CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 7th ANNUAL GENERAL MEETING OF VIVRITI CAPITAL LIMITED (FORMERLY KNOWN AS VIVRITI CAPITAL PRIVATE LIMITED) HELD ON THURSDAY, THE 13TH DAY OF JUNE 2024 HELD AT PRESTIGE ZACKRIA METROPOLITAN NO. 200/1-8, 2ND FLOOR, BLOCK-1, ANNASALAI, CHENNAI – 600002, INDIA HELD THROUGH VIDEO CONFERENCING AT 05:30 P.M. (IST)

Special Business | Special Resolution

Item 6: To approve increase in overall borrowing limits:

"**RESOLVED THAT** in supersession of the resolution passed by the shareholders on May 02, 2023, 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, the 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 un-listed 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 capital of the Company and its free reserves, provided that the total amount so borrowed by the Company shall not at any time exceed INR 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the above borrowing limits and powers shall continue to be exercised and stand delegated to the Borrowing Committee (or any other Committee as may be approved by the Board) for considering, reviewing, negotiating and approving any borrowings on behalf of

VIVRITI CAPITAL LIMITED CHENNAI 600 002

the Company from time to time, in line with the Borrowing Committee's charter, as may be amended from time to time by the Board.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by one of the Directors or Company Secretary of the Company be furnished to such persons as may be deemed necessary, from time to time.

For and on behalf of **Vivriti Capital Limited**
(formerly known as Vivriti Capital Private Limited)

For VIVRITI CAPITAL LIMITED

Company Secretary

VIVRITI CAPITAL LIMITED CHENNAI 600 002

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121
Address: Prestige Zackria Metropolitan No. 200/1-8,
2nd Floor, Block -1, Annasalai, Chennai – 600002

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

Item 6: To approve increase in overall borrowing limits.

The Shareholders of the Company by way of special resolution passed on May 02, 2023, 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 10,000 Crores (Indian Rupees Ten Thousand 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 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores only)

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Borrowing Committee of 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 will exceed aggregate of its paid-up share capital and free reserves, 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 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores Only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1)(c) of the Companies Act, 2013, by way of a Special Resolution.

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

The 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.

VIVRITI CAPITAL LIMITED CHENNAI 600 002

The Board recommends passing of the resolution set out at item no. 6 as a **Special resolution**.

For and on behalf of **Vivriti Capital Limited**
(formerly known as Vivriti Capital Private Limited)

For VIVRITI CAPITAL LIMITED

Company Secretary

VIVRITI CAPITAL LIMITED CHENNAI 600 002

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121
Address: Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai – 600002