

**AGM NOTICE****VIVRITI CAPITAL LIMITED**

(formerly known as Vivriti Capital Private Limited)

**CIN: U65929TN2017PLC117196**

Regd Office: Prestige Zackria Metropolitan No. 200/1-8, 2<sup>nd</sup> Floor, Block -1,  
Annasalai, Chennai – 600002, INDIA.

Contact: +91-44-4007 4800, Email: [cs@vivriticapital.com](mailto:cs@vivriticapital.com), Website: [www.vivriticapital.com](http://www.vivriticapital.com)

**NOTICE** is hereby given that the **8<sup>th</sup> Annual General Meeting** of the shareholders of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) (**the 'Company'**) will be held on Thursday, 26<sup>th</sup> June, 2025 at 5:30 P.M. (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

**ORDINARY BUSINESSES:**

**Item 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors and the Auditors thereon.**

**Item 2: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Auditors thereon.**

**Item 3: To appoint a director in place of Mr. Gaurav Kumar (DIN: 07767248), who retires by rotation and being eligible, offers himself for reappointment.**

**Item 4: To appoint a director in place of Mr. Gopal Srinivasan (DIN: 00177699), who retires by rotation and being eligible, offers himself for reappointment.**

**SPECIAL BUSINESSES:**

**Item 5: To approve appointment of Mr. Samir Rajendra Abhyankar (DIN: 10081649) as Nominee Director 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 152, 161 and such other provisions of Companies Act, 2013 read with rules made thereunder, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant circulars issued by the Reserve Bank of India from time to time, including any amendments, modifications, variations or re-enactments thereof, pursuant to the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company ("**Board**"), (including any statutory modifications & re-enactments thereon), Mr. Samir Rajendra Abhyankar (DIN:10081649), Additional Director (Non-Executive) of the Company nominated by Lightrock Growth Fund I S.A., SICAV-RAIF, who holds the office up to the date of this Annual General Meeting, be and is hereby appointed as Nominee Director (Non-Executive), on the Board of the Company and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board (which term shall include any Committee thereof) 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.

**Item 6: To approve and ratify the payment of commission to Independent Directors 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, 197, and 198 of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Articles of Association of the Company, and based on the approval of the Board of Directors, the consent of the members be and is hereby accorded to (i) ratify the payment of remuneration by way of commission not exceeding INR 10,00,000 (Rupees Ten Lakhs only) per annum, excluding sitting fees, to each Independent Director of the Company for the financial year 2024-25, and (ii) approve such remuneration, on the same terms, for a further period of four financial years commencing from FY 2025-26 and ending with FY 2028-29, provided that the aggregate remuneration remains within the limits prescribed under Sections 197 and 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board (which term shall include any Committee thereof) 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.

**Item 7: To consider and grant omnibus approval for related party transactions:**

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

**RESOLVED THAT** pursuant to the provisions of Section 2(76), 177 and 188 of the Companies Act, 2013, read with rules made thereunder, Regulation 62K of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and any other applicable laws, rules, guidelines and circulars, (including any statutory modifications, amendments, or re-enactments, as may be notified from time to time) and the Company's Policy on Related Party Transactions, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, consent of the shareholders be and is hereby accorded for entering into transactions with related parties as mentioned in **Annexure-I**, from the conclusion of this AGM till the conclusion of next AGM, which are in the ordinary course of business and at arm's length basis.

**RESOLVED FURTHER THAT** subject to the related party transaction policy of the Company and the overall threshold / exposure approved for each party, any such transactions that are incidental, necessary and ancillary to the above mentioned approvals like processing fees, interest payment, any kind of repayments, restructuring etc. with the said parties, in the ordinary course of business and at arm's length price, shall be deemed as approved and does not require any separate approval of the Members and such transactions be excluded from computation of overall threshold / exposure of materiality.

**RESOLVED FURTHER THAT** the Board (which term shall include any Committee thereof) 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.

**Item 8: To approve the increase in overall borrowing limits:**

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

**RESOLVED THAT** in supersession of the resolution passed by the shareholders on June 13, 2024, pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules prescribed thereunder and the relevant regulations / directions as may be prescribed by Reserve Bank of India ("RBI") from time to time and Foreign Exchange Management Act, 1999 read with relevant rules, regulations, directions, circulars issued by RBI and the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof), for borrowing 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, external commercial borrowings 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, Insurance Companies, financial or investment institutions of any type, sovereign funds, special corpus funds / grants established by any industry body / association or any government (State/Central), Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, and including through securitization or direct assignment through permissible structures, directly to prospective investors, which shall include banks, non-banking financial companies, HNIs, other financial institutions and any other eligible investor, on such terms and conditions as may be considered suitable by the Board, 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 share capital of the Company and its free reserves and securities premium, provided that the total outstanding amount so borrowed by the Company shall not at any time exceed INR 14,000 Crores (Indian Rupees Fourteen Thousand Crores only).

**RESOLVED FURTHER THAT** the Board (which term shall include any Committee thereof) 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.

**Item 9: To approve limits under Sec 180(1)(a) of Companies Act, 2013:**

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

**RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders in their meeting held on June 13, 2024 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the SEBI Act, 1992, the RBI Act, 1934 and the applicable rules, regulations, directions, circulars, made thereunder, as may be amended, from time to time, and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby given to the Board of Directors (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee thereof) to sell, lease or otherwise dispose off, including creation of mortgage / hypothecation / pledge / charge / security in any form or manner, in addition to the existing charges, mortgages and hypothecation created by the Company, the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial or Investment Institutions of any type, sovereign funds, special corpus funds / grants established by any industry body / association or any Government (State / Central), Mutual Funds, Trusts, Insurance Companies (subject to applicable laws), any 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 provided that the aggregate amount of such transactions shall not at any time exceed INR 17,500 Crores (Indian Rupees Seventeen Thousand Five Hundred Crores only).

**RESOLVED FURTHER THAT** the Board (which term shall include any Committee thereof) 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.

**By order of the Board**

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

*(formerly known as Vivriti Capital Private Limited)*

Sd/-

**Umesh Navani**

**Company Secretary & Compliance Officer**

**Mem No. A40899**

**Place: Mumbai**

**Date: May 31, 2025**

**Notes:**

1. The 8<sup>th</sup> AGM of the Company is being conducted through Video Conferencing / Other Audio Visual Means ("VC / OAVM") facility, in compliance with General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 read with previous circulars issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") and the provisions of the Act. The deemed venue for the AGM shall be the Registered Office of the Company. In terms of Section 102 of Companies Act, 2013 and Secretarial Standards, an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of the Notice.
2. Explanatory statements as required under Section 102 of the Companies Act, 2013 and Secretarial Standard No. 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India for the resolutions specified at item no. 5 to 9 above are annexed hereto.
3. Pursuant to the MCA Circulars, since the AGM is being held through VC / OAVM, the physical presence of the Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the proxy form, attendance slip, and route map are not annexed to this notice. 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, may 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 the scrutinizer at [prabhakar@bpcorpadvisors.com](mailto:prabhakar@bpcorpadvisors.com) with a copy marked to [cs@vivriticapital.com](mailto:cs@vivriticapital.com) before the commencement of the meeting. The deemed venue for the AGM shall be the Registered Office of the Company.
4. The Company shall conduct the AGM through VC / OAVM by using Zoom cloud meetings ("Zoom") and the Members are requested to follow instructions as stated in this notice for participating in this AGM through Zoom. An invite of the AGM shall be sent to the registered email addresses of the persons entitled to attend the Meeting, for joining the Meeting through Zoom.
5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In case of joint holder(s) attending the meeting through VC / OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The resolution(s) in the meeting will be passed by show of hands, unless a poll is validly demanded. If voting is decided to be done by way of poll at meeting in accordance with provisions of Section 109 of the Companies Act, 2013 read with Articles of Association of the Company, then members can cast their vote during the Meeting by way of poll. For voting, members can send an email specifying his full name, assent or dissent on each of resolution(s), DP ID, Client ID / Folio No., to the e-mail ID of the scrutinizer appointed for the meeting ([prabhakar@bpcorpadvisors.com](mailto:prabhakar@bpcorpadvisors.com)) from their email addresses registered with the Company.
7. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
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 [cs@vivriticapital.com](mailto:cs@vivriticapital.com). An access for such documents would be given to such Member(s). 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. (IST) to 4 P.M. (IST) up to the date of AGM.
9. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail ID, mentioning their full name, folio number / DP ID Client ID, address and contact number, to [cs@vivriticapital.com](mailto:cs@vivriticapital.com), by 4:00 PM (IST) at least one working day before the date of the meeting so that the requisite information / explanations can be kept ready to 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 AGM.
10. The Notice is being sent electronically to all the Members / Beneficiaries electronically, whose names appear on the Register of Members / Record of Depositories as on Friday, May 16, 2025 in accordance with the provisions of the Companies Act, 2013, read with Secretarial Standards – 2 and Rules made thereunder.

A copy of the notice has also been uploaded at the website of the Company. The record date for the purpose of attending and voting at the meeting is Friday, June 20, 2025 ("**Record Date**"). A member holding shares as on Record Date shall be entitled to attend and vote at the meeting. All correspondences relating to transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding of the company may be made to Integrated Registry Management Services Private Limited ("**Integrated**"), the Registrar and Share Transfer Agent of the Company. The members holding shares in dematerialized form may send such communication to their respective depository participant(s) ("**DP**").

11. Nomination facility is available to individuals holding shares in the Company. Members can nominate a person in respect of shares held by him / her jointly or singly. Members holding shares in physical form and who have not registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR -3 or SH-14 as the case may be. Members holding shares in electronic form may approach their respective DPs to complete the nomination formalities.
12. Members who have not registered their e-mail IDs are requested to register the same with respective depository participant(s) and members holding shares in physical mode are requested to update their email addresses with the Company by sending a request to [cs@vivriticapital.com](mailto:cs@vivriticapital.com). Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, etc., with the respective depository participant(s) and members holding shares in physical mode are requested to update the same by sending a request to [cs@vivriticapital.com](mailto:cs@vivriticapital.com).

**Process for attending the Meeting:**

1. To attend the meeting through VC mode, please find below the meeting link along with credentials for joining the meeting:

Join Zoom Meeting Link: <https://vivriticapital.zoom.us/j/94874108489?pwd=F9TQAvlytafrZtuoE0tb8vH4PbnUo.1>

Meeting ID: 948 7410 8489

Passcode: 655618

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, unless a valid quorum is present at the scheduled time and meeting is conducted.
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 Mr. Umesh Navani, Company Secretary and Compliance Officer at +91-44-4007-4800 or at [cs@vivriticapital.com](mailto:cs@vivriticapital.com).
5. 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 TO THE NOTICE

### Item 5: To approve appointment of Mr. Samir Rajendra Abhyankar (DIN: 10081649) as Nominee Director of the Company:

The Nomination & Remuneration Committee at its meeting held on 12<sup>th</sup> May 2025 & the Board of Directors at their meeting held on 19<sup>th</sup> May 2025 accorded their approval for the appointment of Mr. Samir Rajendra Abhyankar (DIN: 10081649) in capacity of Additional Nominee Director (Non-Executive) of the Company, pursuant to nomination by Lightrock Growth Fund I S.A., SICAV-RAIF, a shareholder of the Company. Pursuant to Section 161 of the Companies Act, 2013, Mr. Samir Rajendra Abhyankar holds office up to the date of the Annual General Meeting and is eligible for appointment as Nominee Director by Shareholders of the Company.

The Company has received declaration from Mr. Samir Rajendra Abhyankar to the effect that he continues to fulfil all criteria under the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and RBI Regulations. Further, the Nominations & Remuneration Committee and the Board have confirmed the fit and proper criteria as prescribed under the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 for his appointment as Director of the Company.

The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Samir Rajendra Abhyankar for his appointment as a Nominee Director of the Company.

#### Details of Mr. Samir Rajendra Abhyankar:

Sr. No.	Particulars	Details
1.	Name of the Director	Samir Rajendra Abhyankar
2.	DIN	10081649
3.	Date of first appointment on the Board of the Company	May 19, 2025
4.	Age	50 years
5.	Qualification	MBA, INSEAD Master's in International Affairs from John Hopkins University and a BA from London School of Economics
6.	Brief Profile / Nature of Expertise	Mr. Samir Rajendra Abhyankar is the Head of India at Lightrock. He previously served as the Managing Director and Head of Financial Services at British International Investment (BII), where he led global investment in inclusive finance, fintech and financial infrastructure. Across his career, including leadership roles at TPG, Satya Capital and Citi Venture Capital International, he has built deep expertise in driving financial innovation and access across Africa and Asia. He has also held Board roles in sectors spanning mobility and healthcare.
7.	Terms and conditions of Appointment	Mr. Samir Rajendra Abhyankar shall be appointed as Nominee Director, nominated by Lightrock Growth Fund I S.A., SICAV-RAIF, a shareholder of the Company pursuant to its right under Articles of Association of the Company, and shall be liable to retire by rotation.
8.	Remuneration last drawn	Not Applicable
9.	Remuneration proposed	Not Applicable
10.	Names of other companies in which the person also holds the directorship	Vivriti Asset Management Private Limited
11.	Names of companies in which the person also holds the Chairmanship/membership of Committees of the Board	-
12.	Shareholding in Vivriti Capital Limited	Nil
13.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
14.	Number of Meetings of the Board attended during the Financial Year – 2024-25	Not Applicable

Except Mr. Samir Rajendra Abhyankar, none of the other Directors, and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, in this **Ordinary Resolution** proposed at Item No.5 of this Notice.

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 of Directors recommends the resolution set out at Item No. 5 as **Ordinary Resolution**.

**Item 6: To approve and ratify the payment of commission to Independent Directors of the Company:**

In view of the enhanced Corporate Governance requirements under the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") coupled with the growing operations of Vivriti Capital, the role and responsibilities of the Board, particularly Independent Directors has become more arduous, requiring greater time commitments, attention and a higher level of oversight.

Accordingly, Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meeting held on November 06, 2024 respectively, approved the remuneration by way of commission to the Independent Directors of the Company.

Regulation 62D of the Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Independent Directors, and the same requires approval of members in general meeting. The quantum of remuneration payable to all or some of the Independent Directors shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination and Remuneration Committee, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the directions given by the Board as prescribed under the Nomination and Remuneration Policy of the Company.

Considering the rich experience and expertise brought to the Board by the Independent Directors, it is proposed that commission not exceeding INR 10 Lakhs per year, be payable to each Independent Director in a manner as decided by the Board, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

The aforesaid remuneration is exclusive of the fees payable to the Independent Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

**Details pursuant to the Secretarial Standard 2 on General Meetings is given hereunder:**

Particulars	Details	Details	Details
<b>Full Name</b>	Ms. Namrata Kaul	Ms. Anita Belani	Mr. Santanu Paul
<b>Designation</b>	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
<b>Date of Birth</b>	15-03-1964	19-01-1964	08-05-1968
<b>Age</b>	61 years	61 years	57 years
<b>DIN</b>	00994532	01532511	02039043
<b>Qualification</b>	Chevening Scholar, Leadership & Excellence from the London School of Economics and Political Science (LSE), PGD-Post Graduate Diploma from IIM Ahmedabad.	Bachelor's (Hons) degree holders in Economics and master's degree in business administration from XLRI, Jamshedpur.	Ph.D. in Software Engineering from University of Michigan; B.Tech in Computer Science from IIT Madras

Particulars	Details	Details	Details
<b>Experience</b>	Ms. Namrata Kaul has over 34 years of experience in the finance sector in India and UK. 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.	Ms. Anita Belani has significant experience of over 3 decades in Human Resource and Strategy orientation. Her experience includes consultation across sectors at Board / CEO levels in areas such as Org Transformation, Market Entry Strategy, Leadership, Strategy Clarification, CEO Succession & Culture Building.  Ms. Anita has served as the Managing Director and India Head for Russel & Reynolds, an operating partner at Gaja Capital Partners, and has held senior roles at KPMG, Jardine Fleming, Sun Microsystems.	Co-founder and CEO of TalentSprint, Earlier, served as Senior Vice President for Global Delivery Operations and Head of Indian Operations for Virtusa Corporation. Also worked as Chief Technology Officer at OpenPages and Viveca.  Began his career at the prestigious IBM T.J. Watson Research Center in Yorktown Heights, New York. Served as a board member for multiple companies such as National Payments Corporation of India, NSDL Payments Bank, Advait ARC, BNP Paribas Sharekhan.
<b>Skills and Capabilities</b>	Financial Services	Human Resources	Technology and Information Services
<b>Director on Board Since</b>	12 <sup>th</sup> January 2019	07 <sup>th</sup> May 2021	09 <sup>th</sup> February 2023
<b>Occupation</b>	Professional	Professional	Professional
<b>Experience</b>	Over 34 years	Over 30 years	Over 25 years
<b>Nationality</b>	Indian	Indian	Indian
<b>Terms of Appointment</b>	As per appointment approved by Shareholders previously.	As per appointment approved by Shareholders previously.	As per appointment approved by Shareholders previously.
<b>Remuneration Last Drawn (FY 2024-25)</b>	INR 30 lakhs of sitting fees & INR 5 lakhs of commission	INR 25 lakhs of sitting fees & INR 5 lakhs of commission	INR 11 lakhs of sitting fees & INR 5 lakhs of commission
<b>Remuneration Sought to be Paid</b>	Entitled to sitting fees for attending meetings of the Board or Committees thereof and as mentioned in Resolution No. (7).	Entitled to sitting fees for attending meetings of the Board or Committees thereof and as mentioned in Resolution No. (7).	Entitled to sitting fees for attending meetings of the Board or Committees thereof and as mentioned in Resolution No. (7).
<b>Shareholding in Company</b>	1,15,161 Equity Shares	21,053 Equity Shares	9,150 Equity Shares
<b>Relationship with Directors / KMP Inter-se</b>	None	None	None
<b>Board Meetings Attended (FY 24-25) &amp; During FY 25</b>	FY 24-25: 7 out of 7 & During FY 25-26: 0 out of 1	FY 24-25: 7 out of 7 & During FY 25-26: 1 out of 1	FY 24-25: 6 out of 7 & During FY 25-26: 1 out of 1
<b>Directorship in Other Boards</b>	1. Havells India Limited 2. Schneider Electric Infrastructure Limited	1. Proconnect Supply Chain Solutions Limited 2. Asirvad Micro Finance Limited	1. Seeds Fincap Private Limited

Particulars	Details	Details	Details
	3. Fusion Finance Limited	3. Eternis Fine Chemicals Limited	
	4. Vivriti Asset Management Private Limited	4. Foseco India Limited	
	5. Synergetics Management and Engineering Consultants Private Limited	5. Redington Limited	
	6. Akzo Nobel India Limited	6. Benares Hotels Limited	
		7. JSW Infrastructure Limited	
		8. JSW Jaigarh Port Limited	
		9. Kaya Limited	
<b>Chairmanship of Committees of other Boards</b>	1. Schneider Electric Infrastructure Limited – Audit Committee, Risk Management Committee & Stakeholder Relationship Committee	1. Foseco India Ltd – CSR Committee, NRC Committee	None
	2. Fusion Finance Limited – Audit Committee, IT Committee & Risk Management Committee	2. Redington India Ltd – NRC Committee	
	3. Akzo Nobel India Limited – Audit Committee	3. Eternis Fine Chemicals Ltd – NRC Committee, CSR Committee	
<b>Listed entities from which the Director has resigned in the past three years</b>	1. Prime Securities Limited	1. IDFC Limited	None

The Board recommends passing of this **Special Resolution** as set out at Item No. 6 of this notice for payment of remuneration to Independent Directors and for ratification of payment already made effective from October 1, 2024. Except, Ms. Namrata Kaul, Mr. Santanu Paul and Ms. Anita Belani, the Independent Directors of the Company, to the extent of commission that may be received by them, none of the other Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested either directly or indirectly.

#### **Item 7: To consider and grant omnibus approval for related party transactions**

Pursuant to the provisions of Regulation 62K of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Section 188 of the Companies Act 2013, read with rules made thereunder (including any statutory modifications, amendments, or re-enactments, as may be notified from time to time), it is proposed to take omnibus approval for the related party transactions from the conclusion of this AGM till the conclusion of next AGM, which are in its ordinary course of business and at arm's length basis.

These transactions were approved by the Audit Committee and Board of Directors at their respective meetings held on 19<sup>th</sup> May 2025 and have been recommended for the approval of the members.

The disclosures as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 62K of Securities and Exchange Board of India ("Listing Obligations and Disclosures Requirements) Regulations, 2015 and the SEBI Circular SEBI/HO/CFD/CMD1 /CIR/P/2021/662 dated 22<sup>nd</sup> November 2021 have been enclosed as **Annexure - I**.

None of the Directors (except those who were specifically categorised at the time of respective approvals) and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the 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 of Directors has considered the transaction and recommend the resolution set out at Item No.7 as an **Ordinary Resolution** to the shareholders for their necessary approval.

**Item 8: To approve the increase in overall borrowing limits.**

The Shareholders of the Company by way of special resolution passed on June 13, 2024, had authorized the Board of Directors or a Committee of the Board of Directors to borrow, from time to time, by way of loans and / or issue of bonds, debentures, commercial papers or other securities or any other debt instrument up to a limit of INR 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores only), excluding temporary loans obtained from the Company's Bankers in the ordinary course of business.

With a view to meet the short term and long-term funding requirements of the Company and for general corporate purposes, the Company is required to borrow from time to time by way of loans and / or issue of bonds, debentures, commercial papers or other securities. Since the existing approved limit is likely to get exhausted in near future, it is proposed to enhance the borrowing limits of the Company up to INR 14,000 Crores (Indian Rupees Fourteen Thousand Crores only)

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors 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 exceeds 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 shareholders of the company by way a special resolution.

Accordingly, approval of the shareholders is being sought to increase the borrowing limits of the Company to INR 14,000 Crores (Indian Rupees Fourteen Thousand 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. Furthermore, the Company shall, from time to time, issue non-convertible debentures, commercial papers, or any other instrument for raising funds within the overall limit as approved by the Shareholders under Section 180(1)(c), i.e. INR 14,000 Crores and hence, no separate approval from Shareholders is required pursuant to first proviso to Rule 14(1).

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 of the resolution set out at item no. 8 as a **Special resolution**.

**Item 9: To approve limits under Sec 180(1)(a) of Companies Act, 2013:**

The shareholders of the Company by way of Special Resolution passed on June 13, 2024, had authorized 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, Insurance Companies(s) (subject to applicable laws), 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 shall not at any time exceed INR 17,000 crores (Indian Rupees Seventeen Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Considering the future outlook and the B-plan, it has been proposed to increase the said limit to 17,500 crores (Indian Rupees Seventeen Thousand Five Hundred Crores only) and to seek a fresh approval under Section 180(1)(a) for sell, lease or otherwise dispose off the assets of the Company. The proposed Special Resolution is recommended for approval.

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 of the resolution set out as item no. 9 as a **Special resolution**.

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

Sd/-  
**Umesh Navani**  
**Company Secretary & Compliance Officer**  
**Mem No. A40899**

**Place: Mumbai**  
**Date: May 31, 2025**



Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR)	Material Terms & Particulars of Transaction	Name of the Related Party & its relationship with the Co. or its subsidiary	Nature of the concern or interest (financial or otherwise) of Related Party	Particular Tenure of the transaction	% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Colending payable by VCL	Tenor level pricing comprising of two alternatives depending on the nature of arrangement		As agreed on case to case basis at transaction level based on the nature of arrangement	Financial	Based on the occurrence of transactions	NA
			Option 1 - VCL & Colending partners pay independently to CAPL					
			Tenor in Months	% of Total Disbursement				
			<6 Months	0.09%				
			6-12 Months	0.17%				
			12-24 Months	0.25%				
			>24 Months	0.32%				
			Option 2 - VCL pays to CAPL & charges colending partners separately					
			Tenor in Months	% of Total Disbursement				
			<6 Months	0.15%				
6-12 Months	0.30%							
12-24 Months	0.38%							
>24 Months	0.48%							
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees / Onboarding fees for Colending Payable by CAPL (for cases sourced by VCL)	Originator Onboarding (On Yubi Platform) fee of 1 Lac or 10% on Fee Charged whichever is Higher	Originator On-boarding (On Yubi Platform) fee of 1 Lac or 10% on Fee Charged whichever is Higher	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Pools	5,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Bonds / Debentures (Institutional lending)	Unit Price – 0.15%	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing at an unit price of 0.15%	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Institutional loans	0.20% of the Sanctioned amount	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing at an unit price of 0.20% of sanctioned amount	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited	CredAvenue Private Limited	Platform fees for Supply Chain Finance	1. Discovery + Transacting Platform (client discovered on CredSCF) - 0.60% p.a of daily average AUM 2. Transacting Platform (client migrated from VCL to CredSCF) - 0.25% p.a of daily average AUM	As agreed on case to case basis	CredAvenue Private Limited / Associate	Financial	Based on the occurrence of transactions	NA
Vivriti Capital Limited	CredAvenue Securities Private Limited	Transaction fee for the assistance in raising debt including distribution fee at 0.1% to 4%	20,00,00,000.00	As agreed on case to case basis at a transactional / deal level vis-à-vis market pricing	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.01
Vivriti Capital Limited	CredAvenue Securities Private Limited	Primary subscription of Issuance (by VCL) of debt instruments	5,00,00,00,000.00	As agreed on case to case basis as per terms of the issuance document	CredAvenue Securities Private Limited / Subsidiary of Associate	Financial	Based on the occurrence of transactions	0.36

RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	Justification as to why RPT is in the interest of the Co.	Copy of valuation or external party report, if has been relied upon	% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	Any other relevant information	Details of sources of funds in connection with transaction	If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	Terms including covenants	Tenure, interest rate & repayment schedule	Secured/ Unsecured	if secured, nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Borrowing Committee of the Company on a case to case basis.				







Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR)	Material Terms & Particulars of Transaction	Name of the Related Party & its relationship with the Co. or its subsidiary	Nature of the concern or interest (financial or otherwise) of Related Party	Particular Tenure of the transaction	% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction
Vivriti Capital Limited	TVS Automobile Solutions Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	75,00,00,000.00	As agreed on case to case basis	TVS Automobile Solutions Private Limited/ Private Company in which director is a member (Mr. Gopal Srinivasan)	Financial	As agreed on case to case basis	0.05
Vivriti Capital Limited	Aye Finance Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Aye Finance Private Limited / Common Directorship	Financial	As agreed on case to case basis	0.07
Vivriti Capital Limited	Smartcoin Financials Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	3,00,00,00,000.00	As agreed on case to case basis	Smartcoin Financials Private Limited / Common Directorship	Financial	As agreed on case to case basis	0.21
Vivriti Capital Limited	Epimoney Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	3,00,00,00,000.00	As agreed on case to case basis	Epimoney Private Limited / Private Company in which director is a member (Mr. Gopal Srinivasan)	Financial	As agreed on case to case basis	0.21
Vivriti Capital Limited	UC Inclusive Credit Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	UC Inclusive Credit Private Limited/ Related party of subsidiary (Mr. Narayan Ramachandran - Director of VAM is a Common Director)	Financial	As agreed on case to case basis	0.07
Vivriti Capital Limited	Waycool Foods And Products Private limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Waycool Foods and Products Private Limited / Common Directorship	Financial	As agreed on case to case basis	0.07
Vivriti Capital Limited	Creation Impact Credit Fund L.P	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Creation Impact Credit Fund L.P / Body corporate in which director has control (Mr. John Tyler Day)	Financial	As agreed on case to case basis	0.07
Vivriti Capital Limited	Desiderata Impact Ventures Private Ltd.	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	75,00,00,000.00	As agreed on case to case basis	Desiderata Impact Ventures Private Ltd. / Common Directorship (Mr. John Tyler Day)	Financial	As agreed on case to case basis	0.05
Vivriti Capital Limited	Seeds Fincap Private Limited	Exposure related to Term Loan / SCF / NCD / MLD / Pools / PTCs/ colending / WCDL / digital lending / any other product	1,00,00,00,000.00	As agreed on case to case basis	Seeds Fincap Private Limited / Common Directorship (Mr. Santanu Paul)	Financial	As agreed on case to case basis	0.07
Vivriti Capital Limited	Smartcoin Financials Private Limited	FLDG and servicer fee & monitoring fees FLDG - 80 Crores Servicer fee - 40 crores Monitoring fee - 30 crores	1,50,00,00,000.00	As agreed on case to case basis	Smartcoin Financials Private Limited / Common Directorship	Financial	As agreed on case to case basis	0.11

RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	Justification as to why RPT is in the interest of the Co.	Copy of valuation or external party report, if has been relied upon	% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	Any other relevant information	Details of sources of funds in connection with transaction	If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; and (iii) Tenure of such indebtedness	Terms including covenants	Tenure, interest rate & repayment schedule	Secured/ Unsecured	if secured, nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				

Name of Company	Name of Related Party	Nature of Transaction	Limits to be Approved (INR)	Material Terms & Particulars of Transaction	Name of the Related Party & its relationship with the Co. or its subsidiary	Nature of the concern or interest (financial or otherwise) of Related Party	Particular Tenure of the transaction	% of the Co. Annual Consolidated Turnover for the immediately preceding FY, represented by the value of the transaction
Vivriti Capital Limited	Epimoney Private Limited	FLDG and servicer fee & monitoring fees FLDG - 60 Crores Servicer fee - 10 crores Monitoring fee - 30 crores	1,00,00,00,000.00	As agreed on case to case basis	Epimoney Private Limited / Private Company in which director is a member	Financial	As agreed on case to case basis	0.07
Vivriti Capital Limited	Seeds Fincap Private Limited	FLDG and servicer fee & monitoring fees FLDG - 60 Crores Servicer fee - 25 crores Monitoring fee - 15 crores	1,00,00,00,000.00	As agreed on case to case basis	Seeds Fincap Private Limited / Common Directorship (Mr. Santanu Paul)	Financial	As agreed on case to case basis	0.07

**Note:**

- The Common Directors for Vivriti Next Limited are - Mr. Vineet Sukumar, Mr. Gaurav Kumar, Mr. Gopal Srinivasan, Mr. John Tyler Day, Mr. Lazar Zdravkovic
- The Common Directors for Vivriti Funds Private Limited are - Mr. Vineet Sukumar, Mr. Gaurav Kumar
- The Common Directors for Hari and Company Investments Madras Private Limited are - Mr. Vineet Sukumar, Mr. Gaurav Kumar, Mr. Gopal Srinivasan, Mr. Lazar Zdravkovic

RPT involving subsidiary, % calculated on the basis of subsidiary's annual turnover on a standalone basis	Justification as to why RPT is in the interest of the Co.	Copy of valuation or external party report, if has been relied upon	% of the counter party's annual consolidated turnover that is represented by the value of the transaction on a voluntary basis	Any other relevant information	Details of sources of funds in connection with transaction	If any financial indebtedness incurred to give loans, inter-corporate deposits, advances or make investments, then following info: (i) Nature of indebtedness; (ii) Cost of funds; (iii) Tenure of such indebtedness	Terms including covenants	Tenure, interest rate & repayment schedule	Secured/ Unsecured	if secured, nature of security	Purpose for which funds will be utilized by ultimate beneficiary of such funds pursuant to RPT
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				
NA	Transaction at arms length, at the same pricing charged to other non related clients	NA	NA	NA	NA	NA	The detailed terms of each transaction is analyzed in detail and approved by the Credit Committee of the Company on a case to case basis.				