



VIVRITI CAPITAL PRIVATE LIMITED
CIN: U65929TN2017PTC117196
Regd Office: 12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM
CHENNAI Chennai TN 600035 IN

NOTICE is hereby given that 11th Extra-ordinary General Meeting of the members of the Company will be held at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai TN 600035 IN on 19-Jun-2019, Wednesday at 05:00 PM to transact the following businesses:

SPECIAL BUSINESS

1 . Approve change of designation of Mr. Gaurav Kumar from Whole-time Director to Managing Director

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

"RESOLVED that pursuant to the provision of the Companies Act, 2013 and the rules made thereunder, consent of the members be and is hereby accorded to the appointment of Mr. Gaurav Kumar (DIN: 07767248) as Managing Director of the Company until the conclusion of the 7th Annual General Meeting of the Company with effect from 25th May 2019 including remuneration as set out in the explanatory statement annexed to this Notice.

RESOLVED further that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, as and when required.

RESOLVED further that the terms and conditions of appointment, if any and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may, in its discretion deem fit, so as not to exceed the limits as may be decided by the Board from time to time.

RESOLVED further that Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

2 . Approve change of designation of Mr. Vineet Sukumar from Whole-time Director to Managing Director

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

"RESOLVED that pursuant to the provision of the Companies Act, 2013 and the rules made thereunder, consent of the members be and is hereby accorded to the appointment of Mr. Vineet Sukumar (DIN: 06848801) as Managing Director of the Company until the conclusion of the 7th Annual General Meeting of the Company with effect from 25th May 2019 including remuneration as set out in the explanatory statement annexed to this Notice.

RESOLVED further that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, as and when required. .

RESOLVED further that the terms and conditions of appointment, if any and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may, in its discretion deem fit, so as not to exceed the limits as may be decided by the Board from time to time.

RESOLVED further that Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

By Order of the Board For

VIVRITI CAPITAL PRIVATE LIMITED

Name _____

Designation _____

Place _____

Date : 19-Jun-2019

NOTES

1. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business to be transacted at the meeting, is annexed hereto.
2. A member entitled to Attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member. The instrument appointing Proxy should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

The Explanatory statement as required under Section 102 of the Companies Act, 2013 :

1 Approve change of designation of Mr. Gaurav Kumar from Whole-time Director to Managing Director

The Board of Directors of the Company at its meeting held on 25th May 2019, approved the change of designation of Mr. Gaurav Kumar as Managing Director with effect from 25th May 2019, and subject to the approval of the Members, until the conclusion of 7th AGM of the Company, for annual salary of INR.1,37,50,000.00 /-per annum.

The Board recommends this resolution for your approval.

2 Approve change of designation of Mr. Vineet Sukumar from Whole-time Director to Managing Director

The Board of Directors of the Company at its meeting held on 25th May 2019, approved the change of designation of Mr. Vineet Sukumar as Managing Director with effect from 25th May 2019, and subject to the approval of the Members, until the conclusion of 7th AGM of the Company, for a annual salary of INR INR.1,37,50,000.00 /- per annum.

The Board recommends this resolution for your approval.

VIVRITI CAPITAL PRIVATE LIMITED

U65929TN2017PTC117196

12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Extra-ordinary General Meeting

ADMISSION SLIP

Shareholder's Name	
Folio No	

I certify that I am a Member/Proxy of the Member of the Company holding _____ Shares. I hereby record my presence at the Extra-ordinary General Meeting of the Company held at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai TN 600035 IN on 19-Jun-2019, Wednesday at 05:00 PM.

Signature of Member/Proxy _____

Name of the Proxy _____

(In BLOCK LETTERS) (In case a Proxy attends the meeting).

Note: A member of his/her duly appointed proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance.

Proxy Form

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

Name of the member(s):
Registered address:
E-mail Id:
Folio No/Client Id*:
DP ID*:

** Applicable to shareholders holding shares in electronic form*

I/We, being the member(s) of VIVRITI CAPITAL PRIVATE LIMITED, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
2) _____ of _____ having e-mail id _____ or failing him
3) _____ of _____ having e-mail id _____ and whose signature(s) are appended below as my/our proxy to

attend and vote (on a poll) for me/us and on my/our behalf at the 11th Extra-ordinary General Meeting of the Company, to be held at 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai TN 600035 IN on Wednesday the 19-Jun-2019 at 05:00 PM and any adjournment thereof in respect of such resolutions are indicated below:

Resolution No.	Resolution	For	Against
1	Approve change of designation of Mr. Gaurav Kumar from Whole-time Director to Managing Director		
2	Approve change of designation of Mr. Vineet Sukumar from Whole-time Director to Managing Director		

Signed this _____ day of _____.

Signature of Shareholder: _____

Signature of Proxy holder: _____

Notes: 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.

Shareholder's Meeting Venue Route Map

Meeting Venue



To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I GAURAV KUMAR s/o / d/o of _____, with Folio Number: 01 resident of _____, holding 0 shares of Rs. _____, of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act,2013, to hold the Extra-ordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

GAURAV KUMAR

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Vineet Sukumar s/o / d/o of _____, with Folio Number: 03 resident of _____, holding 0 shares of Rs. _____, of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Vineet Sukumar

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Sudha Rangarajan s/o / d/o of _____, with Folio Number: 04 resident of _____, holding 0 shares of Rs. _____, of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Sudha Rangarajan

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Shaik Irfan Mohammed s/o / d/o of _____, with Folio Number: 05 resident of _____, holding 0 shares of Rs. _____, of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Shaik Irfan Mohammed

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Aniket Sathish Deshpande s/o / d/o of _____, with Folio Number: 06 resident of _____, holding 0 shares of Rs. _____, of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act,2013, to hold the Extraordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Aniket Sathish Deshpande

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Soumendra Nath Ghosh s/o / d/o of _____, with Folio Number: 07 resident of _____, holding 0 shares of Rs. _____, of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Soumendra Nath Ghosh

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Kenneth Vander Weele s/o / d/o of _____, with Folio Number: 08 resident of _____, holding 0 shares of Rs. _____, of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Kenneth Vander Weele

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Gaurav Kumar s/o / d/o of Sudhir Kumar , with Folio Number: 1 resident of Rajbari Caster Town, B Deoghar-814112, Jharkhand , holding 0 shares of Rs. 10 , of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act,2013, to hold the Extra-ordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Gaurav Kumar

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Vineet Sukumar s/o / d/o of Anicode Viswanathan Sukumaran , with Folio Number: 3 resident of 23KG Valmiki Apts, 3rd seaward Road, Valmiki Nagar, Thiruvanniyur, Chennai-41 , holding 0 shares of Rs. 10 , of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Vineet Sukumar

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Sudha Rangarajan s/o / d/o of J.Ranjarajan , with Folio Number: 4 resident of 401, Navin's sedtem, 2nd Avenue Road, Indra Nagar, Adyar, Chennai-20 , holding 0 shares of Rs. 10 , of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Sudha Rangarajan

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Shaik Mohammed Irfan Basha s/o / d/o of Shaik Khaja Hussain , with Folio Number: 5 resident of Shaik Khaja Hussan, Shristi Apts, Near keyes katti maa Hotel, Kalashetra Road, Shriram Nagar, Chennai-41 , holding 0 shares of Rs. 10 , of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Shaik Mohammed Irfan Basha

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Aniket Sathish Deshdane s/o / d/o of Sathish Deshdane , with Folio Number: 6 resident of 1902, Tower B1, Godrej Platinum, Pirojshanagar, Vikhroli East, Mumbai-400079 , holding 0 shares of Rs. 10 , of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act,2013, to hold the Extra-ordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Aniket Sathish Deshdane

Date : _____
Place : _____

To,
The Board of Directors
VIVRITI CAPITAL PRIVATE LIMITED
12th FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM CHENNAI Chennai TN 600035 IN

Dear Sir,

I Soumendra Nath Ghosh s/o / d/o of Ramendra Nath Ghosh , with Folio Number: 7 resident of Riverdale, Keota-Latbagan Dist, Hooghly P.O., Sahaganj, West Bengal-712104 , holding 0 shares of Rs. 10 , of the Company, as shareholder, hereby give consent, pursuant to section 101(1) of the Companies Act,2013, to hold the Extra-ordinary General Meeting on Wednesday, 19-Jun-2019 at 05:00 PM, with shorter notice than what is prescribed as per the provisions of the Companies Act, 2013.

Soumendra Nath Ghosh

Date : _____
Place : _____