04			
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA			
Justification as to why RPT is in the interest of the Co. Copy of valuation or external party report, if has been relied upon	Transaction at arms length, at the same pricing charged to other non related clients			
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA			
Any other relevant information	NA			
Details of sources of funds in connection with transaction	NA			
If any financial indebtness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtness; (ii) Cost of funds; and (iii) Tenure of such indebtness	NA			
Terms including covenants	As agreed and approved by the Credit Committee			
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee			
Secured/ Unsecured	As agreed and approved by the Credit Committee			
if secured, nature of security	As agreed and approved by the Credit Committee			
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee			

*Note: The figures representing loan collections and

Related Party Transactions for Approval of Shareholder				
	16	17	18	19
Name of Related Party	Sonata Finance Private Limited			
Nature of Transaction	Term Loan / NCD / MLD	Loans Collections	Interest earned	Processing Fees
Limits to be Approved (in crores)	50			
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Sonata Finance Private Limited/ Common Directorship till 12-11-2022	Sonata Finance Private Limited/ Common Directorship till 12-11-2022	Sonata Finance Private Limited/ Common Directorship till 12-11-2022	Sonata Finance Private Limited/ Common Directorship till 12-11-2022
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis			
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	12.35			
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA	NA
Justification as to why RPT is in the interest of the Co. Copy of valuation or external party report, if has been relied upon	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA	NA
Any other relevant information	NA	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and

Related Party Transactions for Approval of Shareholder			
	20	21	22
Name of Related Party	Ummeed Housing Finance Private Limited	Credavenue Securities Private Limited	UC Inclusive Credit Private Limited
Nature of Transaction	TL/NCD/MLD/ Pools	Platform fee for lending / investments - institutional	Term Loan / SCF / Colending
Limits to be Approved (in crores)	50	Unit Price - 0.30% of Disbursement	75
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Ummeed Housing Finance Private Limited / Common Directorship	Subsidiary Company	UC Inclusive Credit Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis	As agreed on case to case basis	As agreed on case to case basis
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	12.35	NA	18.52
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.	NA
Justification as to why RPT is in the interest of the Co. Copy of valuation or external party report, if has been relied upon	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA
Any other relevant information	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and

Related Party Transactions for Approval of Shareholders - ANNEXURE II			
	1	2	3
Name of Related Party	Epimoney Private Limited	Epimoney Private Limited	Epimoney Private Limited
Nature of Transaction	Co lending - FLDG Settlement Received/Receivable	Reimbursement of loans disbursed by VCPL	Loans Collections*
Amount of transaction (in INR) (in crores)	3.23	1.70	3.75
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Epimoney Private Limited / Common Directorship	Epimoney Private Limited / Common Directorship	Epimoney Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis	As agreed on case to case basis	As agreed on case to case basis
% of the Co. Annual Consolidated Turnover for the immediately preceeding FY, represented by the value of the transaction	0.80	0.42	0.93
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA
Justification as to why RPT is in the interest of the Co.	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
Copy of valuation or external party report, if has been relied upon	NA	NA	NA
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA
Any other relevant information	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA
If any financial indebtness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtness; (ii) Cost of funds; and (iii) Tenure of such indebtness	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and loan given is given on the basis of lending exposure. However, this excel comprises of line item wise transactions against each p

Related Party Transactions for Approval of Shareholders - A				
	4	5	6	7
Name of Related Party	Epimoney Private Limited	Smartcoin Financials Private Limited	Smartcoin Financials Private Limited	Aye Finance Private Limited
Nature of Transaction	Interest earned	Co lending - FLDG Settlement Received/Receivable	Co lending - Servicer Fees Paid/Payable	Loans Given*
Amount of transaction (in INR) (in crores)	0.52	41.66	12.79	53.40
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Epimoney Private Limited / Common Directorship	Smartcoin Financials Private Limited / Common Directorship	Smartcoin Financials Private Limited / Common Directorship	Aye Finance Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis			
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	0.13	10.29	3.16	13.19
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA	NA
Justification as to why RPT is in the interest of the Co.	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
Copy of valuation or external party report, if has been relied upon	NA	NA	NA	NA
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA	NA
Any other relevant information	NA	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and loan to asset ratio

Related Party Transactions for Approval of Shareholders - A

	8	9	10	11
Name of Related Party	Aye Finance Private Limited	Aye Finance Private Limited	Shapos Services Private Limited	Shapos Services Private Limited
Nature of Transaction	Loans Collections*	Interest earned	Loans Given*	Loans Collections*
Amount of transaction (in INR) (in crores)	23.40	0.14	43.64	40.14
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Aye Finance Private Limited / Common Directorship	Aye Finance Private Limited / Common Directorship	Shapos Services Private Limited / Common Directorship	Shapos Services Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis			
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	5.78	0.03	10.78	9.91
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA	NA
Justification as to why RPT is in the interest of the Co.	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
Copy of valuation or external party report, if has been relied upon	NA	NA	NA	NA
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA	NA
Any other relevant information	NA	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and lo

Related Party Transactions for Approval of Shareholders - A

	12	13	14	15
Name of Related Party	Shapos Services Private Limited	Shapos Services Private Limited	Sonata Finance Private Limited	Sonata Finance Private Limited
Nature of Transaction	Interest earned	Processing Fees	Loans Given*	Loans Collections*
Amount of transaction (in INR) (in crores)	1.78	0.13	20.00	18.11
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Shapos Services Private Limited / Common Directorship	Shapos Services Private Limited / Common Directorship	Sonata Finance Private Limited/ Common Directorship till 12-11-2022	Sonata Finance Private Limited/ Common Directorship till 12-11-2022
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis			
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	0.44	0.03	4.94	4.47
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA	NA
Justification as to why RPT is in the interest of the Co.	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
Copy of valuation or external party report, if has been relied upon	NA	NA	NA	NA
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA	NA
Any other relevant information	NA	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and lo

Related Party Transactions for Approval of Shareholders - A				
	16	17	18	19
Name of Related Party	Sonata Finance Private Limited	Sonata Finance Private Limited	Credavenue Securities Private Limited	UC Inclusive Credit Private Limited
Nature of Transaction	Interest earned	Processing Fees	Platform fee for lending / investments - institutional	Loans Given*
Amount of transaction (in INR) (in crores)	2.53	0.10	0.17	20.00
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	Sonata Finance Private Limited/ Common Directorship till 12-11-2022	Sonata Finance Private Limited/ Common Directorship till 12-11-2022	Subsidiary with Common Directors	UC Inclusive Credit Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis	As agreed on case to case basis	As agreed on case to case basis	As agreed on case to case basis
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	0.62	0.02	0.04	4.94
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.	NA
Justification as to why RPT is in the interest of the Co.	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
Copy of valuation or external party report, if has been relied upon	NA	NA	NA	NA
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA	NA
Any other relevant information	NA	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and Io

Related Party Transactions for Approval of Shareholders - A			
	20	21	22
Name of Related Party	UC Inclusive Credit Private Limited	UC Inclusive Credit Private Limited	UC Inclusive Credit Private Limited
Nature of Transaction	Loans Collections*	Interest earned	Processing Fees
Amount of transaction (in INR) (in crores)	8.67	2.02	0.22
Material Terms & Particulars of Transaction	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.
Name of the Related Party & its relationship with the Co. or its subsidiary	UC Inclusive Credit Private Limited / Common Directorship	UC Inclusive Credit Private Limited / Common Directorship	UC Inclusive Credit Private Limited / Common Directorship
Nature of the concern or interest (financial or otherwise) of Related Party	Financial	Financial	Financial
Particular Tenure of the transaction	As agreed on case to case basis	As agreed on case to case basis	As agreed on case to case basis
% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction	2.14	0.50	0.05
RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	NA	NA	NA
Justification as to why RPT is in the interest of the Co.	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients	Transaction at arms length, at the same pricing charged to other non related clients
Copy of valuation or external party report, if has been relied upon	NA	NA	NA
% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	NA	NA	NA
Any other relevant information	NA	NA	NA
Details of sources of funds in connection with transaction	NA	NA	NA
If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	NA	NA	NA
Terms including covenants	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Tenure, interest rate & repayment schedule	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Secured/ Unsecured	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
if secured, nature of security	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee
Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee	As agreed and approved by the Credit Committee

*Note: The figures representing loan collections and Io