



VIVRITI CAPITAL PRIVATE LIMITED

CIN: U65929TN2017PTC117196

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

SHORTER NOTICE is hereby given that the 22nd Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Friday on the 7th day of May 2021 at 05:30 PM at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600035, Tamil Nadu, India to transact the following businesses:

SPECIAL BUSINESS:

1. To approve increase in overall borrowing limits:

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

"Resolved that in supersession of the resolution passed by the shareholders of the Company on 30th May 2020 and pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules thereunder, and the Articles of Association of the Company, the consent of the Board be and is hereby accorded to the Board of Directors of the Company or any other Committee of the Board (as may be delegated by the Board) 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, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, 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 3,500 Crores (Indian Rupees Three Thousand and Five Hundred Crores only) or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

Resolved further that for the purpose of giving effect to this resolution, any one of the Managing 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.

Resolved further that the copies of the foregoing resolutions certified to be true copies by one of the Managing Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary.”

2. To approve limits for borrowing through issue of Debentures:

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

“Resolved that in supersession of the earlier special resolution passed by the shareholders on 30th May 2020 pursuant to the provisions of Sections 42, 71, 179, 180 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 Debt Securities) Regulations, 2008, or any other 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 members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "**Board**" which terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board may hereafter constitute), to offer, issue and allot for

subscription of secured, unsecured, subordinated, senior, rated, unrated, listed, unlisted, redeemable (including marked linked), perpetual, fixed or unfixed maturity, non-convertible debentures (“**Debentures**”) in one or more tranches/ issues, from time to time, on private placement basis, aggregating up to INR 2000 crores (Indian Rupees Two Thousand Crores only) as part of the aforesaid overall borrowing limit of INR 3500 Crores (Indian Rupees Three Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, on such terms and conditions and at such times, as may be decided by the Board 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), and pension fund(s), as the case may be or such other person/persons/investors as the Board may so decide/approve, for a period of one year or for such other period as permissible under applicable laws, from the date of approval of the Members, within the overall borrowing limits of the Company, as approved by the members of the Company from time to time, pursuant to Section 180(1)(c) of the Companies Act, 2013.

Resolved further that for the purpose of creating, offering, issuing and allotting the Debentures, 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, proper, or desirable in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of issue of Debentures, to settle any question, difficulty, doubt that may arise in respect of the resolution(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 without requiring the Board to secure any further consent or approval of the members of the Company.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities/depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

Resolved further that all action(s) taken by the Board or Committee(s) thereof, any Managing Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Resolved further that for the purpose of giving effect to this resolution, any one of the Managing 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.”

3. 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 30th May 2020 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 Debt Securities) Regulations, 2008, or any other 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 members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the **“Board”** which terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board may hereafter constitute), 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 500 crores (Indian Rupees Five Hundred Crores only) under one or more shelf disclosure documents, on such terms and conditions as the Board may deem fit and appropriate for each series as the case maybe.

Resolved further that the said limit of INR 500 crores (Indian Rupees Five Hundred Crores only) shall be within the overall borrowing limits approved by the members 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 Managing 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.

Resolved further that the copies of the foregoing resolutions certified to be true copies by one of the Managing Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary.”

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

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

“Resolved that in supersession of the resolution passed by the shareholders of the Company on 30th May 2020 and 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 members of the Company, be and is hereby accorded to the Board (hereinafter referred to as “the 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 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, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board 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) up to an aggregate amount not exceeding Twenty-five percent of net worth of the Company in line with its Risk policy, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and / or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 (2) of the Companies Act, 2013.

Resolved further that for the purpose of giving effect to this resolution, the Board of Managing Directors of the Company be and is hereby authorized 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.

Resolved further that the copies of the foregoing resolutions certified to be true copies by one of the Managing Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary."

5. To approve creation of Security cover as per Sec 180 (1) (a):

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

"Resolved that in supersession of the earlier resolution passed by the members in their Annual general meeting held on 30th May 2020 and pursuant to Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, the Board (including any Committee duly delegated by the Board) is be and hereby authorized 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, 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 3500 crores (Indian Rupees Three Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Resolved further that for the purpose of giving effect to this resolution, any one of the Managing 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.

Resolved further that the copies of the foregoing resolutions certified to be true copies by one of the Managing Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary."

6. To consider and approve the modification of Vivriti ESOP Plan 2020:

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

"Resolved 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/imposed by any of them, the consent of the Board be and is hereby accorded to approve the 'Vivriti ESOP 2020 Addendum', as placed before the members.

Resolved further that the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee of the Board of Directors constituted by the Board, to exercise its powers including powers conferred by this resolution), be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified Plans, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

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

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

7. To approve appointment of Ms. Anita P Belani, having DIN 01532511 as an Independent Director of the Company:

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

"Resolved further that pursuant to the provisions of Section 149 and 152 read along with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification or amendment made thereof and all other applicable provisions of the Act and Rules, if any, read along with the Articles of Association of the Company, Ms. Anita P Belani , is hereby appointed as an Independent Director (Non-executive) of the Company of the Company, not liable to retire by rotation and to hold office for a term of Five consecutive years with effect from 28th April 2021 by the shareholders of the Company at the forthcoming Annual General Meeting as decided by the Board of Directors of the Company.

Resolved further that any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving

effect to the above resolutions, including but not limited to filing relevant forms with the Registrar of Companies.

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.

Resolved further that any one of the Directors or the Company Secretary be and are hereby severally authorized to sign the certified true copies of the above resolutions.”

Order of the Board

For Vivriti Capital Private Limited

SD/-

P S Amritha

Company Secretary

Mem No. A49121

Chennai

5th May 2021

Notes

1. The Extra-ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 with the consent given in writing/by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting. The Shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available to the meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed not later than forty-eight hours before the commencement of the meeting.
3. Explanatory statement under Section 102(1) is enclosed.
4. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company
5. Route map and prominent landmark for easy location of the venue of the Meeting.

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

Item No. 1: To approve the increase in borrowing limits:

The Shareholders of the Company by way of special resolution passed on 30th May 2020 had authorized the Board of Directors to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities any other debt instrument up to a limit of INR 3000 Crores, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

With a view to meet the funding requirements of the Company for both short term as well as long term and for general corporate purposes, the Company may require to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities and the existing approved limit may likely be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company up to INR 3500 Crores (Rupees Three Thousand Five Hundred Crores only).

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors and 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 company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders to the borrowing limits of INR 3000 Crores (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 Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 2: To approve for borrowing limits through issue of Debentures:

To strengthen and augment the liquidity of the company and fund expansion plans, the Board of Directors of the Company at its meeting held on 28th April 2021, subject to approval of the shareholders of the Company, proposed to raise funds, during the financial year 2021-2022, by issue of Secured / Unsecured /Listed/Un-listed / Perpetual Non-Convertible Debentures up to an amount of INR 2000 Crores (Rupees Two Thousand Crores only) on private placement basis in one or more tranches as and when required. Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities), Rules, 2014, prior approval of the shareholders of the Company by way

of special resolution is required for all the offer or invitation for issue of Listed/ Unlisted/ Secured / Unsecured Non-Convertible Debentures to be made during the year through private placement basis in one or more tranches.

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 Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 3: To approve for borrowing limits through issue of Commercial Paper:

Your Company intends to raise funds by borrowing through issuance of Commercial Papers (“CPs”) on private placement basis, from time to time to augment the business of the Company. In view of the aforesaid provisions and considering the future outlook as per the B-plan , it is proposed to take the approval of the members for borrowing, 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 500 crores (Indian Rupees Five Hundred Crores only), shall be within the overall borrowing limits as may be 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 Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 4: To approve overall limits for providing guarantee and making investments:

Your Company intends to provide guarantees and making investments from time to time to augment the business of the Company. In view of the aforesaid provisions and considering the future outlook as per the B-plan, it is proposed to take the approval of the members for providing guarantees and making investments not exceeding Twenty-five percent of net worth of the Company in line with its Risk policy, shall be within the overall borrowing limits as may be 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 Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item No. 5: To approve creation of Security cover as per Sec 180 (1) (a):

The Shareholders of the Company by way of special resolution passed on 30th May 2020 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, 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 3500 crores (Indian Rupees Three Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

With a view 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 Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

Item no. 6: To consider and approve the modification of Vivriti ESOP Plan 2020:

The Company at the Board meeting held on 28th April 2021, approved the modification of Vivriti ESOP Plan 2020 on account of addition of 1,39,500 unvested cancelled portion to the ESOP pool, with the revised pool quantum of 15,82,810.

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 Board of Directors of your Company recommends the Special Resolution for approval of the shareholders.

Item no. 7: To approve appointment of Mr. Anita Belani, having DIN 01532511 as Nominee Director (Non-executive) of the Company

The Board at its meeting held on 28th April 2021, recommended for the approval of the Members, the appointment of Mr. Anita Belani, DIN: 01532511 as an Independent Director (Non-executive) of the Company as set out in the Resolution. Further requisite notice and consent pursuant to Companies Act, 2013 with respect to his appointment will be placed at the meeting.

She has lead the India ops of global consulting firms which has involved formulating & implementing strategy, P&L management, biz dev, franchise building & leading a high-quality team. Also, consultation across sectors at Board / CEO levels in areas such as Org Transformation, Market Entry Strategy, Leadership, Strategy Clarification, CEO Succession & Culture Building. Coaching at the CEO & CXO level which requires a deep understanding of strategic issues & complex business scenarios. Certified coach & with ACC credentials from ICF.

Currently holding directorship as an ID at Eternis Fine Chemicals, Redington India Ltd, Foseco and IDFC Financial Holding Co Ltd & IDFC Asset Management Company Limited.

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

The Board recommends this Resolution for your approval.

Consent by shareholder for shorter notice

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

To,

The Board of Directors,

Vivriti Capital Private Limited,
12th Floor, Prestige Polygon,
No. 471, Annasalai, Nandanam,
Chennai - 600 035

**Consent of the member for shorter notice of Extra-ordinary General Meeting to be held on 7th
May 2021**

Dear Sir,

I, [Name of the member], having registered address at [full address of the member], holding [no of shares held] (number of shares in words) [Rupees in words] each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on 7th May 2021 at a shorter notice.

(Signature)

Name of the member

Date:

Place:

Proxy Form
FormNo.MGT-11

Proxy Form

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

CIN: U65929TN2017PTC117196
Name of the Company: VIVRITI CAPITAL PRIVATE LIMITED
Registered Office: 12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI,
NANDANAM CHENNAI

Name of Member (s) _____
Address _____

Email ID _____
Folio No _____

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

- 1.Name: _____
Address: _____
E-mailId: _____
Signature _____, or failing him
- 2.Name: _____
Address: _____
E-mailId: _____
Signature _____, or failing him
- 3.Name: _____
Address: _____
E-mailId: _____
Signature _____

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

Resolution No.

1. _____
2. _____
3. _____

Affix Revenue
Stamp

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

Signature of shareholder

Signature of Proxy holder(s)

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

Route map:

