



Vivriti Asset Management

VIVRITI ASSET MANAGEMENT PRIVATE LIMITED

CIN: U65929TN2019PTC127644

REGD OFFICE: PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 1ST FLOOR, BLOCK -1, ANNASALAI,
CHENNAI – 600002, INDIA

SHORTER NOTICE is hereby given that the **19th Extra Ordinary General Meeting** of the shareholders of Vivriti Asset Management Private Limited (**'VAM' or the 'Company'**) will be held on Thursday, November 14, 2024 at 5:00 P.M (IST) through Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block -1, Annasalai, Chennai – 600 002, India, to transact the following Special businesses:

1. To consider and approve amendments to VAM ESOP PLAN-I 2021:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT that pursuant to section 62(1)(b) read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from time to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised **VAM ESOP PLAN-I 2021 (hereinafter referred as "ESOP Scheme")** together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the ESOP Committee be and is hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Nomination and Remuneration Committee ("NRC") or the Board, as the case may be, be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the NRC or the Board, as the case may be, be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT the Managing Director or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

2. To consider and approve amendments to VAM ESOP PLAN-II 2021

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** that pursuant to section 62(1)(b) read with rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from time to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the revised **VAM ESOP PLAN-II 2021 (hereinafter referred as “ESOP Scheme”)** together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the ESOP Committee be and is hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the ESOP Scheme and are further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the ESOP Scheme and perform such functions as designated for them under the ESOP Scheme.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Nomination and Remuneration Committee (“NRC”) or the Board, as the case may be, be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid ESOP Scheme, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the NRC or the Board, as the case may be, be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the modified ESOP Scheme, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the ESOP Scheme are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director or the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT the Managing Director or the Company Secretary of the Company, be and are hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required.”

By order of the Board
For **Vivriti Asset Management Private Limited**

Sd/-

Ms. Priyanka Jain
Company Secretary & Compliance Officer
Membership No. A41411

Place: Chennai

Date: November 14, 2024

Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
2. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No.21/2021 dated December 14, 2021 and General Circular No. 3/2022 dated May 05, 2022, respectively in relation to “Clarification on holding of Annual General Meeting (AGM) and extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM) and passing of Ordinary and Special resolutions by the Companies under the Companies Act, 2013” read with General Circular No. 10/2022 dated December 28, 2022 and General Circular No.09/2023, dated September 25, 2023 (collectively referred to as “MCA Circulars”) has permitted holding of the extra-ordinary general meeting whereby it is permissible to convene the Extra-ordinary General Meeting of the Company through Video Conferencing / Other Audio Visual Means (OAVM). The deemed venue for the EGM shall be the Registered Office of the Company.
3. Pursuant to the aforementioned MCA Circulars, since the EGM is being held through VC / OAVM, 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 EGM and hence the proxy form, attendance slip, and route map are not annexed to this notice.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Company shall conduct the EGM through VC / OAVM by using Zoom cloud meetings (“Zoom”) and the members are requested to follow instructions as stated in this notice for participating in this EGM through Zoom. An invite of the EGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
6. The attendance of the members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holder(s) attending the meeting through VC / OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
7. 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 compliance@vivritiamc.com. An access for such documents would be given to such Member(s) at the Meeting. Further, the same shall also be available for inspection by the Members at the Registered Office of the Company on any working day between 11:00 A.M. to 4 P.M. up to and including the date of EGM.

8. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance with regard to the proposed business items to be placed at the EGM, from their registered e-mail ID, mentioning their full name, folio number / DPID-Client ID, address and contact number, to compliance@vivritiamc.com by 4:30 PM IST on or before November 14, 2024 so that the requisite information / explanations can be kept ready and 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 EGM.
9. The Notice is being sent electronically to all the Members / Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories as on November 13, 2024 , in accordance with the provisions of the Companies Act, 2013, read with Secretarial Standards – 2 and Rules made thereunder. All correspondences relating to transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding of the company may be made to Integrated Registry Management Services Private Limited (“Integrated”), the Registrar and Share Transfer Agent of the Company. The members holding shares in dematerialized form may send such communication to their respective depository participant(s) (“DP”).
10. Members who have not registered their e-mail IDs are requested to register the same with respective depository participant(s) and members holding shares in physical mode are requested to update their email addresses with the Company by sending a request to compliance@vivritiamc.com. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, etc., with the respective depository participant(s) and members holding shares in physical mode are requested to update the same by sending a request to compliance@vivritiamc.com.
11. Pursuant to section 101(1) of the Companies Act, 2013, draft of shorter notice consent is annexed to this notice. Members are requested to send the signed shorter notice consent(s) prior to the time fixed for EGM.

Explanatory statement as per Section 102 of the Companies Act, 2013

Item No. 1&2: To consider and approve amendments to VAM ESOP PLAN I &II 2021

It is proposed to amend the existing ESOP PLAN I & II, 2021 (hereinafter collectively referred to as “**ESOP Schemes**”). The object is to carry out requisite changes in relation to administration of the scheme, including key changes w.r.t. enabling accelerated vesting for the option holders, providing clarity for liquidity event, cessation of cashless and cash exit and incidental changes thereto. A few clarificatory changes have also been carried out in the definitions section and procedures incidental to such changes. All the employees are beneficiaries of the proposed variations. A summary of changes has been attached as Annexure-1 to this notice. The draft copy of the above-mentioned ESOP Scheme(s) is attached with this Notice.

The Nomination and Remuneration Committee and Board of Directors at their meeting held on November 6, 2024, had considered the proposed changes in ESOP Schemes as well as other changes as stated above and recommended the same to the Members for the necessary approval.

The draft copies of the above-mentioned ESOP Schemes are attached with this notice for your kind perusal.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution except to the extent of stock options granted to them and the resultant equity shares issued, if any.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

The Board of Directors recommends passing of the resolutions as set out at Item No.1&2 of this Notice as **Special Resolutions**.

By order of the Board
For **Vivriti Asset Management Private Limited**

Sd/-
Ms. Priyanka Jain
Company Secretary & Compliance Officer
Membership No. A41411

Place: Chennai
Date: November 14, 2024

**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
1st Floor, Prestige Zackria Metropolitan, No – 200/1-8,
Block-1, Anna Salai, Chennai – 600002, India.**

Subject: Consent for convening Extraordinary General Meeting at shorter notice under section 101 of Companies Act, 2013

Dear Sir / Madam,

I / We [Name of Member] having registered address / principal place of business at [Full address of the member], holding [number of shares held] (number of shares held in words) of face value (in Rupees) in the Company, hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold Extraordinary General Meeting of the Company on Thursday, November 14, 2024 at 5:00 P.M (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) at 1st Floor, Prestige Zackria Metropolitan, No – 200/1-8, Block-1, Anna Salai, Chennai – 600002, India, at a shorter notice.

[Signature]
[Name of Member]

Date:

Place: