



Date: July 11, 2024

To,

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

Dear Madam/Sir,

Sub: Undertaking w.r.t. the Valuation Report and Fairness opinion obtained pursuant to the proposed Composite Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company" or "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, in relation to the proposed internal restructuring of the Vivriti Group ("Scheme")

We, Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*), do hereby confirm that:

- M/s. SPA Valuation Advisors Private Limited, Registration No.- IBBI/RV-E/05/2021/148 having its address at 25 C- Block Community Centre, Janak Puri, New Delhi – 110058 has been appointed as the Registered Valuer to provide the valuation report with respect to the Scheme (**Registered Valuer**).
- M/s. Capital Square Advisors Private Limited, (Category-I, Merchant Banker, SEBI Registration no. INM000012219) having its registered office at 208, Aarpee Centre, CTS 70, MIDC Road no. 11, Andheri (East), Mumbai 400 093, India, has been appointed as the Merchant Banker for providing fairness opinion on the valuation report provided by the Registered Valuer for the Scheme (**Merchant Banker**).
- The Registered Valuer and Merchant Banker are independent parties in terms of paragraph 3 of Part – I(A) 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.

For **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,
2nd Floor, Block -1, Annasalai, Chennai – 600002**



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

CIN - U65929TN2017PLC117196

GST - 33AAFCV9757P1ZE (Chennai)

GST - 27AAFCV9757P1Z7 (Mumbai)

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