



Date: July 11, 2024

To,

The General Manager,  
Department of Corporate Services,  
**BSE Limited**,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort Mumbai – 400 001.

Dear Sir,

**Sub: Confirmations to be submitted along with the application for obtaining No-objection Letter from Stock Exchange(s) in terms of Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In connection with the above application, we hereby confirm that:

- a) The proposed Composite scheme of Arrangement to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities Contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited as amended from time to time to the extent applicable.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230 or accompanying a proposed resolution to be passed u/s 66 of the Companies Act 2013, it shall disclose:
  - i) the pre- and post-arrangement or amalgamation (expected) capital structure and holding pattern
  - ii) Present and expected debt structure
  - iii) the "fairness opinion" obtained from an independent merchant banker on valuation of assets / NCD /NCRPS done by the valuer for the company and unlisted company.
  - iv) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable:
  - v) The Complaint report as per Annexure III of SEBI Circular.
  - vi) Exchange No Objection Letter
  - vii) Details of exit option given to the NCD/NCRPS holders, if any
- c) The draft Composite scheme of Arrangement together with all documents mentioned in Part – I(A)(9.1) of Annex XII-A of Chapter XII of SEBI Master Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024, as amended from time to time has been disseminated on company's website as per Website link given hereunder: <https://www.vivriticapital.com/vivriti-group-scheme-of-restructuring.html>
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



**VIVRITI CAPITAL LIMITED**  
(Formerly known as VIVRITI CAPITAL PRIVATE LIMITED)

CIN - U65929TN2017PLC117196

GST - 33AAFCV9757P1ZE (Chennai)

GST - 27AAFCV9757P1Z7 (Mumbai)

**REGD. OFFICE:**  
Prestige Zackria Metropolitan, 2<sup>nd</sup> Floor  
Block 1, No 200/1-8, Anna Salai  
Chennai 600002  
Contact : +91-44-4007 4800  
contact@vivriticapital.com

**MUMBAI OFFICE:**  
Vibgyor Towers, Unit No. 302, 3<sup>rd</sup> Floor  
Block G, Bandra Kurla Complex  
Mumbai – 400051  
Contact: +91-22-6826 6800

[WWW.VIVRITICAPITAL.COM](http://WWW.VIVRITICAPITAL.COM)





- e) The Company shall ensure that wherever the approval by holders of NCDs/~~NCRPS~~ for scheme of arrangement submitted with NCLT for sanction is required at any stage, the facility for e-voting shall be provided after the disclosure of all material facts in the notice including No-Objection Letter from the Exchange.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

For **Vivriti Capital Limited**  
(formerly known as *Vivriti Capital Private Limited*)

**For VIVRITI CAPITAL LIMITED**

*Vineet Sukumar*  
**Managing Director**



**Vineet Sukumar**  
**Managing Director**  
**DIN: 06848801**  
**Address: Prestige Zackria Metropolitan No. 200/1-8,**  
**2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai – 600002**

**VIVRITI CAPITAL LIMITED**  
(Formerly known as *VIVRITI CAPITAL PRIVATE LIMITED*)

CIN - U65929TN2017PLC117196

GST - 33AAFCV9757P1ZE (Chennai)

GST - 27AAFCV9757P1Z7 (Mumbai)

**REGD. OFFICE:**  
Prestige Zackria Metropolitan, 2<sup>nd</sup> Floor  
Block 1, No.200/1-8, Anna Salai  
Chennai 600002  
Contact : +91-44-4007 4800  
contact@vivriticapital.com

**MUMBAI OFFICE:**  
Vibgyor Towers, Unit No. 302, 3<sup>rd</sup> Floor  
Block G, Bandra Kurla Complex  
Mumbai – 400051  
Contact: +91-22-6826 6800

[WWW.VIVRITICAPITAL.COM](http://WWW.VIVRITICAPITAL.COM)

