



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

**REGD OFFICE: 12TH FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM  
CHENNAI TN 600035 IN**

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SHORTER NOTICE is hereby given that the 14<sup>th</sup> Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Monday on the 17<sup>th</sup> day of February, 2020 at 6.00 PM at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai TN 600035 IN to transact the following businesses:

**SPECIAL BUSINESS:**

**1. To approve for increase in authorized capital by amending Memorandum of Association:**

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

**"Resolved that** pursuant to Section 13 and Section 61(1)(a) of the Companies Act, 2013, and any other provisions that may be applicable (including any modification or re-enactment thereof), if any, the approval of the members of the Company be and is hereby accorded to the Company for increasing the authorised share capital of the Company **from INR 79,34,80,350/-** (Rupees Seventy Nine Crores Thirty-four Lakhs Eighty Thousand and Three Hundred and Fifty Crores Only) divided into 2,10,00,000 (Two Crores Ten Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each and 5,83,48,035 (Five Crores Eighty-Three Lakhs Forty-Eight Thousand and Thirty-Five Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each **to INR 99,34,80,350/-** (Rupees Ninety Nine Crores Thirty Four Lakhs

Eighty Thousand Three Hundred and Fifty Only) divided into 2,10,00,000 (Two Crores Ten Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each and 7,83,48,035 (Seven Crores Eighty-Three Lakhs Forty-Eight Thousand and Thirty-Five Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each.

**Resolved further that** the approval of the members of the Company be and are hereby accord for substitution of the existing Clause V of the Memorandum of Association of the Company with following Clause V.

*The Authorized Share Capital of the Company is INR 99,34,80,350/- (Rupees Ninety Nine Crores Thirty Four Lakhs Eighty Thousand Three Hundred and Fifty Only) divided into 2,10,00,000 (Two Crores Ten Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each and 7,83,48,035 (Seven Crores Eighty-Three Lakhs Forty-Eight Thousand and Thirty-Five Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each.*

**Resolved further that** any one of the Directors of the Company be and are hereby severally authorised to file relevant e-form with the Registrar of Companies and perform all other deeds, acts, things as may be required to give effect to the above resolution.

**Resolved further that** a certified copy of this resolution be circulated under the signature of any one of the Directors or the Company Secretary of the Company."

**Order of the Board**

**For Vivriti Capital Private Limited**

SD/-

Gaurav Kumar

Managing Director

Chennai

15<sup>th</sup> February 2020

## **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 for increase in Authorised Capital by amending Memorandum of Association of the Company:**

The Authorised Capital of your Company as on date from INR 79,34,80,350 (Rupees Seventy Nine Crores Thirty Four Lakhs Eighty Thousand Three Hundred and Fifty Only) divided into 2,10,00,000 (Two Crores Ten Lakhs Only) Equity Shares of INR 10/- (Rupees Ten Only) each and 5,83,48,035 (Five Crores Eighty-Three Lakhs Forty-Eight Thousand and Thirty-Five Only) Compulsorily Convertible Preference Shares of INR 10/- (Rupees Ten Only) each.

It is proposed to increase the Authorised Share Capital of your Company from INR 79,34,80,350 to INR 99,34,80,350/- and for that purpose, the Memorandum of Association of your Company is proposed to be suitably amended by increasing the Authorised Share Capital as set out in the resolution. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for amending the Capital clause of the Memorandum of Association of the Company.

None of the Directors of your Company is, in any way, concerned or interested in this resolution. Draft copy of altered Memorandum of Association can be inspected by the members before the meeting at 6.00 pm at the registered office of the Company. The Board of Directors of your Company recommends the Ordinary Resolution for approval of the Shareholders.

**Consent by shareholder for shorter notice**

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

To,

The Board of Directors,

Vivriti Capital Private Limited,  
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 17<sup>th</sup> February 2020

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 17<sup>th</sup> February 2020 at a shorter notice.

(Signature)

Name of the member

Date:

Place:

**Proxy Form**  
**FormNo.MGT-11**

**ProxyForm**

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

CIN: U65999TN2017PTC117862  
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 hereby appoint

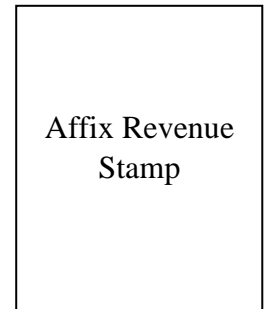
- 1.Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-maild: \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him
- 2.Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-maild: \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him
- 3.Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-maild: \_\_\_\_\_  
Signature \_\_\_\_\_

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:

**ResolutionNo.**

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

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



Signature of shareholder

Signature of Proxy holder(s)

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

Route map:

