

VIVRITI ASSET MANGEMENT 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 **18th Extraordinary General Meeting** of the shareholders of **Vivriti Asset Management Private Limited ('VAM' or the 'Company')** will be held on Tuesday, February 20, 2024 at 09.15 a.m (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") at Company's Registered Office situated at Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block-1, Annasalai, Chennai – 600002, India, to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve the re-appointment of Ms. Namrata Kaul (DIN: 00994532) as an Independent Director for a second consecutive term of five years:

To consider and, if thought fit, to pass the following resolution(s) as **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 and on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for re-appointment of Ms. Namrata Kaul (DIN: 00994532) as an Independent Director of the Company w.e.f. March 22, 2024, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for re-appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act 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 March 22, 2024 to March 21, 2029.

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."

2. To consider and approve conversion of existing loan to equity.

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

"RESOLVED THAT in continuation to the shareholders of the Company duly approved this transaction on October 13, 2023, pursuant to the provisions of section 42, 62(3) and 179 of the Companies Act, 2013, and any other applicable provisions, read with rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company, subject to all necessary approvals, consents,

permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities, other applicable laws, applicable rules and regulations framed by Reserve Bank of India under the Foreign Exchange Management Act, 1999, (including any statutory modification or enactment thereof, for the time being in force), the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (*the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution*) to create, issue and allot **34,49,794 (Thirty four Lakh forty Nine thousand seven hundred ninety Four Only)** Equity shares at an Issue price of **Rs. 136.24/- (at a face value of Rs.10/- and premium of Rs. 126.24/- each)** against conversion the loan amount outstanding of an extent of **Rs. 46,99,99,934.56 (Indian Rupees forty-six crore, ninety-nine lakh, ninety-nine thousand, nine hundred thirty-four rupees and fifty-six paise Only)** to Vivriti Capital Limited, Holding Company ("Proposed Allottee"), at a price not less than fair value determined based on the valuation report.

RESOLVED FURTHER THAT to take note of the opening of separate bank account, not applicable, for the purpose of receiving the aforesaid investment as the allotment of Equity shares via conversion of Loan to Equity; and (ii) the valuation reports dated February 7, 2024 issued by Mr. Jitendra Jain, Registered Valuer bearing IBBI Registration no.: IBBI/RV/06/2023/15357 placed at the meeting, be and are hereby adopted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make and accept any modifications in the Offer Letter and to settle all questions or difficulties that may arise in regard to the Issue including amending or modifying any of the terms of such Issue or allotment, as may made pursuant to and in accordance with the Transaction Documents.

RESOLVED FURTHER THAT any one Director or MD or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to:

- a) execute agreements and other deeds, documents, letters and writings as may be required in connection with the proposed issuance of Equity shares against conversion of Loan,
- b) negotiate, approve of and decide the terms and conditions of the Issue,
- c) decide upon the date of opening and closing of the issue and the period for which the aforesaid issue will remain open,
- d) finalize the date of allocation and date of allotment of the securities,
- e) file the necessary forms with the Registrar of Companies and other relevant governmental authorities

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any one of the Directors or Company Secretary of the company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things that are deemed necessary, desirable, incidental or expedient to the issue or allotment of Fully paid Equity shares and on behalf of the Company.

RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby authorized to certify a copy of this resolution and issue the same to all concerned parties."

3. To consider amendment to MOA for powers related to trading in software /applications developed by Vivriti Asset Management Private Limited

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

"**RESOLVED THAT** pursuant to Sections 13, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company,

consent of the Members of the Company, be and is hereby accorded for effecting the alterations in the existing Object clause Clause 3(b)(1) of the MOA be replaced by insertion of following sub-clause:

To be able to set up, develop, and otherwise obtain through contract hardware and software for information technology solutions for internal usage as well as for the usage of counter parties engaged with the company, undertake research and development activities aimed at innovating and enhancing software technologies and intellectual property assets, acquire, license, own, and manage intellectual property rights such as patents, copyrights, trademarks, trade secrets, and any other proprietary rights related to software and technology, commercialize software products, services, advisory technical services and intellectual property assets through licensing, distribution, sale, or any other means deemed appropriate by the company, protect and enforce intellectual property rights through legal means, including but not limited to litigation, arbitration, negotiation, and alternative dispute resolution mechanism, engage in any other activity incidental or conducive to the attainment of the above object that the Board of Directors may deem fit for the benefit of the company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms in this regard with the Registrar of Companies and also do such other acts and deeds as may be necessary for giving effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors or the Company Secretary of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds and things as may be necessary and settle any question, matters arising in this regard and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution.”

By order of the Board

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

Priyanka Jain

CS & Compliance Officer Membership No. A41411

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

Place: Chennai

Date: 17/02/2024

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 February 19, 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 February 16, 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

1. To consider and approve the reappointment of Ms. Namrata Kaul (DIN: 00994532) as an Independent Director:

The members are requested to take note that Ms. Namrata Kaul was originally appointed for an initial term of 5 (Five) years as an Independent Director of the Company by the Board of Directors and Shareholders of the Company at their respective meetings held on March 22, 2019. Her term is due to end on March 21, 2024.

Considering the valuable contributions made by her to the Company, it is proposed to appoint her for a second term in line with the applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the Company has received her 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 Ms. Namrata Kaul is also given below for the perusal of the members.

Further, the Nomination and Remuneration Committee of the Company at its meeting held on February 7, 2024, has recommended her reappointment to the Board of Directors based on the declarations.

Also, considering that Ms. Namrata Kaul is a related party of the Company, her proposed reappointment would be treated as related party transaction as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members may note that Ms. Namrata Kaul would be paid 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 February 7, 2024, and has recommended her appointment to the Board of Directors from the perspective of related party transactions.

Based on the recommendations received from Nomination and Remuneration Committee and Audit Committee of the Company, the Board of Directors at its meeting held on February 7, 2024, has further recommended her reappointment for members' approval.

Brief profile of Director to be reappointed:

Ms. Namrata Kaul is a Non-Executive Independent Director of our Company. She holds Chevening Scholar, Leadership & Excellence from the London School of Economics and Political Science (LSE), PGD-Post Graduate Diploma from IIM-Ahmedabad.

Ms. Namrata Kaul has been involved in developing the strategy roadmap for Deutsche Bank India as part of the India Board and was instrumental in defining and executing the Asia Focus strategy for the EMEA business. She was the founder of Deutsche Bank's Diversity initiative in India.

Ms. Kaul had earlier worked with ANZ Grindlays Bank in various leadership roles across Treasury, Corporate Banking, Debt Capital Market and Corporate Finance in India and the UK.

Details of Ms. Namrata Kaul:

Sr. No.	Particulars	Details
1.	Full Name	Namrata Kaul
2.	Date of Birth	15-03-1964
3.	Age	59 years
4.	DIN	00994532
5.	Qualification	Chevening Scholar, Leadership & Excellence from the London School of Economics and Political Science (LSE), PGD-Post Graduate Diploma from IIM- Ahmedabad.
6.	Address	Flat 401, Tower B6, World Spa West Sector-30 Gurgaon-122001, Haryana, India.
7.	Current Designation	Independent Director (Non-Executive)
8.	Director on the Board since	Date of appointment – March 22, 2019
9.	Occupation	Business
10.	Experience	25+ years
11.	Nationality	Indian
12.	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 Ms. Namrata Kaul shall be governed by Nomination and Remuneration Committee and Audit Committee Charters.
13.	The remuneration last drawn by such person, if applicable	Sitting Fees based on meetings attended
14.	Shareholding in the company	Nil
15.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil

Sr. No.	Particulars	Details
16.	The number of Meetings of the Board attended during the year (i.e. for FY 23- 24)	Total No. of Board Meetings – 4 Number of Board Meetings attended –4
17.	Directorship/Designated partner in other Boards/LLP	Padup Ventures Services LLP Havells India Limited Schneider Electric Infrastructure Limited Fusion Micro Finance Limited Prime Securities Limited Healthium Medtech Limited. Vivriti Capital Limited. Prime Research and Advisory Limited. Synergetics Management and Engineering consultants Private Limited.
18.	Membership/ Chairmanship of Committees of other Boards	Please refer Table A given below

Table A

Name of Company	Type of Committees	Position held
		Chairman/ Member
Schneider Electric Infrastructure Limited	Audit Committee	Chairperson
	Risk Management Committee	Chairperson
	Nomination & Remuneration Committee	Member
	Stakeholder Relationship Committee	Chairperson
Prime Securities Ltd	Stakeholder Relationship Committee	Member
	Nomination & Remuneration Committee	Member
	Risk Management Committee	Member

	Corporate Social Responsibility Committee	Chairperson
Havells India Limited	Nomination & Remuneration Committee	Member
	Audit Committee	Member
Fusion Micro Finance Limited	Audit Committee	Chairperson
	Stakeholder Relationship Committee	Member
	Nomination & Remuneration Committee	Member
	IT Committee	Member
	Risk Management Committee	Chairperson
Vivriti Capital Limited	Audit Committee	Chairperson
	Nomination & Remuneration Committee	Member
	Risk Management Committee	Chairperson
	IT Strategy Committee	Member
	Corporate Social Responsibility Committee	Chairperson
Healthium Medtech Limited	Audit Committee	Member
	Corporate Social Responsibility Committee	Chairperson
	Nomination & Remuneration Committee	Member
Vivriti Asset Management Private Limited	Nomination & Remuneration Committee	Member
	Audit Committee	Member
CARE International	Finance & Audit Committee	Chairperson
CARE India Solutions for Sustainable development	Audit Committee	Member

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution except Ms. Namrata Kaul.

The Board of Directors of your Company recommends passing of the resolution set out at 1 as **Special Resolution**.

2. To consider and approve conversion of existing loan to equity.

The Company had availed unsecured loan from its Holding Company, Vivriti Capital Limited (Formerly known as Vivriti Capital Private Limited). The company now wants to convert the loan outstanding into equity shares of the Company in order to manage capitalization and have adequate liquidity and to ensure compliance with covenants applicable on it.

The Board of Directors in their Meeting held on February 7, 2024, approved the proposal for the issue of Equity Shares on a Private Placement basis for consideration other than cash (the consideration being the conversion of the loan of **46,99,99,934.56 (Indian Rupees forty-six crore, ninety-nine lakh, ninety-nine thousand, nine hundred thirty-four rupees and fifty-six paise Only)** availed from Vivriti Capital Limited (Formerly Known as Vivriti Capital Private Limited) and details of the Proposed allottee as per below table:

Name of the Proposed allottee	Address	Category	Subscription Consideration (Non-cash consideration being conversion of Loan availed)	No. of Equity
Vivriti Capital Limited (Formerly Known as Vivriti Capital Private Limited)	Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Bloc, K -1, Annasalai, Chennai - 600002 Tamil Nadu	Body Corporate	46,99,99,934.56	34,49,794
Total			46,99,99,934.56	34,49,794

The material facts and information concerned with and relevant to the issue of Equity Shares to enable the members to understand the meaning, scope and implications of the items of business and to take decision thereon are listed herein below for their consideration:

S. No.	Particulars	Disclosure/ terms
1.	The size of the issue and number of Equity shares to be issued and nominal value of each share/Particulars of Offer Total number of Equity shares to be issued; Nominal value of each share Share Premium value of each share	INR 46,99,99,934.56/- (Indian Rupees forty-six crore, ninety-nine lakh, ninety-nine thousand, nine hundred thirty-four rupees and fifty-six paise Only) 34,49,794 (Thirty-Four Lakhs, Forty-Nine Thousand, seven hundred and Ninety Four Only) Equity Shares INR 10/- (Indian Rupees Ten Only) INR 126.24/- (Indian Rupees One Hundred and Twenty-Six and Twenty-four paise Only)
2.	The nature of such shares i.e., cumulative or non – cumulative, participating or non – participating, convertible or non – convertible	Fully Paid Equity Shares with Pari-Passu Rights

3.	The objectives of the issue	The conversion of loan availed from Vivriti Capital Limited to equity to manage capitalisation of the Company, thereby ensuring adequate liquidity and also to ensure compliance with covenants as may be applicable to the Company. The resulting liquidity from this capitalization can be utilized for the company's primary objectives and general working capital needs.
4.	The manner of issue of shares	Private placement
5.	The price at which such shares are proposed to be issued	Rs. 136.24/- (at a face value of Rs.10/- and premium of Rs. 126.24/- each
6.	The basis on which the price has been arrived at	Discounted Cash Flow Method based . The valuation reports of the Registered Valuer dated February 7, 2024 are attached. Relevant Price: November 30, 2023
7.	The terms of issue, including terms and rate of dividend on each share, etc.	<p>Private placement of Equity Shares</p> <p>The terms of the issue is more detailed in Annexure A.</p> <p>The proposed time for which the private placement offer letter cum application form shall be valid for 30 days from the date of circulate of Offer letter receipt.</p> <p>Subsequent to the Conversion Notice from the Holding Company and the Offer deemed to close when the company receives Conversion Notice.</p> <p>The purpose of issuance of the Equity Shares is mentioned herein in this explanatory statement.</p> <p>No assets of the Company are charged under this offer</p> <p>none of the Directors or Key Managerial Personnel of the Company are subscribing to the Shares.</p> <p>Vivriti Capital Limited (Formerly Known as Vivriti Capital Private Limited) being the Promoter of the Company is interested and subscribing to the shares.</p>
8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	Not Applicable.

9.	The manner and modes of redemption	Not Applicable.
10.	The current shareholding pattern of the company	Shareholder Pattern is herein given in this Explanatory Statement in Note-1
11.	The expected dilution in equity share capital upon conversion of preference shares	Not Applicable

Further, the below mentioned disclosures in adherence to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

S. No.	Particulars	Disclosure/ terms
1.	The objects of the issue	The conversion of loan availed from Vivriti Capital Limited to equity to manage capitalisation of the Company, thereby ensuring adequate liquidity and also to ensure compliance with covenants as may be applicable to the Company. The resulting liquidity from this capitalization can be utilized for the company's primary objectives and general working capital needs.
2.	The total number of shares or other securities to be issued Total number of Equity shares to be issued; Nominal value of each share Share Premium value of each share	INR 46,99,99,934.56/- (Indian Rupees forty-six crore, ninety-nine lakh, ninety-nine thousand, nine hundred thirty-four rupees and fifty-six paise Only) 34,49,794 (Thirty-Four Lakhs, Forty-Nine Thousand, seven hundred and Ninety Four Only) Equity Shares INR 10/- (Indian Rupees Ten Only) INR 126.24/- (Indian Rupees One Hundred and Twenty-Six and Twenty-four paise Only)
3.	The price or price band at/within which the allotment is proposed	Face value of INR 10/- each at a premium of INR 126.24/- each
4.	Basis on which the price has been arrived at along with report of the registered valuer	Discounted Cash Flow Method – Report by Jitendar Jain , Registered Valuer - Securities or Financial Assets, IBBI Registration No.: IBBI/RV/06/2023/15357, ICAIRVO No.: ICAIRVO/06/RV-P021/2023-2024, Signed on February 7, 2024 are attached
5.	Relevant date with reference to which the price has been arrived	The valuation is as on November 30, 2023
6.	The class or classes of persons to whom the allotment is proposed	Body Corporate.

	be made	
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Holding Company intends to subscribe to the Equity Shares by way of conversion of Loan into Equity.
8.	The proposed time within which the allotment shall be completed	Allotment shall be made within 30 days of the receipt of Conversion Notice from the Holding Company and the Offer deemed to close when the company receives Conversion Notice.
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Available in the Explanatory Statement in Note-1
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	Not Applicable
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	During the financial year 2023-24, the Company has allotted 2,480 (two thousand four hundred and eighty) senior, secured, rated, listed, taxable, redeemable, transferable, interest bearing non-convertible debentures having a face value of INR 1,00,000 (Indian Rupees One Lakh) each and at an aggregate face value of INR 24,80,00,000 (Indian Rupees Twenty Four Crore and Eighty Lakh) issued on a fully paid basis and on a private placement basis to 1 (one) investor.
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	This is not applicable as the allotment of shares is on account of the conversion of Loan outstanding to Holding company under Section 62(3) of the Companies Act, 2013.
13.	The pre issue and post issue shareholding pattern of the company in the following format	Available in the Explanatory Statement in Note-1
14.	Principle terms of assets charged as securities	Not Applicable

Note-1

Name of the Proposed Allottees and the Percentage of Post offer Capital that may be held by them:

S.NO	Name of the Proposed Allottee(s)	Present Equity	% of Pre-Issue	Post Equity	% of Post-Issue
1.	Vivriti Capital Limited (Formerly Known as Vivriti Capital Private Limited)	1,68,92,745	66.78%	2,03,42,539	69.99%

1. Pre-issue and post-issue shareholding pattern of the Company - Equity (Non- Diluted basis)

Category		Pre-Issue		Post-Issue	
Code	Category of Shareholder	No. of Shares held	% to Total Holding	No. of Shares held	% to Total Holding
A	Promoter's Holding:				
1	Indian:	44,70,533	19.99 %	44,70,533	17.32%
	Individual	-	-	-	-
	Bodies Corporate	16,892,745	75.54 %	2,03,42,539	78.81%
	Sub Total	21,363,278	95.53%	2,48,13,072	96.12%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	21,363,278	95.53%	2,48,13,072	96.12%
B	Non-Promoter's Holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others	1,000,000	4.47%	1,000,000	3.87%
	1) Venture Capital	-	-	-	-
	2) Foreign individuals	-	-	-	-
	3) Foreign Body Corporate	300	0.001%	300	0.001%
	4) Co-operative Society	-	-	-	-
	5) Alternate Investment Fund	100	0.00%	100	0.00%
	Sub Total (B)	1,000,400	4.47%	1,000,400	3.88%
	GRAND TOTAL (A+B)	2,23,63,678	100.00%	2,58,13,472	100.00%

2. Pre-issue and post-issue shareholding pattern of the Company - CCPS (Non- Diluted basis)

Category		Pre-Issue		Post-Issue	
Code	Category of Shareholder	No. of Shares held	% to Total Holding	No. of Shares held	% to Total Holding
A	Promoter's Holding:				
1	Indian:				
	Individual	-	-	-	-
	Bodies Corporate	4,672,897	47.06%	4,672,897	47.06%
	Sub Total	4,672,897	47.06%	4,672,897	47.06%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	4,672,897	47.06%	4,672,897	47.06%
B	Non-Promoter's Holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-

	Indian Public	-	-	-	-
	Others				
	1) Venture Capital	-	-	-	-
	2) Foreign individuals	-	-	-	-
	3) Foreign Body Corporate	4,380,540	44.12%	4,380,540	44.12%
	4) Co-operative Society				
	5) Alternate Investment Fund	876,068	8.82%	876,068	8.82%
	Sub Total (B)	5,256,608	52.94%	5,256,608	52.94%
	GRAND TOTAL (A+B)	9,929,505	100.00%	9,929,505	100.00%

A copy of the PAS-4 and Valuation Reports in respect of the above proposed issuance will be placed before the members for their perusal.

Except Vivriti Capital Limited (Vivriti Capital Private Limited) the Promoter of the Company. 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 their extent of their shareholding if any.

The Company has disclosed all the related information and to the best of understanding of the Board.

No other information/ facts is required to be disclosed that may enable members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends the Special Resolution set forth in Item No.2 of the Notice for approval of the Members.

3. To consider amendment to MOA for powers related to licensing / trading in software/applications developed by Vivriti Asset Management Private Limited

Your Board had approved the proposal for alteration of Memorandum of Association of the Company which will enable the Company to undertake research and development activities aimed at innovating and enhancing software technologies and intellectual property assets, acquire, license, own, and manage intellectual property rights such as patents, copyrights, trademarks, trade secrets, and any other proprietary rights related to software and technology, commercialize software products, services, advisory technical services and intellectual property assets through licensing, distribution, sale, or any other means deemed appropriate by the company, protect and enforce intellectual property rights through legal means, including but not limited to litigation, arbitration, negotiation, and alternative dispute resolution mechanisms.

The alteration in the Object Clause of the Memorandum of Association as set out in the Resolution is to expand ancillary business avenue and facilitate additional stream of revenue.

The Board at its meeting held on February 7, 2024, has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

By order of the Board

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

Priyanka Jain

CS & Compliance Officer

Membership No. A41411

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

Place: Chennai

Date: 17/02/2024

**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 Tuesday, February 20, 2024 at 09:15 AM (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: