



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

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

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SHORTER NOTICE is hereby given that the 17<sup>th</sup> Extra-ordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Friday on the 21<sup>st</sup> of August 2020 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 modification of the existing Vivriti's Employee Stock Option Plans (ESOPs) of the Company:**

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 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/imposed by any of them, the consent of the members of the Company be and is hereby accorded to approve and adopt, 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 consent of the members of the Company be and is hereby accorded to 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), to grant under the Vivriti ESOP 2020, the options unvested and unallocated under previous plans, as the Board may decide in its sole and absolute discretion.

**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 be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of Vivriti ESOP 2020, 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 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 plans are not prejudicial to the interests of the option holders.

**Resolved further that** any of the 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.”

**Order of the Board  
For Vivriti Capital Private Limited**

SD/-

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

**Chennai  
19<sup>th</sup> August 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 modification of the existing Vivriti’s Employee Stock Option Plans (ESOPs) of the Company:**

The Board of Directors of the Company and the Nomination and Remuneration Committee of the Board have approved the modified ESOP Plans, in their respective meetings held on 15<sup>th</sup> August 2020 and 14<sup>th</sup> August 2020. The members are requested to take note of drafts of the modified ESOP Plans as placed before them.

The details of modifications proposed in the ESOP Plans are below:

<b>S. No.</b>	<b>ESOP Plan</b>	<b>Pre-modification</b>	<b>Post-modification text</b>	<b>Intent of modification</b>
<b>1</b>	Vivriti ESOP 2018	Exercise Period 12 months	Exercise Period 60 months	Provision of additional flexibility to employees to exercise options
	Vivriti ESOP 2019	Quantum – Set limit	Addition of statement around unvested cancelled and unutilized shares being transferred to the latest pool	a) Operational Ease and efficiency b) Enabling provision for allowing transfer of unallocated portions to next available pool
		No Voting rights	Relinquishment of voting rights on options to promoter directors	Clarificatory change - Provide clarity in the modality of exercise voting rights on the options
		None	Employees of subsidiary can hold holding company’s stock options	Clarificatory Change - employees continue to hold options in case of transfer from one subsidiary to another.
		Treatment of options ‘Upon’ Resignation	Treatment of stocks as on ‘Date of Resignation’	Clarificatory Change - Enabling continuation of holding options post movement/ transfer from holding company to any of the subsidiaries
<b>2</b>	Vivriti ESOP 2019 - II	Exercise Period 12 months	Exercise Period 60 months	Provision of additional flexibility to employees to exercise options
		Quantum – Set limit	Addition of statement around unvested	a) Operational Ease and efficiency

			cancelled and unutilized shares being transferred to the latest pool	b) Enabling provision for allowing transfer of unallocated portions to next available pool
3	Vivriti ESOP 2020	Exercise Period 12 months	Exercise Period 60 months	Provision of additional flexibility to employees to exercise options
		Quantum of stock options - <b>13,53,310.</b>	Addition of unvested and unallocated stock options from previous pools totalling to <b>2,92,000.</b> Effective quantum of the pool is <b>14,43,310.</b>	a) Operational Ease and efficiency b) Enabling provision for allowing transfer of unallocated portions to next available pool

A copy of the existing ESOP Plans would be available for inspection, by the members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday, Sunday and Public Holiday(s)) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting. The above changes will be applicable to all existing and future employees eligible as defined in the plans, including the employees of the subsidiary companies.

The Board recommends this Special Resolution for your approval.

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

**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 21<sup>st</sup> August 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 21<sup>st</sup> August 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. \_\_\_\_\_

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:

