



Vivriti Asset Management

SHORTER NOTICE is hereby given that the 4th Annual General Meeting of the members of Vivriti Asset Management Private Limited ("**Company**") will be held on Friday on the 26th day of May, 2023 at 05:30 PM through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") at the Registered Office of the Company situated at Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block -1, Annasalai, Chennai – 600 002 to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon:**

To consider and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to section 129, 134, 137 and such other applicable provision of the Companies Act, 2013 read with rules framed thereunder (including any statutory modifications or reenactments, notified from time to time) (the "**Act**") the audited Financial Statements of the Company for the Financial Year ended 31st March 2023 along with Auditors report and the Report of the Board of Directors & its annexures, as laid before this meeting, be and are hereby received, considered and adopted."

SPECIAL BUSINESSES:

2. **To approve the appointment of Mr. Lazar Zdravkovic (DIN: 10052432) as Nominee Director (non-executive) on the Board of Directors of the Company:**

To consider and to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and such other provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereon) and as per the provisions of Amended and Restated Shareholders' Agreement dated June 13, 2022, executed by and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Lightrock Growth Fund I S.A., SICAV-RAIF, , LR India Holdings Ltd, TVS Shriram Growth Fund 3 and the Company ("**SHA**"), and Articles of Association of the Company, the consent of the shareholders of the Company be and hereby accorded for regularising the appointment of Mr. Lazar Zdravkovic (DIN: 10052432), who was appointed as additional director of the company with effect from 04th May 2023, as a Nominee Director (Non-executive) representing Creation Investments India III, LLC on the Board of the Company.

RESOLVED FURTHER THAT the following declarations/ documents submitted by the aforesaid Director and copies of which are tabled at the meeting, be and are hereby taken on record:

1. Consent to act as Director in form DIR-2;
2. Declaration in form DIR-8 in terms of Section 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014;





Vivriti Asset Management

3. Disclosure of interest in form MBP – 1 in pursuant to section 184(1) of the Companies Act, 2013
4. Nomination Letter received from Creation Investments India III, LLC

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized severally to file relevant e-form with the Registrar of Companies, Chennai, submit all the intimations/ documents with any of the regulators/ authorities and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the Register of Directors of the Company.

RESOLVED FURTHER THAT a certified true copy of the resolution be provided to such authorities or any other parties as and when necessary, under the signature of any of the Directors or the Company Secretary of the Company."

3. To approve borrowing limits of the Company as per Section 180(1)(c)

To consider and, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules thereunder, and the Articles of Association of the Company, the consent of Members be and is hereby accorded to the Board of Directors of the Company or any other Committee of the Board (as may delegated by the Board) to borrow money, from time to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, un-listed debentures, bonds, commercial papers and/or other instruments or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company, free reserves and securities premium, provided that the total amount so borrowed by the Company shall not at any time exceed **INR 125 crores (Indian Rupees One hundred and Twenty Five crores only)** or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by one of the Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary.





Vivriti Asset Management

4. To approve creation of Security cover as per Sec 180 (1) (a)

To consider and, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, the Consent of the Members be and is hereby accorded to the Board (including any Committee duly delegated by the Board) of Directors of the Company to authorized for creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings which shall not at any time exceed **INR 190 crores (Indian Rupees One Hundred and Ninety Crores only)** or the aggregate of the paid up capital, free reserves and Securities Premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) and charge creations aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. To consider and approve making additional investments, giving loans, guarantees and security in excess of limits specified u/s 186

To consider and, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 186 (3) of the Companies Act, 2013 (“the Act”), read with relevant rules made as applicable thereunder and any other applicable provisions of the Act, including any statutory modification(s) thereto or re-enactment (s) thereto for time being in force, subject to the terms of Articles of Association of the Company and subject to other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which shall be deemed to include any committee of the Board) for making investment(s), giving loans, guarantees and security in excess of the limits specified under section 186 of the Act from time to time in acquisition of any body corporate or other person/ entity whether in India or outside India, as may be appropriate for an amount **not exceeding INR 300 crores (Indian Rupees**





Vivriti Asset Management

Three hundred crores only), notwithstanding such investment and acquisition together with existing investments of the company in all other body corporates, loans and guarantees given and securities provided shall be in excess of the limits prescribed under Section 186 (3) of the Act, i.e. the limit available to the company is sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, and to take all such steps as may be necessary or incidental thereof including but not limited to delegate of all or any of the powers herein conferred to any Committee or any director(s) or any other official(s)/ employee(s) of the company, or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the members of the Company."

6. To approve limits for borrowing through issue of Debt Securities

To consider and, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act"), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, or any other legislation issued by any concerned regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "Stock Exchanges") where the securities of the Company may be listed and subject to approvals, consents, sanctions, permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions, the consent of the shareholders be and is hereby accorded to **"the Board"** (hereinafter referred to as **"the Board"** which term shall be deemed to include any Committee thereof) be and is hereby accorded for (a) offer, issue and allotment of non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) market linked, or (vii) any others (as may be determined)) and which may or may not be rated (as may be determined), of such face value as may be determined up to the aggregate amount of **INR 30 crores (Indian Rupees Thirty Crores Only)** ("**Debentures**" or "**Debt Securities**") as part of the overall borrowing limit of **INR 125 crores (Indian Rupees One hundred and Twenty five Crores Only)** or the aggregate of the paid up capital free reserves and Securities Premium of the Company, whichever is higher, in one or more tranches/issues ("**Tranches/Issues**"), at such interest rate as may be determined (subject to applicable law) payable at such frequency as may be determined, and for such maturity (subject to applicable law)





Vivriti Asset Management

law) as may be determined, on a private placement basis to such person or persons including one or more company(ies), bodies corporate, statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension fund(s), family office(s), as the case may be or such other person/persons/investors as determined (collectively "Investors") for raising debt for the business purposes of the Company, and (b) securing the amounts to be raised pursuant to the issue of Debentures or any Tranche/Issue together with all interest and other charges thereon (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of loans (and/or other assets), and/or (ii) charge over specified immovable property of the Company, and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures or any Tranche/Issue (the "**Security**").

RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such bank(s) in India as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and that the Board or Board constituted Committee, be and are hereby authorised to direct or delegate any officers of the Company to sign and execute the application form and other documents required for opening the said account(s), to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the Committee on behalf of the Company.

RESOLVED FURTHER THAT the Borrowing Committee ("Committee") be and is hereby authorized to consider the particular terms of each Tranche/Issue and to more effectively implement any of the resolutions of the Board contained herein. The Committee is hereby authorized to, within the overall ambit of this resolution of the Board (a) identify Investors as it deems fit (b) consider, negotiate and approve any terms or modifications thereof for issue of Debentures and any Tranche/Issue thereof, (c) authorize, direct or delegate to any Authorized Officers (authorized in terms of this resolution) to do such things and to take such actions as the Company is entitled to do or take (as the case may be) in terms of this resolution, and (d) to generally do any other acts, deeds, or things, as may be necessary to remove any difficulties or impediments in the effective implementation of this resolution including, without limitation to the following:

1. to execute the term sheet in relation to the Debentures or any Tranche/Issue of the Debentures;
2. seeking, if required, any approval, consent or waiver from any/all concerned government and regulatory authorities, and/or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
3. if required by the holders of the Debentures or any Tranche/Issue of the Debentures (the "Debenture Holders"), seeking the listing of any of the Debentures or any Tranche/Issue of the Debentures on any Stock Exchange, submitting the listing application and taking all actions that may be necessary in connection with obtaining such listing;
4. entering into arrangements with the depository in connection with issue of Debentures or any Tranche/Issue of the Debentures in dematerialized form;
5. approving the debt disclosure document/information memorandum/private placement offer cum application letter (as may be required) (including amending, varying or

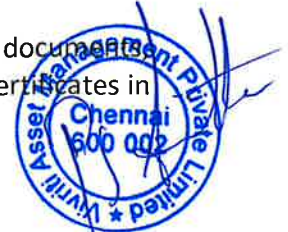




Vivriti Asset Management

modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

6. appointment and finalising the terms and conditions of the appointment of an arranger (if so required), investment banker, merchant banker, a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository, valuer and such other intermediaries as may be required including their successors and their agents;
7. creating and perfecting the Security as required in accordance with the terms of the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;
8. negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and deal with regulatory authorities in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures including but not limited to the RBI, SEBI (if so required), any Stock Exchange (if so required), the Registrar of Companies, the sub-registrar of assurances, Central Registry of Securitisation Asset Reconstruction and Security Interest, depository and such other authorities as may be required;
9. sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Transaction Documents (as defined below);
10. to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the Transaction Documents (as defined below), the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and / or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):
11. debt disclosure document/information memorandum/private placement offer cum application letter for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (as may be required) (the "**Disclosure Documents**");
12. debenture certificate for the Debentures or any Tranche/Issue of the Debentures;
13. subscription agreements, investment agreements, debenture trust deed, debenture trustee agreement, deed of hypothecation, security agreements and any other documents required for the creation of security interest over the Company's movable and immovable properties and assets or the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures (including any powers of attorney in connection thereto) and any other agreement/ document in relation thereto (collectively, the "**Transaction Documents**");
14. documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures or any Tranche/Issue of the Debentures including without limitation for the purposes of recognising the rights of the debenture trustee to operate such bank accounts;
15. any other documents required for the purposes of the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports;
16. and any other document designated as a security document by the debenture trustee/Debenture Holders.
17. to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in





Vivriti Asset Management

relation to (a) to (p) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary or such other persons/ officers as may be authorized by the Board or the Committee (collectively, the "Authorized Officers") to do such acts, deeds and take such actions as they deem fit, in connection with the issue, offer and allotment of the Debentures or any Tranche/ Issue of the Debentures, be and hereby authorized by the shareholders.

RESOLVED FURTHER THAT the Committee be and is hereby severally authorized to approve payment of all stamp duty required to be paid for the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant government authorities.

RESOLVED FURTHER THAT the Committee be and is hereby severally authorised to approve and finalise, sign, execute and deliver documents in relation to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures as set out in this resolution and such other agreements, deeds, undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures or any Tranche/Issue of the Debentures to be issued by the Company.

RESOLVED FURTHER THAT the Committee be and hereby authorised to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, and agreements and other papers or documents as may be required in relation to any of the above with any registering authority or government authority competent in that behalf.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any one of the Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

For and on behalf of Vivriti Asset Management Private Limited

Name: Amritha Paitenkar
Designation: Company Secretary
Membership No. A491



Place: Chennai

Date: May 25, 2023



Vivriti Asset Management

Notes:

1. The Annual 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 majority in number of members entitled to vote and who represent not less than ninety-five per cent. of such part of the paid-up share capital of the company as gives a right to vote at the 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. Explanatory statement under Section 102(1) is enclosed.
3. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020, and 17/ 2020, dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021 , General Circular No. 02/2022 dated May 05, 2022 read with General Circular No.10/2022 dated 28th December 2022 (collectively referred to as “MCA Circulars”) has permitted holding of the annual general meeting whereby it is permissible to convene the Annual General Meeting of the Company through Video Conferencing/ Other Audio Visual Means (OAVM).
4. Pursuant to the aforementioned MCA Circulars, since the AGM is being held through VC, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, shall forward a scanned copy of the necessary authorization under Section 113 of the Companies Act, 2013 for such representation to the Company through e-mail to amritha.paitenkar@vivriticapital.com before the commencement of the meeting. The deemed venue for the AGM shall be the Registered Office of the Company.
5. The Company shall conduct the AGM through VC by using Zoom cloud meetings (“Zoom”) and the Members are requested to follow instructions as stated in this notice for participating in this AGM through Zoom. An invite of the AGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
6. For voting by way of poll – in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, members can cast their vote during the Meeting by way of poll. For voting members can send an email to amritha.paitenkar@vivriticapital.com from their email addresses registered with the Company.





Vivriti Asset Management

7. On the date of the meeting i.e., on May 26, 2023, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting, may join, using the link provided from 5:30 P.M. to 5:45 P.M. and post that no person shall be able to join the meeting except the Company's directors.
8. The Members desiring to inspect the documents referred and relied upon by the Company in this Notice and statutory registers/other documents as prescribed under the provisions of the Companies Act, 2013 and rules made thereunder are required to send request through an email at amritha.paitenkar@vivriticapital.com. An access of such documents would be given to such Member. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail ID, mentioning their full name, folio number/ DPID-Client ID, address and contact number, to amritha.paitenkar@vivriticapital.com, by 6:00 PM (IST) on or before May 25, 2023 so that the requisite information/ explanations can be kept ready to be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Quorum of the meeting shall be in accordance with section 103 of the companies Act 2013, subject to articles of association of the company (as amended from time to time).





Vivriti Asset Management

PROCESS FOR ATTENDING THE MEETING:

1. To attend the meeting through VC mode, a link will be forwarded to your registered email ID, 24 hours prior to the start of the meeting. The shareholders can use a laptop or an android mobile phone with good internet connectivity to access the link.
2. Facility to join the meeting shall be opened at least 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after such scheduled time.
3. On accessing the link, you will be prompted to enter the Meeting ID and the Password.
4. The meeting ID and the Password will be mailed to you along with the meeting link. Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.
5. In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Amritha P.S, Company Secretary at +91 9500126166.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical issue.





Vivriti Asset Management

EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 2

To approve the appointment of Mr. Lazar Zdravkovic (DIN: 10052432) as Nominee Director (non-executive) on the Board of Directors of the Company:

The Board of Directors at their meeting held on May 4, 2023, accorded approval for the appointment of Mr. Lazar Zdravkovic (DIN: 10052432) as Additional Director (non-executive) on the Board of Directors of the Company on behalf of Creation Investments India III, LLC, a shareholder of the Company. Further, pursuant to section 152 of the Companies Act, 2013, the Board also recommended the aforesaid appointment for the consideration of members in the ensuing Annual General Meeting.

PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED RE-APPOINTED IS FURNISHED BELOW:

Name of the Director	Mr. Lazar Zdravkovic
DIN	10052432
Age	31 years
Address	1158 W ARMITAGE AVE APT 202 CHICAGO 60614
E-mail Address / Telephone Number	lazar.zdravkovic@creationinvestments.com
Nationality	American
Relevant knowledge and experience	Bachelor's Degree with a major in Finance and International Business with a minor in Economics from the Georgetown University McDonough School of Business, a top university in the USA. Vice President of Creation Investments working in the prestigious investment firm for 6 years; Investment Banker working for 3 years at Barclays
Remuneration last drawn	NA
Remuneration proposed	NA
Shareholding in Vivriti Asset Management Private Limited	NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA





Vivriti Asset Management

Number of Meetings of the Board attended during the Financial Year – 2023-24	NA
Directorship in other Boards	1) Vivriti Capital Private Limited
Membership/ Chairmanship of committees of other boards	None

None of the Directors (other than Mr. Lazar Zdravkovic to the extent of his appointment), Managers and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, if any, in this Ordinary Resolution proposed at Item No.2 of this Notice.

The Board of Directors had already approved the aforesaid matter at their Meeting held on May 4, 2023, and recommends the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company.

Item No: 3

To approve borrowing limits of the Company

The Company requires funds for both short term as well as long term needs and for general corporate purposes. In this regard, the Company may require to borrow funds from time to time by way of loans and/or issue of bonds, debentures or other securities.

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors and any other Committee of the Board (as may be delegated by the Board) of the Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital free reserves and Securities premium apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders for the borrowing limits of **INR 125 Crores (Indian Rupees One hundred and twenty-five crores only)** (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the **Special Resolution** for approval of the Shareholders.

Item No: 4

To approve creation of Security cover as per Sec 180 (1) (a)

The Shareholders of the Company shall authorize the Board of Directors for creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company





Vivriti Asset Management

whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings which shall not at any time exceed **INR 190 crores (Indian Rupees One Hundred and Ninety crores only)** or the aggregate of the paid up capital, free reserves and Securities Premium of the Company, whichever is higher.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the **Special Resolution** for approval of the Shareholders.

Item No: 5

To consider and approve making additional investments, giving loans, guarantees and security in excess of limits specified u/s 186

Pursuant to the provisions of section 186 of the Companies Act 2013, a company is required to obtain prior approval of the members through a special resolution, in case the company wants to-

- (a) give any loan to any person or other body corporate.
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

Accordingly, it is proposed to seek the approval of the shareholders upto **Rs. 300 crores (Indian Rupees Three hundred crores only)** under section 186 of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the **Special Resolution** for approval of the Shareholders.





Vivriti Asset Management

Item No: 6

To approve limits for borrowing through issue of Debt Securities

To strengthen and augment the liquidity of the company and fund expansion plans, the Board of Directors of the Company at its meeting held on May 4, 2023, subject to approval of the shareholders of the Company, proposed to raise funds, during the financial year 2023-2024, by issue of Secured / Unsecured /Listed/Un-listed / Perpetual Non-Convertible Debentures up to an amount of INR 30 crores (Rupees Thirty Crores only) on private placement basis in one or more tranches as and when required. Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities), Rules, 2014, prior approval of the shareholders of the Company by way of special resolution is required for all the offer or invitation for issue of Listed/ Unlisted/ Secured / Unsecured Non-Convertible Debentures to be made during the year through private placement basis in one or more tranches.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

For and on behalf of Vivriti Asset Management Private Limited



Name: Amritha Paltenkar

Designation: Company Secretary

Membership No. A49121

Place: Chennai

Date: May 25, 2023



Vivriti Asset Management

Consent by shareholder for shorter notice
Pursuant to section 101(1) of the Companies Act, 2013

To,
The Board of Directors,
Vivriti Asset Management Private Limited,
Prestige Zackria Metropolitan No. 200/1-8,
1st Floor, Block -1,
Annasalai, Chennai – 600 002

Sub: Shorter Consent of the member for shorter notice of 4th Annual General Meeting to be held on Friday, 26th May 2023

Dear Sir/ Madam,

I, [Name of the member], having registered address at [full address of the member], holding [no of shares held] (number of shares in words) of INR _____ [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 4th Annual General Meeting on Friday the 26th May, 2023 at 5.30 PM through video conference at a shorter notice.

(Signature)
Name of the member
Date:
Place: