



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 **5th Annual General Meeting** of the members of Vivriti Asset Management Private Limited ("**Company**") will be held on Tuesday on the 28th day of May, 2024 at 8:30 AM 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon:

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

"RESOLVED THAT pursuant to section 129, 134, 137 and such other applicable provision of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015(including any statutory modifications or reenactments, notified from time to time) (the "Act") the audited Financial Statements of the Company for the Financial Year ended March 31, 2024 along with Auditors report and the Report of the Board of Directors & its annexures, as laid before this meeting, be and are hereby received, considered, approved and adopted."

2.To appoint a Director in place of Mr. Gaurav Kumar, as a Director liable to retire by rotation and being eligible, offers himself for re-appointment

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for time being in force) and based on the recommendation received from Nomination and Remuneration Committee and board of directors, the consent of shareholders of the Company be and is hereby accorded for re-appointment of Mr. Gaurav Kumar (DIN: 07767248) as Director, who retires by rotation."

SPECIAL BUSINESS:

3. To re-appoint Mr. Vineet Kumar, Managing Director of the Company

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 152, 196, 197, and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and in accordance applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and pursuant to the recommendation of nomination and remuneration committee, board of directors and subject to any other approval as may be necessary, the consent of shareholders of the Company be and is hereby accorded for re-appointment of Mr. Vineet Sukumar (DIN: 06848801) as Managing Director for an additional period of five years with effect from 10th August, 2024 to 09th August, 2029, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the remuneration for Mr. Vineet Sukumar for Financial year 2024-25, as Managing Director shall be drawn from Vivriti Capital Limited (*Formerly known as Vivriti Capital Private Limited*) the holding company.

RESOLVED FURTHER THAT the declarations/ documents submitted by the aforesaid Director under the applicable laws and copies, as enclosed in agenda, be and are hereby taken on record.

RESOLVED FURTHER THAT Mr. Vineet Sukumar shall continue with his membership and/ or permanent invitees of the Committees of the Company, upon his re-appointment.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Person of the Company be and are hereby authorized severally to do all such acts, things and deed as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to take 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 or 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."

4. To appoint Branch Auditors for Singapore Branch Office

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act 2013 ("Act"), the Board of Directors be and is hereby authorized to appoint the Company's Auditors, so far as the Branch offices in India are concerned or an accountant or accountants duly qualified to act as Auditor or Auditors of the Branch Offices of the Company situated in countries outside India, in accordance with the laws of the country in which the Company's Branch Offices are situated, to audit the accounts for the financial year 2023-24 of the Company's Branch Offices in India and abroad, respectively, whether existing or which may be opened hereafter, and to fix their remuneration (which in the case of the Company's Auditors shall be in addition to their remuneration as the Company's Auditors) and the terms and conditions including out of pocket, travelling and living expenses on which they shall carry out audits."

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 21, 2024

Notes:

- 1.Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
- 2.The 5th 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 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. 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 28th of May, 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").
- 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. 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 compliancesvivritiamc.com.

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 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.
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.
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. Gaurav Kumar, as a Director liable to retire by rotation

Mr. Gaurav Kumar has been associated with the company since its inception. Gaurav Kumar is the co-founder and promoter of the Company. He is also a Non-Executive Director of the Company. His qualification, experience and other details are tabulated below:

Name of the Director	Mr. Gaurav Kumar
DIN	07767248
Age	41 years
Qualification	Master's degree in business administration from IRMA and bachelor's degree from Delhi University.
Experience	He was one of the early-stage employees of IFMR Capital. In his last role, he was the Chief Business Officer and the CEO of IFMR Investment Advisor (a wholly owned subsidiary of IFMR Capital).
Terms and Conditions of re-appointment	Re-appointment as a Non- Executive Director liable to retire by rotation
Remuneration last drawn	NA
Date of First appointment on board	21/02/2019
Shareholding in the Company	6.25% (Diluted Basis)
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board attended during the Financial Year – 2023-24	Total No. of Board Meetings – 4 Number of Board Meetings attended – 4

Other Directorship, Membership/Chairmanship in other Boards:

S. No	Name of the Company	Position held	Committee membership
1	CredAvenue Private Limited	Managing Director	HRNR Committee member Strategy and Technology Committee member Chairperson of Borrowing Committee Chairperson of Investment Committee Chairperson of CSR Committee
2	Vivriti Capital Limited <i>(formerly known as Vivriti Capital Private Limited)</i>	Director	-
3	CredAvenue Securities Private Limited	Director	Member of Corporate social responsibility Committee Chairperson of Borrowing Committee Chairperson of Investment Committee
4	Spocto Solutions Private Limited	Director	Member of Corporate social responsibility Committee
5	Bluevine Technologies Private Limited	Director	-
6	Vivriti Next Private Limited <i>(formerly known as QED Business Solutions Private Limited)</i>	Director	-
7	Vivriti Funds Private Limited <i>(formerly known as Keerthi Logistics Private Limited)</i>	Director	-
8	Hari and Company Investments Madras Private Limited	Additional Director	-
9	CredAvenue Spocto Technology Limited	Director	-
10	Finfort Infotech LLP	Designated Partner	-

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

Item No. 3: To re-appoint Mr. Vineet Kumar, Managing Director of the Company

The Members are requested to take note that Mr. Vineet Sukumar was originally appointed for an initial term of 5 (Five) years as the Managing Director of the Company by the Board of Directors and Shareholders with effect from 10th August 2019. His term is due to expire on 10th August 2024.

Considering the valuable contributions made by Mr. Sukumar, it is proposed to re-appoint him for next five years in line with the applicable provisions of Companies Act, 2013 ("Act"). The Company has received his notice of candidature as required under Section 160 of the Act and his consent in writing for the proposed reappointment along with other applicable disclosures as required under the Act including Form MBP-1 & DIR-8 which will be available for inspection at the meeting. The brief profile of Mr. Vineet Sukumar is also enclosed herewith for perusal of the members.

The Members may note that Mr. Vineet Sukumar would be paid remuneration for FY 2024-25 as mentioned in the resolution. The Nomination and Remuneration Committee of the Company has considered the proposed reappointment at its meeting held on April 23, 2024 and has recommended his appointment to the Board of Directors.

Brief profile of Director to be reappointed:

Mr. Vineet Sukumar led the capital markets, fund management, finance, and treasury functions at IFMR Capital. In this role, he took the core strategy and business plan of IFMR Capital to scale, developed strong relationships with capital markets investors, and built the fund management business from scratch. He was instrumental in IFMR Capital raising USD 7.5 billion of debt for its clients, as well as taking its own balance sheet to INR 450 million. Prior to this, Mr. Vineet Sukumar led key institutional relationships at Standard Chartered Bank, with exposure/deal experience across M&A, capital markets, and corporate finance.

He has also worked with Tata Administrative Services – a crack team within the Tata Group responsible for targeted strategic initiatives across group companies.

Details of Mr. Vineet Sukumar:

S. No	Particulars	Details
1	Full Name	Vineet Sukumar
2	Date of Birth	30-06-1979
3	Age	44 years
4	DIN	06848801
5	Qualification	Master's degree in business administration from IIM, Bangalore and bachelor's degree in engineering from IIT, Kharagpur.
6	Address	No: Flat 4, KG Valmiki Apartment, 3rd Seaward Road, Valmiki Nagar, Thiruvannamiyur, Chennai 600 041, Tamil Nadu, India.
7	Current Designation	Managing Director

S. No	Particulars	Details
8	Director on the Board since	Original date of appointment – 21/02/2019 Appointed as Managing Director on 10/08/2019
9	Occupation	Business
10	Experience	22+ years
11	Nationality	Indian
12	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As mentioned in the above resolution and explanatory statement set out in Item No.3 , Remuneration sought to be paid Nil
13	The remuneration last drawn by such person, if applicable	NIL
14	Shareholding in the company	6.25 % (Diluted Basis)
15	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
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

Other Directorship, Membership/Chairmanship in other Boards:

S. No	Name of the Company	Position held	Committee membership
1	CredAvenue Private Limited	Director	Member of Corporate Social Responsibility Committee
2	CredAvenue Securities Private Limited	Director	Member of Corporate Social Responsibility Committee
3	Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)	Director	-
4	Sangvint Technologies Private Limited	Director	-
5	Vivriti Next Private Limited (formerly known as QED Business Solutions Private Limited)	Director	-

S. No	Name of the Company	Position held	Committee membership
6	Hari and Company Investments Madras Private Limited	Additional Director	-
7	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Managing Director	Member of Audit Committee, Risk Management Committee, Corporate Social Responsibility Committee, IT Strategy Committee, Stakeholder Relationship Committee
8	Vivriti India CAT III LLP	Designated Partner	-
9	Vivriti Fixed Income Fund - Series 3 IFSC LLP	Designated Partner	-
10	Vivriti Fixed Income Fund - Series 4 IFSC LLP	Designated Partner	-

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Vineet Sukumar (Item No.3 of Notice)

1. 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 2023-24, the Company made a total income of INR 4819.24 Lakhs and Net Loss of INR (205.92) Lakhs.

5	Foreign Investments or collaborations, if any	<p>1. Creation Investments India III, LLC holds 2.45% Equity shares in the Company</p> <p>2. Lightrock Growth Fund I S.A., SICAV-RAIF holds 4.90% Equity shares in the Company</p> <p>3. LR India Fund I S.à r.l., SICAV-RAIF holds 4.90% Equity shares in the Company</p>
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2. Information about the Appointee

1	Background details	<p>Mr. Vineet Sukumar has completed his master's degree in business administration from IIM, Bangalore and bachelor's degree in engineering from IIT, Kharagpur.</p> <p>Mr. Vineet Sukumar led the capital markets, fund management, finance, and treasury functions at IFMR Capital. In this role, he took the core strategy and business plan of IFMR Capital to scale, developed strong relationships with capital markets investors, and built the fund management business from scratch. He was instrumental in IFMR Capital raising USD 7.5 billion of debt for its clients, as well as taking its own balance sheet to INR 450 million.</p> <p>Prior to this, Mr. Vineet Sukumar led key institutional relationships at Standard Chartered Bank, with exposure/deal experience across M&A, capital markets, and corporate finance. He has also worked with Tata Administrative Services – a crack team within the Tata Group responsible for targeted strategic initiatives across group companies</p>
2	Past remuneration	NIL

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 Mr. Vineet Sukumar.

The Board of Directors of your Company recommends passing of the resolution set out at Item No. 3 as Special Resolution.

Item No. 4: To appoint Branch Auditor for Singapore Branch Office

The Company has established Branch Office in Singapore. Under local regulations, this representative office is deemed to be a Branch office and their accounts are to be audited by local Auditors/Accountants. To enable the Board to appoint Branch Auditors/Accountants for auditing the accounts of such overseas Branch office, authorization of the Members is being obtained in accordance with the provisions of Section 143(8) of the Act.

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. 4 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 21, 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 – 600 002, India.**

Subject: Consent for convening 5th 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 5TH Annual General Meeting of the Company on Tuesday, 28th May 2024 at 8:30 A.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: