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

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

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.I., 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**.

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

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

<table>
<tr><th>Circumstance of Separation</th><th>Stock Options Granted but not Vested</th><th>Stock Options Vested but not Exercised</th><th>Stock Options Exercised</th></tr>
<tr><td>Termination for cause</td><td colspan="2">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.</td><td>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</td></tr>
</table>

			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**.

<u>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:</u>

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 15^{th} 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**.

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

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