



**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 16<sup>th</sup> Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Tuesday on the 17<sup>th</sup> of March, 2020 at 05:30 PM at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai TN 600035 IN to transact the following businesses:

**SPECIAL BUSINESS:**

- 1. To take note of and approve the change in the "Terms of OCRPS" and "Terms of Series B CCPS" mentioned in the explanatory statement annexed and agenda of Extra-ordinary General Meeting scheduled and held on 5<sup>th</sup> March 2020:**

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

**"Resolved that** approval of the members of the Company be and is hereby accorded to record and approve the rectification of the "Terms of OCRPS" and "Terms of Series B CCPS" recorded in the explanatory statement annexed to agenda of the Extra-ordinary General Meeting scheduled and held on 5<sup>th</sup> March 2020 a copy of which is placed before the members and initialled by the Chairperson for the purpose of identification.

**Resolved further that** the rectified "Terms of OCRPS" and "Terms of Series B CCPS", recorded in the explanatory statement annexed to the agenda of the Extra-ordinary General Meeting scheduled in 5<sup>th</sup> March 2020, for issuance of the Subscription Securities be and is hereby taken on record."

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

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

**"Resolved that** pursuant to provisions of Section 5 and Section 14 and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules

made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company by way of special resolution be and is hereby accorded to adopt the restated articles of association of the Company as placed before the members and initialled by the Chairperson for the purpose of identification.

**Resolved further that** any of the Directors of the Company and the Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required including filing to be made with the Registrar of Companies and any other authority in relation to the aforesaid amendment to the articles of association.

**Resolved further that** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to sign the certified true copies of the above resolutions. A certified true copy of the above resolutions be delivered to the relevant allottee for their records.

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

**Order of the Board**  
**For Vivriti Capital Private Limited**  
SD/-

**P S Amritha**  
**Company Secretary**  
**Mem No. A49121**

**Chennai**  
**17<sup>th</sup> March 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 take note of and approve the change in the “Terms of OCRPS” and “Terms of Series B CCPS” mentioned in the explanatory statement annexed and agenda of Extra-ordinary General Meeting scheduled and held on 5<sup>th</sup> March 2020:**

Approval of the members is sought to record and approve the rectification of the “Terms of OCRPS” and “Terms of Series B CCPS” recorded in the and agenda for the Extra-ordinary General Meeting scheduled and held on 5<sup>th</sup> March 2020 a copy of which is placed before the members and initialled by the Chairperson for the purpose of identification.

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

The Board recommends this Special Resolution for your approval.

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

The members are requested to take note of the restated Articles of Association as per the the Shareholders’ Agreement dated 13<sup>th</sup> March 2020 executed between Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Company and Lightstone Fund S.A, acting on behalf of, and for the account of, the Lightstone Global Fund by its alternative investment fund manager LGT Capital Partners (Ireland) Limited and in line with the Companies Act, 2013.

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

The Board recommends this Special Resolution for your approval.

**Consent by shareholder for shorter notice**

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

To,

The Board of Directors,

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

**Consent of the member for shorter notice of Extra-ordinary General Meeting to be held on 17<sup>th</sup> March 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> March 2020 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

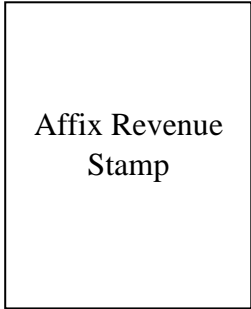
2.Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mailId: \_\_\_\_\_  
Signature \_\_\_\_\_, or failing him

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:

**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:

