Vivriti Asset Management

Delivering Success, Through Innovation & Resilience

Annual Report 2025-26

Corporate Information

- CIN: U66300TN2003PTC052025
- Registered Office: Prestige Zackria Metropolitan, 8th Floor, Block 1, No. - 200/1-8, Anna Salai, Chennai-600002

Board of Directors:

1. Vineet Sukumar - Managing Director
2. Namrata Kaul - Additional (Independent) Director
3. Narayan Ramachandran - Additional (Independent) Director
4. John Tyler Day - Additional Director (Nominee Director)
5. Gaurav Malhotra - Additional Director (Nominee Director)
6. Lazar Zdravkovic - Additional Director (Nominee Director)
7. Krishna Ramachandran - Additional Director (Nominee Director)

- **Compliance Officer**

Amritha PS
Telephone: (+91 44) 4007 4811
Email: compliance@vivritiamc.com

- **Statutory Auditors**

M/s BSR & Co LLP, Chartered Accountants
Address: No. M/s BSR & Co LLP, Chartered Accountants,
KRM Tower, 1st & 2nd floor, No. 1, Harrington
Road, Chetpet, Chennai, Tamil Nadu, India- 600031.
Email: in-fmcontact-us@bsraffiliates.com
Website: https://bsr-co.in/

- **Registrar & Transfer Agent**

Integrated Registry Management Services Private Limited
Address: "Kences Towers", 5th Floor, No.1 Ramakrishna Street,
North Usman Road, T.Nagar, Chennai - 600 017, Tamil Nadu, India.
Tel: (+ 91 22) 4066 1800 / 2287 4675 / 2287 4676
Contact Person: Mr S. Yuvraj
Email: yuvraj@integrated.india.in
Website: http://www.integratedindia.in

- **Debenture Trustees**

Vardhman Trusteeship Private Limited: The Capital, A Wing, 4/2A,
Bandra Kurla Complex, Bandra (East), Mumbai- 400 051.
Tel : (+91 22) 4264 8335 /(+91 22) 4014 0832
Email: corporate@vardhmantrustee.com
Website: https://vardhmantrustee.com/

*This information is as on August 05, 2026

VIVRITI ASSET MANAGEMENT PRIVATE LIMITED
(*FORMERLY KNOWN AS VIVRITI FUNDS PRIVATE LIMITED*)
CIN: U66300TN2003PTC052025
REGD OFFICE: PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 8TH FLOOR, BLOCK -1, ANNASALAI, CHENNAI – 600002, INDIA.

SHORTER NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF VIVRITI ASSET MANAGEMENT PRIVATE LIMITED (*FORMERLY KNOWN AS VIVRITI FUNDS PRIVATE LIMITED*) ("COMPANY") WILL BE HELD ON THURSDAY, THE 06TH DAY OF AUGUST, 2026 AT 1:30 PM (IST) WITH CONSENT OF REQUISITE MEMBERS AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 8TH FLOOR, BLOCK -1, ANNASALAI, CHENNAI – 600 002, TAMIL NADU, INDIA TO TRANSACT, 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, 2026, along with the Auditors Reports and the report of the Board of Directors & its annexures thereto:**

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

"**RESOLVED THAT** pursuant to Section 129, 134, 137 and all other applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactment(s), thereof for the time being in force) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 along with Auditors report thereon and the Report of the Board of Directors along with its annexures thereto, be and are hereby considered and adopted."

SPECIAL BUSINESS:

2. **To consider and approve the appointment of Ms. Namrata Kaul (DIN: 00994532), Additional Director (Independent) as Independent Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications & reenactments thereon) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Ms. Namrata Kaul (DIN: 00994532) who was appointed as an Additional Director of the Company w.e.f. 1st April 2026 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent

Director of the Company to hold office for five (5) consecutive years for the maximum period upto 31st March 2031.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution."

3. **To consider and approve the appointment of Mr. Narayan Ramachandran (DIN: 01873080), Additional Director (Independent) as Independent Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications & re-enactments thereon) and as per the provisions of the Memorandum of Association and Articles of Association of the Company, Mr. Narayan Ramachandran (DIN: 01873080) who was appointed as an Additional Director of the Company w.e.f. 1st April 2026 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 31st March 2031.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution."

4. **To consider and approve appointment of Mr. Vineet Sukumar (DIN: 06848801), Director, as the Managing Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 203, and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the rules made thereunder read with Schedule V of the Act and any other applicable law including any statutory modifications & re-enactments thereon and as per the provisions of the Memorandum of Association and Articles of Association of the Company, and pursuant to recommendations of the Board of Directors at its meetings held on 1st April 2026, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Vineet Sukumar (DIN: 06848801), Director of the Company, as the Managing Director (Key Managerial Personnel ("KMP")) of the Company for a term of 5 (Five) consecutive years with effect from 1st April 2026 till 31st March, 2031, not liable to retire by rotation, upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board to alter

and vary the terms and conditions of the said appointment, as may be mutually agreed to between the Board and Mr. Vineet Sukumar from time to time.

RESOLVED FURTHER THAT the terms of appointment of Mr. Vineet Sukumar in the Company as Managing Director, shall be in accordance and in line with the terms of his appointment excluding remuneration at Vivriti Next Limited, Holding Company.

RESOLVED FURTHER THAT Mr. Vineet Sukumar shall not draw any remuneration from the Company for his office at the Company and shall be compensated accordingly by the Holding Company.

RESOLVED FURTHER THAT Mr. Vineet Sukumar shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his remuneration during his tenure as the Managing Director of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary such as statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above Resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions for and on behalf of the Company in that regard."

5. **To consider and approve the appointment of Mr. John Tyler Day (DIN: 07298703) as Nominee Director (Non-Executive) on the Board of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. John Tyler Day (DIN: 07298703), who was appointed as an Additional Director (Non-Executive) of the Company w.e.f 1st, April 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who was nominated by Creation Investments India III, LLC, shareholder of Vivriti Next Limited (the 'Holding Company') and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as Nominee Director (Non- Executive), of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution."

6. **To consider and approve the appointment of Mr. Lazar Zdravkovic (DIN: 10052432) as Nominee Director (Non-Executive) on the Board of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Lazar Zdravkovic (DIN: 10052432), who was appointed as an Additional Director (Non-Executive) of the Company w.e.f. 1st April 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who was nominated by Creation Investments India III, LLC, shareholder of Vivriti Next Limited (the 'Holding Company') and who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as Nominee Director (Non- Executive), of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution."

7. **To consider and approve the appointment of Mr. Gaurav Malhotra (DIN: 07640504) as Nominee Director (Non-Executive) on the Board of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Gaurav Malhotra (DIN: 07640504), who was appointed as an Additional Director (Non-Executive) of the Company w.e.f. 1st April 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who was nominated by Lightrock Growth Fund I S.A.,SICAV-RAIF, LR India Fund I S.à r.l. SICAV-RAIF and Galina Private Equity Investments Ltd., shareholders of Vivriti Next Limited (the 'Holding Company') and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director (Non-Executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution."

8. **To consider and approve the appointment of Mr. Krishna Ramachandran (DIN: 07952166) as Nominee Director (Non-Executive) on the Board of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Krishna Ramachandran (DIN: 07952166), who was appointed as an Additional Director (Non-Executive) of the Company w.e.f. 1st April 2026 pursuant to Section 161(1) of the Companies Act, 2013 and who was nominated by TVS Shriram Growth Fund 3, shareholder of Vivriti Next Limited (the 'Holding Company') and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director (Non-Executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute any agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/ or Officer(s) of the Company to give effect to this resolution."

9. **To approve the adoption and implementation of the revised Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("revised Core Plan I"):**

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent of the Members of the Company be and is hereby accorded to approve the **revised Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 – Core Plan I** (hereinafter referred to as the "revised Core Plan I" or "ESOP Plan I") and to create, offer, grant, vest, exercise and allot from time to time, in one or more tranches, such number of employee stock options exercisable into not exceeding more than to 29,903 (Twenty-Nine Thousand Nine Hundred and Three) equity shares of face value ₹10/- (Rupees Ten only) each fully paid-up, and as on the Effective Date, (and the aggregate number of Shares set aside in relation to such Options) under revised Core Plan I Options of upto 3,460 (Three Thousand Four Hundred and Sixty) equity shares of face value ₹10/- (Rupees Ten only) each fully paid-up, to or for the benefit of the eligible employees of the Company, on such terms and conditions as may be determined by the Board in accordance with the ESOP Plan I.

RESOLVED FURTHER THAT the benefits of the ESOP Plan I be extended to the eligible employees of the Company and its subsidiary company(ies), whether in or outside India, or its Holding Company in accordance with the terms of the ESOP Plan I and applicable law.

RESOLVED FURTHER THAT the aggregate number of options that may be granted to any specific eligible employee under the ESOP Plan I, in any financial year, shall not exceed 20% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

RESOLVED FURTHER THAT in the event of any corporate action such as rights issue, bonus issue, stock split, consolidation of shares, merger, demerger, amalgamation, sale of division, change in capital structure or any other reorganisation, appropriate adjustments shall be made to the number of options available for grant and/or the exercise price in accordance with the ESOP Plan I and applicable law, so as to ensure fair and equitable treatment to the option holders.

RESOLVED FURTHER THAT in case the equity shares of the Company are sub-divided, consolidated or otherwise restructured, the maximum number of options available under the ESOP Plan I and the limits specified therein shall stand appropriately adjusted in accordance with the ESOP Plan I and applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to administer, interpret, implement, amend, modify, vary, alter, suspend or terminate the ESOP Plan I, subject to compliance with applicable laws and the provisions of the ESOP Plan I, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and to settle any issues, questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby authorised to execute all documents, writings, applications, forms, returns and filings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and implementation of the ESOP Plan I."

10. To approve the adoption and implementation of the revised Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 - Long Term Incentive Plan ("revised LTIP"):

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

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent of the Members of the Company be and is hereby accorded to approve the **revised Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 – Long Term Incentive Plan** (hereinafter referred to as the "revised LTIP" or "ESOP Plan II") and to create, offer, grant, vest, exercise and allot from time to time, in one or more tranches, such number of employee stock options exercisable into not exceeding more than to 29,903 (Twenty-Nine Thousand Nine Hundred and Three) equity shares of face value ₹10/- (Rupees Ten only) each fully paid-up, and as on the Effective Date, (and the aggregate number of Shares set aside in relation to such Options) under revised LTIP Options of upto 26,443 (Twenty Six Thousand Four Hundred and Forty-Three) equity shares of face value ₹10/- (Rupees Ten only) each fully paid-up, to or for the

benefit of the eligible employees of the Company, on such terms and conditions as may be determined by the Board in accordance with the ESOP Plan II.

RESOLVED FURTHER THAT the benefits of the ESOP Plan II be extended to the eligible employees of the Company and its subsidiary company(ies), whether in or outside India, or its Holding Company in accordance with the terms of the ESOP Plan II and applicable law.

RESOLVED FURTHER THAT the aggregate number of options that may be granted to any specific eligible employee under the ESOP Plan II, in any financial year, shall not exceed 20% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

RESOLVED FURTHER THAT in the event of any corporate action such as rights issue, bonus issue, stock split, consolidation of shares, merger, demerger, amalgamation, sale of division, change in capital structure or any other reorganisation, appropriate adjustments shall be made to the number of options available for grant and/or the exercise price in accordance with the ESOP Plan II and applicable law, so as to ensure fair and equitable treatment to the option holders.

RESOLVED FURTHER THAT in case the equity shares of the Company are sub-divided, consolidated or otherwise restructured, the maximum number of options available under the ESOP Plan II and the limits specified therein shall stand appropriately adjusted in accordance with the ESOP Plan II and applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to administer, interpret, implement, amend, modify, vary, alter, suspend or terminate the ESOP Plan II, subject to compliance with applicable laws and the provisions of the ESOP Plan II, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit for such purpose and to settle any issues, questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby authorised to execute all documents, writings, applications, forms, returns and filings and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and implementation of the ESOP Plan II."

11. To approve grant of options to identified employees equal to or exceeding one percent of the issued capital of the Company at the time of grant of options:

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded for grant of options to such identified employees of the Company and/or its subsidiaries under the **revised Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 – Long Term Incentive Plan (**hereinafter referred to as the "revised LTIP" or "ESOP Plan II"), during any one year,

equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

RESOLVED FURTHER THAT the aggregate number of options that may be granted to any specific employee under the ESOP Plan II, in any financial year, shall not exceed 20% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company, or such other limit as may be prescribed under the applicable provisions of law and the ESOP Plan II.

RESOLVED FURTHER THAT the Managing Director or any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

12. To approve increase in Authorized Capital of the Company and consequent amendment to the Capital Clause of Memorandum of Association of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with the rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approval of regulatory authority, in applicable form or manner, consent of the Members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from:

'The share capital of the Company is INR 10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 (one Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each.'

To

'The share capital of the Company is INR 13,00,000/- (Rupees Thirteen Lakhs Only) divided into 1,30,000 (One Lakh Thirty Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each.'

with power to the Board to issue, allot and deal with the increased share capital in such manner and on such terms and conditions as the Board may from time to time determine in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and the Memorandum and Articles of Association of the Company, and consequently the respective capital clause in Memorandum of Association of the Company do stand altered accordingly.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4 and 13 and other applicable provisions of Companies Act, 2013 read with the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the Memorandum of Association of the Company be and is hereby altered to accommodate the above-mentioned increase of authorized capital, by substituting the following existing Clause V:

'The share capital of the Company is INR 10,00,000/- (Indian Rupees Ten Lakhs Only) divided into 1,00,000 (one Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each.'

To

'The share capital of the Company is INR 13,00,000/- (Rupees Thirteen Lakhs Only) divided into 1,30,000 (One Lakh Thirty Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each.'

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally 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, including making applications to such authorities as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board is authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard."

13. To approve overall borrowing limits of the Company as per Section 180(1)(c) of the Companies Act, 2013:

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

"**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules thereunder, and the Articles of Association of the Company, the consent of Members be and is hereby accorded to the Board of Directors of the Company or any other Committee of the Board (as may delegated by the Board) to borrow money, from time to time, whether as rupee loans, foreign currency loans, debentures, including convertible and non-convertible debentures, listed or unlisted debentures, bonds, commercial papers and/or other instruments for any funded or non-funded facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company, free reserves and securities premium, provided that the total amount so borrowed by the Company shall not at any time exceed INR 100 crores (Indian Rupees One Hundred Crores only) or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things

and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

14. To approve creation of Security cover as per Section 180(1)(a) of the Companies Act, 2013:

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors (including any Committee duly delegated by the Board) of the Company to sell, lease or otherwise dispose off, including creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings which shall not at any time exceed INR 150 crores (Indian Rupees One Hundred and Fifty Crores only) or the aggregate of the paid up capital, free reserves and Securities Premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) and charge creations aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

15. To approve overall limits for giving loan and making investments under Section 186 of Companies Act, 2013:

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

"**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013, read with the Companies (Meeting of the Board and its Powers) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; and (b) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 100 Crores (Indian Rupees Hundred Crores Only),

notwithstanding that such investments, outstanding loans given or to be given may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors of the Company, be and is hereby severally authorised to negotiate and decide, from time to time, terms and conditions, to execute such documents, deeds, writings, papers and / or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate and settle any questions, difficulty or doubt that may arise in this regard.

By order of the Board
For and on behalf of **Vivriti Asset Management Private Limited**
(formerly known as Vivriti Funds Private Limited)

Sd/-
Vineet Sukumar
Managing Director
DIN: 06848801
Prestige Zackria Metropolitan, No. 200/1-8,
8th Floor, Block -1, Annasalai, Anna Road,
Chennai, Tamil Nadu, India, 600002

Place: Chennai
Date: August 06, 2026

Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.

2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed not later than forty-eight hours before the commencement of the meeting.

3. Statement pursuant to Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the relevant details of the directors proposed for appointment or re-appointment are provided as an annexure to this Notice.

4. The 23rd AGM of the Company is being conducted through physical mode. The 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.

5. 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.

6. 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.

7. Route map and prominent landmark for easy location of the venue of the meeting is enclosed.

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

Item No. 2: To consider and approve appointment of Ms. Namrata Kaul (DIN: 00994532), Additional Director (Independent) as Independent Director of the Company:

Ms. Namrata Kaul was appointed as Additional Director of the Company in Independent Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013 and can hold office only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is sought for her appointment as an Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Ms. Namrata Kaul for appointment as an Independent Director of the Company.

The Company has also received from Ms. Namrata Kaul:

a) Consent to act as Director in form DIR-2.
b) Declaration in form DIR-8 in terms of Section 164(1) & 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014.
c) Disclosure of interest in form MBP-1 in pursuant to Section 184(1) of the Companies Act, 2013.
d) Declaration of Independence received as per Section 149(7) of the Companies Act, 2013.
e) Certificate of Registration from ID Data Bank.

In the opinion of the Board, Ms. Namrata Kaul fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and is independent of the management. The Board is of the view that her appointment would be of immense value to the Company in view of her extensive experience in banking, financial services, strategy, leadership and corporate governance.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Ms. Namrata Kaul as the Independent Director of the Company, with immediate effect, for a period of five years, subject to the approval of the shareholders.

Copy of the draft letter of appointment of Ms. Namrata Kaul, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Namrata Kaul
DIN	00994532
Current Designation	Additional Director (Independent)
Age / Date of Birth	**Date of Birth**: 15/03/1964 **Age:** 62 years
Address	Flat 401, Tower B6, World Spa West Sector-30 Gurgaon-122001, Haryana, India.
Qualifications	Chevening Scholar, Leadership & Excellence from the London School of Economics and Political

	Science (LSE), PGD-Post Graduate Diploma from IIM- Ahmedabad.
Experience	Ms. Namrata Kaul brings on board over 30 years of global banking experience. She has served as the Managing Director, Corporate and Investment Banking at Deutsche Bank AG. Prior to that she was Head of Asia Business for Deutsche Bank based out of London, involved in multi-country interface. Ms. 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. She is a Management Postgraduate from IIM Ahmedabad and has completed a Chevening scholarship on Leadership from London School of Economics.
Terms and Conditions of appointment / reappointment	Appointed as an Independent Director for a term of five consecutive years from 1st April 2026 to 31st March 2031. She shall not be liable to retire by rotation. The appointment shall be governed by the letter of appointment and applicable provisions of the Companies Act, 2013.
Details of Remuneration sought to be paid	Sitting fees to be paid as per appointment letter
Remuneration last drawn	NIL
Date of first appointment on the Board	April 01, 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27- till date)	Total No. of Meetings- 05 Number of Meetings attended- 04
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Havells India Limited 2. Fusion Finance Limited 3. Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)* 4. Synergetics Management and Engineering Consultants Private Limited *5.* Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)*

	6. JSW Dulux Limited 7. Padup Ventures Services LLP
Membership / Chairmanship of Committees of other Boards ***(Only statutory board committees constituted under the Companies Act, 2013 are considered)***	Please refer Table A given below

Table A

Name of Company	**Type of Committees**	**Position held**
		Chairman/ Member
Havells India Limited	Nomination & Remuneration Committee	Member
	Audit Committee	Member
Fusion Finance Limited	Audit Committee	Chairperson
	Stakeholder Relationship Committee	Member
	Nomination & Remuneration Committee	Member
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Audit Committee	Chairperson
	Nomination & Remuneration Committee	Member
	Corporate Social Responsibility Committee	Chairperson
Vivriti Next Limited *(formerly known as Vivriti Next Private Limited*)	Audit Committee	Member
	Nomination & Remuneration Committee	Member
JSW Dulux Limited	Audit Committee	Chairperson
	Nomination and Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

Except for Ms. Namrata Kaul, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

No other information/ facts are 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 passing the resolution set out at item no. 2 as a **Special Resolution.**

Item No. 3: To consider and approve appointment of Mr. Narayan Ramachandran (DIN: 01873080), Additional Director (Independent) as Independent Director of the Company:

Mr. Narayan Ramachandran was appointed as Additional Director of the Company in Independent Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013 and can hold office only up to the date of the ensuing Annual General Meeting. Accordingly, approval of the Members is sought for his appointment as an Independent Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing the candidature of Mr. Narayan Ramachandran for appointment as an Independent Director of the Company.

The Company has also received from Mr. Narayan Ramachandran:

a) Consent to act as Director in form DIR-2.
b) Declaration in form DIR-8 in terms of Section 164(1) & 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014.
c) Disclosure of interest in form MBP-1 in pursuant to Section 184(1) of the Companies Act, 2013.
d) Declaration of Independence received as per Section 149(7) of the companies Act 2013.
e) Certificate of Registration from ID Data Bank.

In the opinion of the Board, Mr. Narayan Ramachandran fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director and is independent of the management. The Board is of the view that his appointment would be of immense value to the Company in view of his extensive experience in financial services, strategy, leadership and corporate governance.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Mr. Narayan Ramachandran as the Independent Director of the Company, with immediate effect, for a period of five years, subject to the approval of the shareholders.

Copy of the draft letter of appointment of Mr. Narayan Ramachandran, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Narayan Ramachandran
DIN	01873080
Current Designation	Additional Director (Independent)
Age / Date of Birth	**Date of Birth**: 14/07/1962 **Age:** 64 years
Address	D-51, Sobha Ivory 2, 7/1, St. Johns Road, Ulsoor, Bangalore-560 042, India.
Qualification	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.
Experience	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. 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 focussed 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.
Terms and Conditions of appointment / reappointment	Appointed as an Independent Director for a term of five consecutive years from 01 April 2026 to 31 March 2031. He shall not be liable to retire by rotation. The appointment shall be governed by

	the letter of appointment and applicable provisions of the Companies Act, 2013.
Details of Remuneration sought to be paid	Sitting fees to be paid as per appointment letter
Remuneration last draw	NIL
Date of first appointment on the Board	01st April 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	Total No. of Meetings- 05 Number of Meetings attended- 04
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. UC Inclusive Credit Private Limited 2. Inklude Labs Private Limited 3. Action Foundation for Social Services 4. Teamlease Digital Private Limited 5. Teamlease Services Limited 6. Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)* *7.* Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)* 8. TVS Capital Funds Private Limited 9. Udhyam Learning Foundation 10. UC Investment Management LLP
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	Please refer Table A given below

Table A

Name of Company	**Type of Committees**	**Position held** **Chairman/ Member**
Teamlease Services Limited	Nomination & Remuneration Committee	Member
	Audit Committee	Member
	Stakeholder Relationship Committee	Member
Vivriti Capital Limited (*formerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Audit Committee	Member

TVS Capital Funds Private Limited	Nomination and Remuneration Committee	Member
Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)*	Audit Committee	Chairperson

Except for Mr. Narayan Ramachandran, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

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

No other information/ facts are 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 passing the resolution set out at item no. 3 as a **Special Resolution**.

Item No. 4: To consider and approve appointment of Mr. Vineet Sukumar (DIN: 06848801), Director, as the Managing Director of the Company:

At its meeting held on April 01, 2026, the Board of Directors considered and approved the appointment of Mr. Vineet Sukumar (DIN: 06848801), Director of the Company as Managing Director of the Company, for 5 (Five) consecutive years with effect from 1st April 2026 till 31st March, 2031, not liable to retire by rotation, subject to the approval of the Shareholders of the Company.

The terms of appointment of Mr. Vineet Sukumar as Managing Director of the Company shall be in accordance and in line with the terms of his appointment excluding remuneration at Vivriti Next Limited, Holding Company. Mr. Vineet Sukumar shall not draw any remuneration for his office of appointment at the Company, and he shall be compensated by the Holding Company accordingly.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Vineet Sukumar:

1. **General Information:**

1.	**Nature of industry**	The Company is a SEBI Registered Alternate Investment Fund (AIF) Investment Manager and Portfolio Manager (Co-investment services only). Post transfer of Demerged Undertaking 2 pursuant to Scheme w.e.f. 1st April 2026, the Company undertakes the activities of Alternate Investment Fund (AIF) Investment Manager and Portfolio Manager (Co-investment services only).
2.	**Date or expected date of commencement of commercial production**	The Company commenced its commercial operations in 2003 and has expanded its operations pursuant to the transfer of Demerged Undertaking 2 under the sanctioned Scheme.
3.	**In case of new companies, expected date of commencement of activities as per**	Not Applicable

	project approved by financial institutions appearing in the prospectus	
4.	**Financial performance based on given indicators**	In FY 2025-26, the Company made a total income of INR 12.14 lakhs and Profit of INR 0.73 lakhs after tax. Further, with effect from April 01, 2026, the Company will carry the AMC business subsequent to the transfer and vesting of Demerged Undertaking 2 pursuant to the Scheme.
5.	**Foreign Investments or collaborations, if any**	The Company has not entered into any material foreign collaboration and does not have any direct foreign investment. However, the holding company of the Company, Vivriti Next Limited, has foreign investments as permitted under applicable laws.

2. Information about the appointee:

1.	**Background details**	Mr. Vineet Sukumar holds a master's degree in business administration from IIM Bangalore and a bachelor's degree in engineering from IIT Kharagpur. He has over 20 years of experience in the Indian debt markets and is a founder of the Vivriti Group, which comprises Vivriti Capital Limited ("**VCL**"), a fintech NBFC incorporated in 2017, and Vivriti Asset Management ("**VAM**"), a registered asset manager for fixed-income alternative investment funds., incorporated in 2019. Both VCL and VAM have demerged/amalgamated pursuant to approved Composites Scheme of Arrangement w.e.f. 1st April 2026. Mr. Vineet Sukumar had also 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.
2.	**Past remuneration**	NIL
3.	**Recognition or awards**	Mr. Vineet Sukumar was honored with the title of Indian Alternative Investment Thought Leaders for the year in the Founder Category at the 11th Indian Alternative Investments Summit in February 2024.

4.	**Job profile and his suitability**	Mr. Vineet is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company.
5.	**Remuneration proposed**	Not Applicable as the Company is not paying any remuneration to the proposed appointee. The remuneration shall be paid by Vivriti Next Limited i.e., Holding Company of the Company.
6.	**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person**	Not Applicable as the Company is not paying any remuneration to the proposed appointee.
7.	**Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any**	Mr. Vineet Sukumar is also a shareholder the Company in terms of Section 187(1) of Companies Act, 2013. Apart from the contractual arrangements as part of the Sponsor Agreement, Mr. Vineet Sukumar is also a promoter and shareholder of the Holding Company, Vivriti Next Limited. Mr. Vineet Sukumar is not related to any of the Directors and Key Managerial Personnel of the Company.

3. Other Information:

1.	**Reasons of loss or inadequate profits**	Not Applicable as the Company is not paying any remuneration to the proposed appointee.
2.	**Steps taken or proposed to be taken for improvement**	Not Applicable as the Company is not paying any remuneration to the proposed appointee.
3.	**Expected increase in productivity and profits in measurable terms**	Not Applicable as the Company is not paying any remuneration to the proposed appointee.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the Annual General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Vineet Sukumar
DIN	06848801
Current Designation	Director
Age / Date of Birth	47 yr / 30th June 1979
Address	No: Flat 4, KG Valmiki Apartment, 3rd Seaward Road, Valmiki Nagar, Thiruvanmiyur, Chennai 600 041, Tamil Nadu, India.
Qualifications	Mr. Vineet Sukumar has completed his master's degree in business administration from IIM, Bangalore and bachelor's degree in engineering from IIT, Kharagpur.

Experience	Mr. Vineet Sukumar holds a master's degree in business administration from IIM Bangalore and a bachelor's degree in engineering from IIT Kharagpur. He has over 20 years of experience in the Indian debt markets and is a founding member of the Vivriti Group, which comprises Vivriti Capital Limited ("**VCL**"), a fintech NBFC, and Vivriti Asset Management ("**VAM**"), a registered asset manager for fixed-income alternative investment funds, incorporated in 2019. Both VCL and VAM have demerged/amalgamated pursuant to approved Composites Scheme of Arrangement w.e.f. 1st April 2026. 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
Terms and Conditions of appointment / reappointment	As per terms of Sponsor Agreement with the Holding Company
Details of Remuneration sought to be paid	Not Applicable as the Company is not paying any remuneration to the proposed appointee.
Remuneration last drawn	NIL
Date of first appointment on the Board	16-05-2023
Shareholding in the Company	Holding 01 Equity Share of Face Value INR 10/- *(Holding on behalf of Vivriti Next Limited)*
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year - 2025-26	Total No. of Board Meetings- 05 Number of Board Meetings attended- 05

Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* 2. Vivriti Next Limited (*formerly known as Vivriti Next Private Limited*) 3. Aspero Markets Private Limited *(formerly known as Credavenue Securities Private Limited)* 4. Yubi Private Limited *(formerly known as CredAvenue Private Limited)* 5. Sangvint Technologies Private Limited 6. Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited))* 7. Lighterside Private Limited 8. Fintech Association For Consumer Empowerment 9. Vivriti Fixed Income Fund - Series 3 IFSC LLP
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	Please refer Table A given below

Table A

Name of Company	**Type of Committees** ***(Only statutory committees constituted under Companies Act, 2013 are mentioned)***	**Position held** **Chairman / Member**
Vivriti Capital Limited *(formerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited)*	Audit Committee	Member
	Corporate Social Responsibility Committee	Member
	Stakeholder Relationship Committee	Member
Yubi Private Limited *(formerly known as CredAvenue Private Limited)*	Corporate Social Responsibility Committee	Member
Aspero Markets Private Limited *(formerly known as Credavenue Securities Private Limited)*	Corporate Social Responsibility Committee	Member
Vivriti Next Limited (*formerly known as Vivriti Next Private Limited*)	Audit Committee	Member
	Stakeholder Relationship Committee	Member

Except for Mr. Vineet Sukumar, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

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

No other information/ facts are 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 passing the resolution set out at item no. 4 as a **Special Resolution**.

Item No. 5: To consider and approve the appointment of Mr. John Tyler Day (DIN: 07298703) as Nominee Director (Non-Executive) on the Board of the Company:

Mr. John Tyler Day was appointed as Additional Director of the Company nominated by Creation Investments India III, LLC, shareholder of Vivriti Next Limited (the 'Holding Company') in Nominee Director Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013. Accordingly, Mr. John Tyler Day can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Nominee Director of the Company.

The Company has also received from Mr. John Tyler Day:

a) Consent to act as Director in form DIR-2.
b) Declaration in form DIR-8 in terms of Section 164(1) & 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014.
c) Disclosure of interest in form MBP-1 in pursuant to Section 184(1) of the Companies Act, 2013.
d) Nomination letter received from Creation Investments India III, LLC.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Mr. John Tyler Day as the Additional Director in Nominee Capacity of the Company.

Copy of the draft letter of appointment of Mr. John Tyler Day setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Name of Director	John Tyler Day
DIN	07298703
Current Designation	Additional Director (Nominee)
Age / Date of Birth	**Date of Birth**: 11/03/1986 **Age:** 40 years
Address	7302 Wentwood Drive, Dallas, Texas, 75225 USA
Qualifications	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.
Experience	Mr John Tyler Day joined Creation Investments in 2011 helping grow the firm over the past eight years. Previously, he was a Technical Advisor to the microfinance institution, Five Talents Uganda in Kampala, Uganda. Prior to that, Mr. Day was a Financial Analyst in the mergers and acquisitions group at the investment banking firm Houlihan Lokey.
Terms and Conditions of appointment /	As per provisions of Article of Association and

reappointment	Shareholders Agreement with the Holding Company
Details of Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	1st April 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	Total No. of Meetings- 05 Number of Meetings attended- 04
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Vastu Housing Finance Corporation Limited 2. Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* 3. Yubi Private Limited (*formerly known as CredAvenue Private Limited)* 4. OFB Tech Limited 5. CISV India Private Limited 6. Muthoot Microfin Limited 7. Vivriti Next Limited (*formerly known as Vivriti Next Private Limited*) 8. Creation Impact Credit Fund (India) L.P 9. OXYZO Financial Services Limited
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	Please refer Table A given below

Table A

Name of Company	**Type of Committees** ***(Only statutory committees constituted under Companies Act, 2013 are mentioned)***	**Position held** **Chairman / Member**
Yubi Private Limited (*formerly known as CredAvenue Private Limited)*	Audit Committee	Member
	Risk Management Committee	Member
OFB Tech Limited	Corporate Social Responsibility Committee	Member
	Risk Management Committee	Member
Vivriti Next Limited (*formerly known as Vivriti Next Private Limited*)	Stakeholder Relationship Committee	Member
	Nomination and Remuneration Committee	Member

Except for Mr. John Tyler Day, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

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

No other information/ facts are 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 passing the resolution set out at item no. 5 as an **Ordinary Resolution**.

Item No. 6: To consider and approve the appointment of Mr. Lazar Zdravkovic (DIN: 10052432) as Nominee Director (Non-Executive) on the Board of the Company:

Mr. Lazar Zdravkovic was appointed as Additional Director of the Company nominated by Creation Investments India III, LLC, shareholder of Vivriti Next Limited (the 'Holding Company') in Nominee Director Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013. Accordingly, Mr. Lazar Zdravkovic can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Nominee Director of the Company.

The Company has also received from Mr. Lazar Zdravkovic:

a) Consent to act as Director in form DIR-2.
b) Declaration in form DIR-8 in terms of Section 164(1) & 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014.
c) Disclosure of interest in form MBP-1 in pursuant to Section 184(1) of the Companies Act, 2013.
d) Nomination letter received from Creation Investments India III, LLC.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Mr. Lazar Zdravkovic as the Additional Director in Nominee Capacity of the Company.

Copy of the draft letter of appointment of Mr. Lazar Zdravkovic setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Name of Director	Lazar Zdravkovic
DIN	10052432
Current Designation	Additional Director (Nominee)
Age / Date of Birth	**Date of Birth**: 12/02/1992 **Age:** 34 years
Address	554 W Grant PL, Chicago, IL, 60614, USA
Qualifications	Bachelor's Degree with a major in Finance and International Business with a minor in Economics from the Georgetown University McDonough School of Business, a top university in the USA. Vice President of Creation Investments working in the prestigious investment firm for 6 years. Investment Banker working for 3 years at Barclays.

Experience	Mr. Lazar Zdravkovic is the Vice President of Creation Investments and previously he was associated with Barclays as investment banker. He has worked extensively with Creation Investments portfolio companies in India over the last 6 years. He is involved in advising debt and equity financing, strategic and financial planning, hiring and financial reporting. He also has the experience of working with several portfolio companies of Creation Investments outside of India, including banks, non-bank lenders and Insurance Companies in Republic of Georgia, Sri Lanka, Indonesia, Albania, Poland, Mexico, Peru, Chile and Brazil. As an Investment Banking professional, he has also advised multiple financial institutions in the S&P 500, FTSE 100 as well as OMXS 30 on Debt and Equity raises, Mergers and Acquisitions along with multiple other transactions.
Terms and Conditions of appointment / reappointment	As per provisions of Article of Association and Shareholders Agreement of the Holding Company.
Details of Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	01st April 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	Total No. of Meetings- 05 Number of Meetings attended- 04
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Vivriti Finance Limited *(formerly known as Vivriti Capital Limited)* 2. Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)* 3. Vivriti Capital Limited *(formerly known as Hari and Company investments Madras Limited and Hari and Company Investments Madras Private Limited)*
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	NIL

Except for Mr. Lazar Zdravkovic, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

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

No other information/ facts are 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 passing the resolution set out at item no. 6 as an **Ordinary Resolution**

Item No. 7: To consider and approve the appointment of Mr. Gaurav Malhotra (DIN: 07640504) as Nominee Director (Non-Executive) on the Board of the Company:

Mr. Gaurav Malhotra was appointed as Additional Director of the Company nominated by Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Fund I S.a.r.l SICAV-RAIF and Galina Private Equity Investments Ltd, in Nominee Director Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013. Accordingly, Mr. Gaurav Malhotra can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Nominee Director of the Company.

The Company has also received from Mr. Gaurav Malhotra:

a) Consent to act as Director in form DIR-2.
b) Declaration in form DIR-8 in terms of Section 164(1) & 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014.
c) Disclosure of interest in form MBP-1 in pursuant to Section 184(1) of the Companies Act, 2013.
d) Nomination letter received from Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Fund I S.a.r.l., SICAV-RAIF and Galina Private Equity Investments Ltd.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Mr. Gaurav Malhotra as the Additional Director in Nominee Capacity of the Company.

Copy of the draft letter of appointment of Mr. Gaurav Malhotra, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Gaurav Malhotra
DIN	07640504
Current Designation	Additional Director (Nominee)
Age / Date of Birth	**Date of Birth**: 19/05/1981 **Age:** 45 years
Address	A601 Mantri Espana, Kariyammana Agraha, Bellandur, Bengaluru, Karnataka, 560103
Qualifications	PDGM from IIM, Bangalore and Bachelor of Engineering Delhi College of Engineering
Experience	Mr. Gaurav Malhotra is an investment professional with over 20 years of experience in financial services, specializing in equity and debt investments, business and portfolio strategy, M&A and organisational

	transformation. He currently serves as Partner at Lightrock (since August 2025), where he focuses on investments in financial services and fintech. Prior to this, he was Director and Head of Financial Services Equity at British International Investment, were he led equity investments in financial institutions across South Asia. Earlier in his career, he worked as a Principal at Boston Consulting Group and as Head of Corporate Strategy at Escorts Limited.
Terms and Conditions of appointment / reappointment	As per provisions of Article of Association and Shareholders Agreement of the Holding Company
Details of Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Date of first appointment on the Board	01st April 2026
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	Total No. of Meetings- 05 Number of Meetings attended- 03
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	*1.* Yubi Private Limited (*formerly known as Credavenue Private Limited)* 2. Lightrock Corporate Services Private Limited 3. Lightrock Investment Advisor Private Limited 4. Vivriti Next Limited (*formerly known as Vivriti Next Private Limited*) 5. Varthana Finance Private Limited 6. Arya Collateral Warehouse Services Private Limited 7. Lightrock Sponsor India LLP 8. Smartcoin Financials Private Limited
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	NIL

Except for Mr. Gaurav Malhotra, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

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

No other information/ facts are 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 passing the resolution set out at item no. 7 as an **Ordinary Resolution**.

Item No. 8: To consider and approve the appointment of Mr. Krishna Ramachandran (DIN: 07952166) as Nominee Director (Non-Executive) of the Company:

Mr. Krishna Ramachandran was appointed as Additional Director of the Company nominated by TVS Shriram Growth Fund 3 in Nominee Director Capacity, in the Board Meeting held on 1st April 2026, in terms of Section 161(1) of the Companies Act, 2013. Accordingly, Mr. Krishna Ramachandran can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Nominee Director of the Company.

The Company has also received from Mr. Krishna Ramachandran:

a) Consent to act as Director in form DIR-2.
b) Declaration in form DIR-8 in terms of Section 164(1) & 164(2) of Companies Act, 2013 read with Companies (Appointment and qualification of Directors) Rules, 2014.
c) Disclosure of interest in form MBP-1 in pursuant to Section 184(1) of the Companies Act, 2013.
d) Nomination letter received from TVS Shriram Growth Fund 3.

Further, in the same meeting i.e. meeting held on 1st April 2026, the Board appointed Mr. Krishna Ramachandran as the Additional Director in Nominee Capacity of the Company.

Copy of the draft letter of appointment of Mr. Krishna Ramachandran setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

Details of Directors Seeking Appointment / Fixation of Director's Remuneration at the General Meeting, as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI):

Name of Director	Krishna Ramachandran
DIN	07952166
Current Designation	Additional Director (Nominee)
Age / Date of Birth	**Date of Birth**: 24/02/1971 **Age:** 55 years
Address	9, 1st Main Road, Lake Area, Nungambakkam, Chennai - 600034
Qualifications	Chartered Accountant, Company Secretary & Cost Accountant and a PG Diploma Holder in Business Administration
Experience	Past Visiting Faculty in Corporate Governance in NMIMS at Bangalore.
Terms and Conditions of appointment / reappointment	As per provisions of Article of Association and Shareholders Agreement of the Holding Company
Details of Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board	01st April 2026
Shareholding in the Company	NIL

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the Year – (FY 2026-27 till date)	Total No. of Meetings- 05 Number of Meetings attended- 03
Other Directorships/ Designated partner in LLP ***(All Companies excluding this Company and Foreign Companies)***	1. Vivriti Next Limited (*formerly known as Vivriti Next Private Limited*)
Membership / Chairmanship of Committees of other Boards **(Only statutory board committees constituted under the Companies Act, 2013 are considered)**	Please refer Table A given below

Table A

Name of Company	**Type of Committees**	**Position held**
		Chairman/ Member
NIL		

Except for Mr. Krishna Ramachandran, none of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

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

No other information/ facts are 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 passing the resolution set out at item no. 8 as an **Ordinary Resolution**.

Item No. 9: To approve the adoption and implementation of the revised Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("revised Core Plan I"):

The Company has decided to implement the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 – Core Plan to identified employees of the Company through **direct route** that would encourage a long-term and committed involvement of the employees in the ownership and future of the Company.

In supersession to the earlier resolution passed by the Board at its meeting held on June 15, 2026, for the adoption and implementation of the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("Core Plan I"), subject to the approval of the shareholders of the Company, the Board has further approved the revised Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("revised Core Plan I") in their meeting held on August 05, 2026 and the approvals granted thereunder are subject to the approval of Members by way of special resolution, as required under the provisions of section 62 read with Rule 12 and 16 of the Companies (Share Capital and Debentures) Rules, 2014.

Pursuant to the ESOP Plan I, approval of the Members of the Company is also sought for granting of options to the identified employees of Vivriti Next Limited and its subsidiaries.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, approval of the Members is being sought by way of Special Resolution(s) in respect of the revised Core Plan I and grant of options thereunder.

The principal features of the revised Core Plan I (*referred below as ESOP Scheme*) are as under:

1. **Main features of the ESOP Scheme**

   The Company wishes to bring about employee participation in the growth and prospects of the Company. The Company has therefore decided to introduce an Employee Stock Option Plan (ESOP) that would encourage long-term and committed involvement of the employees in the ownership and future of the company.

   The objectives of the ESOP Scheme are as follows:

   i. To provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company;
   ii. To motivate Employees with incentives and reward opportunities in respect of their contribution to the growth of the Company and;
   iii. To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of Eligible Employees as per the scheme document with the long-term interests of the Company, its subsidiaries and its shareholders; and
   iv. To create a sense of ownership and participation amongst Employees.

2. **Total Number of Options to be granted**

   Such number of options would be available for grant to the eligible employees of the Company under this ESOP Plan 2026 - Core Plan I and the VAMPL - Employee Stock Option Plan 2026 – Long Term Incentive Plan, in one or more tranches exercisable into not exceeding more than to 29,903 Equity Shares in the Company of face value of INR. 10/- each fully paid up, and as on the Effective Date, the Options (and the aggregate number of Shares set aside in relation to such Options) under this ESOP Plan 2026 - Core Plan I shall be up to 3,460.

   Options may be Granted in one or more tranches, on such other terms and conditions as the ESOP Committee, may decide from time to time, subject to any adjustment as may be required due to any Corporate Action or change in Control of the Company.

   If any Options under this scheme have lapsed, as per any provision of the scheme or the terms of the Grant, the same will not be added back to the common option pool and shall only be available for new Grants under this scheme.

3. **Identification of Classes of Employees Entitled to Participate in the ESOP Scheme**

   The following persons shall be eligible to participate in the ESOP Scheme:

   a) a permanent employee of the Company who has been working in India or outside India; or
   b) a Director of the Company, whether a whole time director or not but excluding an independent director; or
   c) an employee as defined in Clause (a) or (b) above of a Subsidiary in India or outside India, or Holding Company of the Company;

but does not include:

i. an employee or a Director who is a promoter or a person belonging to the promoter group; or
ii. a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

4. Appraisal Process for Determining the Eligibility of Employees to the ESOP Scheme

The ESOP Committee shall have the discretion, based on (i) the periodic appraisal of Employee(s) and / or any team or group of the Employer Company or its subsidiaries of which such Employee(s) is/are part of; (ii) subject to such Employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the ESOP Committee or assessing the contribution of Employee(s) towards the Employer Company), and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether Employee(s) is/are Eligible Employee(s) and satisfy(ies) the Eligibility Criteria for the Grant of Options under the Plan I.

5. Requirements of vesting and Period of vesting and the maximum period within which the options shall be vested

Unless otherwise specified, all Options Granted on any date shall Vest in accordance with the terms set out in the Grant Letter, as may be determined by the ESOP Committee. Vesting of Options under the Plan I shall be on such date(s) and in such proportion as may be determined by the ESOP Committee and such Option, would Vest in not less than 1 (one) year and not more than 4 (four) years from the date of Grant of an Option.

6. Exercise Price or the formula for arriving at the same

Exercise Price shall range between face value and the fair market value payable by the Option Holder for exercising each of the Vested Options, unless the ESOP Committee specifically decides to provide for a lower price (but not lower than the face value of the Shares) and included in the Grant Letter.

7. Exercise Period and process of Exercise

Exercise Period means 5 (Five) years from the date of Vesting of the Options, within which period the Option Holder should Exercise the Vested Options.

Unless otherwise set out in the Plan I or as determined by the Nomination and Remuneration Committee ("NRC")/Board, as applicable, Vested Options can be Exercised during the Exercise Period. [Provided that, the ESOP Committee may require all or any part of the Vested Options to be Exercised at the time of occurrence of a Liquidity Event.] In the event an Option is not Exercised within the Exercise Period (or such other period as may be permitted by the NRC/Board, as applicable), it shall stand Lapsed and shall cease to be valid for all purposes.

The Option Holders may Exercise the Options, subject to fulfilment of procedural requirements as may be imposed by the ESOP Committee and / or the NRC/Board, as applicable at the time

of Exercise of Options, and execution of such documents and instruments as may be determined by the ESOP Committee and / or the Board under Applicable Laws.

The Option shall be deemed to have been Exercised for Shares only when the ESOP Committee receives:

i. a written notice of Exercise from the Option Holder, in such form as may be prescribed (including through email, physical request letter or through any digital or electronic media which is capable of being stored and retrieved but excluding any social media platform such as LinkedIn, WhatsApp, Twitter etc.);

ii. full payment of Exercise Price and amount payable as tax under the relevant tax laws, in force at the relevant time, including payment of the stamp duty applicable on registration and issues of Shares in accordance with Applicable Laws, as determined by the ESOP Committee.

8. Lock-in Period, if any

Shares issued under the Plan I shall be subject to transfer restrictions and lock-in restrictions as provided in the articles of association of the Company and the Scheme or such other requirement as maybe prescribed under Applicable Laws as specified in the ESOP Scheme.

9. Maximum Number of Options to be Issued Per Employee and in Aggregate

The aggregate number of options that may be granted to any specific employee under the ESOP Scheme, in any financial year shall not exceed 20% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

10. Maximum Quantum of Benefits to be Provided Per Employee

The maximum quantum of benefits underlying the options granted to an eligible employee shall depend upon the fair market value of the shares and other terms specified under the ESOP Scheme and determined by the ESOP Committee.

11. The method which the Company shall use to value its options

The Company shall use applicable accounting standards to value its options. To calculate the employee compensation cost, the Company shall use the Fair Market Value method for valuation of the options granted.

12. Particulars of Benefits to be Accrued to Employees

i. On allotment of shares pursuant to the Plan, regular benefits such as dividend, rights, and bonus shares, if any;

ii. In any event such as consolidation, sub-division, or conversion of shares into stock or capitalization by a bonus issue, combination, repurchase or exchange of shares or any other corporate action that affects the shareholding structure, the ESOP Committee, in order to prevent diminution of benefits or potential benefits intended to be made available under the plan, shall adjust the number of shares that may be delivered under the ESOP.

iii. In the event of Company being taken over or amalgamated or merged with another Company, the ESOP Committee at its sole discretion and in conjunction with the acquiring company may decide to issue fresh stock options that carry the option of conversion into shares of the merged company on such terms and conditions as may be decided by the ESOP Committee. However, the same shall be at the discretion of the ESOP Committee, which may alternatively decide for lapse of the stock options that shall be compensated by the Company.

iv. The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

The voting rights in respect of the Equity Shares held by the employees in the Company after the exercise of the options, shall be in line with the agreed terms of the Employee Shareholder's Letter executed by the Employee and as a pre-condition to such exercise of options, agreeing to abide by the obligations set out in the articles of association of the Company, as amended from time to time in this regard.

13. The Conditions under which options vested in employees may lapse

Please refer to the below Table – 1.

14. Specified Time Period within which the Employee shall Exercise the Vested Options

Please refer to the below Table – 1.

Table – 1

Circumstance of Separation	**Stock Options Granted but not Vested**	**Stock Options Vested but not Exercised**	**Stock Options Exercised**
Termination for cause	In the event of termination of the employment of an Option Holder for 'Cause' (defined in the ESOP Plan), all Options (Unvested and Vested) Granted to the Option Holder, as on the date of termination of employment, shall expire and stand terminated with immediate effect and the Option Holder will not be permitted to exercise any rights in respect thereof.		Where any Shares have previously been issued by the Company to such Option Holder upon Exercise of Vested Options, the ESOP Committee may at its absolute discretion, require such Option Holder to compulsorily transfer the Shares to the Company or a nominee of the Company or to any shareholder, investor or Person as may be identified by ESOP Committee, in terms of this ESOP Plan 2026 - Core Plan I or the articles of association of the Employer Company or the Employee Shareholder's Letter or any

			other document as may be executed by the Option Holder at such price as may be decided by the ESOP Committee.
Termination for any reason other than cause.	All Unvested Options, as on date of the notice issued by the Employer Company for terminating the employment of the Option Holder, shall expire and stand terminated/cancelled with immediate effect	all Vested Options as on the last working date of the Option Holder with the Employer Company shall be Exercised by him within the Exercise Period, in accordance with the terms and conditions of the ESOP Plan 2026 - Core Plan I, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme. Where any Shares have been issued by the Company to the Option Holder upon Exercise of Vested Options, the ESOP Committee may at its absolute discretion, require such Option Holder to compulsorily transfer the Shares to the Company or a nominee of the Company or to any shareholder, investor or Person as may be identified by ESOP Committee, in terms of this ESOP Plan 2026 - Core Plan I or the articles of association of the Employer Company or the Employee Shareholder's Letter or any other document as may be executed by the Option Holder and at such price and other terms as may be decided by the ESOP Committee.
Treatment of Options in case of termination/Cessation of employment for any other reason	In the event of termination/cessation of the employment of an Option Holder for any other reason, resulting in the Option Holder ceasing to be an Employee of the Employer, all Unvested Options, as on the date of termination of employment, shall expire and stand terminated/cancelled with	In respect of all Vested Options as on the date of termination of employment, the ESOP Committee may in its sole and absolute discretion permit the Vested Options to be Exercised as per any terms as may be specified under the relevant Scheme (or	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme. Where any Shares have been issued by the Company to the Option Holder upon Exercise of Vested Options, the ESOP

	immediate effect.	any other document provided by the ESOP Committee to the Option Holder)	Committee may at its absolute discretion, require such Option Holder to compulsorily transfer the Shares to the Company or a nominee of the Company or to any shareholder, investor or Person as may be identified by ESOP Committee, in terms of this ESOP Plan 2026 - Core Plan I or the articles of association of the Employer Company or the Employee Shareholder's Letter or any other document as may be executed by the Option Holder and at such price and other terms as may be decided by the ESOP Committee.
Retirement or Superannuation	All Unvested Options as on the last working date of the Option Holder with the Employer Company shall expire and stand terminated/cancelled with immediate effect, unless otherwise decided by the ESOP Committee prior to the last working date of the Option Holder; and	All Vested Options (including any Unvested Options that have accelerated and become Vested) as on the last working date of the Option Holder with the Employer Company shall be Exercised by him within the Exercise Period, in accordance with the terms and conditions of the ESOP Plan 2026 - Core Plan I, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.	
Voluntary Resignation	All Unvested Options, as on date of submission of resignation by the Option Holder, shall expire and stand terminated/cancelled with immediate effect; and	All Vested Options as on the last working date of the Option Holder with the Employer Company shall be Exercised by him within a period of 12 (twelve) months from the last working date, or	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.

		before the expiry of the Exercise Period, whichever is earlier, in accordance with the terms of the ESOP Plan 2026 - Core Plan I, failing which, the Vested Options that have not been Exercised within the above-mentioned time period shall Lapse.	
Permanent Disability	Will Vest Immediately on the date of such Permanent Disability.	In the event of separation of an Option Holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company, all the Unvested Options to him shall Vest in him immediately on the date of such Permanent Disability. All the Options (including those which Vest upon the Permanent Disability of the Grantee) shall be Exercised by him or in case of an inability of the Option Holder to Exercise Vested Options, by his nominee(s)/legal heir(s)/successor(s) within the Exercise Period in accordance with the terms and conditions of the ESOP Plan 2026 - Core Plan I, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.
Death	In the event of death of an Option Holder while in employment with the Employer Company, the Vesting of Options Granted	All the Options (including those which Vest upon the death of the Option Holder) shall be Exercised by	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence

	to and held by such Option Holder shall accelerate in full and Vest in his nominee(s)/legal heir(s)/successor(s) immediately on the date of death of the Option Holder	the nominee(s)/legal heir(s)/successor(s) of the Option Holder within the Exercise Period in accordance with the terms of the ESOP Plan 2026 - Core Plan I, failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.	of any liquidity event as per the terms of ESOP Scheme.

15. **Route of Scheme Implementation**
    The Scheme shall be implemented and administered through direct route.

16. **The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any**
    Not Applicable

17. **The particulars of the Trustee or employees in whose favour such shares are to be registered**
    Not Applicable

18. **Source of Shares**
    Once vested options are exercised, shares will be allotted by the Company.

19. **The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc:**
    Not Applicable

20. **Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:**
    Not Applicable

21. **Particulars of the Trustees appointed:**
    Not Applicable

22. **Accounting Standards and Disclosure Policies**

    The Company shall comply with the applicable accounting standards prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

The Directors of the Company may be deemed to be concerned or interested in the resolutions only to the extent of the options that may be granted to them under the ESOP Scheme and the resultant equity shares that may be allotted upon exercise thereof.

A copy of the ESOP Scheme shall be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 11 A.M. to 4 P.M. up to and including the date of EGM.

The Board recommends passing the resolution set out at item no. 9 as a **Special Resolution**.

Item No. 10: To approve the adoption and implementation of the revised Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 - Long Term Incentive Plan ("revised LTIP"):

The Company has decided to implement the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Long Term Incentive Plan to identified employees of the Company through **direct route** that would encourage a long-term and committed involvement of the employees in the ownership and future of the Company.

In supersession to the earlier resolution passed by the Board at its meeting held on June 15, 2026, for the adoption and implementation of the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Long Term Incentive Plan ("LTIP"), subject to the approval of the shareholders of the Company, the Board has further approved the revised Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Long Term Incentive Plan ("revised LTIP") in their meeting held on August 05, 2026 and the approvals granted thereunder are subject to the approval of Members by way of special resolution, as required under the provisions of section 62 read with Rule 12 and 16 of the Companies (Share Capital and Debentures) Rules, 2014.

Pursuant to the ESOP Scheme, approval of the Members of the Company is also sought for granting of options to the identified employees of Vivriti Next Limited and its subsidiaries.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, approval of the Members is being sought by way of Special Resolution(s) in respect of the revised LTIP and grant of options thereunder.

The principal features of the revised LTIP (*referred below as ESOP Scheme*) are as under:

1. **Main features of the ESOP Scheme**

   The Company wishes to bring about employee participation in the growth and prospects of the Company. The Company has therefore decided to introduce an Employee Stock Option Plan (ESOP) that would encourage long-term and committed involvement of the employees in the ownership and future of the company.

   The objectives of the ESOP Scheme are as follows:

   i. To provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company;
   ii. To motivate Employees with incentives and reward opportunities in respect of their contribution to the growth of the Company and;
   iii. To achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of Eligible Employees as per the scheme document with the long-term interests of the Company, its subsidiaries and its shareholders; and
   iv. To create a sense of ownership and participation amongst Employees.

2. Total Number of Options to be granted

Such number of options would be available for grant to the eligible employees of the Company under this VAMPL – ESOP LTIP 2026 and the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I, in one or more tranches exercisable into not exceeding more than to 29,903 Equity Shares in the Company of face value of INR. 10/- each fully paid up, and as on the Effective Date, the Options (and the aggregate number of Shares set aside in relation to such Options) under this VAMPL – ESOP LTIP 2026 shall be up to 26,443.

Options may be Granted in one or more tranches, on such other terms and conditions as the ESOP Committee, may decide from time to time, in accordance with the internal governance framework approved by the Board subject to any adjustment as may be required due to any Corporate Action or change in Control of the Company.

If any Options under this scheme have lapsed, as per any provision of the scheme or the terms of the Grant, the same will not be added back to the common option pool and shall only be available for new Grants under this scheme.

3. Identification of Classes of Employees Entitled to Participate in the ESOP Scheme

The following persons shall be eligible to participate in the ESOP Scheme:

a) a permanent employee of the Company who has been working in India or outside India; or
b) a Director of the Company, whether a whole time director or not but excluding an independent director; or
c) an employee as defined in Clause (a) or (b) above of a Subsidiary in India or outside India, or Holding Company of the Company;

but does not include:

i. an employee or a Director who is a promoter or a person belonging to the promoter group; or
ii. a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding equity shares of the Company.

4. Appraisal Process for Determining the Eligibility of Employees to the ESOP Scheme

The ESOP Committee shall have the discretion, based on (i) the periodic appraisal of Employee(s) and / or any team or group of the Employer Company or its subsidiaries of which such Employee(s) is/are part of; (ii) subject to such Employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the ESOP Committee or assessing the contribution of Employee(s) towards the Employer Company), and (iii) to select new hires, as an incentive to join and to act as a retention tool, if any, to determine whether Employee(s) is/are Eligible Employee(s) and satisfy(ies) the Eligibility Criteria for the Grant of Options under the Plan.

5. Requirements of vesting and Period of vesting and the maximum period within which the options shall be vested

Unless otherwise specified, all Options Granted on any date shall Vest in accordance with the terms set out in the Grant Letter, as may be determined by the ESOP Committee. Vesting of Options under the Plan shall be on such date(s) and in such proportion as may be determined by the ESOP Committee and such Option, would Vest in not less than 1 (one) year and not more than 10 (Ten) years from the date of Grant of an Option.

6. Exercise Price or the formula for arriving at the same

Exercise Price shall range between face value and the fair market value payable by the Option Holder for exercising each of the Vested Options, unless the ESOP Committee specifically decides to provide for a lower price (but not lower than the face value of the Shares) and included in the Grant Letter.

7. Exercise Period and process of Exercise

Exercise Period means 5 (Five) years from the date of Vesting of the Options, within which period the Option Holder should Exercise the Vested Options.

Unless otherwise set out in the Plan or as determined by the Nomination and Remuneration Committee ("NRC")/Board, as applicable, Vested Options can be Exercised during the Exercise Period. [Provided that, the ESOP Committee may require all or any part of the Vested Options to be Exercised at the time of occurrence of a Liquidity Event.] In the event an Option is not Exercised within the Exercise Period (or such other period as may be permitted by the NRC/Board, as applicable), it shall stand Lapsed and shall cease to be valid for all purposes.

The Option Holders may Exercise the Options, subject to fulfilment of procedural requirements as may be imposed by the ESOP Committee and / or the NRC/Board, as applicable at the time of Exercise of Options, and execution of such documents and instruments as may be determined by the ESOP Committee and / or the Board under Applicable Laws.

The Option shall be deemed to have been Exercised for Shares only when the ESOP Committee receives:

iii. a written notice of Exercise from the Option Holder, in such form as may be prescribed (including through email, physical request letter or through any digital or electronic media which is capable of being stored and retrieved but excluding any social media platform such as LinkedIn, WhatsApp, Twitter etc.);

iv. full payment of Exercise Price and amount payable as tax under the relevant tax laws, in force at the relevant time, including payment of the stamp duty applicable on registration and issues of Shares in accordance with Applicable Laws, as determined by the ESOP Committee.

8. Lock-in Period, if any

Shares issued under the Plan shall be subject to transfer restrictions and lock-in restrictions as provided in the articles of association of the Company and the Scheme or such other requirement as maybe prescribed under Applicable Laws as specified in the ESOP Scheme.

9. Maximum Number of Options to be Issued Per Employee and in Aggregate

The aggregate number of options that may be granted to any specific employee under the ESOP Scheme, in any financial year shall not exceed 20% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company.

10. Maximum Quantum of Benefits to be Provided Per Employee

The maximum quantum of benefits underlying the options granted to an eligible employee shall depend upon the fair market value of the shares and other terms specified under the ESOP Scheme and determined by the ESOP Committee.

11. The method which the Company shall use to value its options

The Company shall use applicable accounting standards to value its options. To calculate the employee compensation cost, the Company shall use the Fair Market Value method for valuation of the options granted.

12. Particulars of Benefits to be Accrued to Employees

i. On allotment of shares pursuant to the Plan, regular benefits such as dividend, rights, and bonus shares, if any;

ii. In any event such as consolidation, sub-division, or conversion of shares into stock or capitalization by a bonus issue, combination, repurchase or exchange of shares or any other corporate action that affects the shareholding structure, the ESOP Committee, in order to prevent diminution of benefits or potential benefits intended to be made available under the plan, shall adjust the number of shares that may be delivered under the ESOP.

iii. In the event of Company being taken over or amalgamated or merged with another Company, the ESOP Committee at its sole discretion and in conjunction with the acquiring company may decide to issue fresh stock options that carry the option of conversion into shares of the merged company on such terms and conditions as may be decided by the ESOP Committee. However, the same shall be at the discretion of the ESOP Committee, which may alternatively decide for lapse of the stock options that shall be compensated by the Company.

iv. The details about who would exercise and how the voting rights in respect of the shares to be purchased under the Plan would be exercised:

The voting rights in respect of the Equity Shares held by the employees in the Company after the exercise of the options, shall be in line with the agreed terms of the Employee Shareholder's Letter executed by the Employee and as a pre-condition to such exercise of options, agreeing to abide by the obligations set out in the articles of association of the Company, as amended from time to time in this regard.

13. The Conditions under which options vested in employees may lapse

Please refer to the below Table – 1.

14. Specified Time Period within which the Employee shall Exercise the Vested Options

Please refer to the below Table – 1.

Table – 1

Circumstance of Separation	**Stock Options Granted but not Vested**	**Stock Options Vested but not Exercised**	**Stock Options Exercised**
Termination for cause	In the event of termination of the employment of an Option Holder for 'Cause' (defined in the ESOP Plan), all Options (Unvested and Vested) Granted to the Option Holder, as on the date of termination of employment, shall expire and stand terminated with immediate effect and the Option Holder will not be permitted to exercise any rights in respect thereof.		Where any Shares have previously been issued by the Company to such Option Holder upon Exercise of Vested Options, the ESOP Committee may at its absolute discretion, require such Option Holder to compulsorily transfer the Shares to the Company or a nominee of the Company or to any shareholder, investor or Person as may be identified by ESOP Committee, in terms of this ESOP Plan 2026 - Long Term Incentive Plan or the articles of association of the Employer Company or the Employee Shareholder's Letter or any other document as may be executed by the Option Holder at such price as may be decided by the ESOP Committee.
Termination for any reason other than cause.	All Unvested Options, as on date of the notice issued by the Employer Company for terminating the employment of the Option Holder, shall expire and stand terminated/cancelled with immediate effect	all Vested Options as on the last working date of the Option Holder with the Employer Company shall be Exercised by him within the Exercise Period, in accordance with the terms and conditions of the ESOP Plan 2026 - Long Term Incentive Plan , failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme. Where any Shares have been issued by the Company to the Option Holder upon Exercise of Vested Options, the ESOP Committee may at its absolute discretion, require such Option Holder to compulsorily transfer the Shares to the Company or a nominee of the Company or to any shareholder, investor or Person as may be

			identified by ESOP Committee, in terms of this ESOP Plan 2026 - Long Term Incentive Plan or the articles of association of the Employer Company or the Employee Shareholder's Letter or any other document as may be executed by the Option Holder and at such price and other terms as may be decided by the ESOP Committee.
Treatment of Options in case of termination/Cessation of employment for any other reason	In the event of termination/cessation of the employment of an Option Holder for any other reason, resulting in the Option Holder ceasing to be an Employee of the Employer, all Unvested Options, as on the date of termination of employment, shall expire and stand terminated/cancelled with immediate effect.	In respect of all Vested Options as on the date of termination of employment, the ESOP Committee may in its sole and absolute discretion permit the Vested Options to be Exercised as per any terms as may be specified under the relevant Grant Letter (or any other document provided by the ESOP Committee to the Option Holder)	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme. Where any Shares have been issued by the Company to the Option Holder upon Exercise of Vested Options, the ESOP Committee may at its absolute discretion, require such Option Holder to compulsorily transfer the Shares to the Company or a nominee of the Company or to any shareholder, investor or Person as may be identified by ESOP Committee, in terms of this ESOP Plan 2026 - Long Term Incentive Plan or the articles of association of the Employer Company or the Employee Shareholder's Letter or any other document as may be executed by the Option Holder and at such price and other terms as may be decided by the ESOP Committee.
Retirement or Superannuation	All Unvested Options as on the last working date of the Option Holder with the	All Vested Options (including any Unvested Options that	

	Employer Company shall expire and stand terminated/cancelled with immediate effect, unless otherwise decided by the ESOP Committee in accordance with the internal governance framework approved by the Board prior to the last working date of the Option Holder; and	have accelerated and become Vested) as on the last working date of the Option Holder with the Employer Company shall be Exercised by him within the Exercise Period, in accordance with the terms and conditions of the ESOP Plan 2026 - Long Term Incentive Plan , failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.	
Voluntary Resignation	All Unvested Options, as on date of submission of resignation by the Option Holder, shall expire and stand terminated/cancelled with immediate effect; and	All Vested Options as on the last working date of the Option Holder with the Employer Company shall be Exercised by him on or before such last working date, or before the expiry of the Exercise Period, whichever is earlier, in accordance with the terms of the VAMPL– ESOP LTIP 2026, failing which, the Vested Options that have not been Exercised within the above-mentioned time period shall Lapse.	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.
Permanent Disability	Will Vest Immediately on the date of such Permanent Disability.	In the event of separation of an Option Holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company, all the Unvested Options to him shall Vest in him immediately on the date of such Permanent Disability. All the Options (including those which Vest upon the	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.

		Permanent Disability of the Grantee) shall be Exercised by him or in case of an inability of the Option Holder to Exercise Vested Options, by his nominee(s)/legal heir(s)/successor(s) within the Exercise Period in accordance with the terms and conditions of the ESOP Plan 2026 - Long Term Incentive Plan , failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.	
Death	In the event of death of an Option Holder while in employment with the Employer Company, the Vesting of Options Granted to and held by such Option Holder shall accelerate in full and Vest in his nominee(s)/legal heir(s)/successor(s) immediately on the date of death of the Option Holder	All the Options (including those which Vest upon the death of the Option Holder) shall be Exercised by the nominee(s)/legal heir(s)/successor(s) of the Option Holder within the Exercise Period in accordance with the terms of the ESOP Plan 2026 - Long Term Incentive Plan , failing which, the Vested Options that have not been Exercised within the Exercise Period shall Lapse.	Employees continue to hold the shares subject to such shares being called upon for tendering upon occurrence of any liquidity event as per the terms of ESOP Scheme.

15. Route of Scheme Implementation

The Scheme shall be implemented and administered through direct route.

16. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any

Not Applicable

17. The particulars of the Trustee or employees in whose favour such shares are to be registered

Not Applicable

18. **Source of Shares**
    Once vested options are exercised, shares will be allotted by the Company.

19. **The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc:**
    Not Applicable

20. **Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:**
    Not Applicable

21. **Particulars of the Trustees appointed:**
    Not Applicable

22. **Accounting Standards and Disclosure Policies**
    The Company shall comply with the applicable accounting standards prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

The Directors of the Company may be deemed to be concerned or interested in the resolutions only to the extent of the options that may be granted to them under the ESOP Scheme and the resultant equity shares that may be allotted upon exercise thereof.

A copy of the ESOP Scheme shall be available for inspection by the members at the Registered Office/Corporate Office of the Company on any working day between 11 A.M. to 4 P.M. up to and including the date of EGM.

The Board recommends passing the resolution set out at item no. 10 as a **Special Resolution**.

Item No. 11: To approve grant of options to identified employees equal to or exceeding one percent of the issued capital of the Company at the time of grant of options:

Pursuant to Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014, approval of the Members by way of Special Resolution is required where options are proposed to be granted to identified employees, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

It is hereby informed that under the revised Vivriti Asset Management Private Limited- Employee Stock Option Plan 2026 - Long Term Incentive Plan ("revised LTIP"), certain identified employees are proposed to be granted options equal to or exceeding the aforesaid threshold. Such grants are proposed within the limits prescribed under the ESOP Scheme, including the maximum limit applicable to any specific employee.

The details of the list of identified employees and the proposed grants shall be placed before the Members for their consideration.

Accordingly, approval of the Members is sought for grant of options to the aforesaid identified employees in accordance with the provisions of Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of the ESOP Scheme.

The Directors may be deemed to be concerned or interested in the resolution only to the extent of the options that may be granted to them under the ESOP Scheme and the resultant equity shares that may be allotted upon exercise thereof.

The Board recommends passing the resolution set out at item no. 11 as a **Special Resolution**.

Item No. 12: To approve increase in Authorized Capital of the Company and consequent amendment to the Capital Clause of Memorandum of Association of the Company:

The members are requested to take note that in order to meet the Company's present and future business requirements including the issue of Employee Stock Option Plan Options, it is proposed to increase authorized capital of the Company in following manner from:

'The share capital of the company is Rs.10,00,000/- (Rupees Ten Lakh only) divided into 1,00,000 (One Lakh) Equity shares of Rs.10/- (Rupees Ten Only) each.'

To

'The share capital of the company is Rs.13,00,000/- (Rupees Thirteen Lakhs only) divided into 1,30,000 (One Lakh Thirty thousand) Equity shares of Rs.10/- (Rupees Ten Only) each.'

None of the Directors, Managers and Key Managerial Personnel of the Company, or their relatives, are interested in this Ordinary Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information / facts are 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 draft copy of the altered Memorandum of Association can be inspected by the members at the registered office of the Company and is circulated along with this Notice.

The Board of Directors of your Company at its meeting held on 15th June 2026, approved the increase in authorised capital and subsequent alteration to MOA.

The Board recommends passing the resolution set out at item no. 12 as an **Ordinary Resolution**.

Item 13: To approve overall borrowing limits of the Company as per Section 180(1)(c) of Companies Act, 2013:

The Company requires funds for both short term as well as long term needs and for general corporate purposes. In this regard, the Company may require to borrow funds from time to time by way of loans and/or issue of bonds, debentures or other securities.

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors and any other Committee of the Board (as may be delegated by the Board) of the Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital free reserves and Securities premium apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders for the borrowing limits of INR 100 Crores (Indian Rupees One Hundred Crores only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board recommends passing the resolution set out at item no. 13 as a **Special Resolution**.

Item no. 14. To approve creation of Security cover as per Section 180(1)(a) of Companies Act, 2013:

The Shareholders of the Company shall authorize the Board of Directors for creation of mortgage/ hypothecation/ pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/bonds and/or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/or other instruments or non-fund based facilities availed/ to be availed by the Company and/or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowings which shall not at any time exceed INR 150 crores (Indian Rupees One Hundred and Fifty crores only) or the aggregate of the paid up capital, free reserves and Securities Premium of the Company, whichever is higher.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board recommends passing the resolution set out at item no. 14 as a **Special Resolution**.

Item no. 15. To approve overall limits for giving loan and making investments under Section 186 of Companies Act, 2013.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Company is permitted to make loans, provide guarantees, give securities and make investments, subject to the limits prescribed therein. The said provisions provide that where the aggregate of loans and investments made, guarantees given and securities provided by a company exceeds the prescribed limits, prior approval of the Members by way of a Special Resolution is required.

Considering the Company's business requirements, strategic initiatives, treasury management activities, as may be considered appropriate from time to time, the Board of Directors considers it desirable to obtain members' approval for an overall limit under Section 186 of the Act for the purpose of providing loans or investment in securities of bodies corporate.

Accordingly, the approval of the Members is sought to authorize the Board of Directors (including any Committee thereof) to make loans, provide guarantees, give securities and/or make investments, from time to time, in excess of the limits specified under Section 186 of the Act, up to an aggregate outstanding amount not exceeding INR 100 Crores (Indian Rupees Hundred Crores Only),

notwithstanding that the aggregate amount of such loans, securities and investments may exceed the limits prescribed under Section 186 of the Act.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are 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 passing the resolution set out at item no. 15 as a **Special Resolution**.

By order of the Board
For and on behalf of **Vivriti Asset Management Private Limited**
(formerly known as Vivriti Funds Private Limited)

Sd/-
Vineet Sukumar
Managing Director
DIN: 06848801
Prestige Zackria Metropolitan, No. 200/1-8,
8th Floor, Block -1, Annasalai, Anna Road,
Chennai, Tamil Nadu, India, 600002

Place: Chennai
Date: August 06, 2026

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
(Formerly known as Vivriti Funds Private Limited) ("Company")
8th Floor, Prestige Zackria Metropolitan, No – 200/1-8,
Block-1, Anna Salai, Chennai – 600002, India.

Subject: Consent for convening 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 Annual General Meeting of the Company on August 06, 2026, Thursday at 1:30 P.M through Physical mode at 8th 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:

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the 23rd Annual General Meeting Friday, the 06th day of August, 2026 at 1.30 PM at Prestige Zackria Metropolitan No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai – 600002 Tamil Nadu, India

Member's / Proxy's Signature

(Please bring this slip and handover at the registered office of the Company on the date of meeting)

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN : U66300TN2003PTC052025

Name of the Company : Vivriti Asset Management Private Limited
(formerly known as Vivriti Funds Private Limited)

Registered office: : Prestige Zackria Metropolitan, No. 200/1-8,
8th Floor, Block -1, Annasalai, Anna Road,
Chennai-600002, Tamil Nadu, India.

Name of the Member :
Registered Address :
E-mail ID :
Folio/ DP ID - Client ID No. :

I/We, being the member (s) of ……. shares of the above-named Company, hereby appoint

1 Name …… Address …….
Email id …… Signature ……., Or failing him/ her
2 Name …… Address …….
Email id …… Signature ……., Or failing him/ her
3 Name …… Address …….
Email id …… Signature ……., Or failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting on Thursday, the 06th of August, 2026 at 01.30 PM at Prestige Zackria Metropolitan No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai – 600002 at shorter notice and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	Resolution	Vote For	Vote Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, along with the Auditors Reports and the report of the Board of Directors & its annexures thereon.		
2.	To consider and approve the appointment of Ms. Namrata Kaul (DIN: 00994532), Additional Director (Independent) as Independent Director of the Company.		
3.	To consider and approve the appointment of Mr. Narayan Ramachandran (DIN: 01873080), Additional Director (Independent) of the Company as Independent Director of the Company.		
4.	To consider and approve appointment of Mr. Vineet Sukumar (DIN: 06848801), Director, as the Managing Director of the Company		
5.	To consider and approve the appointment of Mr. John Tyler Day (DIN:		

S No.	Resolution	Vote For	Vote Against
	07298703) as Nominee Director (Non-Executive) on the Board of the Company.		
6.	To consider and approve the appointment of Mr. Lazar Zdravkovic (DIN: 10052432) as Nominee Director (Non-Executive) on the Board of the Company.		
7.	To consider and approve the appointment of Mr. Gaurav Malhotra (DIN: 07640504) as Nominee Director (Non-Executive) on the Board of the Company.		
8.	To consider and approve the appointment of Mr. Krishna Ramachandran (DIN: 07952166) as Nominee Director (Non-Executive) on the Board of the Company.		
9.	To approve the adoption and implementation of the revised Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("revised Core Plan I")		
10.	To approve the adoption and implementation of the revised Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 - Long Term Incentive Plan ("revised LTIP").		
11.	To approve grant of options to identified employees equal to or exceeding one percent of the issued capital of the Company at the time of grant of options.		
12.	To approve increase in Authorized Capital of the Company and consequent amendment to the Capital Clause of Memorandum of Association of the Company.		
13.	To approve overall borrowing limits of the Company as per Section 180(1)(c) of Companies Act, 2013		
14.	To approve creation of Security cover as per Section 180(1)(a) of Companies Act, 2013:		
15.	To approve overall limits for giving loan and making investments under Section 186 of Companies Act, 2013:		

Signed this _____ day of _____

Affix Revenue Stamp

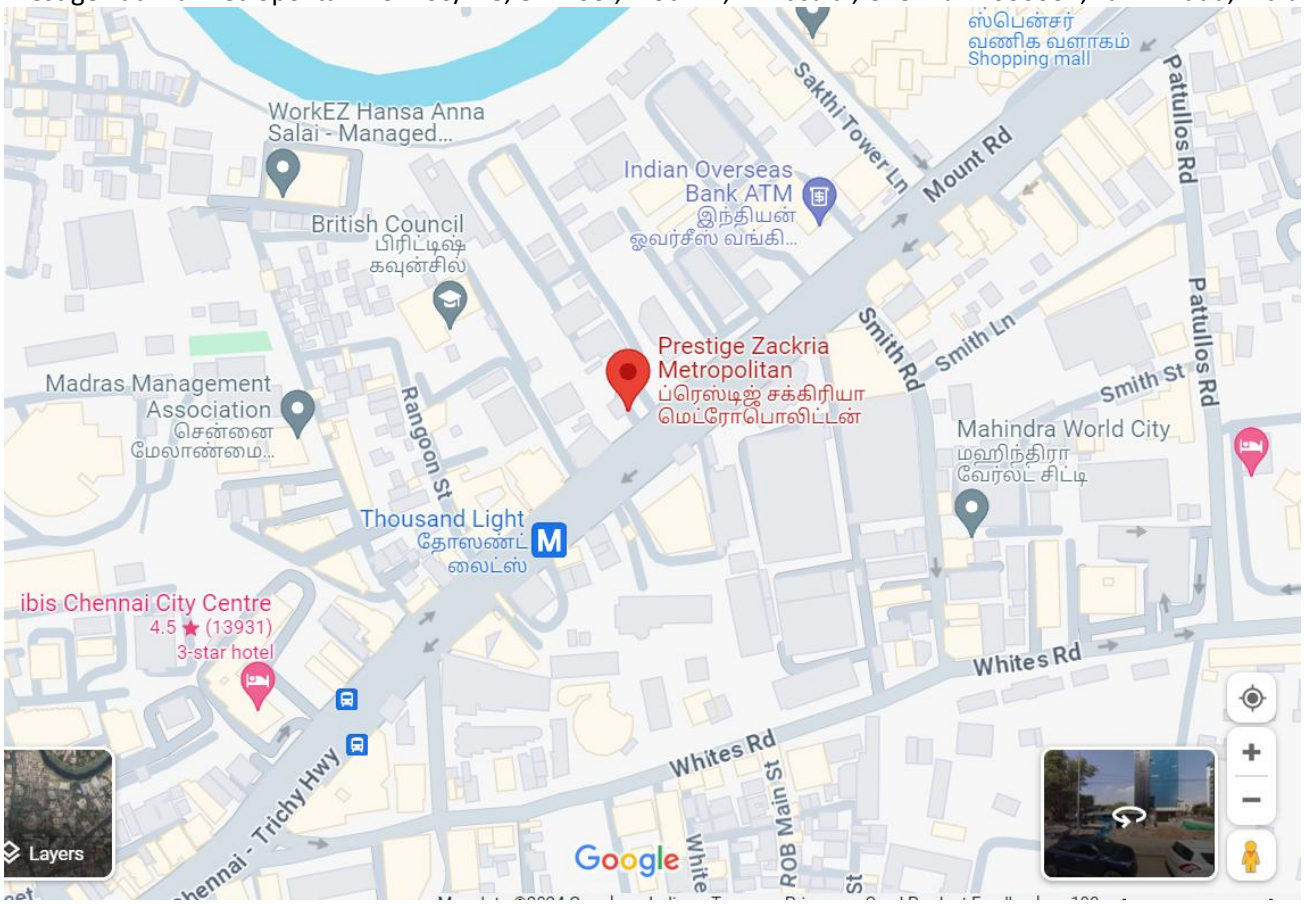
Signature of shareholder
Seal

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route map Venue:

Prestige Zackria Metropolitan No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai – 600002, Tamil Nadu, India



Vivriti Asset Management

BOARD'S REPORT

To,
The Members of Vivriti Asset Management Private Limited,
(formerly known as Vivriti Funds Private Limited)

The Board of Directors of VIVRITI ASSET MANAGEMENT PRIVATE LIMITED *(formerly known as Vivriti Funds Private Limited)* ("VAM" or "your company" or "the Company") is pleased to present their 23rd Annual Report together with the Audited Financial Statements for the Financial Year ended March 31, 2026 (Financial Year under review).

1. FINANCIAL HIGHLIGHTS

1.1. During the financial year, the financial performance of the company was as under:

(Amount in INR Lakhs)

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Turnover	8.00	10.05
Other Income	4.14	4.03
Total Income (Gross)	**12.14**	**14.08**
Total Expenditure	11.17	13.79
Profit / (Loss) before Tax	**0.97**	**0.29**
Less: Tax expenses:		
Current tax	0.24	0.07
Deferred tax	-	-
Adjustments for Previous years	-	-
Profit/ (Loss) after tax	**0.73**	**0.22**
Basic Earnings Per Share (in INR)	**0.85**	**0.25**
Diluted Earnings Per Share (in INR)	**0.85**	**0.25**

Revenue from operations for the year ended March 31, 2026 is INR 8.00 Lakhs and March 31, 2025 was INR 10.05 Lakhs, with Net Profit of INR 0.73 Lakhs for March 31, 2026 and INR 0.22 Lakhs for March 31, 2025 and earnings per equity share of INR 0.85 for March 31, 2026 and INR 0.25 for March 31, 2025.

1.2. DETAILS OF REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT

The company has not revised its financials and Boards report for the Financial Year 2025-2026.

1.3. AMOUNT, WHICH THE BOARD PROPOSES TO CARRY TO ANY RESERVES

The Company is not required to transfer any amount to the Reserves and Surplus Account of the company.

1.4. DIVIDEND

The Board of Directors of the Company, with a view to conserving the profits earned for future operations and growth of the company, have not declared dividend for the current financial year.

1.5. MAJOR EVENTS DURING THE YEAR

a) **State of the Company's affairs:** The Company is a wholly owned subsidiary of Vivriti Next Limited *(formerly known as Vivriti Next Private Limited)*. The company is engaged in the business of investment manager for alternative investment funds, providing management and business consulting services. During the year, the company made a turnover of INR 8 Lakhs and reported profit after tax of INR 0.73 lakhs and the earnings per share (basic) were at INR 0.85 per share.

b) During the year under review, the Hon'ble National Company Law Tribunal, Chennai Bench vide their final order dated December 09, 2025 read with rectified order dated December 19, 2025, had sanctioned the **Composite Scheme of Arrangement** ("Scheme") and consequently, all the conditions mentioned under Clause 6 of Part VII of the Scheme had been satisfied on March 02, 2026 and '*Appointed Date*' and '*Effective Date*' of the Scheme was determined as April 01, 2026. Upon the effectiveness of the Scheme, the AMC business has been transferred and vested to the Company against the issuance of consideration by the Holding Company to the shareholders of Demerged Company.

c) **Change in the nature of business:** There were no changes in the nature of the business of the company for the Financial Year 2025-2026.

d) For the reporting period, the board has decided to prepare financials statement under **Indian Accounting Standards (Ind AS)** as per the Companies (Indian Accounting Standards) Rules, 2015, and Section 133 of the Companies Act, 2013.

2. GENERAL INFORMATION

BRIEF HISTORY OF THE COMPANY, OVERVIEW OF THE INDUSTRY AND IMPORTANT CHANGES IN THE INDUSTRY DURING THE LAST FINANCIAL YEAR

Your company was incorporated on November 27, 2003 and carries business of investment manager for alternative investment funds, providing management and business consulting services.

3. COMPOSITE SCHEME OF ARRANGEMENT

The Board of Directors of the Company, at their meeting held on 27 June 2024, had approved the Composite Scheme of Arrangement amongst Vivriti Finance Limited (formerly known as Vivriti Capital Limited) (Demerged Company / Amalgamated Company), Vivriti Capital Limited (formerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited) (Resulting Company 1), Vivriti Next Limited (formerly known as Vivriti Next Private Limited) (Holding Company), Vivriti Asset Management Private Limited (Amalgamated) (Amalgamating Company), Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) (Resulting Company 2 / Company) and their respective shareholders (Composite Scheme of Arrangement / Scheme), pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, subject to receipt of necessary statutory and regulatory approvals.

Under the Composite Scheme of Arrangement, Vivriti Asset Management Private Limited (Amalgamating Company) will be amalgamated into the Demerged Company and the Amalgamating Company shall, upon such amalgamation, stand dissolved without winding up, following which its

asset management and fund advisory business will be demerged from the Demerged Company to Resulting Company 2 / the Company.

The Composite Scheme of Arrangement was filed with the Hon'ble National Company Law Tribunal, Division Bench - II, Chennai Bench ("NCLT") on December 24, 2024. The NCLT approved the Scheme vide its final order dated December 09, 2025. Subsequently, an Interlocutory Application was filed for rectification of certain clerical errors in the said order, which was approved by the NCLT vide its order dated December 19, 2025. The Company received the Certified True Copy of the final order dated December 09, 2025 on January 02, 2026 and the Certified True Copy of the rectified order dated December 19, 2025 on February 02, 2026. In accordance with the terms of the Composite Scheme of Arrangement, the appointed/effective date of the Scheme shall be the first day of the month immediately succeeding the month in which all requisite conditions and filings with the regulatory authorities are completed and accordingly, the Appointed Date / Effective Date of the Scheme is on April 01, 2026. Upon the effectiveness of the Scheme, the AMC business has been transferred and vested to the Company from the Demerged Company against the issuance of consideration by the Holding Company to the shareholders of Demerged Company.

4. CAPITAL STRUCTURE

The Authorized capital as on March 31, 2026, stood at INR 10,00,000 (Indian Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

The paid-up capital as on March 31, 2026, stood at INR. 8,57,900 (Indian Rupees Eight Lakhs Fifty-seven Thousand Nine Hundred only) divided into 85,790 (Eighty-five Thousand Seven Hundred Ninety only) Equity shares of INR 10 (Indian Rupees Ten Only) each.

4.1. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

During the financial year, the company has not issued any equity shares with differential rights.

4.2. ISSUE OF SWEAT EQUITY SHARES

During the financial year, the company has not issued any sweat equity shares.

4.3. ISSUE OF EMPLOYEE STOCK OPTIONS

During the financial year, the company has not issued any Shares under employee stock options.

4.4. ISSUE OF SHARES TO TRUSTEES FOR BENEFIT OF EMPLOYEES

During the financial year, the company has not issued any Shares to Trustees for the benefit of employees.

4.5. ISSUANCE OF ANY OTHER SECURITIES WHICH CARRIES A RIGHT OR OPTION TO CONVERT INTO EQUITY SHARES

During the financial year, the company has not issued any securities which carry a right or option to convert such securities into equity shares.

4.6. CREDIT RATING

No Credit Rating was required to be obtained by the company during the reporting period. However, subsequent to the effectiveness of the Composite Scheme of Arrangement, the Credit Ratings held by Amalgamating Company was assigned to the Company as follows:

Rating Agency	Rating	Rating Date	Instruments	Date of revision (If any)	Revised Rating
ICRA	[ICRA] A- (Stable)	Assigned as on April 14, 2026	Non-Convertible Debentures	Not applicable	Not applicable

5. MANAGEMENT

5.1. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on 31st March 2026, your Board comprises of two (2) Directors.

S. No	Name of the Director	DIN	Designation
1	Mr. Vineet Sukumar	06848801	Director
2	Mr. Srinivasaraghavan	10032036	Director

During the financial year 2025-26, there were changes in the composition of the board as follows:

S. No	Name of Director / KMP	Nature of Change (Appointment / Change in designation / Resignation)	Date of Appointment / Change in designation / Resignation
1	Mr. Srinivasaraghavan	Appointment as Additional Director	07-06-2025
2	Mr. Srinivasaraghavan	Regularisation as Director	25-07-2025
3	Mr. Vineet Sukumar	Reappointment post-retirement by rotation	25-07-2025
3	Mr. Gaurav Kumar	Resigned from Directorship	09-09-2025

After the closure of the financial year and post effectiveness of the Scheme, the following appointments were made:

S. No	Name of Director / KMP	DIN	Nature of Change (Appointment / Change in designation / Resignation)	Date of Appointment / Change in designation / Resignation
1	Ms. Namrata Kaul Additional Director (Independent)	00994532	Appointment as Additional Director of the Company in Independent capacity on the Board of the Company	01-04-2026

S. No	Name of Director / KMP	DIN	Nature of Change (Appointment / Change in designation / Resignation)	Date of Appointment / Change in designation / Resignation
2	Mr. Narayan Ramachandran Additional Director (Independent)	01873080	Appointment as Additional Director of the Company in Independent capacity on the Board of the Company	01-04-2026
3	Mr. John Tyler Day Additional Director (Nominee- on behalf of Creation Investments India III, LLC)	07298703	Appointment as Nominee Director (Additional) of the Company on the Board of the Company	01-04-2026
4	Mr. Lazar Zdravkovic Additional Director (Nominee- on behalf of Creation Investments India III, LLC)	10052432	Appointment as Nominee Director (Additional) of the Company on the Board of the Company	01-04-2026
5	Mr. Gaurav Malhotra Additional Director (Nominee- on behalf of Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Fund I S.a.r.l SICAV-RAIF and Galina Private Equity Investments Ltd)	07640504	Appointment as Nominee Director (Additional) of the Company on the Board of the Company	01-04-2026
6	Mr. Krishna Ramachandran Additional Director (Nominee- on behalf of TVS Shriram Growth Fund 3)	07952166	Appointment as Nominee Director (Additional) of the Company on the Board of the Company	01-04-2026
7	Mr. Vineet Sukumar Managing Director	06848801	Change in designation from 'Director' to 'Managing Director'	01-04-2026

5.2. RETIREMENT BY ROTATION

As on March 31, 2026, the Board of Directors comprised two Directors. After the closure of the financial year, one of the Director resigned from the Board and the other Director was designated as the Managing Director of the Company who is not liable to retire by rotation.

Further, with effect from April 01, 2026, the Company has appointed Additional Directors pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. The appointment of the all the Additional Directors are proposed to be regularized by the shareholders at the ensuing Annual General Meeting of the Company.

Accordingly, none of the directors is liable to retire by rotation for the financial year 2025–26.

5.3. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS

Not Applicable to the company during the reporting period.

5.4. NUMBER OF BOARD MEETINGS

The Directors of the Company met 7 (Seven) times during the financial year 2025-26.

Board Attendance:

Name of the director	May 23, 2025	June 07, 2025	June 30, 2025	September 26, 2025	December 05, 2025	December 22, 2025	February 11, 2026
Mr. Vineet Sukumar	P	P	P	P	P	P	P
Mr. Gaurav Kumar	P	P	P	N/A	N/A	N/A	N/A
Mr. Srinivasaraghavan	N/A	N/A	P	P	P	P	P

5.5. COMPOSITION OF COMMITTEES AND DETAILS OF CHANGES, IF ANY

The Company was not required to constitute any committee during the reporting period.

5.6. COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company was not required to have any policy on director's appointment and remuneration.

5.7. BOARD EVALUATION

Not Applicable to the Company during the reporting period.

5.8. DETAILS OF REMUNERATION OF DIRECTORS – Nil

5.9. REMUNERATION RECEIVED BY MANAGING / WHOLE TIME DIRECTOR FROM HOLDING OR SUBSIDIARY COMPANY

Not Applicable to the company during the reporting period.

5.10. DIRECTORS' RESPONSIBILITY STATEMENT

The Report shall include a Directors' Responsibility Statement which shall set out the following details:

a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
d) The Directors have prepared the Annual Accounts on a going concern basis;
e) The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

5.11. INTERNAL FINANCIAL CONTROLS

The Company has adequate internal controls and processes in place with respect to its operations, which provide reasonable assurance regarding the reliability of the preparation of financial statements and financial reporting as also functioning of other operations. These controls and processes are driven through various policies and procedures.

5.12. DISCLOSURE REGARDING FRAUDS

There are no frauds reported during 2025-2026.

6. DISCLOSURES RELATING TO SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company has no subsidiary, associate or joint venture as on March 31, 2026. Report under Form AOC -1 is not applicable. However, the Company is the Wholly-owned Subsidiary of Vivriti Next Limited.

Vivriti Next Limited (formerly known as Vivriti Next Private Limited) holds 85789 (Eighty-Five Thousand Seven Hundred and Eighty-Nine) equity shares.

Mr. Vineet Sukumar holds 1 (One) equity share. (*Holding on behalf of Vivriti Next Limited (formerly known as Vivriti Next Private Limited))*

7. DETAILS OF DEPOSITS

During the financial year under review the Company has not invited, accepted or renewed any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and company does not have any outstanding deposits falling within the purview of section 73 to section 76 of the Act.

7.1. LOAN FROM DIRECTOR

There are no loans received from the directors of the company during the financial year 2025-2026.

8. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Particulars of loans, investments and guarantees for the financial year under review have been provided in notes to the Financial Statements of the Company.

9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the period under review, the Company has entered into related party transactions under Section 188 of the Companies Act, 2013.Details of the transaction is given in AOC 2 as Annexure I.

10. DISCLOSURES PERTAINING TO CORPORATE SOCIAL RESPONSIBILITY

The provisions of the Companies act on Corporate Social Responsibility ("CSR") is not applicable to the Company.

11. DETAILS OF REMUNERATION OF EMPLOYEES

None of the employees are covered under Rule 5(2) of the Companies (Appointment and remuneration of Managerial personnel) Rules 2014.

The Statement containing such particulars of employees as required in terms of provision of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Annual Report. Pursuant to the provision of the Section 136 (1) of the Companies Act, 2013, the reports and accounts, as set out therein, are being sent to all the members of the Company, excluding the aforesaid information and the same is open for inspection at the registered office of the Company during working hours upto the date of the Annual General Meeting and if any members is interested in obtaining such information, may write to the Director at the Registered Office of the Company in this regard.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Board's report should include as statement as per rule 8 of the Companies (Accounts) Rules, 2014 with respect to the following matters:

CONSERVATION OF ENERGY:

1. The steps taken or impact on conservation of energy;	The Company has taken adequate measures to generate energy through non-conventional method in order to conserve energy
2. The steps taken by the Company for utilizing alternate sources of energy;	Not Applicable
3. The capital investment on energy conservation equipment;	Not Applicable

TECHNOLOGY ABSORPTION:

The Company continues to use the latest technology for improving the quality and productivity of its products and services.

(i) the efforts made towards technology absorption;	Not Applicable
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution;	Not Applicable

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -	Not Applicable
(a) the details of technology imported;	Not Applicable
(b) the year of import;	Not Applicable
(c) whether the technology been fully absorbed;	Not Applicable
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable
(iv) the expenditure incurred on Research and Development.	Not Applicable

FOREIGN EXCHANGE EARNINGS AND OUTGO

Exchange Earnings: Nil
Foreign Exchange Outgo: Nil

13. RISK MANAGEMENT

Your directors have not adopted Risk Management Policy. At present the company has not identified any element of risk which may threaten the existence of the company.

14. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY ANY REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE

Pursuant to the Composite Scheme of Arrangement amongst Vivriti Finance Limited (formerly known as Vivriti Capital Limited) (Demerged Company / Amalgamated Company), Vivriti Capital Limited (formerly known as Hari and Company Investments Madras Limited and Hari and Company Investments Madras Private Limited) (Resulting Company 1), Vivriti Next Limited (formerly known as Vivriti Next Private Limited) (Holding Company), Vivriti Asset Management Private Limited (Amalgamated) (Amalgamating Company), Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) (Resulting Company 2 / Company) and their respective shareholders (Composite Scheme of Arrangement / Scheme), under Section 230-232 of Companies Act, 2013 as sanctioned by Hon'ble NCLT vide Orders dated December 9, 2025 and December 19, 2025, the entire undertaking including the asset management business of the Amalgamating Company stands transferred to the Resulting Company 2/the Company with effect from April 01, 2026.(i.e.: Effective Date).

Further, Pursuant to the Clause 137 of the Composite Scheme of Arrangement, the name of the Company has changed from Vivriti Funds Private Limited to Vivriti Asset Management Private Limited with effect from May 11, 2026. Accordingly, the new Certificate of Incorporation was issued by the Registrar of Companies, Chennai pursuant to the aforesaid name change.

BSE Limited has issued a Notice dated May 26, 2026, for transfer of Non-Convertible Debentures ('NCDs') from the Amalgamating Company to Resulting Company 2/the Company pursuant to the Scheme. The NCDs are transferred and are available for trading with effect from Friday, May 29, 2026.

15. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Pursuant to the Composite Scheme of Arrangement, the entire Asset Management business of the Amalgamating Company stands transferred to the Company with effect from April 01, 2026.

16. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM

The provisions of the Companies Act, 2013 on Vigil Mechanism do not apply to the company.

17. AUDITORS

M/s. BSR & Co LLP, Chartered Accountants (Firm Reg. no. 101248W/W-100022) were appointed as the Statutory Auditors of the Company by the shareholders at the 21st Annual General Meeting of the company held on July 15, 2024, for a period of 5 years to hold office till conclusion of the 26th Annual General Meeting.

18. SECRETARIAL AUDIT REPORT

Secretarial Audit is not applicable to the Company for the reporting period.

19. COMPLIANCE WITH THE SECRETARIAL STANDARDS

The Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

20. EXPLANATIONS IN RESPONSE TO AUDITORS' QUALIFICATIONS

The Auditors' Report on the Balance Sheet and Profit and Loss Account for the Year ending March 31, 2026, is self-explanatory and contains no qualification, reservations, adverse remarks and disclaimers.

21. DETAILS OF SICKNESS OF THE COMPANY

Not Applicable to the Company.

22. FAILURE TO COMPLETE CORPORATE ACTION:

Not Applicable to the Company.

23. THE ANNUAL RETURN

Pursuant to the provisions of Section 92(3) read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 and Section 134 of the Companies Act, 2013, the Annual Return for the Financial Year 2025-26 is required to be available on its website: https://www.vivritiamc.com/.

24. OTHER DISCLOSURES

24.1 MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Not Applicable to the Company.

25. CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Not Applicable to the Company.

26. COST AUDITOR AND COST AUDIT REPORT

Your company does not come under the ambit of Section 148 of the Companies Act, 2013. Hence appointment of cost auditor and cost audit report does not apply to the company.

27. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has complied with the provisions relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act 2013.

S. No.	Particulars	Remarks
1	Number of complaints of sexual harassment received in the year	Nil
2	Number of complaints disposed of during the year	Nil
3	Number of cases pending for more than ninety days	Nil

28. COMPLIANCE WITH MATERNITY BENEFIT ACT,1961

Since the Company has no women employees during the reporting period, The provision relating to Maternity Benefit Act, 1961 is not applicable.

29. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR AND ONE TIME SETTLEMENT OF LOAN.

No application was made, or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year in respect of your Company.

No instance of one-time settlement of loan, as the company has no loan from Bank and Financial institution.

30. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

Nil.

31. ACKNOWLEDGEMENT

Your directors wish to place on record their sincere appreciation and acknowledge with gratitude the support and consideration extended by the Bankers, Shareholders and Employees and look forward for their continued support and cooperation.

FOR **VIVRITI ASSET MANAGEMENT PRIVATE LIMITED**
(formerly known as Vivriti Funds Private Limited)

Sd/-
Vineet Sukumar
DIN: 06848801
Managing Director

Place: Chennai
Date: August 05, 2026

Sd/-
Narayan Ramachandran
DIN: 01873080
Additional Director (Independent)

Place: Chennai
Date: August 05, 2026

Vivriti Asset Management

Annexure I

AOC – 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the act and rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies act, 2013 including certain arm's length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis: Nil**

S No	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Nil
2.	Nature of contracts/arrangements/transaction	
3.	Duration of the contracts/arrangements /transaction.	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions including value	
6.	Date(s) of approval by the Board.	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188.	

2. **Details of material contracts or arrangements or transactions at Arm's length basis:** The list of related party transactions during the reporting period are as follows:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contract/ arrangements/ transactions	Salient terms of Contract or Arrangements or transactions and the value (in Thousands)	Date(s) of approval by the Board, if any	Duration of Contracts, if any	Amount paid as advances, if any:
1.	Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited)* Nature of relationship- Entity in which KMP is	Fee Income	As per the terms and conditions of the transaction	23/05/2025	As per the terms and conditions of the transaction	Nil

Vivriti Asset Management

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contract/ arrangements/ transactions	Salient terms of Contract or Arrangements or transactions and the value (in Thousands)	Date(s) of approval by the Board, if any	Duration of Contracts, if any	Amount paid as advances, if any:
	a Director or shareholder					
2.	Vivriti Next Private Limited *(formerly known as QED Business Solutions Private Limited)* Nature of relationship- Subsidiary Company	Rent Expense	As per the terms and conditions of the transaction	23/05/2025	As per the terms and conditions of the transaction	Nil
3.	Vivriti Asset Management Private Limited Nature of relationship- Entity in which KMP is a Director or shareholder	Rent Expense	As per the terms and conditions of the transaction	23/05/2025	As per the terms and conditions of the transaction	Nil

FOR **VIVRITI ASSET MANAGEMENT PRIVATE LIMITED**
(formerly known as Vivriti Funds Private Limited)

Sd/-
Vineet Sukumar
DIN: 06848801
Managing Director

Place: Chennai
Date: August 05, 2026

Sd/-
Narayan Ramachandran
DIN: 01873080
Additional Director (Independent)

Place: Chennai
Date: August 05, 2026

B S R & Co. LLP
Chartered Accountants

KRM Tower, 1st and 2nd Floors
No. 1, Harrington Road, Chetpet
Chennai – 600 031, India
Telephone: +91 44 4608 3100
Fax: +91 44 4608 3199

Independent Auditor's Report

To the Members of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) (the "Company") which comprise the balance sheet as at 31 March 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matter

We draw attention to Note 28 to the financial statements which describes the overall accounting for the Composite Scheme of Arrangement amongst Vivriti Capital Limited ("Demerged company / Amalgamated Company"), Hari and Company Investment Madras Private Limited ("Resulting Company 1"), Vivriti Next Limited, Vivirti Asset Management Private Limited ("Amalgamating Company"), Vivriti Funds Private Limited ("Resulting Company 2 / the Company") and their respective Shareholders. The Scheme has been approved by the National Company Law Tribunal ('NCLT') vide its rectified order dated 2 February 2026 and a certified copy has been filed by the Company with the Registrar of Companies, on 2 March 2026. The appointed / effective date as per the Scheme is the first day of the month immediately succeeding the month in which all requisite conditions and filings with the regulatory authorities are completed. Accordingly, the appointed / effective date as per the Scheme is 1 April 2026. Considering that the appointed date of the Scheme is subsequent to the reporting date of 31 March 2026, no adjustments have been made in respect of the Scheme in the financial statements for the year ended 31 March 2026 which overrides the relevant requirement of accounting principles generally accepted in India (according to which the scheme would have been accounted for during the year).

Our opinion is not modified in respect of this matter.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 1 April 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company does not have any pending litigations which would impact its financial position.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 27(vii) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or

the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 27(viii) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, where audit trail (edit log) facility was enabled and operated in the previous years, audit trail has been preserved by the Company as per the statutory requirements for record retention.

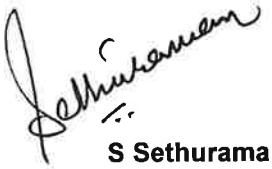
C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the Company has not paid any remuneration to its directors during the year. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022



S Sethuraman

Partner

Membership No.: 203491

ICAI UDIN:26203491YMDFWW8434

Place: Chennai

Date: 29 May 2026

Annexure A to the Independent Auditor's Report on the Financial Statements of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) for the year ended 31 March 2026

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company does not have any property, plant and equipment as on 31 March 2026. Accordingly, clause 3(i)(a)(A) of the Order is not applicable.

(B) The Company does not have any intangible assets as on 31 March 2026. Accordingly, clause 3(i)(a)(B) of the Order is not applicable.

(i) (b) The Company does not have any property, plant and equipment as on 31 March, 2026. Accordingly, clause 3(i)(b) of the Order is not applicable.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) The Company does not have any property, plant and equipment (including right of use assets) or intangible assets as on 31 March 2026. Accordingly, clause 3(i)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company is a service company, primarily rendering business advisory services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination

Annexure A to the Independent Auditor's Report on the Financial Statements of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) for the year ended 31 March 2026 *(Continued)*

of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2026 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute,

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us by the management, the Company has not raised any funds on short-term basis during the year ended 31 March 2026. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2026. Accordingly, clause 3(ix)(e) is not applicable.

(f) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2026. Accordingly, clause 3(ix)(f) is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been

Annexure A to the Independent Auditor's Report on the Financial Statements of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) for the year ended 31 March 2026 *(Continued)*

noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) Based on the information and explanations provided to us, the Company does not have a vigil mechanism and is not required to have a vigil mechanism as per the Act or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on the information and explanations provided to us, the Company does not have an Internal Audit system and is not required to have an internal audit system as per Section 138 of the Act.

(b) In our opinion and based on the information and explanations provided to us, the Company does not have an internal audit system and is not required to have an internal audit system as per Section 138 of the Act. Accordingly, clause 3(xiv)(b) of the Order is not applicable.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

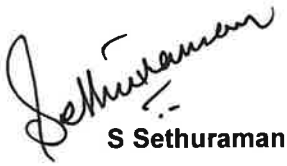
Annexure A to the Independent Auditor's Report on the Financial Statements of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) for the year ended 31 March 2026 *(Continued)*

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022



S Sethuraman

Partner

Membership No.: 203491

ICAI UDIN:26203491YMDFWW8434

Place: Chennai

Date: 29 May 2026

Annexure B to the Independent Auditor's Report on the financial statements of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) for the year ended 31 March 2026

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) ("the Company") as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Annexure B to the Independent Auditor's Report on the financial statements of Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) for the year ended 31 March 2026 *(Continued)*

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

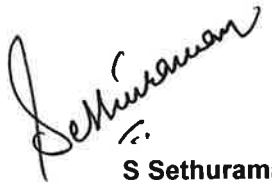
Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022



S Sethuraman

Partner

Membership No.: 203491

ICAI UDIN:26203491YMDFWW8434

Place: Chennai

Date: 29 May 2026

Vivriti Asset Management Private Limited ***(formerly known as Vivriti Funds Private Limited)***

Balance sheet as at 31 March 2026

(All amounts are in Indian Rupees lakhs, except share data and as stated)

Particulars	Notes	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
Other tax assets (net)	4	1.97	0.82
Current assets			
Financial assets			
Trade receivables	5	-	12.22
Cash and cash equivalents	6	17.43	88.07
Other financial assets	7	78.24	-
Other current assets	8	13.49	-
Total current assets		**109.16**	**100.29**
Total assets		**111.13**	**101.11**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9	8.58	8.58
Other equity	10	78.88	78.15
Total equity		**87.46**	**86.73**
Liabilities			
Current liabilities			
Financial liabilities			
Trade payables	11		
i) Total outstanding dues of micro and small enterprises; and		-	-
ii) Total outstanding dues of creditors other than micro and small enterprises		23.35	13.62
Other current liabilities	12	0.32	0.76
Total liabilities		**23.67**	**14.38**
Total equity and liabilities		**111.13**	**101.11**

Material accounting policies 2 and 3

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

S Sethuraman
Partner
Membership No: 203491

Place: Chennai
Date: 29 May 2026

For and on behalf of the board of directors of
Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited)
CIN: U66300TN2003PTC052025

Vineet Sukumar
Managing Director
DIN: 06848801

Place: Athens, Greece
Date: 29 May 2026

Narayan Ramachandran
Additional Director (Independent)
DIN: 01873080

Place: Bengaluru
Date: 29 May 2026

Vivriti Asset Management Private Limited ★ Chennai 600 002

Vivriti Asset Management Private Limited ***(formerly known as Vivriti Funds Private Limited)***
Statement of profit and loss for the year ended 31 March 2026
(All amounts are in Indian Rupees lakhs, except share data and as stated)

Particulars	Notes	Year ended 31 March 2026	Year ended 31 March 2025
INCOME			
Revenue from operations	13	8.00	10.05
Other income	14	4.14	4.03
Total income		**12.14**	**14.08**
EXPENSES			
Other expenses	15	11.17	13.79
Total expenses		**11.17**	**13.79**
Profit before tax		**0.97**	**0.29**
Tax expense			
Current tax	21	0.24	0.07
Total tax expenses		**0.24**	**0.07**
Profit for the year after tax (A)		**0.73**	**0.22**
Other comprehensive income ('OCI') (B)		-	-
Total comprehensive income (A+B)		**0.73**	**0.22**
Earnings per equity share	17		
Basic and Diluted (Rs.)		0.85	0.25
Face value (Rs.)		10.00	10.00
Material accounting policies	2 and 3		

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

S Sethuraman
Partner
Membership No: 203491

Place: Chennai
Date: 29 May 2026

For and on behalf of the board of directors of
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DIN: 01873080

Place: Bengaluru
Date: 29 May 2026

Vivriti Asset Management Private Limited ★ Chennai 600 002

Vivriti Asset Management Private Limited ***(formerly known as Vivriti Funds Private Limited)***
Statement of Changes in Equity for the year ended 31 March 2026
(All amounts are in Indian Rupees lakhs, except share data and as stated)

A. Equity share capital

Particulars	Note	Amount
Balance as at 1 April 2024		**8.58**
Changes in equity share capital during the year		-
Balance as at 31 March 2025	9	**8.58**
Balance as at 1 April 2025		**8.58**
Changes in equity share capital during the year		-
Balance as at 31 March 2026	9	**8.58**

B. Other equity

Particulars	Other Equity		Total
	Securities Premium	Retained earnings	
Balance as at 1 April 2024	**65.96**	**11.97**	**77.93**
Profit for the year	-	0.22	0.22
Other comprehensive income for the year	-	-	-
Balance as at 31 March 2025	**65.96**	**12.19**	**78.15**
Profit for the year	-	0.73	0.73
Other comprehensive income for the year	-	-	-
Balance as at 31 March 2026	**65.96**	**12.92**	**78.88**

Material accounting policies 2 and 3
The notes referred to above form an integral part of the financial statements

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

S Sethuraman
Partner
Membership No: 203491

Place: Chennai
Date: 29 May 2026

For and on behalf of the board of directors of
Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited)
CIN: U66300TN2003PTC052025

Vineet Sukumar
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DIN: 01873080

Place: Bengaluru
Date: 29 May 2026

Vivriti Asset Management Private Limited ★ Chennai 600 002

Vivriti Asset Management Private Limited ***(formerly known as Vivriti Funds Private Limited)***

Statement of Cash Flows for the year ended 31 March 2026

(All amounts are in Indian Rupees lakhs, except share data and as stated)

Particulars	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
Cash flow from operating activities			
Profit before tax		**0.97**	**0.29**
Adjustments for:			
Interest income on fixed deposits	14	(4.14)	(4.03)
Operating profit before working capital changes		**(3.17)**	**(3.74)**
Working capital changes:			
Decrease / (Increase) in trade receivables		12.22	(12.22)
(Increase) / Decrease in other current assets		(13.49)	6.69
(Decrease) / Increase in other liabilities		(0.44)	0.76
Increase in trade payables		9.73	8.81
Cash generated from operating activities		**4.85**	**0.30**
Income taxes paid (net)		(1.41)	(1.46)
Net cash generated from / (used in) operating activities (A)		**3.44**	**(1.16)**
Cash flow from investing activities			
Interest received on fixed deposits		2.92	4.03
Investment in fixed deposits		(77.00)	-
Net cash flow (used in) / from investing activities (B)		**(74.08)**	**4.03**
Cash flow from financing activities (C)		-	-
Net cash proceedings from financing activities (C)		-	-
Net cash flows during the year (A+B+C)		**(70.64)**	**2.87**
Cash and cash equivalents at the beginning of the year	6	88.07	85.20
Cash and cash equivalents at the end of the year		**17.43**	**88.07**

	Note	As at 31 March 2026	As at 31 March 2025
Reconciliation of cash and cash equivalents as per cash flow statement			
Cash and cash equivalents			
Balances with banks	6		
- In current accounts		17.43	0.70
- Deposits with orginal maturity of less than three months		-	87.37
		17.43	**88.07**

Material accounting policies 2 and 3

The notes referred to above form an integral part of the financial statements

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No. 101248W/W-100022

S Sethuraman
Partner
Membership No: 203491

Place: Chennai
Date: 29 May 2026

For and on behalf of the board of directors of
Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited)
CIN: U66300TN2003PTC052025

Vineet Sukumar
Managing Director
DIN: 06848801

Place: Athens, Greece
Date: 29 May 2026

Narayan Ramachandran
Additional Director (Independent)
DIN: 01873080

Place: Bengaluru
Date: 29 May 2026

Vivriti Asset Management Private Limited ★ Chennai 600 002

1 Company Overview

Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited) ('the Company') was incorporated on 27 November 2003. The name of the Company was changed from Vivriti Funds Private Limited to Vivriti Asset Management Private Limited with effect from 11 May 2026, the date of the certificate of Registrar of Companies ("ROC"), Chennai. The Company is engaged in the business of investment manager for alternative investment funds and providing management and business consulting services. The Company's registered address is Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Chennai- 600002, Tamil Nadu, India.

2 Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of Companies Act, 2013, (the 'Act') and the relevant amendment rules issued thereafter, pronouncements of regulatory bodies applicable to the Company and other provisions of the Act.

The financial statements were authorised for issue by the Company's Board of Directors on 29 May 2026.

Details of the Company's accounting policies are included in Note 3.

2.2 Functional and presentation currency

These financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to the nearest Rupees in lakhs (two decimals), unless otherwise indicated.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Net defined benefit liability	Fair value / Present value of defined benefit obligations as explained in Note 3.9

2.4 Current and non current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

2.5 Use of estimates and judgment

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements. Revision to estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 3.8 - Lease, whether an agreement contains a lease;
- Note 3.11 and 13 - Revenue Recognition: whether revenue from sale of services is recognised over time or at a point in time;

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have significant risk of resulting in a material adjustment to the carrying amount of asset and liabilities within the next financial year is included in the following notes:

- Note 20 – Recognition and measurement of provisions and contingencies
- Note 21 – Provision for income taxes and related tax contingencies and Evaluation of recoverability of deferred tax assets
- Note 22 – Fair valuation of financial assets / liability
- Note 3.5 – Impairment of financial assets

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2.6 Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in Note 22 – Financial Instruments.

3 Material accounting policies

3.1 Financial instrument

i) Recognition and initial measurement

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

ii) Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at
- amortised cost;
- fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

3.2 Financial assets and liabilities

A. Financial assets

Business model assessment

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

a) How the performance of the business model and the financial assets held within that business model are evaluated and reported to the Company's key management personnel.
b) The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.
c) How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
d) The expected frequency, value and timing of sales are also important aspects of the Company's assessment.

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3.2 Financial assets and liabilities (Continued)

Financial assets – Assessment whether contractual cash flows are solely payments of principal and interest

As a second step of its classification process, the Company assesses the contractual terms of financial to identify whether they meet SPPI test. 'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of financial asset (for example, if there are repayments of principal or amortisation of the premium/ discount). The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Company applies judgement and considers relevant factors such as the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Accordingly, financial assets are measured as follows

i) Financial assets carried at amortised cost (AC)
A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income (FVOCI)
A financial asset is measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through profit or loss (FVTPL)
A financial asset which is not classified in any of the above categories are measured at FVTPL.

B. Financial liability

i) Initial recognition and measurement
All financial liability are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial liability, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

ii) Subsequent measurement
Financial liabilities are carried at amortized cost using the effective interest method.

3.3 Reclassification of financial assets and liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances in which the Company acquires, disposes of, or terminates a business line. Financial liabilities are never reclassified.

3.4 Derecognition of financial assets and liabilities

A. Derecognition of financial assets due to substantial modification of terms and conditions

The Company derecognises a financial asset, when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new loan, with the difference recognised as a derecognition gain or loss, to the extent that an impairment loss has not already been recorded. The newly recognised loans are classified as Stage 1 for ECL measurement purposes.

B. Derecognition of financial assets other than due to substantial modification

i) Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when the contractual rights to the cash flows from the financial asset expires or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the statement of profit and loss.

ii) Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognised in the statement of profit and loss.

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3.5 Impairment of financial assets

The Company recognises loss allowances for expected credit losses ('ECL') on financial assets measured at amortised cost if any.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit - impaired. A financial asset is 'credit - impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit- impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward- looking information.

The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held).

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

3.6 Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company has taken into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 financial instruments: Those where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date;

Level 2 financial instruments: Those where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads; and

Level 3 financial instruments: Those that include one or more unobservable input that is significant to the measurement as whole

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3.7 Impairment of non-financial assets

The Company determines periodically whether there is any indication of impairment of the carrying amount of its non-financial assets. The recoverable amount (higher of net selling price and value in use) is determined for an individual asset, unless the asset does not generate cash inflow that are largely independent of those from other assets or group of assets. The recoverable amounts of such asset are estimated, if any indication exists and impairment loss is recognized wherever the carrying amount of the asset exceeds its recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

3.8 Leases

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:
- Leases of low value assets; and
- Leases with a duration of 12 months or less.

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:
(i) the contract involves the use of an identified asset
(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

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3.9 Employee benefits

The Company has the following employee benefit plans

i. Post-employment benefits

Defined contribution plan

The Company's contribution to provident fund are considered as defined contribution plan and are charged as an expense as they fall due based on the amount of contribution required to be made and when the services are rendered by the employees.

Defined benefit plans

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior years, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

ii. Other long-term employee benefits

Compensated absences

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method.

iii. Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of such compensated absences is accounted as under :

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
(b) in case of non-accumulating compensated absences, when the absences occur.

iv. Termination benefits

Termination benefits are expensed when the Company can no longer withdraw the offer of those benefits.

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3.10 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. The provisions are measured on an undiscounted basis.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

3.11 Revenue Recognition

The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring the promised service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied upon transfer of control of service to a customer.
Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to a customer excluding taxes or duties collected on behalf on Government. An entity estimates the transaction price at contract inception, including any variable consideration, and updates the estimate each reporting period for any changes in circumstances.

Sale of services - fee income
The Company derives fee income by providing management and business consulting services in the form of retainer fees and advisory fees. Such fees are recognised based on the fee agreed in the contracts with respective customers upon completion of the performance obligations.

3.12 Finance cost

Finance cost comprise interest and other costs incurred in connection with borrowing of funds. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the statement of profit and loss using the effective interest method.

3.13 Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax
Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and liability simultaneously.

ii. Deferred tax
Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

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3.14 Segment reporting- Identification of segments:

The Company is primarily engaged in the business of Management and business consulting activities. All the activities of the Company revolve around the main business of providing management and business consulting activities. Therefore there are no separate reportable segments as per Ind AS -108 - Operating Segment.

3.15 Earnings per share

The Company reports basic and diluted earnings per equity share in accordance with Ind AS 33, Earnings Per Share. Basic earnings per equity share is computed by dividing net profit / loss after tax attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share is computed and disclosed by dividing the net profit/ loss after tax attributable to the equity share holders for the year after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

3.16 Cash and cash equivalents

Cash and cash equivalents comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.17 Cash flow statement

Cash flow are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments. The cash from operating, investing and financing activities of the Company are segregated.

3.18 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2026, MCA has notified Ind AS 1 - Presentation of Financial Statements Company relating to presentation of long-term loan arrangement in case of breach of covenants on or before the end of the reporting period with the effect that the liability becomes payable on demand. This amendment is to be applied retrospectively for annual reporting periods beginning on or after 1 April 2026, in accordance with Ind AS 8, Accounting Policies, ounting Estimates and Errors and the Company does not expect to have any significant impact on its financial statements.

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4 Other tax assets (net)

Particulars	As at 31 March 2026	As at 31 March 2025
Advance tax (net of provisions)	1.97	0.82
Total	**1.97**	**0.82**

5 Trade Receivables

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables considered good - secured	-	
Trade receivables considered good - unsecured	-	12.22
Trade receivables which have significant increase in credit risk	-	-
Trade receivables credit impaired	-	-
Gross Trade Receivables	-	**12.22**
Less: Impairment Loss allowance	-	-
Net Trade Receivables	-	**12.22**

Refer note 5.1 for ageing of trade receivables

Of the above, trade receivables from related parties are as below:

Trade receivables due from related parties (refer note 16)	-	11.86
Less: Loss allowance	-	-
Net Trade receivables	-	**11.86**

6 Cash and cash equivalents

Particulars	As at 31 March 2026	As at 31 March 2025
Balances with banks		
- In current accounts	17.43	0.70
- Deposits with original maturity of less than three months	-	87.37
Total	**17.43**	**88.07**

7 Other financial assets - Current

Particulars	As at 31 March 2026	As at 31 March 2025
Bank deposits with original maturity of more than 12 months	78.24	-
Total	**78.24**	-

8 Other current assets

Particulars	As at 31 March 2026	As at 31 March 2025
Balance with government authorities	2.08	-
Prepaid expenses	10.59	-
Others	0.82	-
Total	**13.49**	-

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5.1 Ageing schedule of trade receivables:

i) As at 31 March 2026

Particulars	Outstanding for following years from						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	-	-	-	-	-	-
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

ii) As at 31 March 2025

Particulars	Outstanding for following years from						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	-	12.22	-	-	-	-	12.22
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	-	**12.22**	-	-	-	-	**12.22**

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9 Share capital

Particulars	As at 31 March 2026		As at 31 March 2025	
	No. of Shares	Amount	No. of Shares	Amount
Authorised share capital				
1,00,000 (as at 31 March 2025: 100,000 shares) equity share of Rs.10 each	100,000	10.00	100,000	10.00
Issued, subscribed and paid up share capital				
85,790 (as at 31 March 2025: 85,790 shares) Equity share of Rs.10 each	85,790	8.58	85,790	8.58
	85,790	**8.58**	**85,790**	**8.58**

A. Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 March 2026		As at 31 March 2025	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares				
At the commencement of the year	85,790	8.58	85,790	8.58
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**85,790**	**8.58**	**85,790**	**8.58**

B. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The Company has not declared any dividend during the year.
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive assets of the Company remaining after settlement of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

C. Shareholding by the Holding Company

Promoter Name	As at 31 March 2026			As at 31 March 2025		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Vivriti Next Limited (formerly known as Vivriti Next Private Limited)	85,790	100.00%	100.00%	85,790	100.00%	100.00%

D. Details of equity shareholders' holding more than 5% of the Share capital in the Company

Particulars	As at 31 March 2026		As at 31 March 2025	
	No. of Shares	% Holding	No. of Shares	% Holding
Vivriti Next Limited (formerly known as Vivriti Next Private Limited)*	85,790	100.00%	85,790	100.00%
Total	**85,790**	**100.00%**	**85,790**	**100.00%**

** Including Beneficial shares held by Mr. Vineet Sukumar (Director)*

E. Shareholding of Promoters

Promoter Name	As at 31 March 2026			As at 31 March 2025		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Vivriti Next Limited (formerly known as Vivriti Next Private Limited)*	85,790	100.00%	-	85,790	100.00%	100.00%

** Including one beneficial share held by Mr. Vineet Sukumar (Director)*

F. There are no bonus shares or buy-back of shares or shares issued for consideration other than cash during the financial year or a period of five years immediately preceding financial year ended 31 March 2026.

G. There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment as at 31 March 2026.

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10 Other Equity

Particulars	As at 31 March 2026	As at 31 March 2025
a. Retained earnings		
Balance at the beginning of the year	12.19	11.97
Profit for the year	0.73	0.22
Balance at the end of the year	**12.92**	**12.19**
b. Securities Premium		
Balance at the beginning of the year	65.96	65.96
Add: Received during the year	-	-
Balance at the end of the year	**65.96**	**65.96**
Total	**78.88**	**78.15**

Notes to other equity - Nature of components forming part of Other Equity

Retained earnings
Retained earnings is the accumulated available profit of the Company carried forward from earlier years. This reserve represents free reserves which can be utilised for any purpose as may be required.

Securities premium
Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issue bonus shares, to provide for premium on redemption of shares or debentures, write-off equity related expenses like underwriting costs, etc. in accordance with the provisions of the Companies Act, 2013.

11 Trade Payables

Particulars	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises (refer note 18)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	23.35	13.62
Total	**23.35**	**13.62**

i) As at 31 March 2026

Particulars	Outstanding for following years from date of invoice					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues						
(i) MSME	-	-	-	-	-	-
(ii) Others	3.21	17.15	2.99	-	-	23.35
Disputed dues						
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
Total	**3.21**	**17.15**	**2.99**	**-**	**-**	**23.35**

ii) As at 31 March 2025

Particulars	Outstanding for following years from date of invoice					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues						
(i) MSME	-	-	-	-	-	-
(ii) Others	3.00	10.62	-	-	-	13.62
Disputed dues						
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
	3.00	**10.62**	**-**	**-**	**-**	**13.62**

12 Other current liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
Statutory dues	0.32	0.76
Total	**0.32**	**0.76**

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13 Revenue from operations

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Fee income (also refer note 16 and 19)	8.00	10.05
Total	**8.00**	**10.05**

14 Other income

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest on fixed deposit	4.14	4.03
Total	**4.14**	**4.03**

15 Other expenses

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Rent	4.80	3.98
Payment to auditor (refer note 15.1)	3.72	3.15
Professional fees	0.25	6.47
Bank charges	-	0.02
License and subscriptions	1.33	-
Other expenses	1.07	0.17
Total	**11.17**	**13.79**

15.1 Auditors' remuneration

Statutory audit fees	3.50	3.00
Reimbursement of expenses	0.22	0.15

15.2 Corporate Social Responsibility

The company does not fall within the scope of corporate social responsibility laid out under Section 135 from the Companies Act, 2013, as amended.

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16 Related Party Transactions

16.1 Names of related parties and nature of relationship

Holding company	Vivriti Next Limited (formerly known as Vivriti Next Private Limited)
Enterprises where key managerial personnel exercise significant influence	Vivriti Asset Management Private Limited Vivriti Capital Limited
Directors and Key Management Personnel	Mr. Vineet Sukumar, Director

16.2 Transactions during the year

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Fee income		
Vivriti Capital Limited	8.00	10.05
Rent Expense		
Vivriti Asset Management Private Limited	-	1.18
Vivriti Next Limited	4.80	2.80
Reimbursement of expenses (Net)		
Vivriti Asset Management Private Limited	13.66	3.99

16.3 Balances at the end of year

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables		
Vivriti Capital Limited	-	11.86
Trade payables		
Vivriti Asset Management Private Limited	20.07	7.59
Vivriti Next Limited	-	3.02

17 Earnings per share

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Net profit after tax attributable to equity shareholders	0.73	0.22
Weighted average number of shares outstanding	85,790	85,790
Basic and diluted earnings per share	0.85	0.25
Face Value per share	10	10

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18 Micro, Small and Medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprise Development Act, 2006 ('MSMED Act, 2006'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2026 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet date.

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	-	-
- Principal	-	-
- Interest	-	-
The amount of interest paid by the buyer in terms of Section 16. of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.	-	-

19 Disaggregate Revenue information

A. Revenue

The Company derives its revenue from providing the management and business consulting services in the form of retainer fees and advisory fees.

	Year ended 31 March 2026	Year ended 31 March 2025
Revenue from contracts with customers	8.00	10.05

B. Disaggregation of Revenue from Contracts with Customers

Type of Customers		
Third party	-	-
Related party	8.00	10.05
Total	**8.00**	**10.05**
Geography		
India	8.00	10.05
Outside India	-	-
Total	**8.00**	**10.05**

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20 Contingent liabilities and Commitments

There are no contingent liabilities and commitments as at 31 March 2026 and 31 March 2025.

21 Income tax

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Current tax	0.24	0.07
	0.24	**0.07**

21.1 Reconciliation of total tax expenses

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years 31 March 2026 and 31 March 2025 are, as follows:

Particulars	Year ended 31 March 2026	Year ended 31 March 2025
Profit before tax	0.97	0.29
Effective tax rate	25.17%	25.17%
Expected income tax expense	0.24	0.07
Tax charge reported in the statement of profit and loss	**0.24**	**0.07**

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22 Financial Instruments

A Fair Value Measurement

Valuation principles

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions i.e., exit price. This is regardless of whether that price is directly observable or estimated using a valuation technique.

Financial instruments by category

The carrying value and fair value of financial instruments measured at categories other than fair value as of 31 March 2026 were as follows

Particulars	Carrying amount	Fair value			
	Amortised Cost	Level 1	Level 2	Level 3	Total
Financial assets not measured at fair value					
Cash and cash equivalents	17.43	-	-	-	-
Other financial assets	78.24	-	-	-	-
Financial liabilities not measured at fair value		-	-	-	-
Trade payables	23.35	-	-	-	-

The carrying value and fair value of financial instruments measured at categories other than fair value as of 31 March 2025 were as follows

Particulars	Carrying amount	Fair value			
	Amortised Cost	Level 1	Level 2	Level 3	Total
Financial assets not measured at fair value					
Trade receivables	12.22	-	-	-	-
Cash and cash equivalents	88.07	-	-	-	-
Other financial assets	-	-	-	-	-
Financial liabilities not measured at fair value	-	-	-	-	-
Trade payables	13.62	-	-	-	-

For all the financial assets and liabilities which are not carried at fair value, disclosure of fair value is not required as the carrying amounts approximates the fair values.

The carrying amounts of trade receivables, trade payables, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

Note:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the- counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Transfers between levels I and II

There has been no transfer in between level I and level II. The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method, market comparable method, recent transactions happened in the company and other valuation models.

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23 Financial risk management objectives and policies

The Company has operations in India. Whilst risk is inherent in the Company's activities, it is managed through an integrated risk management framework, including ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities. The Company is exposed to credit risk, liquidity risk and market risk. It is also subject to various operating and business risks.

Risk Management structure

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors along with the top management are responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's risk management committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

24 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholders value. The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings.

Particulars	As at 31 March 2026	As at 31 March 2025
Total Debt*	-	-
Total equity	87.46	86.73
Debt equity ratio	-	-

* Debt-equity ratio is (Debt Securities+Borrowings (Other than debt securities) - Bank overdrafts - Unamortized issues expenses) / net worth i.e. Equity share capital + Other equity + Convertible preference share capital

Note: The Company does not have any borrowings as on 31 March 2026 (31 March 2025: Nil)

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

25 Operating segments

The Company's operations predominantly relate to investment manager for alternative investment funds and providing management and business consulting services. The Company does not have any separate geographic segment other than India. Therefore there are no separate reportable segments as per Ind AS -108 - Operating Segment. The Company has revenue from one customer amounting to Rs.8.00 lakh who accounts for more than 10 per cent of the Company's revenue.

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26 Ratios as per Schedule III requirements

Ratio	Numerator	Denominator	31 March 2026	31 March 2025	% Variance	Reason for Variance more than 25%
Current Ratio	Total current assets	Total current liabilities	4.61	6.97	(33.88%)	Reduction is on account of increase in the payable balances
Debt – Equity Ratio	Total Debt	Shareholder's Equity	NA	NA	-	NA
Return on Equity	Profit after tax	Average Total Equity	0.84%	0.25%	0.58%	NA
Trade Receivables turnover ratio	Total Sales	Closing trade receivables	0.00	0.82	(100.00%)	Improvement in the turnover ratio is on account of collection of receivable
Trade payables turnover ratio	Total purchases	Closing trade payables	0.48	1.01	(52.74%)	Improvement in the turnover ratio is on account of improvement in the working capital management
Net capital turnover ratio	Total Sales	Net working capital	0.09	0.12	(20.01%)	NA
Net Profit ratio	Profit after tax	Total Sales	0.09	0.02	324%	Due to increase in profit as compared to the previous year
Return on Capital Employed	Earnings before Interest and tax	Capital employed = Tangible Net worth (Total Equity less OCI) + Total Debt + Deferred Tax Liability /(Deferred Tax Asset)	(3.62%)	(4.31%)	(15.95%)	NA
Return on Investment	Earnings before Interest and tax	Closing total assets	(0.03)	(0.04)	(22.88%)	NA

Note
(i) Debt – Equity Ratio, Debt Service Coverage Ratio and Inventory Turnover Ratio are not applicable to the Company.
(ii) Total purchases represents total other expenses

27 Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii) The Company has not been sanctioned any working capital limits from banks and financial institutions on the basis of security of current assets at any point of time of the year.
(iii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
(iv) There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
(v) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act read with Companies (Restriction on number of Layers) Rules, 2017.
(vi) The Company has entered into scheme of arrangement as per Sections 230 to 232 of Companies Act, 2013. Refer Note 28 for detailed disclosure.
(vii) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the same shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries other than in the ordinary course of business.
(ix) The Company does not have any transaction not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
(x) The Company has not provided any loans or advances in the nature of loans granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are: (a) repayable on demand or (b) without specifying any terms or year of repayment
(xi) The Company has not traded or invested in crypto currency or virtual currency during the financial year.
(xii) The Company has not revalued any of its property, plant and equipment (including right-of-use assets), intangible asset and investment property during the
(xiii) The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.
(xiv) The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956

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28 Composite scheme of arrangement

The Board of Directors of the Company at its meeting held on 27 June 2024, had approved the Composite Scheme of Arrangement between the Company, Hari and Company Investments Madras Private Limited, Vivriti Next Limited (formerly known as Vivriti Next Private Limited) (the holding company), Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited), Vivriti Asset Management Private Limited and their respective shareholders, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, (as amended from time to time) subject to receipt of necessary statutory and regulatory approvals. Pursuant to the Composite Scheme of Arrangement, Vivriti Asset Management Private Limited will be amalgamated into Vivriti Capital Limited and subsequently the AMC business of Vivriti Capital Limited will be demerged to the Company against issue of shares by the holding company to the shareholders of Vivriti Capital Limited.

The Composite Scheme of Arrangement was filed with the Hon'ble National Company Law Tribunal, Division Bench - II, Chennai Bench ("NCLT") on 24 December 2024. The NCLT approved the Scheme vide its final order dated 9 December 2025. Subsequently, an Interlocutory Application was filed for rectification of certain clerical errors in the said order, which was approved by the NCLT vide its order dated 19 December 2025. The Certified True Copy of the final order dated 9 December 2025 was received on 2 January 2026 and the Certified True Copy of the rectified order dated 19 December 2025 was received on 2 February 2026. The Order of NCLT was filed with ROC on 2 March 2026.

In accordance with the terms of the Composite Scheme of Arrangement, the appointed/effective date of the Scheme shall be the first day of the month immediately succeeding the month in which all requisite conditions and filings with the regulatory authorities are completed and accordingly, the appointed date / effective date of the Scheme is on 1 April 2026.

Considering that the appointed date / effective date of the Scheme is subsequent to the reporting date of 31 March 2026, no adjustments have been made in respect of the Scheme in the financial statements for the year ended 31 March 2026 which overrides the relevant requirement of accounting principles generally accepted in India (according to which the scheme would have been accounted for during the year). It may be noted that, subsequent to the year end upon the Scheme becoming effective, the name of the Company has been changed from Vivriti Funds Private Limited to Vivriti Asset Management Private Limited (also refer note 1)

29 Subsequent to the year end, the listed non-convertible debenture of the erstwhile Vivriti Asset Management Private Limited has been transferred to the Company under the Composite Scheme of Arrangement (also refer note 28) and in accordance with BSE Notice No. 20260526-9 dated 26 May 2026.

30 Subsequent events

There are no subsequent events other than those disclosed in the financial statements that have occurred after the reporting year till the date of approval of these financial statements.

As per our report of even date attached
for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration no.: 101248W/W-100022

S Sethuraman
Partner
Membership No. 203491

Place : Chennai
Date: 29 May 2026

For and on behalf of the board of directors of
Vivriti Asset Management Private Limited (formerly known as Vivriti Funds Private Limited)
CIN: U66300TN2003PTC052025

Vineet Sukumar
Managing Director
DIN: 06848801

Place: Athens, Greece
Date: 29 May 2026

Narayan Ramachandran
Additional Director (Independent)
DIN: 01873080

Place: Bengaluru
Date: 29 May 2026

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