

## AGM Notice

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 **6<sup>th</sup> Annual General Meeting** of the members of Vivriti Asset Management Private Limited ("**Company**") will be held on Monday on the 09<sup>th</sup> day of June, 2025 at 5:30 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 with or without modification, as may be permissible, 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, 2025, together with the Reports of the Board of Directors and the Auditors thereon:
2. To appoint a Director in place of Mr. John Tyler Day, as a Director liable to retire by rotation and being eligible, offers himself for re-appointment:
3. To appoint a Director in place of Mr. Gopal Srinivasan, as a Director liable to retire by rotation and being eligible, offers himself for re-appointment:

**SPECIAL BUSINESS:**

4. To approve the appointment of Mr. Samir Abhyankar (DIN:10081649) as Nominee Director (Non-Executive) on the Board of the Company:

To consider and to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152, 161 and such other provisions of Companies Act, 2013 read with rules made and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 thereunder (including any statutory modifications & re-enactments thereon) 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. Samir Abhyankar, (DIN - 10081649), who was appointed as additional director of the company with effect from May 19, 2025, as a Nominee Director - Non-Executive of the Company and who holds office up to the date of the ensuing AGM and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company and in respect of whom, the Company has received a Notice in writing under Sec. 160 of the Companies Act, 2013 from a Member i.e. Lightrock Growth Fund I S.A., SICAV-RAIF and LR India Fund I S.a r.l., SICAV-RAIF, proposing his candidature for the office of Director, be and is hereby appointed as a Nominee Director (Non-Executive) of the Company whose office shall be liable to retire by rotation.

**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;
3. Disclosure of interest in form MBP – 1 in pursuant to section 184(1) of the Companies Act, 2013;
4. Nomination letter received from Lightrock Growth Fund I S.A., SICAV-RAIF and LR India Fund I S.a r.l., SICAV-RAIF.

**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."

**5. To consider and approve the re-appointment of Mr. Narayan Ramachandran as an Independent Director for a second consecutive term of five years:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other

applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable ('SEBI Listing Regulations'), as amended from time to time, Articles of Association and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for re-appointment of Mr. Narayan Ramachandran (DIN: 01873080) as an Independent Director of the Company w.e.f. September 24, 2025, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for second term of five years with effect from September 24, 2025, till September 23, 2030.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, things and deed to comply with applicable provisions including such steps and actions for the purposes of making relevant filings and registration, if any required, including e-filing(s) to be made with the Registrar of Companies and any other regulatory authority in relation to the aforesaid reappointment.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to sign the certified true copies of the aforesaid resolution(s) and may be furnished to any relevant person(s)/ authority(ies) as and when required."

## 6. To approve remuneration payable to Mr. Narayan Ramachandran.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 197 & 198 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory amendment, modification or re-enactment thereof for the time being in force), the rules, regulations, directions, and notifications issued/ framed thereunder and Schedule V thereto, read with the Articles of Association of the Company and pursuant to the approval of the Board on the basis of recommendation of Nomination & Remuneration Committee, the consent of the Shareholders of the Company be and is hereby accorded for payment of remuneration of Rs. 10,00,000/- (Rupees Ten Lakhs) to Mr. Narayan Ramachandran, Independent Director for the Financial Year 2025-26.

**RESOLVED FURTHER THAT** Mr. Vineet Sukumar, Managing Director and the Company Secretary of the Company be and are hereby severally authorized to do all the act,

deeds and things which are necessary for the aforesaid matter and to do necessary filing, as may be required, in prescribed form to Registrar of Companies.”

**7. To appoint statutory auditor for Vivriti Asset Management Private Limited, (Singapore Branch) for the FY 2024-25:**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with section 143(8) of the Companies Act, 2013, read with rules made thereunder including any modifications and enactments for time being in force, pursuant to the provisions of Section 205 of Singapore Companies Act, 1967 and all other applicable provisions of the Singapore Companies Act (including any statutory modification(s) and enactment(s) thereof from time to time being in force), and based on the recommendation received from Audit Committee and approval of the Board of Directors for appointment of M/s. Everest Assurance PAC" Address: 7500A Beach Road, #14-302 The Plaza, Singapore 199591 Chartered Accountants, for appointment as a branch auditor of Vivriti Asset Management Private Limited, (Singapore Branch) for the financial year 2024-25 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, things and deed to comply with applicable provisions including such steps and actions for the purposes of making relevant filings and registration, if any required, including e-filing(s) to be made with the Registrar of Companies and any other regulatory authority in relation to the aforesaid appointment.”

**By order of the Board**

For and on behalf of **Vivriti Asset Management Private Limited**

Sd/-

**Ms. Priyanka Jain**

**Company Secretary & Compliance Officer**

**Membership No. A41411**

**Address: Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block-1, Annasalai, Chennai – 600002**

Place: Chennai

Date: May 30, 2025

**Notes:**

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
2. The 6th AGM of the Company is being conducted through Video Conferencing / Other Audio-Visual Means (VC / OAVM) facility, in compliance with General Circular No. 09/2023 dated 25th September 2023 read with previous circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and the provisions of the Act. The deemed venue for the AGM shall be the Registered Office of the Company. In terms of Section 102 of Companies Act, 2013 and Secretarial Standards, an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of the Notice.
3. Pursuant to the aforementioned MCA Circulars, since the AGM 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 AGM 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 Pursuant to Section 113 of the Companies act, 2013 are requested to 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 [compliance@vivritiamc.com](mailto:compliance@vivritiamc.com) authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Company shall conduct the AGM 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 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. The attendance of the members attending the AGM 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](mailto: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 AGM.

8. 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 23<sup>rd</sup> of May, 2025, 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").
9. 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](mailto: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](mailto:compliance@vivritiamc.com).
10. Appointment / Re-appointment of Directors At the ensuing Annual General Meeting, Mr. John Tyler Day and Mr. Gopal Srinivasan retire by rotation and being eligible, offer themselves for re-appointment. Details of Directors seeking appointment / reappointment at the 6th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 are given as an Annexure to the Notice. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.



### PROCESS FOR ATTENDING THE MEETING:

1. To attend the Annual General Meeting through VC/OAVM, 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. The facility of participation at the AGM through VC / OAVM will be made available to all the Directors, Members, Statutory Auditors, Secretarial Auditors and Debenture Trustees.
6. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number at [compliance@vivritiamc.com](mailto:compliance@vivritiamc.com) at least 10 days prior to the date of AGM.
7. Members are requested to keep their Video ON at the time of voting to enable the Company to ascertain the votes cast on business transacted at the AGM. In case a Poll is demanded on any item, Members shall convey their Vote by sending e-mail to [compliance@vivritiamc.com](mailto:compliance@vivritiamc.com).
8. In case you have any queries regarding the AGM or grievance connected with the VC / OAVM facility, you may contact the undersigned at [compliance@vivritiamc.com](mailto:compliance@vivritiamc.com).
9. In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Priyanka Jain, Company Secretary at +91 9819979891.
10. 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.

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

PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED.

## Item No: 2

## To re-appoint Mr. John Tyler Day, as a Director liable to retire by rotation

Mr. John Tyler Day is a Non-Executive Director on our Board. He is currently associated with Creation Investment Capital Management LLC as a partner and member of the investment committee. He has over 12 years of experience in the field of financial services. His qualification, experience and other details are tabulated below:

Particulars	Details
Name of the Director	John Tyler Day
Date of Birth	11-03-1986
Age	39 years
DIN	07298703
Qualification	He holds a bachelor of business administration degree from University of Texas at Austin. He also holds a master of business administration degree from J.L. Kellogg School of Management, Northwestern University.
Current Designation	Nominee Director
Date of First appointment on board	14-08-2020
Experience	He has over 12 years of experience in the field of financial services.
Terms and Conditions of re-appointment	Re-appointment as a Director liable to retire by rotation
The remuneration last drawn by such person, if applicable	NIL



Particulars	Details
Remuneration proposed	NIL
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
The number of Meetings of the Board attended during the year (i.e. for FY 24- 25)	Total No. of Board Meetings – 5 Number of Board Meetings attended – 3

#### Other Directorship, Membership/Chairmanship in other Boards:

S. No	Name of the Company	Position held	Committee membership
1.	CredAvenue Private Limited	Director	<b>Member of the following Committees:</b> Audit Committee, Risk Management Committee.
2.	OFB Tech Private Limited	Director	<b>Member of the following Committees:</b> Risk Management Committee, Corporate Social Responsibility Committee,
3.	Vivriti Next Limited (formerly known as Vivriti Next Private Limited)	Nominee Director	-
4.	Sohan Lal Commodity Management Private Limited	Director	-

S. No	Name of the Company	Position held	Committee membership
5.	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Nominee Director	<b>Member of the following Committees:</b> Risk Management Committee, IT Strategy Committee, Stakeholder Relationship Committee.
6.	Muthoot Microfin Limited	Director	Member of Nomination and Remuneration Committee
7.	Vastu Housing Finance Corporation Limited	Nominee Director	-
8.	Desiderata Impact Ventures Private Limited	Nominee Director	-
9.	CISV India Private Limited	Director	-

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except the concerned Director and his relative (to the extent of their shareholding in the Company, if any).

The Board of Directors had already approved the aforesaid matter at their Meeting held on May 19, 2025 and recommends the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company.

### Item No: 3

#### To re-appoint Mr. Gopal Srinivasan, as a Director liable to retire by rotation

Mr. Gopal Srinivasan is a graduate in commerce from Loyola College in Chennai, and a MBA graduate from the University of Michigan, US. He was appointed as director in TVS Electronics Limited on July 18, 2003. Being a passionate entrepreneur, he is actively involved in the promotion of entrepreneurship as an angel investor in association with Chennai Angels and TiE (The Indus Entrepreneurs), where he provides guidance to budding entrepreneurs on incubating businesses. He is also the Founder, Chairman and Managing Director of TVS Capital Funds Private Limited and a third-generation member of the TVS Family. Over an entrepreneurial career spanning 30 years, he has incubated 8 companies operating in diverse sectors including technology, financial services & auto

components. He is a Governing Council member of Reserve Bank Innovation Hub (RBIH), which is a centre for idea generation and development facilitating environment stewardship, encouraging collaboration, and in turn, promoting innovation in the financial sector. He has been appointed as the Honorary Consul for the Kingdom of Netherlands in Tamil Nadu. He was the Chairman of the Confederation of Indian Industry (CII) Tamil Nadu State Council in 2007-08, and the Chairman of CII National for Private Equity & Venture Capital in 2010-11. His experience spans governance, strategy, investment, business performance, investor relations, talent/people management etc.

His qualification, experience and other details are tabulated below:

Particulars	Details
Name of the Director	Gopal Srinivasan
Date of Birth	04/08/1958
Age	66 years
DIN	00177699
Qualification and Experience	graduate in commerce from Loyola College in Chennai, and a MBA graduate from the University of Michigan; 30+ years of experience
Current Designation	Nominee Director
Date of First appointment on board	09/08/2022
Terms and Conditions of re-appointment	Re-appointment as a Director liable to retire by rotation
The remuneration last drawn by such person, if applicable	NIL
Remuneration proposed	NIL
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
The number of Meetings of the Board attended during the year (i.e. for FY 24- 25)	Total No. of Board Meetings – 5 Number of Board Meetings attended – 1

## Other Directorship, Membership/Chairmanship in other Boards:

Name of the Company	Position held	Committee membership
Lucas TVS Limited	Director	-
Vivriti Capital Limited	Director	Member - Nomination and Remuneration Committee
TVS Capital Funds Private Limited	Chairman & Managing Director and Member	-
T V Sundaram Iyengar & Sons Private Limited	Director and Member	-
Reserve Bank Innovation Hub	Director	-
TVS Wealth Private Limited	Director and Member	-
NextWealth Entrepreneurs Private Limited	Director	-
Sundaram Investment Private Limited	Director	-
TVS Investments Private Limited (Formerly Geeyes Family Holdings Private Limited)	Director	-
CredAvenue Private Limited	Director	-
Vivriti Asset Management Private Limited	Director	-
IVC Association	Chairman and Director	-
IIT Madras Research Park	Director	-
Chennai International Centre	Director	-
Chennai angels Network Association	Director	-

Name of the Company	Position held	Committee membership
Chennai City Connect Foundation	Director	-
Diaspora Leaders Foundation	Director	-
Prema Srinivasan Charitable Foundation	Director	-
Shri Cheema Charitable Foundation	Director	-

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except the concerned Director and his relative (to the extent of their shareholding in the Company, if any).

The Board of Directors had already approved the aforesaid matter at their Meeting held on May 19, 2025 and recommends the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company.

**Item No. 4: To approve the appointment of Mr. Samir Abhyankar (DIN: 10081649) as Nominee Director (non-executive) on the Board of Directors of the Company**

Based on the recommendation received from Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 19, 2025, accorded approval for the appointment of Mr. Samir Abhyankar (DIN: 10081649) as Additional Director (non-executive) on the Board of Directors of the Company on behalf of Lightrock Growth Fund I S.A., SICAV-RAIF and LR India Fund I S.a r.l., SICAV-RAIF. Further, pursuant to section 152 of the Companies Act, 2013, the Board also recommended the appointment of Mr. Samir Abhyankar, (DIN - 10081649) as Nominee Director (Non-Executive) of the Company for the consideration of members in the ensuing Annual General Meeting.

Particulars	Details
Name of the Director	Mr. Samir Abhyankar
Date of Birth	08/01/1975
Age	50 years
DIN	10081649

Particulars	Details
Address	16 Ivy Lodge, 122 Notting Hill Gate, London, United Kingdom
Email Address	samir@lightrrock.com
Qualification	He holds an MBA from INSEAD, Masters from Johns Hopkins School of Advanced International Studies , masters in International Affairs, International Economics , African Studies.
Nationality	United Kingdom
Date of First appointment on board	May 19, 2025
Relevant knowledge and Experience	Samir Abhyankar has joined Lightrrock from British International Investment, where he led the Financial Services Group and headed Direct Private Equity. He has over twenty-five years of global investing experience, having overseen investments across Africa and Asia exceeding USD \$1 billion annually. Samir has held senior positions, including Partner at TPG Rise and TPG Growth, as well as roles at Satya Capital and Citi Venture Capital International. He began his career at the World Bank. He holds an MBA from INSEAD and a Masters from Johns Hopkins School of Advanced International Studies
Terms and Conditions of re-appointment	The terms and conditions of his appointment shall be governed by the Nomination and Remuneration Committee and Audit Committee Charters.
Terms and Conditions of re-appointment	The terms and conditions of his appointment shall be governed by the Nomination and Remuneration Committee and Audit Committee Charters.
The remuneration last drawn by such person, if applicable	NA



Particulars	Details
Remuneration proposed	NA
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA
The number of Meetings of the Board attended during the year (i.e. for FY 24- 25)	NIL
Directorship in other Boards	NIL
Membership/Chairmanship of Committees of other boards	NIL

None of the Directors (other than Mr. Samir Abhyankar to the extent of his appointment) 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.4 of this Notice.

The Board of Directors had already approved the aforesaid matter at their Meeting held on May 19, 2025 and recommends the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company.

**Item 05: To consider and approve the re-appointment of Mr. Narayan Ramachandran as an Independent Director for a second consecutive term of five years:**

The members are requested to take note that Mr. Narayan Ramachandran was appointed as an Independent Director w.e.f. September 25, 2020, for a term up to five consecutive years on the Board of a Company. Accordingly, his tenure as an independent Director comes to an end on September 24, 2025.

Considering the valuable contributions made by him to the Company, it is proposed to appoint him for a second term in line with the applicable provisions of Companies Act, 2013. Accordingly, the Company has received his consent in writing in Form DIR-2 for the proposed reappointment along with other applicable disclosures including Form MBP-1 & DIR -8 and Fit & proper criteria as per the policy of the Company will be placed at the meeting. The brief profile of Mr. Narayan Ramachandran is also given below for the perusal of the members.

Further, the Nomination and Remuneration Committee of the Company at its meeting held on May 15, 2025, has recommended his reappointment to the Board of Directors based on the declarations.

The members may note that Mr. Narayan Ramachandran would be paid annual remuneration as approved in Extraordinary General Meeting held on March 07, 2025 in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013, sitting fee(s) as approved by the Board from time to time and other reasonable reimbursement(s) in connection with Board Meeting(s) as paid to other Independent Directors of the Board. Any other benefits may accrue to her in line with the Company policy subject to the applicable provisions of law. The Audit Committee of the Company has considered the proposed reappointment at its meeting held on May 19, 2025, and has recommended his re-appointment to the Board of Directors from the perspective of transaction with related party.

Based on the recommendations received from Nomination and Remuneration Committee and Audit Committee of the Company, and in the opinion of the Board, he fulfils the conditions specified in this Act for such an appointment.

#### **Brief profile of Director to be reappointed:**

Mr. Narayan Ramachandran is a writer, and emerging markets investor. He is co-founder and Fellow of the Takshashila Foundation, a public policy school and think tank. He writes a fortnightly column titled "A Visible Hand" for 'The Mint' newspaper. He teaches an online graduate-level course on contemporary economics.

Mr. Narayan is also co-chairman of Unitus Capital, India's largest social enterprise investment bank. He recently finished a full 8-year term as Chairman of RBL Bank, one of India's fastest growing banks. At RBL, he was one of the founding team members that led the transformation of the bank from a small regional bank to one that is now listed and has a national footprint. He is an active private equity investor in financial services, social enterprises and consumer businesses.

He serves as the Chairman and co-founder of InKlude Labs, a social business enterprise working in the field of education and public health. Through InKlude Labs, Narayan works with deserving NGOs to help them scale. He is currently working on his third incubation with the Center for Wildlife Studies.

Earlier, Narayan was the Country Head of Morgan Stanley India, leading all of the Morgan Stanley group's businesses. He was the head and lead portfolio manager of Morgan Stanley's Global Emerging Markets and Global Asset Allocation teams, managing over USD 25 billion in assets. Before joining Morgan Stanley, he was a managing director at Rogers Casey. He began his career at Goldman Sachs. He served as General Partner and Member of the Global Strategy Advisory Board of L Catterton Asia, a consumer-focused growth equity firm. Mr. Narayan received a B.Tech. in chemical engineering from the Indian Institute of Technology Bombay and an M.B.A. from the University of Michigan.

Narayan holds the Chartered Financial Analyst designation. He is on the board of several entrepreneurial companies and foundations.

#### Details of Mr. Narayan Ramachandran:

Particulars	Details
Name of the Director	Mr. Narayan Ramachandran
Date of Birth	14/07/1962
Age	62 years
DIN	01873080
Qualification & Experience	B.Tech. in chemical engineering from Indian Institute of Technology Bombay and an M.B.A. from University of Michigan. He is also a Chartered Financial Analyst.
Address	D-51, Shobha Ivory, St. John's Road, Ulsoor, Bangalore - 560042
Current Designation	Independent Director
Director on the Board since	25/09/2020
Occupation	Service
Nationality	Indian
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	The terms and conditions of re-appointment of Mr. Narayan Ramachandran shall be governed by the Nomination and Remuneration Committee and Audit Committee Charters.
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
The number of Meetings of the Board attended during the year (i.e. for FY 24-25)	Total No. of Board Meetings - 5 Number of Board Meetings attended - 4

Particulars	Details
Directorship/Designated partner in other Boards/LLP	TeamLease Services Limited Geeyes Capital Funds Private Limited UC Inclusive Credit Private Limited Caspian Impact Investments Private Limited Inklude Labs Private Limited TeamLease Digital Private Limited UC Investment Management LLP
Membership/ Chairmanship of Committees of other Boards	Please refer Table A given below

Name of the Company	Type of Committees	Position held
		Chairman/ Member
TeamLease Services Limited	Audit Committee	Member
	Risk Management Committee	Chairperson
	Nomination & Remuneration Committee	Member
	Stakeholder Relationship Committee	Member
TVS Capital Funds Private Limited	Nomination & Remuneration Committee	Member

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except the concerned Independent Director and his relative (to the extent of their shareholding in the Company, if any).

The Board of Directors had already approved the aforesaid matter at their Meeting held on May 19, 2025 and recommends the Special Resolution as set out in the Notice for the approval of the Members of the Company.

#### **Item 06: To approve remuneration payable to Mr. Narayan Ramachandran.**

The Shareholders at their meeting held on March 07, 2025 had approved the payment of annual remuneration of Rs. 10,00,000/- (Indian Rupees Ten Lakhs only) with effect from October 01, 2024, to Mr. Narayan Ramachandran, Independent Director of the Company in accordance with the provisions of Section 197, 198 read with Schedule V of the Companies Act, 2013 and all other applicable provision of the Companies Act, 2013 read with Company's Nomination and Remuneration Policy.

Your Company wishes to inform you that as per the recommendation received from Nomination and Remuneration Committee and consent of the Board of Directors of the Company on May 19, 2025, have approved the payment of remuneration of Rs.10,00,000/- (Indian Rupees Ten Lakhs only) to Mr. Narayan Ramachandran, Independent Director of the Company for the Financial Year 2025-26.

The Ministry of Corporate Affairs has on March 18, 2021 notified the amendments to Sections 149(9) and 197(3) of the Act by the Companies (Amendment) Act, 2020 to enable Companies faced with no profits or inadequate profits to pay certain remuneration to their Non-Executive Directors ('NEDs') and Independent Directors ('IDs'), in accordance with the provisions of Schedule V to the Act.

To give effect to the amendments made to Sections 149(9) and 197(3), a concurrent amendment was also made to Schedule V to the Act through Notification No. S.O. 1256(E), issued by the Ministry of Corporate Affairs on March 18, 2021. This notification has prescribed the limits of the remuneration payable to NEDs and IDs, in the event of no profits or inadequate profits. Under Item (A) of Section II of Part II of Schedule V to the Act, in the event of no profits or inadequate profits NEDs and IDs can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

Remuneration to be paid to Mr. Narayan Ramachandran, Independent Directors is exclusive of the following:

1. Sitting fee to be paid to the Independent Director for every Board and Committee meetings.
2. Re-imbursement of expenses w.r.t. attending Board/ Committee meetings.

None of the Directors, Key Managerial Personnel and their relatives of the Company are, in any way, concerned or interested in the said resolution, except the concerned Independent Director and his relative (to the extent of their shareholding in the Company, if any).

**DISCLOSURE AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 AND THE CORRESPONDING RULES, IS GIVEN HEREUNDER:**

**General Information:**

1	Nature of Industry	Asset Management Company. The main business of the Company, inter alia, is to act as an asset management company of alternative investment funds, or any fund registered with SEBI or other regulatory authority.
2	Date or expected date of commencement of commercial production	Existing Company in operation since 2019
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
4	Financial Performance based on given indicators	In the financial year 2024-25, the Company made a total income of INR 6,446.39 Lakhs and Net Loss of INR (100.78) Lakhs.
5	Foreign Investment or Collaboration, if any	<ol style="list-style-type: none"> <li>1. Creation Investments India III, LLC holds 2.45% Equity shares in the Company</li> <li>2. Lightrock Growth Fund I S.A., SICAV-RAIF holds 4.90% Equity shares in the Company</li> <li>3. LR India Fund I S.à r.l., SICAV-RA IF holds 4.90% Equity shares in the Company</li> </ol>

**Information about the appointee:**

1	Background details	Mr. Narayan Ramachandran is a writer, and emerging markets investor. He is co-founder and Fellow of the Takshashila Foundation, a public policy school and think tank. He writes a fortnightly column titled "A Visible Hand" for 'The Mint' newspaper. He teaches an online graduate-level course on contemporary economics.
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1	Background details	<p>Mr. Narayan is also co-chairman of Unitus Capital, India's largest social enterprise investment bank. He recently finished a full 8-year term as Chairman of RBL Bank, one of India's fastest growing banks. At RBL, he was one of the founding team members that led the transformation of the bank from a small regional bank to one that is now listed and has a national footprint. He is an active private equity investor in financial services, social enterprises and consumer businesses.</p> <p>He serves as the Chairman and co-founder of InKlude Labs, a social business enterprise working in the field of education and public health. Through InKlude Labs, Narayan works with deserving NGOs to help them scale. He is currently working on his third incubation with the Center for Wildlife Studies.</p> <p>Earlier, Narayan was the Country Head of Morgan Stanley India, leading all of the Morgan Stanley group's businesses. He was the head and lead portfolio manager of Morgan Stanley's Global Emerging Markets and Global Asset Allocation teams, managing over USD 25 billion in assets. Before joining Morgan Stanley, he was a managing director at Rogers Casey. He began his career at Goldman Sachs. He served as General Partner and Member of the Global Strategy Advisory Board of L Catterton Asia, a consumer-focused growth equity firm. Narayan received a B.Tech. in chemical engineering from the Indian Institute of Technology Bombay and an M.B.A. from the University of Michigan. Narayan holds the Chartered Financial Analyst designation. He is on the board of several entrepreneurial companies and foundations.</p>
2	Past remuneration	Sitting Fees based on meetings attended
3	Recognition or awards	NIL
4	Job profile and his suitability	<p>Mr. Narayan Ramachandran, Independent Director of the Company is expected to devote his time as is necessary for the proper performance of his duties and as an Independent Director and will be</p>

		involved in the capacity of chairperson for the board and committee meetings each year.
5	Remuneration proposed	It is proposed to pay remuneration of Rs. 10,00,000/- (Indian Rupees Ten Lakhs only)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The Company has done an internal benchmarking study on the remuneration of the Independent Director. Basis this study the proposed remuneration is close to the median remuneration paid by similar Companies and is justifiable considering the size and scale of the Company. Also the Independent Director of the Company is highly experienced professional having specialized knowledge and skills to guide the Company on latest technological developments, global market trends, consumer behaviour, consumption pattern and other relevant indicators for business enhancement and product mix. Hence, the remuneration proposed to him is justified and commensurate with other organizations of the similar type, size and nature in the industry.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	There is no pecuniary relationship of the Independent Directors with Company or with any managerial personnel other than remuneration proposed to be paid to the Independent Director, as mentioned in the aforesaid resolution.

### Other Information:

1	Reasons of loss or inadequate profits	During the Financial year 2024-25, the profits of the Company were not adequate however, the Company has built a strategy and working towards being profitable and therefore the remuneration payable to the Independent director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V
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2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to increase demand and business results.
3	Expected increase in productivity and profits in measurable term	During FY 2024-25, Q4 results showed considerable recovery in demand and business results.

The Board of Directors of your Company recommends passing of the resolution set out at Item No. 6 as Special Resolution.

**Item 07: To appoint statutory auditor for Vivriti Asset Management Private Limited, (Singapore Branch) for the FY 2024-25.**

The Board of directors at their meeting held on January 30, 2025, based on recommendation of the Audit Committee, recommended the appointment of "M/s. Everest Assurance PAC" Address: 7500A Beach Road, #14-302 The Plaza, Singapore 199591 Chartered Accountants, as branch auditor of Vivriti Asset Management Private Limited, (Singapore Branch) for the financial year 2024-25 in accordance with the provisions of the Singapore Companies Act, 1967, and Section 139 of the Indian Companies Act, 2013.

None of the Directors of the Company, Key Managerial Personnel and their relatives are concerned or interested in the passing of Resolution.

The Board of Directors of your Company recommends passing of the resolution set out at Item No. 7 as Ordinary Resolution.

**By order of the Board**

For and on behalf of Vivriti Asset Management Private Limited

Sd/-

**Ms. Priyanka Jain**

Company Secretary & Compliance Officer

Membership No. A41411

**Address:** Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block-1, Annasalai, Chennai –600002

**Place:** Chennai

**Date:** May 30, 2025

**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 – 600 002, India.

Subject: Consent for convening 6th Annual 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 6<sup>th</sup> Annual General Meeting of the Company on Monday, 09<sup>th</sup> June 2025 at 5:30 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 at a shorter notice.

[Signature]

[Name of Member]

**Date:**

**Place:**