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 (01/2026-27) EXTRA ORDINARY GENERAL MEETING ('EGM') OF THE MEMBERS OF VIVRITI ASSET MANAGEMENT PRIVATE LIMITED (*FORMERLY KNOWN AS VIVRITI FUNDS PRIVATE LIMITED*) ("COMPANY") WILL BE HELD ON FRIDAY, THE 30TH DAY OF OCTOBER, 2026 AT 05:00 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 SPECIAL BUSINESSES:

SPECIAL BUSINESS:

1. **To consider and approve the proposed amendments to Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("Core Plan I").**

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

"**RESOLVED THAT** pursuant to pursuant to Section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("Core Plan I") together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the ESOP Committee be and is hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the Core Plan I and is further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the Core Plan I and perform such functions as designated for them under the Core Plan I.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors ("Board") be and is hereby authorised to make modifications, changes, variations, alterations

or revisions in the terms and conditions of aforesaid Core Plan I, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the Core Plan I, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the Core Plan I are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required."

2. To consider and approve the proposed amendments to Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 - Long Term Incentive Plan ("LTIP Plan").

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

"**RESOLVED THAT** pursuant to pursuant to Section 62(1)(b) and other applicable provisions, if any, of Companies Act, 2013 and rules and regulations framed thereunder and subject to Articles of Association of the Company (as amended from to time) and subject to such other approvals, consents, permissions and/or sanctions as may be required from any appropriate regulatory or statutory authority/ institution or body and subject to such terms and conditions as may be prescribed/imposed by any of them, the consent of the Members of the Company be and is hereby accorded to approve and adopt the Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 - Long Term Incentive Plan ("LTIP Plan") together with the revised terms and conditions, as placed before the Members and with the changes as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the ESOP Committee be and is hereby authorised to grant the stock options to eligible employees of the Company, on such terms as it deems fit in its discretion, in accordance with the provisions of the LTIP Plan and is further authorised to undertake all such decisions and to do all such acts, deeds, matters and things to give full effect to the LTIP Plan and perform such functions as designated for them under the LTIP Plan.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the conformity of the applicable provisions of law, if any and subject to the terms mentioned in the Explanatory Statement to this resolution, which are hereby approved by the Members, the Board of Directors ("Board") be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the terms and conditions of aforesaid LTIP Plan, from time to time, as it may in its sole and absolute discretion decide.

RESOLVED FURTHER THAT the Board be and are hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the LTIP Plan, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT it is hereby noted that the amendments to the LTIP Plan are not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to do all such acts, deeds and things and execute all such deeds, documents and instruments and writings as may be necessary and incidental for giving effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby severally authorized to issue certified true copies of the foregoing resolution, as and when required."

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: October 30, 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 01 (FY 2026-27) EGM of the Company is being conducted through physical mode. The venue for the EGM 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 EGM 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 EGM.

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. 1 & 2: To consider and approve the proposed amendments to Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("Core Plan I") and to consider and approve the proposed amendments to Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 - Long Term Incentive Plan ("LTIP Plan").

It is hereby proposed to amend the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("Core Plan I") and Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 - Long Term Incentive Plan ("LTIP Plan").

The object is to carry out requisite changes in relation to administration of the Core Plan I and LTIP Plan and a Summary of all the proposed changes along with the requisite rationale has been attached to this Notice as ***Annexure I***. All the employees are beneficiaries of the proposed variations. The proposed changes are not detrimental to the interest of the option holders.

The draft copies of the Core Plan I and LTIP Plan are attached with this Notice.

The Board in its meeting dated October 30, 2026, has considered the proposed amendments in Core Plan I and LTIP Plan and recommended the same to the Members for the necessary approval.

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 of Directors, no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope, and implications of the items of business and to take decisions thereon.

The Board recommends passing the resolution set out at item no. 01 and 02 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: October 30, 2026

Annexure I

Statement of Changes				
S. No.	**Name of the Plan**	**Heading**	**Proposed Changes in brief**	**Rationale**
1	**VIVRITI ASSET MANAGEMENT PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN 2026 – LONG TERM INCENTIVE PLAN**	Definitions	Following changes are proposed to clause titled "Definitions" 1) Revisions to provide the NRC / ESOP Committee with discretion to extend the Exercise Period for Vested Options from 5 (five) years from the date of Vesting to an extended period, which shall not exceed 15 (fifteen) years from the date of Vesting.	Increasing the scope of exercising period from 5 years to 15 Years for the benefit of employees
		OPTIONS POOL AND TREATMENT OF UNALLOCATED AND LAPSED OPTIONS	Following changes are proposed to clause titled "OPTIONS POOL AND TREATMENT OF UNALLOCATED AND LAPSED OPTIONS" 1) Revisions to provide that Lapsed Options / unallocated Options under this VAMPL – ESOP LTIP 2026 will not be available for Grants under the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I. 2) Revisions to provide that the maximum number of Options (and the aggregate number of Shares set aside in relation to such Options) that can be issued in aggregate under this VAMPL – ESOP LTIP 2026 has been revised from 26,443 Options to 12,609 Options.	Restricting the movement of options from one scheme to other and reduction of option pool in this scheme. Making each scheme independent of each other. This is just an amendment to the option pool and has no impact on the option holders.
		EXERCISE PRICE AND EXERCISE	Following changes are proposed to clause titled "EXERCISE PRICE AND EXERCISE" 1) Revisions to provide the NRC / ESOP Committee with discretion to extend the Exercise Period for Vested Options from 5 (five) years from the date of Vesting to an extended period, which shall	Increasing the scope of exercising period from 5 years to 15 Years for the benefit of employees

Statement of Changes				
S. No.	**Name of the Plan**	**Heading**	**Proposed Changes in brief**	**Rationale**
			not exceed 15 (fifteen) years from the date of Vesting.	
2	**VIVRITI ASSET MANAGEMENT PRIVATE LIMITED EMPLOYEE STOCK OPTION PLAN 2026 – CORE PLAN I**	Definitions	Following changes are proposed to clause titled "Definitions" 1) Revisions to provide the NRC / ESOP Committee with discretion to extend the Exercise Period for Vested Options from 5 (five) years from the date of Vesting to an extended period, which shall not exceed 15 (fifteen) years from the date of Vesting.	1. Increasing the scope of exercising period from 5 years to 15 Years for the benefit of employees 2. Exercise price issued during the Grants could have target achievement based Exercise Price Reduction for option holders. Hence, it is required for NRC / ESOP Committee to have flexibility to subsequently vary the Exercise Price specified in the Grant Letter. Both the above changes are beneficial to option holders
		OPTIONS POOL AND TREATMENT OF UNALLOCATED AND LAPSED OPTIONS	Following changes are proposed to clause titled "OPTIONS POOL AND TREATMENT OF UNALLOCATED AND LAPSED OPTIONS" 1) Revisions to provide that Lapsed Options / unallocated Options under this VAMPL – ESOP LTIP 2026 will not be available for Grants under the Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I. 2) Revisions to provide that the maximum number of Options (and the aggregate number of Shares set aside in relation to such Options) that can be issued in aggregate under this ESOP Plan 2026 - Core Plan I has iIncreased in Option Pool granted under this scheme from 3,460 Options to 12,705 Options.	Restricting the movement of options from one scheme to other and reduction of option pool in this scheme. Making each scheme independent of each other. This is just an amendment to the option pool and has no impact on the option holders.

Statement of Changes				
S. No.	**Name of the Plan**	**Heading**	**Proposed Changes in brief**	**Rationale**
		EXERCISE PRICE AND EXERCISE	Following changes are proposed to clause titled "EXERCISE PRICE AND EXERCISE" 1) Revisions to provide the NRC / ESOP Committee with discretion to extend the Exercise Period for Vested Options from 5 (five) years from the date of Vesting to an extended period, which shall not exceed 15 (fifteen) years from the date of Vesting.	Increasing the scope of exercising period from 5 years to 15 Years for the benefit of employees
3	**Grant Letters**	These are only IRM Matter and not a board agenda item	1) Extension of Exercise Period for Vested Options from 5 (five) years from the date of Vesting to an extended period, which shall not exceed 15 (fifteen) years from the date of Vesting. 2) Vesting Schedule Changes - The Options shall vest in equal proportions over a period of 10 years without any cliff based vesting 3) Targets in the Table provided in Annexure of the Grant Letter are frozen	1. Increasing the scope of exercising period from 5 years to 15 Years 2. Change in Vesting schedules are beneficial for the option holders by removal of cliff such that the options vest after the lapse of one year from the date of grant letter. 3. Targets in the earlier approved grant letters were not determined and the grant letters were not circulated and therefore revised grant letters with these details are being circulated.
4	**Shareholder Letters**		1) Non Compete clause has been removed for the identified/selected option holders by the NRC/ESOP Committee	Removal of non compete clause benefits the employees

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 Extra Ordinary 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 Extra Ordinary General Meeting of the Company on Friday, October 30th, 2026 at 05:00 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 01st (FY 2026-27) Extra Ordinary General Meeting Friday, the 30th day of October, 2026 at 05.00 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 Extra Ordinary General Meeting on Friday, the 30th of October, 2026 at 05:00 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 consider and approve the proposed amendments to Vivriti Asset Management Private Limited - Employee Stock Option Plan 2026 - Core Plan I ("Core Plan I").		
2.	To consider and approve the proposed amendments to Vivriti Asset Management Private Limited – Employee Stock Option Plan 2026 - Long Term Incentive Plan ("LTIP Plan").		

Signed this _____ day of _____

Signature of shareholder
Seal

Signature of Proxy holder(s)

Affix Revenue Stamp

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

