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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 7: To approve limits for borrowings through issue of Debt Securities:

"**RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company on 02nd May 2023 and 26th June 2023, pursuant to the provisions of Sections 23, 42, 71, 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force, the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India (**"RBI"**), the Securities and Exchange Board of India (**"SEBI"**), including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, or any other legislation issued by any concerned regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the **"Stock Exchange"**) where the securities of the Company may be listed and subject to approvals, consents, sanctions, permissions as may be necessary from any statutory and / or regulatory authority, and subject to such conditions and modifications as may be prescribed by the respective statutory and/or regulatory authorities while granting such approvals, consents, sanctions, permissions , the approval of the shareholders, be and are hereby accorded for (a) offer, issue and allotment of non-convertible debentures ((i) subordinated, (ii) listed or unlisted, (iii) senior secured, (iv) senior unsecured, (v) unsecured, (vi) market linked, or (vii) any others (as may be determined) and which may or may not be rated (as may be determined), of such face value as may be determined up to the aggregate amount of INR 5,500 crores (Indian Rupees Five Thousand Five Hundred Crores Only) (**"Debentures"** or **"Debt Securities"**) as part of the overall borrowing limit of 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, in one or more tranches/issues (**"Tranches / Issues"**), and in consultation with the Lead Manager(s) and/ or Underwriters and / or other Advisors / Consultants / Professionals, as may be appointed by Board from time to time, at such interest rate as may be

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determined (subject to applicable law), payable at such frequency as may be determined, and for such maturity (subject to applicable law) as may be determined, through public offer/issue, private placement, preferential allotment or by any other means as may be applicable to such person or persons from India or abroad, including from one or more company(ies), bodies corporate, statutory corporation(s), commercial bank(s), domestic and multilateral lending agency(ies), financial institution(s), insurance company(ies), mutual fund(s), pension fund(s), sovereign funds, special corpus funds/ grants established by any industry body/ association or any government (State/Central), family office(s), as the case may be or such other person/ persons/ investors as determined (collectively "**Investors**") for raising debt for the business purposes of the Company, and (b) securing the amounts to be raised pursuant to the issue of Debentures or any Tranche/ Issue together with all interest and other charges thereon (up to such limits and security cover as may be agreed) by one or more of the following (i) hypothecation of loans (and/or other assets), and/or (ii) charge over specified immovable property of the Company, and/or (iii) such other security or contractual comfort as may be required in terms of the issuance of the Debentures or any Tranche/ Issue ("**Security**").

RESOLVED FURTHER THAT the Company be and is hereby authorised to open any bank accounts with such bank(s) in India as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/ Issue of the Debentures and that the Board or Board constituted Committee, be and are hereby authorised to direct or delegate any officers of the Company to sign and execute the application form and other documents required for opening the said account(s), to operate such account(s), and to give such instructions including closure thereof as may be required and deemed appropriate by them, and that such bank(s) be and is/are hereby authorised to honour all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the Committee or the Board on behalf of the Company.

RESOLVED FURTHER THAT the shareholders hereby authorize the Board (and Committees formed by Board), including Borrowing Committee ("**Committee**") to consider the particular terms of each Tranche / Issue and to more effectively implement any of the resolutions of the Board contained herein. The Board / Committee is hereby authorized to, within the overall ambit of this resolution (a) identify Investors as it deems fit (b) consider, negotiate and approve any terms or modifications thereof for issue of Debentures and any Tranche / Issue thereof, (c) authorize, direct or delegate to any Authorized Officers (authorized in terms of this resolution) to do such things and to take such actions as the Company is entitled to do or take (as the case may be) in terms of this resolution, and (d) to generally do any other acts, deeds, or things, as may be necessary to remove any difficulties or impediments in the effective implementation of this resolution including, without limitation to the following:

i. execute the term sheet in relation to the Debentures or any Tranche / Issue of the Debentures;

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ii. seeking, if required, any approval, consent or waiver from any / all concerned government and regulatory authorities, and / or any other approvals, consent or waivers that may be required in connection with the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures;

iii. if required by the holders of the Debentures or any Tranche / Issue of the Debentures (the **"Debenture Holders"**), seeking the listing of any of the Debentures or any Tranche / Issue of the Debentures on any Stock Exchange, submitting the listing application and taking all actions that may be necessary in connection with obtaining such listing;

iv. entering into arrangements with the depository in connection with issue of Debentures or any Tranche / Issue of the Debentures in dematerialised form;

v. approving the Draft prospectus / final prospectus / debt disclosure document containing general information document / key information document / information memorandum / Offer cum application letter / private placement Offer cum application letter (as may be required) (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

vi. appointment and finalising the terms and conditions of the appointment of an arranger (if so required), investment banker, merchant banker, a debenture trustee, a registrar and transfer agent, a credit rating agency, legal counsel, a depository, valuer and such other intermediaries as may be required including their successors and their agents;

vii. creating and perfecting the Security as required in accordance with the terms of the Transaction Documents (as defined below) in relation to the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures;

viii. negotiate, execute, file and deliver any documents, instruments, deeds, amendments, papers, applications, notices or letters as may be required in connection with the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures and deal with regulatory authorities in connection with the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures including but not limited to the RBI, SEBI (if so required), any Stock Exchange (if so required), the Registrar of Companies, the sub-registrar of assurances, Central Registry of Securitisation Asset Reconstruction and Security Interest, depository and such other authorities as may be required;

ix. sign and/or despatch all documents and notices to be signed and / or despatched by the Company under or in connection with the Transaction Documents (as defined below);

x. 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 Transaction Documents (as defined below), the transactions contemplated therein and the resolutions mentioned herein, including without limitation, to approve, negotiate, finalise, sign, execute, ratify, amend, supplement and / or issue the following, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future):

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xi. Draft prospectus/ final prospectus/ debt disclosure document containing general information document / Key information document / information memorandum / Offer cum application letter / private placement Offer cum application letter for the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures (as may be required) (the **"Disclosure Documents"**);

xii. debenture certificate for the Debentures or any Tranche / Issue of the Debentures;

xiii. subscription agreements, investment agreements, debenture trust deed, debenture trustee agreement, deed of hypothecation, security agreements and any other documents required for the creation of security interest over the Company's movable and immovable properties and assets or the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures (including any powers of attorney in connection thereto) and any other agreement / document in relation thereto (collectively, the **"Transaction Documents"**);

xiv. documents for opening of bank accounts and issuing instructions of bank accounts related thereto in connection with the Debentures or any Tranche / Issue of the Debentures including without limitation for the purposes of recognising the rights of the debenture trustee to operate such bank accounts;

xv. any other documents required for the purposes of the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures and the transactions contemplated thereby, including but not limited to letters of undertaking, declarations, agreements, reports; and

xvi. any other document designated as a security document by the debenture trustee / Debenture Holders.

xvii. to generally do any other act or deed, to negotiate and execute any documents, applications, agreements, undertakings, deeds, affidavits, declarations and certificates in relation to (i) to (xvi) above, and to give such directions as it deems fit or as may be necessary or desirable with regard to the issue, offer and allotment of the Debentures or any Tranche/Issue of the Debentures.

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 decided by the Board from time to time (**"Committee"**) for considering, reviewing, negotiating and approving any borrowings on behalf of the Company from time to time, in line with the Borrowing Committee's charter, as amended from time to time.

RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer and / or the Company Secretary or such other persons / officers as may be authorized by the Board or the Committee (collectively, the **"Authorised Officers"**) to do such acts, deeds and take such actions as they deem feet, in connection with the issue, offer and allotment of the Debentures or any Tranche/ Issue of the Debentures, be and hereby authorized by the Board.

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RESOLVED FURTHER THAT the Board / Committee be and is hereby severally authorized to approve payment of all stamp duty required to be paid for the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures in accordance with the laws of India and procure the stamped documents from the relevant government authorities.

RESOLVED FURTHER THAT the Board / Committee be and is hereby severally authorised to approve and finalise, sign, execute and deliver documents in relation to the issue, offer and allotment of the Debentures or any Tranche / Issue of the Debentures as set out in this resolution and such other agreements, deeds, undertakings, indemnity and documents as may be required, or any of them in connection with the Debentures or any Tranche / Issue of the Debentures to be issued by the Company.

RESOLVED FURTHER THAT the Board / Committee be and hereby authorised to register or lodge for registration upon execution documents, letter(s) of undertakings, declarations, and agreements and other papers or documents as may be required in relation to any of the above with any registering authority or government authority competent in that behalf.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary or the Board / Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

For VIVRITI CAPITAL LIMITED

Company Secretary

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 7: To approve limits for borrowings through issue of Debt Securities

The Shareholders of the Company by way of special resolution passed on 26th June, 2023, had approved to borrow up to an aggregate sum of INR 4,000 Crores (Indian Rupees Four Thousand Crores Only) through issue of Non-Convertible Debentures (**"NCDs"**) on private placement basis.

The funding requirements of the Company by accessing the wider market of debt, shareholders are requested to consider the proposal for issuing NCDs up to an aggregate amount of INR 5,500 Crores (Indian Rupees Five Thousand Five Hundred Crores Only) through additional sources including public offer/issuance subject to the overall limit of up to INR 13,500 Crores (Indian Rupees Thirteen Thousand Five Hundred Crores only) as approved by the Shareholders under Section 180 (1)(c) at their Annual General Meeting dated June 13, 2024.

Pursuant to Rule 14(1) read with proviso 3 of the Companies (Prospectus and Allotment) Rules, the following disclosures are made to the members:

Particulars of the offer including date of passing Board Resolution	The second proviso to Rule 14 (1) of the Companies (Prospectus and Allotment) Rules prescribes that where the amount to be raised through offer or invitation of NCDs exceeds the limit prescribed, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year. In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer / issue of NCDs shall be decided from time to time, within the period of 1 year from the date of aforementioned resolution. In line with Rule 14(1) of the Companies (Prospectus and Allotment) Rules, date of relevant Board resolution shall be mentioned / disclosed in the Private Placement Offer cum Application Letter for each offer / issue of NCDs.

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Kinds of securities offered and the price at which security is being offered	Non-Convertible Debentures ("NCDs"). The NCDs will be offered / issued either at par or at premium or at a discount to face value, which will be decided for each specific offer / issue on the basis of the interest rate / effective yield determined based on market conditions prevailing at the time of the respective offer / issue of NCDs.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable as the securities proposed to be issued (in multiple issues / tranches) are NCDs.
Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in multiple issues / tranches) are NCDs.
Amount which the company intends to raise by way of such securities	The specific terms of each offer / issue of NCDs shall be decided from time to time within the period of 1 year from the date of aforementioned resolution provided that the amounts of all such NCDs at any time issued within the period of one year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the resolution under Sec 42 of the Companies Act, 2013, and the borrowing limits approved by the Board of the Company every year.
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	The specific terms of each offer / issue of NCDs shall be decided from time to time within the period of 1 year from the date of the aforementioned resolution, in discussion with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer / issue.

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.

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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.7 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