



**Brief particulars of the transferee/resulting and transferor/demerged companies**

**1. Demerger 1**

Particulars	Transferee/ Resulting Company 1	Transferor/ Demerged Company
<b>Name of the company</b>	<b>Hari and Company Investments Madras Private Limited</b>	<b>Vivriti Capital Limited</b> (formerly known as Vivriti Capital Private Limited)
<b>Date of Incorporation &amp; details of name changes, if any</b>	<b>Date of Incorporation: 17/03/1989</b>  <b>Details of Name Change: No changes in name</b>	<b>Date of Incorporation: 22/06/2017</b>  <b>Details of Name Change: Vivriti Capital Limited was incorporated as Vivriti Capital Private Limited on June 22, 2017, and the name of the company was subsequently changed into Vivriti Capital Limited on June 09, 2023.</b>
<b>Registered Office</b>	Sri Malolan,19/5, Krishnaswami Avenue, Mylapore, Chennai, Chennai, Tamil Nadu, India, 600004	Prestige Zackria Metropolitan No. 200/1-8, 2 <sup>nd</sup> Floor, Block-1, Annasalai, Chennai – 600002
<b>Brief particulars of the scheme</b>	<p>Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as “VCL” or “Demerged Company” or “Amalgamated Company”, formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as “HCIMPL” or the “Resulting Company 1”), Vivriti Next Private Limited (hereinafter referred to as “VNPL”, formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as “VAMPL” or the “Amalgamating Company”), Vivriti Funds Private Limited (hereinafter referred to as “VFPL” or the “Resulting Company 2”, formerly known as Keerthi Logistics Private Limited) and their respective shareholders (“Scheme”) by way of the following:</p> <p>(a) the transfer, by way of a demerger, of the Demerged Undertaking 1 of the Demerged Company to the Resulting Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company (“<b>Demerger 1</b>”);</p> <p>(b) the amalgamation of the Amalgamating Company with the Amalgamated Company and dissolution of the Amalgamating Company without winding up and the consequent issuance of Amalgamation Consideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company (“<b>Amalgamation</b>”);</p> <p>(c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company 2, and consequent issue of Demerger 2 Consideration Shares by VNPL to the shareholders of the Demerged Company (“<b>Demerger 2</b>”) and</p>	





Particulars	Transferee/ Resulting Company 1	Transferor/ Demerged Company
<b>Name of the company</b>	<b>Hari and Company Investments Madras Private Limited</b>	<b>Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)</b>
	(d) various other matters incidental, consequential or otherwise integrally connected therewith, including the reduction of the share capital of VCL and transfer of CCDs to VNPL.	
<b>Rationale for the scheme</b>	<p>The following rationale for undertaking the Composite scheme of arrangement:</p> <ol style="list-style-type: none"> <li>the separation of on-line platform business and lending/ asset management business of the group;</li> <li>the separation would ensure that the NBFC (as defined in the Scheme) and asset management businesses are housed in separate legal entities within the group, each of which would be completely regulated by the respective regulations without any conflicts/ restrictions resulting from the two sets of regulations;</li> <li>the balance sheet of the NBFC Business (as defined in the Scheme) will not be subject to/ affected by the asset management business (including its debt) which would reduce the risk on the balance sheet of the NBFC Business;</li> <li>the Scheme will unlock value and provide investors flexibility and direct access over the various businesses within the group;</li> <li>the Scheme will provide strategic and financial flexibility; and</li> <li>the Scheme will enable the group to attract business specific investors and strategic partners and to provide better flexibility in accessing capital, focused strategy and specialisation for sustained growth, thereby enabling de-leveraging of the respective businesses in the longer-term.</li> </ol>	
<b>Date of resolution passed by the Board of Director of the company approving the scheme</b>	June 27, 2024	June 27, 2024
<b>Appointed Date</b>	As per the Scheme	As per the Scheme
<b>Name of Exchanges where securities of the company are listed</b>	To be listed (BSE Limited)	BSE Limited
<b>Nature of Business</b>	Hari and Company Investments Madras Private Limited (HCIMPL) is engaged primarily in the business of carrying on as an investment company, providing business and personal loans and also has a portfolio of investments in shares and other securities. HCIMPL is a wholly owned subsidiary of Vivriti Next Private Limited ("VNPL").	Vivriti Capital Limited (VCL) is engaged primarily in the business of a finance company, hire purchase company and/ or leasing company and is involved in lending, structured finance, financial asset sales and trading, investments, co-origination of retail/ SME enterprise debt products and related advisory services. Additionally, VCL also has





Particulars	Transferee/ Resulting Company 1		Transferor/ Demerged Company	
Name of the company	Hari and Company Investments Madras Private Limited		Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	
			investments in Vivriti Asset Management Private Limited and Cred Avenue Private Limited which are into asset management businesses and technology respectively.	
Capital before the scheme (No. of debentures as well as capital in rupees)	As detailed in Annexure II		As detailed in Annexure II	
No. of debentures to be issued	As detailed in Annexure II			
Cancellation of debentures on account of cross holding, if any	Nil		Nil	
Capital after the scheme (No. of debentures as well as capital in rupees)	As detailed in Annexure II		As detailed in Annexure II	
Name of the valuer/valuer firm and Regn no.	M/s. SPA Valuation Advisors Private Limited, Registration No – IBBI/RV-E/05/2021/148			
Methods of valuation and value per NCD/NCRPS arrived under each method with weight given to each method, if any.	Not Applicable			
Fair value per debentures	Not Applicable			
Exchange ratio	For every 1 (one) NCD / MLD as held in VCL by the holder(s), 1 (one) NCD / MLD of HCIMPL ( <b>Demerger 1</b> ) of equivalent face value and paid up value, coupon rate, tenure, redemption price and quantum and nature of security will be offered.			
Name of Merchant Banker giving fairness opinion	M/s. Capital Square Advisors Private Limited Category – I Merchant Banker, SEBI Registration No. INM000012219			
Holding pattern	Pre		Post	
	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding
Promoter	As detailed in Annexure II			
Public				
Custodian				
TOTAL				
No of debenture holders	As detailed in Annexure II			





Particulars	Transferee/ Resulting Company 1	Transferor/ Demerged Company
Name of the company	Hari and Company Investments Madras Private Limited	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)
Names of the Promoters (with PAN nos.)	As detailed in Annexure VIII	
Names of the Board of Directors (with DIN and PAN nos.)	As detailed in Annexure VIII	
Please specify relation among the companies involved in the scheme, if any	Subsidiary of Vivriti Next Private Limited (formerly known as QED Business Solutions Private Limited)	Holding Company of Vivriti Asset Management Private Limited
Details regarding change in management control in listed or resulting company seeking listing if any	No change in management is contemplated pursuant to the Scheme.	

## 2. Amalgamation

Particulars	Amalgamating Company	Amalgamated Company
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Asset Management Private Limited
Date of Incorporation & details of name changes, if any	Date of Incorporation: 22/06/2017  Details of Name Change: Vivriti Capital Limited was incorporated as Vivriti Capital Private Limited on June 22, 2017, and the name of the company was subsequently changed into Vivriti Capital Limited on June 09, 2023.	Date of Incorporation: 21/02/2019  Details of Name Change: No changes in name
Registered Office	Prestige Zackria Metropolitan No. 200/1-8, 2 <sup>nd</sup> Floor, Block-1, Annasalai, Chennai – 600002	Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block -1, Annasalai, Chennai, Tamil Nadu, India, 600002
Brief particulars of the scheme	Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company 1"), Vivriti Next Private Limited (hereinafter referred to as "VNPL", formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company 1") or the "Vivriti Funds Private Limited (hereinafter referred to as "VFPL" or the	





Particulars	Amalgamating Company	Amalgamated Company
<b>Name of the company</b>	<b>Vivriti Capital Limited</b> (formerly known as Vivriti Capital Private Limited)	<b>Vivriti Asset Management Private Limited</b>
	<p>“Resulting Company 2”, formerly known as Keerthi Logistics Private Limited) and their respective shareholders (“Scheme”) by way of the following:</p> <p>(a) the transfer, by way of a demerger, of the Demerged Undertaking 1 of the Demerged Company to the Resulting Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company (“<b>Demerger 1</b>”);</p> <p>(b) the amalgamation of the Amalgamating Company with the Amalgamated Company and dissolution of the Amalgamating Company without winding up and the consequent issuance of Amalgamation Consideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company (“<b>Amalgamation</b>”);</p> <p>(c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company 2, and consequent issue of Demerger 2 Consideration Shares by VNPL to the shareholders of the Demerged Company (“<b>Demerger 2</b>”); and</p> <p>(d) various other matters incidental, consequential or otherwise integrally connected therewith, including the reduction of the share capital of VCL and transfer of CCDs to VNPL.</p>	
<b>Rationale for the scheme</b>	<p>The following rationale for undertaking the Composite scheme of arrangement:</p> <p>a. the separation of on-line platform business and lending/ asset management business of the group;</p> <p>b. the separation would ensure that the NBFC (as defined in the Scheme) and asset management businesses are housed in separate legal entities within the group, each of which would be completely regulated by the respective regulations without any conflicts/ restrictions resulting from the two sets of regulations;</p> <p>c. the balance sheet of the NBFC Business (as defined in the Scheme) will not be subject to/ affected by the asset management business (including its debt) which would reduce the risk on the balance sheet of the NBFC Business;</p> <p>d. the Scheme will unlock value and provide investors flexibility and direct access over the various businesses within the group;</p> <p>e. the Scheme will provide strategic and financial flexibility; and</p> <p>f. the Scheme will enable the group to attract business specific investors and strategic partners and to provide better flexibility in accessing capital, focused strategy and specialisation for sustained growth, thereby enabling de-leveraging of the respective businesses in the longer-term.</p>	





Particulars	Amalgamating Company	Amalgamated Company
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Asset Management Private Limited
Date of resolution passed by the Board of Director of the company approving the scheme	June 27, 2024	June 27, 2024
Appointed Date	As per the Scheme	As per the Scheme
Name of Exchanges where securities of the company are listed	BSE Limited	BSE Limited
Nature of Business	Vivriti Capital Limited (VCL) is engaged primarily in the business of a finance company, hire purchase company and/ or leasing company and is involved in lending, structured finance, financial asset sales and trading, investments, co-origination of retail/ SME / enterprise debt products and related advisory services. Additionally, VCL also has investments in Vivriti Asset Management Private Limited and Cred Avenue Private Limited which are into asset management businesses and technology respectively.	Vivriti Asset Management Private Limited (VAMPL) is engaged primarily in the business of asset management, financial services, portfolio management and related advisory services and sponsor/manager participation into investment vehicles managed by VAMPL. The nonconvertible debentures of VAMPL are listed on BSE.
Capital before the scheme (No. of debentures as well as capital in rupees)	As detailed in Annexure II	As detailed in Annexure II
No. of debentures to be issued	As detailed in Annexure II	
Cancellation of debentures on account of cross holding, if any	Nil	Nil
Capital after the scheme (No. of debentures as well as capital in rupees)	As detailed in Annexure II	As detailed in Annexure II
Name of the valuer/valuer firm and Regn no.	M/s. SPA Valuation Advisors Private Limited, Registration No – IBBI/RV-E/05/2021/148	
Methods of valuation and value per NCD/NCRPS arrived under each method with weight given to each method, if any.	Not Applicable	
Fair value per debentures	Not Applicable	





Particulars	Amalgamating Company		Amalgamated Company	
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)		Vivriti Asset Management Private Limited	
Exchange ratio	For every 1 (one) NCD / MLD as held in VAMPL by the holder(s), 1 (one) NCD / MLD of VCL (Amalgamation) of equivalent face value and paid up value, coupon rate, tenure, redemption price and quantum and nature of security will be offered.			
Name of Merchant Banker giving fairness opinion	M/s. Capital Square Advisors Private Limited Category – I Merchant Banker, SEBI Registration No. INM000012219			
Holding pattern	Pre		Post	
	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding
Promoter	As detailed in Annexure II			
Public				
Custodian				
TOTAL				
No of debenture holders	As detailed in Annexure II			
Names of the Promoters (with PAN nos.)	As detailed in Annexure VIII			
Names of the Board of Directors (with DIN and PAN nos.)	As detailed in Annexure VIII			
Please specify relation among the companies involved in the scheme, if any	Holding Company of Vivriti Asset Management Private Limited		Subsidiary of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	
Details regarding change in management control in listed or resulting company seeking listing if any	No change in management is contemplated pursuant to the Scheme.			

### 3. Demerger 2

Particulars	Amalgamating Company	Resulting Company 2
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)
Date of Incorporation & details of name changes, if any	Date of Incorporation: 22/06/2017	Date of Incorporation: 27/11/2003





Particulars	Amalgamating Company	Resulting Company 2
<b>Name of the company</b>	<b>Vivriti Capital Limited</b> (formerly known as Vivriti Capital Private Limited)	<b>Vivriti Funds Private Limited</b> (formerly known as Keerthi Logistics Private Limited)
	<b>Details of Name Change:</b> Vivriti Capital Limited was incorporated as Vivriti Capital Private Limited on June 22, 2017, and the name of the company was subsequently changed into Vivriti Capital Limited on June 09, 2023.	<b>Details of Name Change:</b> Vivriti Funds Private Limited was incorporated as Keerthi Logistics Private Limited and subsequently the name of the company was changed into Vivriti Funds Private Limited on January 09, 2024.
<b>Registered Office</b>	Prestige Zackria Metropolitan No. 200/1-8, 2 <sup>nd</sup> Floor, Block-1, Annasalai, Chennai – 600002	Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Anna Road, Chennai, Tamil Nadu, India, 600002
<b>Brief particulars of the scheme</b>	<p>Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as “VCL” or “Demerged Company” or “Amalgamated Company”, formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as “HCIMPL” or the “Resulting Company 1”), Vivriti Next Private Limited (hereinafter referred to as “VNPL”, formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as “VAMPL” or the “Amalgamating Company”), Vivriti Funds Private Limited (hereinafter referred to as “VFPL” or the “Resulting Company 2”, formerly known as Keerthi Logistics Private Limited) and their respective shareholders (“Scheme”) by way of the following:</p> <p>(a) the transfer, by way of a demerger, of the Demerged Undertaking 1 of the Demerged Company to the Resulting Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company (“<b>Demerger 1</b>”);</p> <p>(b) the amalgamation of the Amalgamating Company with the Amalgamated Company and dissolution of the Amalgamating Company without winding up and the consequent issuance of Amalgamation Consideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company (“<b>Amalgamation</b>”);</p> <p>(c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company 2, and consequent issue of Demerger 2 Consideration Shares by VNPL to the shareholders of the Demerged Company (“<b>Demerger 2</b>”); and</p> <p>(d) various other matters incidental, consequential or otherwise integrally connected therewith, including the reduction of the share capital of VCL and transfer of CCDs to VNPL.</p>	
<b>Rationale for the scheme</b>	The following rationale for undertaking the Composite scheme of arrangement:	





Particulars	Amalgamating Company	Resulting Company 2
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)
	<p>a. the separation of on-line platform business and lending/ asset management business of the group;</p> <p>b. the separation would ensure that the NBFC (as defined in the Scheme) and asset management businesses are housed in separate legal entities within the group, each of which would be completely regulated by the respective regulations without any conflicts/ restrictions resulting from the two sets of regulations;</p> <p>c. the balance sheet of the NBFC Business (as defined in the Scheme) will not be subject to/ affected by the asset management business (including its debt) which would reduce the risk on the balance sheet of the NBFC Business;</p> <p>d. the Scheme will unlock value and provide investors flexibility and direct access over the various businesses within the group;</p> <p>e. the Scheme will provide strategic and financial flexibility; and</p> <p>f. the Scheme will enable the group to attract business specific investors and strategic partners and to provide better flexibility in accessing capital, focused strategy and specialisation for sustained growth, thereby enabling de-leveraging of the respective businesses in the longer-term.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	June 27, 2024	June 27, 2024
Appointed Date	As per the Scheme	As per the Scheme
Name of Exchanges where securities of the company are listed	BSE Limited	To be Listed (BSE Limited)
Nature of Business	Vivriti Capital Limited (VCL) is engaged primarily in the business of a finance company, hire purchase company and/ or leasing company and is involved in lending, structured finance, financial asset sales and trading, investments, co-origination of retail/ SME / enterprise debt products and related advisory services. Additionally, VCL also has investments in Vivriti Asset Management Private Limited and Cred Avenue Private Limited which are into asset management businesses and technology.	Vivriti Funds Private Limited (VFPL)(formerly known as Keerthi Logistics Private Limited) main objects include to undertake activities of asset management, fund management and investment advisory services and sponsor/manager participation into investment vehicles managed by VFPL. VFPL is a wholly owned subsidiary of VNPL.
Capital before the scheme	As detailed in Annexure II	As detailed in Annexure II





Particulars	Amalgamating Company		Resulting Company 2	
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)		Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)	
(No. of debentures as well as capital in rupees)				
No. of debentures to be issued	As detailed in Annexure II			
Cancellation of debentures on account of cross holding, if any	Nil		Nil	
Capital after the scheme (No. of debentures as well as capital in rupees)	As detailed in Annexure II		As detailed in Annexure II	
Name of the valuer/valuer firm and Regn no.	M/s. SPA Valuation Advisors Private Limited, Registration No – IBBI/RV-E/05/2021/148			
Methods of valuation and value per NCD/NCRPS arrived under each method with weight given to each method, if any.	Not Applicable			
Fair value per debentures	Not Applicable			
Exchange ratio	For every 1 (one) NCD / MLD as held in VCL by the holder(s), 1 (one) NCD / MLD of VFPL (Demerger 2) of equivalent face value and paid up value, coupon rate, tenure, redemption price and quantum and nature of security will be offered.			
Name of Merchant Banker giving fairness opinion	M/s. Capital Square Advisors Private Limited Category – I Merchant Banker, SEBI Registration No. INM000012219			
Holding pattern	Pre		Post	
	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding
Promoter	As detailed in Annexure II			
Public				
Custodian				
TOTAL				
No of debenture holders	As detailed in Annexure II			
Names of the Promoters (with PAN nos.)	As detailed in Annexure VIII			
Names of the Board of Directors (with DIN and PAN nos.)	As detailed in Annexure VIII			





Particulars	Amalgamating Company	Resulting Company 2
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)
Please specify relation among the companies involved in the scheme, if any	Holding Company of Vivriti Asset Management Private Limited	Subsidiary of Vivriti Next Private Limited (formerly known as QED Business Solutions Private Limited)
Details regarding change in management control in listed or resulting company seeking listing if any	No change in Management is contemplated pursuant to the Scheme.	

#### 4. VNPL – Holding Company

Particulars	VNPL
Name of the company	Vivriti Next Private Limited (formerly known as QED Solutions Private Limited)
Date of Incorporation & details of name changes, if any	Date of Incorporation: 12/07/2017  Details of Name Change: Vivriti Next Private Limited was incorporated as QED solutions Private Limited and subsequently the name of the company was changed into Vivriti Next Private Limited on June 19, 2023.
Registered Office	Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Anna Road, Chennai, Chennai, Tamil Nadu, India, 600002
Brief particulars of the scheme	<p>Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as “VCL” or “Demerged Company” or “Amalgamated Company”, formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as “HCIMPL” or the “Resulting Company 1”), Vivriti Next Private Limited (hereinafter referred to as “VNPL”, formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as “VAMPL” or the “Amalgamating Company”), Vivriti Funds Private Limited (hereinafter referred to as “VFPL” or the “Resulting Company 2”, formerly known as Keerthi Logistics Private Limited) and their respective shareholders (“Scheme”) by way of the following:</p> <p>(a) the transfer, by way of a demerger, of the Demerged Undertaking 1 of the Demerged Company to the Resulting Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company (“Demerger 1”);</p> <p>(b) the amalgamation of the Amalgamating Company with the Amalgamated Company and dissolution of the Amalgamating Company without winding up and the consequent issuance of Amalgamation Consideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company (“Amalgamation”);</p>





Particulars	VNPL
<b>Name of the company</b>	<b>Vivriti Next Private Limited</b> (formerly known as QED Solutions Private Limited)
	<p>(c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company 2, and consequent issue of Demerger 2 Consideration Shares by VNPL to the shareholders of the Demerged Company (“Demerger 2”); and</p> <p>(d) various other matters incidental, consequential or otherwise integrally connected therewith, including the reduction of the share capital of VCL and transfer of CCDs to VNPL.</p>
<b>Rationale for the scheme</b>	<p>The following rationale for undertaking the Composite scheme of arrangement:</p> <ol style="list-style-type: none"> <li>the separation of on-line platform business and lending/ asset management business of the group;</li> <li>the separation would ensure that the NBFC (as defined in the Scheme) and asset management businesses are housed in separate legal entities within the group, each of which would be completely regulated by the respective regulations without any conflicts/ restrictions resulting from the two sets of regulations;</li> <li>the balance sheet of the NBFC Business (as defined in the Scheme) will not be subject to/ affected by the asset management business (including its debt) which would reduce the risk on the balance sheet of the NBFC Business;</li> <li>the Scheme will unlock value and provide investors flexibility and direct access over the various businesses within the group;</li> <li>the Scheme will provide strategic and financial flexibility; and</li> <li>the Scheme will enable the group to attract business specific investors and strategic partners and to provide better flexibility in accessing capital, focused strategy and specialisation for sustained growth, thereby enabling de-leveraging of the respective businesses in the longer-term.</li> </ol>
<b>Date of resolution passed by the Board of Director of the company approving the scheme</b>	June 27, 2024
<b>Appointed Date</b>	As per the Scheme
<b>Name of Exchanges where securities of the company are listed</b>	Unlisted
<b>Nature of Business</b>	Vivriti Next Private Limited (VNPL) is engaged primarily in the business of human resource services, consultancy in all fields in India and abroad and providing ancillary advisory services and is proposing to undertake the activities of a technology company which will then provide technology services and consultancy services to other companies including companies engaged in the business of lending and investment, and related advisory services.
<b>Capital before the scheme</b>	NA, the Company does not have any debentures / will not have any debentures pursuant to the Scheme





Particulars	VNPL	
Name of the company	Vivriti Next Private Limited (formerly known as QED Solutions Private Limited)	
(No. of debentures as well as capital in rupees)		
No. of debentures to be issued	NA, the Company does not have any debentures / will not have any debentures pursuant to the Scheme	
Cancellation of debentures on account of cross holding, if any	Nil	
Capital after the scheme (No. of debentures as well as capital in rupees)	NA, the Company does not have any debentures / will not have any debentures pursuant to the Scheme	
Name of the valuer/valuer firm and Regn no.	M/s. SPA Valuation Advisors Private Limited, Registration No – IBBI/RV-E/05/2021/148	
Methods of valuation and value per NCD/NCRPS arrived under each method with weight given to each method, if any.	Not Applicable	
Fair value per debentures	Not Applicable	
Exchange ratio	As per the Valuation report for equity & preference shares of Demerger 1 & Demerger 2	
Name of Merchant Banker giving fairness opinion	M/s. Capital Square Advisors Private Limited Category – I Merchant Banker, SEBI Registration No. INM000012219	
Holding pattern	Pre & Post	
	No. of NCD/NCRPS	% of holding
Promoter	-	-
Public	-	-
Custodian	-	-
TOTAL	-	-
No of debenture holders	-	-
Names of the Promoters (with PAN nos.)	As detailed in Annexure VIII	
Names of the Board of Directors (with DIN and PAN nos.)	As detailed in Annexure VIII	





Particulars	VNPL
Name of the company	<b>Vivriti Next Private Limited</b> (formerly known as QED Solutions Private Limited)
Please specify relation among the companies involved in the scheme, if any	Holding Company of Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited) and Hari and Company Investments Madras Private Limited.
Details regarding change in management control in listed or resulting company seeking listing if any	No change in management is contemplated pursuant to the Scheme.

For and on behalf of Vivriti Capital Limited,  
(formerly known as Vivriti Capital Private Limited)

**For VIVRITI CAPITAL LIMITED**

**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:**  
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Chennai 600002  
Contact : +91-44-4007 4800  
contact@vivriticapital.com

**MUMBAI OFFICE:**  
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