



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

**REGD OFFICE: PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 2<sup>ND</sup> FLOOR, BLOCK -1,  
ANNASALAI, CHENNAI – 600002, INDIA**

---

**SHORTER NOTICE** is hereby given that the **30<sup>th</sup> Extra Ordinary General Meeting** of the shareholders of Vivriti Capital Private Limited (**'VCPL' or the 'Company'**) will be held on Monday, 21<sup>st</sup> November 2022 at 04:45 P.M (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") at Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai – 600002, India, to transact the following business:

**SPECIAL BUSINESS:**

- 1. To consider and approve material related party transactions with Vivriti Asset Management Private Limited:**

To consider and if thought fit, to give assent/dissent to the following **Ordinary Resolution(s)**:

**"RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modifications or re-enactments thereof, and pursuant to the Company's policy on Materiality of Related Party Transaction(s), and in accordance with the provisions of Memorandum of Association & Articles of Association of the Company, 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 be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as given below and explained in detail in the Explanatory Statement annexed herewith, between the Company and Vivriti Asset Management Private Limited (**'VAM'**), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and VAM, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company:

SI No.	Transaction	Amounts (In Crores)
1	Rental expense – Sub Lease of office space from VAM (Eighth Floor – Prestige Zackaria)	1.0
2	Usage of Brand by proposed LLP(s) / entities of any form/nature/type, to be incorporated by VAM in India or abroad, including GIFT City or any other place	Non-chargeable as the same is in furtherance of business objectives of VAM
3	Appointment of Ms P S Amritha, Company Secretary of the Company in VAM for the role of Company Secretary	No additional remuneration or benefits to be given to her for this position

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Committee of Directors, Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**2. To consider and authorize the Board of Directors for giving loan to the subsidiary of the Company under Section 185 of the Companies Act, 2013:**

To consider and if thought fit, to give assent/dissent to the following **Special Resolution(s)**:

“**RESOLVED** that in continuation of the resolution passed by the members of the Company in Fifth Annual General meeting dated 22<sup>nd</sup> September 2022 and pursuant to the provisions of Section 177, 185 & 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with its relevant Schedule and all other relevant/applicable rules, regulations, notifications and circulars issued, including any statutory modifications or re-enactments thereof for the time being in force and pursuant to the Company’s policy on Materiality of Related Party Transaction(s) and subject to any regulatory restrictions under SEBI Act and/or RBI Act and Master Directions / Regulations/ Circulars / Notifications issued thereunder and policies / charters adopted / applicable to Company under such statutory provisions, as may be amended from time to time, and in accordance with the provisions of Memorandum of Association & Articles of Association of the Company, 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 be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to advance any loan(s) to Vivriti Asset Management Private Limited ('VAM'), related party being a subsidiary of the Company, up to a sum of not exceeding INR 100 Crores (Rupees Hundred Crores only) at any point of time, in single or multiple tranches based on its requirement, on such terms and conditions, which may differ for each of such tranche, and which shall be in ordinary course of business and at arm's length basis and as may be mutually agreed between VAM and the Board, as it may in its absolute discretion deems fit and beneficial and in the best interest of the Company;

**RESOLVED FURTHER THAT** draft document detailing out major terms for the loan(s) to be granted/advanced under above limit of up to INR 100/- crores, as provided with explanatory statement, be approved and adopted on a non-exclusive basis, with powers to Board and Managing Director to make such changes to the terms, which may be in the best interest of the Company.

**RESOLVED FURTHER THAT** the loan(s) shall only be utilized by VAM for the purpose of/ in furtherance of its principal business activities.

**RESOLVED FURTHER THAT** Mr. Vineet Sukumar, Managing Director of the Company, on behalf of the Board, be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**3. To consider and grant approval for usage of brand name "Vivriti" by LLP(s)/entities to be promoted by Director or Key Managerial Personnel of the Company for business purpose:**

To consider and if thought fit, to give assent/dissent to the following **Ordinary Resolution(s)**:

**"RESOLVED** that pursuant to the provisions of Section 177, 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Schedules therein, including any statutory modifications or re-enactments thereof, and pursuant to the Company's policy on

Materiality of Related Party Transaction(s), and in accordance with the provisions of Memorandum of Association & Articles of Association of the Company, 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 be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to grant permission/ no objection letter for usage of Brand name, logo, trademark including design, style and form of the words "Vivriti" / "Vivriti Capital" by the proposed LLP(s)/entities to be set up / promoted, in India or abroad, including but not limited to in GIFT City or any other place, by and between Mr. Vineet Sukumar, Managing Director of the Company and Mr. Srinivasaraghavan, Chief Financial Officer of the Company or any other director or key managerial personnel, as may be appointed from time to time (collectively referred to as '**KMPs**'), being related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and KMPs, which may or may not be at arm's length basis, including approval for the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise);

**RESOLVED FURTHER THAT** the above consent be also considered as blanket approval, unless withdrawn/rescinded or amended/superseded, for setting up entities of any type, nature or form, from time to time, by the Company or its subsidiaries or their employees, including KMPs, and/or directors, for the business purpose of the Company or any of its subsidiaries, with the proposed name of "Vivriti" / "Vivriti Capital" in the name of such entities, subject to any regulatory restriction applicable to the Company and/or its subsidiaries or employees, including KMPs and directors.

**RESOLVED FURTHER THAT** the above consent be also considered for trademark usage owned by the Company, as renewed from time to time, including but not limited to the usage of the logo or design or colour themes or pattern, etc. associated with such name/phrase mentioned above.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Committee of Directors, Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

4. **To consider and approve the issuance of equity shares to Ms. Anita Belani on private placement basis through preferential allotment:**

To consider and if thought fit, to give assent/dissent to the following **Special Resolution(s)**:

**“RESOLVED THAT** pursuant to the provisions of Section 42 & 62(1)(c) of the Companies Act, 2013 respectively read with the and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of Companies (Share capital and Debentures) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum of Association & Articles of Association of the Company, the consent of the members of the Company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall be deemed to include any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to invite, make offer, issue and allot below specified equity shares on private placement basis through preferential allotment (**“Proposed Allotment”**) on the terms and conditions as set out in the draft out in the draft private placement offer cum application letters (**‘PAS-4’**) to Ms. Anita Belani, Independent Director of the Company:

S. No	Name of the proposed investor	Number of equity shares offered	Price per share (INR)	Whether fully paid-up/ partly paid-up	Application money due per share	Call money due per share (in one or more tranche / call)
1	Ms. Anita Belani	21,053	950	Partly paid-up	475	475

**RESOLVED FURTHER THAT** the equity shares to be issued shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, below given terms and conditions, be and are hereby approved:

- a) **Series 1D Share Award** will rank pari passu with the existing Equity shares of the Company, subject to payment of all call monies, *inter alia* in terms of corporate actions including but not limited to dividend (proportionately), issue of bonus shares, rights issue, and repayment of share capital;
- b) Upon payment of the entire call monies on the Series 1D Share Award,
  - i. Holder(s) of the said equity shares shall carry voting rights in proportion to their individual holdings;
  - ii. The said equity shares shall be treated as fully paid-up equity shares and shall be eligible for transfer subject to such restrictions in the articles of the company and applicable provisions as provided in the Companies Act, 2013;
  - iii. Liquidation proceeds, if any, shall be distributed to the holders of Series 1D Shares Award on a *pro rata* basis;
- c) The holder of Series 1D Share Award at all times be governed by the Articles of Association of the Company in force.

- d) The Company can convert partly paid-up shares into fully paid-up shares (without calling for the uncalled amount on shares) through capitalization of profit in accordance with provisions of applicable law.

**RESOLVED FURTHER THAT** consent of the shareholders of the Company be and is hereby accorded for issuance of **the draft PAS 4 in relation to the Proposed Allotment**, a copy of which is placed at the meeting to be issued to the Investor(s).

**RESOLVED FURTHER THAT** the shareholders approve and takes note of the separate bank account with RBL Bank, GN Chetty Road branch or any other account with any other bank, as may be opened/designated, for the purpose of receiving the aforesaid investment; and (ii) the valuation reports, as placed at the meeting.

**RESOLVED FURTHER THAT** the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized, to:

- a. execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the PAS-4 for issuance of the partly paid-up equity shares to the Investors and to give effect to any transactions contemplated herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novation's thereto (now or in the future);
- b. do all such acts, matters, deeds, and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies, Reserve Bank of India, and Income Tax authorities;
- c. sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents;
- d. to take all steps and do all things and give such directions, as may be required, necessary, expedient, or desirable for giving effect to the Documents, the transactions contemplated therein, and the resolutions mentioned herein;
- e. to make necessary entries in the registers/ records of the Company; and
- f. subject to the approval of the shareholders, record the name of the private placement offeree(s) in Form PAS-5.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by Directors of the Company or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Committee of Directors, Director, Chief Financial Officer, Company Secretary or any

other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this resolution and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**By order of the Board**

For and on behalf of **Vivriti Capital Private Limited**

Sd/-

**P S Amritha**

**Company Secretary & Compliance Officer**

**Mem No. A49121**

**Place: Chennai**

**Date: 19/11/2022**

## Notes:

1. Explanatory statements as required under Section 102 of the Companies Act, 2013 for the resolutions specified above are annexed hereto.
2. In view of the global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021, respectively in relation to "Clarification on holding of extra-ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 3/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") has permitted holding of the extra-ordinary general meeting whereby it is permissible to convene the Extra-ordinary General Meeting of the Company through Video Conferencing/ Other Audio Visual Means (OAVM).
3. Pursuant to the aforementioned MCA Circulars, since the EGM is being held through VC, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Corporate Members may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Members proposing to participate at the meeting through their representative, shall 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 [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) before the commencement of the meeting. The deemed venue for the EGM shall be the Registered Office of the Company.
4. The Company shall conduct the EGM through VC by using Zoom cloud meetings ("Zoom") and the Members are requested to follow instructions as stated in this notice for participating in this EGM through Zoom. An invite of the EGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
5. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. For voting by way of poll – in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, Members can cast their vote during the Meeting by way of poll. For voting Members can send an email to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com) from their email addresses registered with the Company.
7. On the date of the meeting i.e., on 21<sup>st</sup> November, 2022, the Members, Directors, Key Managerial Personnel, Auditors, and all other persons authorized to attend the meeting,



may join, using the link provided from 4:30 PM (IST) to 4:30 PM (IST) and post that no person shall be able to join the meeting except the Company's Directors and KMP.

8. 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 [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com). An access of such documents would be given to such Member 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 2 P.M. to 4 P.M. up to and including the date of EGM. As the EGM is being conducted through VC, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views/send their queries in advance with regard to the proposed business items to be placed at the EGM, from their registered e-mail ID, mentioning their full name, folio number/ DPID-Client ID, address and contact number, to [amritha.paitenkar@vivriticapital.com](mailto:amritha.paitenkar@vivriticapital.com), by 4:00 PM (IST) on or before 21<sup>st</sup> November 2022 so that the requisite information/ explanations can be kept ready and be provided in time. Members may raise questions during the meeting as well. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.

**Process for attending the Meeting:**

1. To attend the meeting through VC mode, a link will be forwarded to your registered e-mail ID, anytime within 24 hours prior to the start of the meeting. The shareholders can use a laptop or an android mobile phone with good internet connectivity to access the link.
2. Facility to join the meeting shall be opened at least 15 minutes before the scheduled time and shall not be closed till the expiry of 15 minutes after such scheduled time
3. On accessing the link, you will be prompted to enter the Meeting ID and the Password. The meeting ID and the Password will be mailed to you along with the meeting link. Upon entering the Meeting ID and Password, you will be connected to the virtual meeting room.
4. In case any member requires assistance for using the link before or during the meeting, you may contact Ms. Amritha P.S, Company Secretary & Compliance Officer at +91 9500126166.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN connection to mitigate any kind of technical issue.

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

#### **Item No. 1: To consider and approve material related party transactions with Vivriti Asset Management Private Limited:**

Vivriti Asset Management Private Limited (**'VAM'**) is the subsidiary of the Company. Section 177, 188 of the Companies Act, 2013 and the applicable Rules framed thereunder, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Materiality of Related Party Transaction(s) provide that a material Related Party Transaction will require prior approval of shareholders through an ordinary resolution.

Now, it is proposed to enter into a related party transaction with VAM for executing sub-lease agreement for the new office premises of VAM at 8<sup>th</sup> Floor in the multi-storeyed building named "Prestige Zackria Metropolitan". The value of proposed aggregate transactions with VAM is likely to exceed the materiality threshold limit during the Financial Year 2022-23. Accordingly, transaction(s) entered into with VAM comes within the meaning of material Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said material Related Party Transaction(s) proposed to be entered into by your Company with VAM for sub-leasing of office premises. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the proposed transactions with VAM are as follows:

#### **Disclosures as per Companies Act, 2013 and corresponding rules:**

<b>Sl No.</b>	<b>Particulars</b>	<b>Information</b>
1	Name of the Related Party	Vivriti Asset Management Private Limited
2	Name of the Director or KMP who is related	<b><u>Directors:</u></b> 1. Vineet Sukumar 2. Namrata Kaul 3. Kenneth Dan Vander Weele 4. Kartik Srivatsa 5. John Tyler Day 6. Gaurav Kumar 7. Gopal Srinivasan  <b><u>KMPs:</u></b> 8. Amritha P S, Company Secretary  <b><i>Note – the directors and KMPs are not related in their personal capacity and are treated as related based on their position held in the Company</i></b>
3	Nature of Relationship	Subsidiary company and has common directors and KMP

4	Nature, material terms, monetary value and particulars of the contract or arrangement	Details of transactions entered into/ proposed to be entered into are given below in table.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Not Applicable

#### **Table**

<b>Sl No.</b>	<b>Transaction</b>	<b>Amounts (In Crores)</b>	<b>Justification as to why RPT is in the interest of the Company</b>
1	Rental expense – Sub Lease of office space from VAM (Eighth Floor – Prestige Zackaria)	1.0	The split shall be based on the occupancy status/ seating capacity and charges for the usage of premises as per terms agreed between authorised persons of parties.
2	Usage of Brand by proposed LLP(s) / entities of any form/nature/type, to be incorporated by VAM in India or abroad	Non-chargeable as the same is in furtherance of business objectives of VAM	The Brand name, logo, trademark including design, style, and form of the words “Vivriti” / “Vivriti Capital” is proposed to be used by LLP(s) / entities of any form/nature/type, to be incorporated by VAM in India or abroad, and the Company being sole and absolute owner, has been required to grant consent for such usage of brand/trademark. Considering that the approval for usage of brand is being sought by subsidiary company, it is proposed to grant the same without levying any royalty charges/brand usage charges.
3	Appointment of Ms P S Amritha, Company Secretary of the Company in VAM for the role of Company Secretary	No additional remuneration or benefits to be given to her for this position	Appointment of Ms P S Amritha as the Company Secretary of VAM (Subsidiary Company) in accordance with Section 203 of the Companies Act, 2013. The previous Company Secretary resigned from the Company and the Company has not been able to scout apt replacement. In the interim period, Ms. Amritha is proposed to take up this role to handle the roles & responsibilities as Company Secretary.

**Disclosures as per Regulation 23 of Securities and Exchange Board of India (“Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Particulars	Details
A summary of the information provided by the management of the listed entity to the audit committee	Relevant information including transactions proposed to be entered into pertaining to material RPTs along with amounts/ limits as placed before the Audit Committee, has been enclosed to the notice below.
Justification for why the proposed transaction is in the interest of the listed entity	Given in above table.
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the specified details (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/ NBFCs.)	Not applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
Any other information that may be relevant	Not applicable

The terms and conditions of the proposed related party transactions in line with the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November 2021 has been enclosed as Annexure I.

The above-mentioned related party transactions are in the ordinary course of business and may or may not be on arm's length basis.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except as provided above.

The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolution set out at Item No. 1.

The Board of Directors has considered the matters and recommend the resolution(s) set out as **ordinary resolution** at Item No.1 to the shareholders for their necessary approval.

**Item No. 2: To consider and authorize the Board of Directors for giving loan to the subsidiary of the Company under Section 185 of the Companies Act, 2013:**

Considering that Vivriti Asset Management Private Limited (**'VAM'**) is a subsidiary of the Company and to aid its operational requirements, it is proposed to grant loan(s) for furtherance of VAM's business activities, in one or multiple tranches based on its requirement, on such terms and conditions, which may differ for each of such tranche, in ordinary course of business and at arm's length price. In this regard, Section 185 of the Companies Act, 2013 and the applicable rules framed thereunder, provides that a prior approval of the shareholders shall be taken by way of a special resolution for granting any loan to any person in whom any of the directors of the

Company is interested and full particulars of the loan(s) given, and the purpose for which the loan(s) is proposed to be utilized by the recipient and any other relevant fact shall be disclosed for approval.

The members may note that exemption is available for such transactions under Section 185(3) of the Companies Act 2013 and approval of members is not required, if such loan carries an interest rate exceeding the rate of prevailing yield of one year, three years, five years or ten years Government security closest to the tenor of the loan. The said exemption is available to the Company as the proposed loan(s) is/shall be at arm's length basis and will carry interest rate higher than the above prescribed thresholds i.e. VCPL's rate of interest as applicable to other borrowers, but as a matter of transparent practices and corporate governance norms, the said transaction be approved by the members to allow the Company to freely execute such loan transactions for supporting the business activity of its subsidiary VAM.

Accordingly, the following details are furnished as follows:

Quantum of Loan	INR 100 Crores (Rupees One Hundred Crores Only)
Security	Unsecured
Purpose	Principal business activities or in furtherance of principal business activities of the company
Interest charged	As per prevailing rate of interest of Company, at the time of disbursement of loan, in one or more tranches, exceeding the rate of prevailing yield of one year, three years, five years or ten years Government security closest to the tenor of the loan
Repayment tenor	From 0-36 months from each disbursement, with option of pre-payment / early closure, as per the business requirements of Company and VAM

Further, members are requested to note that the loan(s) proposed to be granted in one or more tranches, up to INR 100 crores, to VAM, is a related party under the provisions of Companies Act, 2013. Pursuant to Section 177, 188 of the Companies Act, 2013 and the applicable Rules framed thereunder, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Policy on Materiality of Related Party Transaction(s), such a material Related Party Transaction requires prior approval of shareholders, which was earlier obtained in the Fifth Annual General Meeting of the Company dated 22<sup>nd</sup> September 2022.

Accordingly, continual approval of the shareholders is being sought for the said material Related Party Transaction(s) proposed to be entered into by your Company with VAM for granting of unsecured loan. The draft terms of the loan agreement for such loan(s), shall be placed before the members at the meeting for their perusal and are annexed with this Notice. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the proposed transactions with VAM are as follows:

**Disclosures as per Companies Act, 2013 and corresponding rules:**

SI No.	Particulars	Information
1	Name of the Related Party	Vivriti Asset Management Private Limited
2	Name of the Director or KMP who is related	<b><u>Directors:</u></b> 1. Vineet Sukumar 2. Namrata Kaul 3. Kenneth Dan Vander Weele 4. Kartik Srivatsa 5. John Tyler Day 6. Gaurav Kumar 7. Gopal Srinivasan  <b><u>KMPs:</u></b> 8. Amritha P S, Company Secretary  <i><b>Note – the directors and KMPs are not related in their personal capacity and are treated as related based on their position held in the Company</b></i>
3	Nature of Relationship	Subsidiary company and has common directors and KMP
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Details of transactions entered into/ proposed to be entered into are given below in table.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	Not Applicable

**Table**

SI No.	Transaction	Amounts	Justification as to why RPT is in the interest of the Company
1	Loan(s) to VAM	Up to INR 100 crores	Loan facility provided to VAM on such terms and conditions as may be mutually decided. The said facility will be used by VAM for principal business activities/ in furtherance of principal business activities including but not limited to business purposes as well as for meeting operating expenses of the Company and administration / operational expenses of the funds / AIFs being maintained/managed by it.

**Disclosures as per Regulation 23 of Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements) Regulations, 2015:**

<b>Particulars</b>	<b>Details</b>
A summary of the information provided by the management of the listed entity to the audit committee	Relevant information including transactions proposed to be entered into pertaining to material RPTs along with amounts/ limits as placed before the Audit Committee, has been enclosed to the notice.
Justification for why the proposed transaction is in the interest of the listed entity	Given in above table.
Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the specified details (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/ NBFCs.)	Yes. Additional details are disclosed below.
- Details of source of funds	Not applicable as Company is a NBFC
- Any financial indebtedness is incurred to make or give loans	No. The Company's ordinary course of business includes borrowing monies from various sources for onward lending to different parties (customers).
- Applicable terms including:	
Covenants	As per the annexed document containing salient terms and conditions in Annexure I
Tenure	0-36 months, with option to make pre-payment / early payment, as per the business requirements of the Company and VAM
Interest Rate	As per prevailing rate of interest of Company, at the time of disbursement of loan, in one or more tranches, exceeding the rate of prevailing yield of one year, three years, five years or ten years Government security closest to the tenor of the loan
Repayment schedule	To be decided for the loan(s) as per the requirement at time of disbursement, based on its tenor, ranging from 0-36 months.
Secured / Unsecured	Unsecured
Purpose for which the funds will be utilized	The said facility will be used by VAM for principal business activities/ in furtherance of principal business activities including but not limited to business purposes as well as for meeting operating expenses of the Company and administration / operational expenses of the funds / AIFs being maintained/managed by it.
A statement that the valuation or other external report, if any, relied upon by the	Not applicable



listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	
Any other information that may be relevant	Not applicable

The terms and conditions of the proposed related party transactions in line with the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November 2021 has been enclosed as Annexure I.

The above-mentioned related party transactions are in the ordinary course of business and at arm's length basis.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except as provided above.

The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolution set out at Item No. 2.

The Board of Directors has considered the proposal for granting loan and recommend the resolution set out as a **special resolution** at Item No.2 to the shareholders for their necessary approval.

**Item No. 3: To consider and grant approval for usage of brand name “Vivriti” by LLP(s)/entities to be promoted by Director or Key Managerial Personnel of the Company for business purpose:**

Mr. Vineet Sukumar, Managing Director and Mr. Srinivasaraghavan, Chief Financial Officer of the Company or any other key managerial personnel (collectively referred to as 'KMP') intend to promote LLP(s) in India or abroad, including but not limited to in GIFT City or any other place, for ease of control and operational convenience.

The Brand name, logo, trademark including design, style, and form of the words “Vivriti” / “Vivriti Capital” is proposed to be used by LLP(s)/entities, which are to be incorporated by such directors or KMPs in India or abroad, including but not limited to in GIFT City or any other place and the Company being sole and absolute owner, is required to grant consent for such usage of brand/trademark. Further, it was proposed to grant the same without levying any royalty charges.

Considering that the stipulated transaction would happen without any levy of royalty charges, and by and between the KMPs and/or directors who are related parties of the Company, it is required to seek the approval of members for the same as they are not on arm's length basis in accordance with the provisions of Section 177, 188 of Companies Act 2013 and Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Company's Policy on Materiality of Related Party Transaction(s), as may be amended from time to time.

Accordingly, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into for usage of brand name on a blanket basis for all such transactions in present and future, unless withdrawn/rescinded or amended/superseded by members. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, particulars of the proposed transactions with Directors and/or KMPs are as follows:

**Disclosures as per Companies Act, 2013 and corresponding rules:**

SI No.	Particulars	Information
1	Name of the Related Party	Mr. Vineet Sukumar, Managing Director Mr. Srinivasaraghavan, Chief Financial Officer Any other KMP or Director, as may be appointed from time to time
2	Nature of Relationship	Director and Key Managerial Personnel of the Company
3	Nature, material terms, monetary value and particulars of the contract or arrangement	Details of transactions entered into/ proposed to be entered into are given below in table.
4	Any other information relevant or important for the members to take a decision on the proposed resolution	Not Applicable

**Table:**

SI No.	Transaction	Amounts (In Crores)	Justification as to why RPT is in the interest of the Company
1	Usage of Brand by proposed LLP(s)/entities to be incorporated by KMPs for business purpose, in India or abroad, including but not limited to GIFT City or any other place	Non chargeable	The Brand name, logo, trademark including design, style, and form of the words "Vivriti" / "Vivriti Capital" is proposed to be used by LLP(s)/entities to be incorporated by Directors and /or KMPs, as may be appointed from time to time, for business purpose, in India or abroad, including but not limited to GIFT City or any other place and the Company being sole and absolute owner, is required to grant consent for such usage of brand/trademark. Further, it is proposed to grant the same without levying any royalty charges.

**Disclosures as per Regulation 23 of Securities and Exchange Board of India ("Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Particulars	Details
A summary of the information provided by the management of the listed entity to the audit committee	Relevant information including transactions proposed to be entered into pertaining to material RPTs along with amounts/ limits as placed before the Audit Committee, has been enclosed to the notice.
Justification for why the proposed transaction is in the interest of the listed entity	Given in above table.

Where the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary, the specified details (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/ NBFCs.)	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
Any other information that may be relevant	Not applicable

The terms and conditions of the proposed related party transactions in line with the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November 2021 has been enclosed as Annexure I.

The above-mentioned related party transactions are in the ordinary course of business and may or may not be on arm's length basis.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except as provided above.

The Members are requested to note that all related parties (whether such related party is a party to above transactions or not) shall not vote to approve resolution set out at Item No. 3.

The Board of Directors has considered the related party transactions and recommend the resolution set out as an **ordinary resolution** at Item No.3 to the shareholders for their necessary approval.

**Item No. 4: To consider and approve the issuance of equity shares to Ms. Anita Belani on private placement basis through preferential allotment:**

The shareholders are requested to discuss the proposed issue of 21,053 (Twenty One Thousand Fifty Three) partly paid-up equity shares of face value of INR 10/- at a premium of INR 940/- ("**Series 1D Share Award**") on private placement basis through preferential allotment as per the terms and conditions set out in the draft private placement offer cum application letter to Ms. Anita Belani, Independent Director of the Company as per the details given below:

S. No	Name of the proposed investor	Number of equity shares offered	Price per share (INR)	Whether fully paid-up/ partly paid-up	Application money due per share	Call money due per share (in one or more tranche / call)
1	Ms. Anita Belani	21,053	950	Partly paid-up	475	475

A copy of the Private Placement Offer Letter Cum Application Form (hereinafter referred as "**PAS 4**") and Valuation Reports in respect of the above proposed issuance will be placed before the shareholders for its perusal.

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

S. No.	Particulars	Disclosure/ terms
a.	The objects of the issue	In terms the business plan
b.	The total number of shares or other securities to be issued	21,053 (Twenty One Thousand Fifty Three) Equity Shares (" <b>Series 1D Share Award</b> ")
c.	The price or price band at/within which the allotment is proposed	The proposed issue of Equity Shares is at a face value of INR 10/- each at a premium of INR 940/- each.
d.	Basis on which the price has been arrived at along with report of the registered valuer	As per the valuation report tabled at the meeting.
e.	Relevant date with reference to which the price has been arrived at	As per the valuation report tabled at the meeting.
f.	The class or classes of persons to whom the allotment is proposed to be made	Individual
g.	Intention of promoters, directors, or key managerial personnel to subscribe to the offer	None of the promoters, directors and key managerial personnel are subscribing to the securities proposed for issuance except Ms. Anita Belani, the proposed investor who is also an independent director of the Company.
h.	The proposed time within which the allotment shall be completed	The allotment of Equity Shares shall be completed within a maximum period of 12 (twelve) months from the date of passing of the special resolution approving such issuance and allotment. The Bank shall issue and allot Equity Shares as approved by the Board, within the period prescribed under applicable law, being a maximum of 60 (sixty) days

		from the date of receipt of the relevant portion of application amounts.		
i.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<b>Name of proposed investor</b>	<b>% of post issue capital on a fully diluted basis</b>	<b>% of post issue capital on a non-diluted basis</b>
		Anita Belani	0.02	0.10
j.	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control.		
k.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Following Preferential allotment have been made by the Company in Financial Year 2022-23:		
		<b>Sl No.</b>	<b>Name</b>	<b>No of Securities</b>
		1	TVS Shriram Growth Fund 3	100 Equity Shares & 27,11,556 Series C Compulsorily Convertible Preference Shares ('Series C CCPS')
				<b>Price</b> <b>Equity Shares</b> – face value of INR 10/- each at a premium of INR 805/- <b>Series C CCPS</b> – face value of INR 10/- each at a premium of INR 805/- each

l.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
m.	The pre issue and post issue shareholding pattern of the company in the following format	Given at Note No.1

**Note 1: Pre-issue and post-issue shareholding pattern of the Company**

**Equity Shares**

Sr. No.	Category	Pre-issue*		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
1	<b>Indian</b>				
	Individual	1,34,75,680	65.52	1,34,75,680	65.46
	Bodies corporate	-	-	-	-
	Sub-total	1,34,75,680	65.52	1,34,75,680	65.46
2	<b>Foreign promoters</b>	-	-	-	-
	<b>sub-total (A)</b>	<b>1,34,75,680</b>	<b>65.52</b>	<b>1,34,75,680</b>	<b>65.46</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1	<b>Institutional investors</b>				
2	<b>Non-institution</b>				

	Private corporate bodies	5,96,620	2.77	5,96,620	2.77
	Directors and relatives	1,15,161	0.53	1,36,214	0.63
	Indian public	26,54,881	12.32	26,54,881	12.30
	others (including NRIs)	315895	1.47	315895	1.46
	Vivriti ESOP Trust	43,96,445	20.40	43,96,445	20.38
	<b>Sub-total (B)</b>	<b>80,79,002</b>	<b>37.48</b>	<b>81,00,055</b>	<b>37.54</b>
	<b>Grand Total</b>	<b>2,15,54,682</b>	<b>100.00</b>	<b>2,15,75,735</b>	<b>100.00</b>

***\*Note: The shareholding pattern is updated as on 17<sup>th</sup> November 2022.***

**Compulsorily Convertible Preference Shares**

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage (%) of shareholding	No. of shares held	Percentage (%) of shareholding
<b>A</b>	<b>Promoters' holding</b>				
	<b>Indian</b>				
1	Individual	-	-	-	-
	<b>Sub-total (A)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>B</b>	<b>Non-promoters' holding</b>				
	Private Corporate	8,73,10,410	96.99	8,73,10,410	96.99

	Bodies – CCPS				
	Others	27,11,556	3.01	27,11,556	3.01
	<b>Sub-total (B)</b>	<b>9,00,21,966</b>	<b>100.00</b>	<b>9,00,21,966</b>	<b>100.00</b>
	<b>GRAND TOTAL</b>	<b>9,00,21,966</b>	<b>100.00</b>	<b>9,00,21,966</b>	<b>100.00</b>

None of the Directors, Managers and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, if any, in this Special Resolution proposed at Item No.4 of this Notice, except Ms. Anita Belani, the proposed Investor and independent director in the present issuance.

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 of Directors has considered the issuance and recommend the resolution set out as a **special resolution** at Item No.4 to the shareholders for their necessary approval.



Proposed Related Party Transactions for Shareholders Approval - Vivriti Capital Private Limited and Vivriti Asset Management Private Limited and KMPs - Annexure 1					
Particulars	Transactions and details				
Type of the proposed transaction	Rental expense	Loan to VAM	Usage of Brand by proposed LLP(s) to be incorporated by VAM for business purpose	Appointment of Ms P S Amritha, Company Secretary of the Company in VAM for the role of Company Secretary	Usage of Brand by proposed LLP(s) to be incorporated by KMPs for business purpose
Material terms and particulars of the proposed transaction	Billed monthly, based on seating capacity, with regard to 8th floor in Prestige Zackaria Metropolitan, taken on lease by VAM.  The split shall be based on the occupancy status/ seating capacity and charges for the usage of premises as per terms agreed between authorised persons of parties.	Security - <u>Unsecured Loan</u> Tenure - <u>36 months from the date of disbursement of each tranche as mutually agreed between both the parties.</u> Terms and covenants - <u>As per agreement</u> Interest rate and repayment schedule - <u>ROI - ranging between 13% to 15% p.a or such other rate as may be applicable at the time of availing the such facility.</u>	The Brand name, logo, trademark including design, style, and form of the words "Vivriti" is proposed to be used by LLP(s) to be incorporated by VAM in Gift City and the Company being sole and absolute owner, has been required to grant consent for such usage of brand.	Appointment of Ms P S Amritha, Company Secretary of the Company in VAM for the role of Company Secretary	The Brand name, logo, trademark including design, style, and form of the words "Vivriti" is proposed to be used by LLP(s) to be incorporated by KMPs in Gift City and the Company being sole and absolute owner, has been required to grant consent for such usage of brand. Further, it is proposed to grant the same without levying any royalty charges.
Name of the related party and its relationship with the listed entity or its subsidiary	Vivriti Asset Management Private Limited Subsidiary Company	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vivriti Asset Management Private Limited/ Subsidiary as per Companies Act, 2013	Vineet Sukumar (Managing Director) and Srinivasaraghavan B (Chief Financial Officer) - Key Managerial Personnel (KMPs) of the Company.
Nature of its concern or interest (financial or otherwise)	Financial	Financial	Non-financial	Non-financial	Non-financial
Tenure of the proposed transaction (particular tenure shall be specified)	Monthly	Based on the occurrence of transactions	Based on the occurrence of transactions	Based on the terms and conditions of the said appointment	Based on the occurrence of transactions
Value of the proposed transaction	10000000 ( 1 crore)	1000000000 (100 crore)	-	-	-
Percentage of the listed entity's annual consolidated turnover for the immediately preceeding FY, represented by the value of the transaction	0.25%	The information is not being included here for brevity. Same can be accessed at the registered office of the company during business hours and also will be placed before Members at the meeting.			
RPT involving subsidiary, percentage calculated on the basis of subsidiary's annual turnover on a standalone basis	9.37%				
Justification as to why RPT is in the interest of the Company	The split shall be based on the occupancy status/seating capacity and charges for the usage of premises as per terms agreed between authorised persons of parties.	Loan facility provided to VAM on such terms and conditions as per the loan agreement. The said facility shall be used by VAM for its principal business activities/ in furtherance of principal business activities including but not limited to business purposes as well as for meeting operating expenses of the Company and administration / operational expenses of the funds / AIFs being maintained/managed by it.	Considering that the approval for usage of brand is being sought by Group Companies, it is proposed to grant the same without levying any royalty charges.	Appointment of Ms P S Amritha as the Company Secretary of VAM (Subsidiary Company) in accordance with Section 203 of the Companies Act, 2013. The previous Company Secretary resigned from the Company and the Company has not been able to scout apt replacement. In the interim period, Ms. Amritha is proposed to take up this role to handle the roles & responsibilities as Company Secretary.	Considering that the approval for usage of brand is proposed to be used by KMPs of the group Company for business purposes, it is proposed to grant the same without levying any royalty charges.
A copy of the valuation or other external party report, if any such report has been relied upon	NA	NA	NA	NA	NA
Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by Company or its Subsidiary - If Yes, additional details of the transactions as required under SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021	NA	Security - <u>Unsecured Loan</u> Tenure - 36 months from the date of disbursement of each tranche as mutually agreed between both the parties. Terms and covenants - As per agreement Interest rate and repayment schedule - ROI - ranging between 13% to 15% p.a or such other rate as may be applicable at the time of availing the such facility.  <u>Purpose - The said facility will be used by VAM for general corporate purpose and in conjunction with the principal business activities of the Company.</u>	NA	NA	NA
Any other information that may be relevant	Nil	Nil	Nil	Nil	Nil