

Confirmation to be submitted by the Company

July 11, 2024

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub:** Application under Regulation 59A of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the 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", 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" or "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")

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

- a) The proposed 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.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230 it shall disclose:
  - i) the pre and post-arrangement (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 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 holders, if any





# Vivriti Asset Management

- c) The draft 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, has been disseminated on company's website as per Website link given hereunder <https://vivritiamc.com/vivriti-group-scheme-of-restructuring/>.
- d) The Company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Company shall ensure that wherever the approval by holders of NCDs 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 ASSET MANAGEMENT PRIVATE LIMITED**

*Vineet Sukumar*

**Mr. Vineet Sukumar**  
**Managing Director**  
**DIN: 06848801**



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1<sup>st</sup> Floor, Block -1, Annasalai, Chennai – 600002**

**Vivriti Asset Management Private Limited**  
CIN: U65929TN2019PTC127644  
GST: 33AAGCV8193G1Z0 (Chennai)

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