

Brief particulars of the transferee/resulting and transferor/demerged companies

1. Demerger 1

Madras Private Limited known as Vivriti Capital Private Limited) Date of Incorporation & details of name changes, if any Details of Name Change: No changes in name Details of Name Change: No changes as Vivriti Capital Limited was incorporated as Vivriti Capital Private Limited on June 22, 2017, and the name of the company was subsequently changed into Vivriti Capital Limited on June 09, 2023. Registered Office Sri Malolan, 19/5, Krishnaswami Prestige Zackria Metropolitan No.	Particulars	Transferee/ Resulting Company 1	Transferor/ Demerged Company
Details of Name Change: No changes in name Details of Name Change: No changes of Name Change: Vivriti Capital Limited was incorporated as Vivriti Capital Private Limited on June 22, 2017, and the name of the company was subsequently changed into Vivriti Capital Limited on June 09, 2023. Registered Office Sri Malolan,19/5, Krishnaswami Avenue, Mylapore, Chennai, Chennai, Tamil Nadu, India, 600004 Brief particulars of the scheme Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company"1"), Vivriti Next Private Limited (hereinafter referred to as "VAMPL", formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as "VAMPL" or the "Resulting Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Resulting Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Resulting Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Resulting Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Resulting Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL") Or the "Resulting Company 2", formerly known as Keethii Logistics Private Limited) and their respective shareholders ("Scheme") by way of the following: (a) the transfer, by way of a demerger, of the Demerged Undertaking Company without winding up and the consequent issuance of Amalgamating Company other than the Amalgamated Company ("Amalgamating Company, other than the Amalgamated Company ("Amalgamating Company	Name of the company		Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)
in name Capital Limited was incorporated as Vivriti Capital Private Limited on June 22, 2017, and the name of the company was subsequently changed into Vivriti Capital Limited on June 09, 2023. Registered Office Sri Malolan,19/5, Krishnaswami Avenue, Mylapore, Chennai, Chennai, Tamil Nadu, India, 600004 Brief particulars of the scheme Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company 1"), Vivriti Next Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company ("Demerger 1"); (b) the amalgamation of the Amalgamating Company with the Amalgamated Company without winding up and the consequent issuance of Amalgamation Oshideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company ("Amalgamation"); (c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company, other than the Amalgamated Company to the Resulting Company, other than the Amalgamated Company to the Resulting Company, 2, and consequent issue of Demerger 2 Consi		Date of Incorporation: 17/03/1989	Date of Incorporation: 22/06/2017
Avenue, Mylapore, Chennai, Chennai, Chennai, Tamil Nadu, India, 600004 Brief particulars of the scheme Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company 1"), Vivriti Next Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VYPL" or the "Resulting Company 2", formerly known as Keerthi Logistics Private Limited) and their respective shareholders ("Scheme") by way of the following: (a) the transfer, by way of a demerger, of the Demerged Undertaking 1 of the Demerged Company to the Resulting Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company ("Demerger 1"); (b) the amalgamation of the Amalgamating Company with the Amalgamated Company and dissolution of the Amalgamating Company without winding up and the consequent issuance of Amalgamation Consideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company ("Amalgamation"); (c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company, 2, and consequent issue of Demerger 2 Consideration Shares by VNPL to			changed into Vivriti Capital Limited
(hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company 1"), Vivriti Next Private Limited (hereinafter referred to as "VNPL", formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VPPL" or the "Resulting Company 2", formerly known as Keerthi Logistics Private Limited) and their respective shareholders ("Scheme") by way of the following: (a) the transfer, by way of a demerger, of the Demerged Undertaking 1 of the Demerged Company to the Resulting Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company ("Demerger 1"); (b) the amalgamation of the Amalgamating Company with the Amalgamated Company and dissolution of the Amalgamating Company without winding up and the consequent issuance of Amalgamation Consideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company ("Amalgamation"); (c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company 2, and consequent issue of Demerger 2 Consideration Shares by VNPL to	Registered Office	Avenue, Mylapore, Chennai,	
1 of the Demerged Company to the Resulting Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company ("Demerger 1"); (b) the amalgamation of the Amalgamating Company with the Amalgamated Company and dissolution of the Amalgamating Company without winding up and the consequent issuance of Amalgamation Consideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company ("Amalgamation"); (c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company 2, and consequent issue of Demerger 2 Consideration Shares by VNPL to	Brief particulars of the scheme	(hereinafter referred to as "VCL "Amalgamated Company", formerly Limited), Hari and Company Inve (hereinafter referred to as "HCIMPL" of Next Private Limited (hereinafter refer QED Business Solutions Private Limited Limited (hereinafter referred to as Company"), Vivriti Funds Private Limited or the "Resulting Company 2", former Limited) and their respective sharely	"or "Demerged Company" or known as Vivriti Capital Private estments Madras Private Limited or the "Resulting Company 1"), Vivriti red to as "VNPL", formerly known as d), Vivriti Asset Management Private "VAMPL" or the "Amalgamating ed (hereinafter referred to as "VFPL" dy known as Keerthi Logistics Private
		1 of the Demerged Company consequent issue of Demerge the shareholders of the Deme (b) the amalgamation of the Amalgamated Company and Company without winding u Amalgamation Consideration Company to the shareholde other than the Amalgamated (c) the transfer, by way of a dem 2 of the Demerged Company consequent issue of Demerge	y to the Resulting Company 1, and r 1 Consideration Shares by VNPL to rged Company ("Demerger 1"); Amalgamating Company with the dissolution of the Amalgamating p and the consequent issuance of a Shares by the Amalgamated rs of the Amalgamating Company, Company ("Amalgamation"); erger, of the Demerged Undertaking y to the Resulting Company 2, and r 2 Consideration Shares by VNPL to

Vivriti Asset Management Private Limited

CIN: U65929TN2019PTC127644 GST: 33AAGCV8193G1Z0 (Chennai) **REGD. OFFICE**

Prestige Zackria Metropolitan, 1st Floor Block 1, No.200/1-8, Anna Salai Chennai 600002 contact@vivritimc.com +91-44-4007 4800 **MUMBAI OFFICE**



Particulars	Transferee/ Resulting Company 1	Transferor/ Demerged Company
Name of the company	Hari and Company Investments Madras Private Limited	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)
	1 ' '	lental, consequential or otherwise ith, including the reduction of the fer of CCDs to VNPL.
Rationale for the scheme	The following rationale for under arrangement:	taking the Composite scheme of
	 a. the separation of on-line platform business and lending/ asset management business of the group; b. the separation would ensure that the NBFC (as defined in the Scheme) and asset management businesses are housed in separate legal entities within the group, each of which would be completely regulated by the respective regulations without any conflicts/ restrictions resulting from the two sets of regulations; c. the balance sheet of the NBFC Business (as defined in the Scheme) will not be subject to/ affected by the asset management business (including its debt) which would reduce the risk on the balance sheet of the NBFC Business; d. the Scheme will unlock value and provide investors flexibility and direct access over the various businesses within the group; e. the Scheme will provide strategic and financial flexibility; and f. the Scheme will enable the group to attract business specific investors and strategic partners and to provide better flexibility in accessing capital, focused strategy and specialisation for sustained growth, thereby enabling de-leveraging of the respective businesses in the longer-term. 	
Date of resolution passed by the Board of Director of the company approving the scheme	June 27, 2024	June 27, 2024
Appointed Date	As per the Scheme	As per the Scheme
Name of Exchanges where securities of the company are listed	To be listed (BSE Limited)	BSE Limited
Nature of Business	Hari and Company Investments Madras Private Limited (HCIMPL) is engaged primarily in the business of carrying on as an investment company, providing business and personal loans and also has a portfolio of investments in shares and other securities. HCIMPL is a wholly owned subsidiary of Vivriti	Vivriti Capital Limited (VCL) is engaged primarily in the business of a finance company, hire purchase company and/ or leasing company and is involved in lending, structured finance, financial asset sales and trading, investments, co-origination of retail/ SME / enterprise debt

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Particulars	Transferee/ Resulting Company 1	Transferor/ Demerged Company
Name of the company	Hari and Company Investments Madras Private Limited	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)
	Next Private Limited ("VNPL").	products and related advisory services. Additionally, VCL also has investments in Vivriti Asset Management Private Limited and Cred Avenue Private Limited which are into asset management businesses and technology respectively.
Capital before the scheme	As detailed in Annexure II	As detailed in Annexure II
(No. of debentures as well as capital in rupees)		
No. of debentures to be issued	As detailed in Annexure II	(1) =
Cancellation of debentures on account of cross holding, if any	Nil	Nil
Capital after the scheme	As detailed in Annexure II	As detailed in Annexure II
(No. of debentures as well as capital in rupees)		
Name of the valuer/valuer	M/s. SPA Valuation Advisors Private Li	mited,
firm and Regn no.	Registration No – IBBI/RV-E/05/2021/	148
Methods of valuation and value per NCD/NCRPS arrived under each method with weight given to each method, if any.	Not Applicable	
Fair value per debentures	Not Applicable	
Exchange ratio	For every 1 (one) NCD / MLD as held in VCL by the holder(s), 1 (one) NCD / MLD of HCIMPL (Demerger 1) of equivalent face value and paid up value coupon rate, tenure, redemption price and quantum and nature of security will be offered.	
Name of Merchant Banker	M/s. Capital Square Advisors Private Limited	
giving fairness opinion	Category – I Merchant Banker, SEBI Registration No. INM000012219	
Holding pattern	Pre	Post

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Particulars	Transferee/ Resulting Company 1		Transferor/ Demer	ged Company
Name of the company	Hari and Company Investments Madras Private Limited		Vivriti Capital Lim known as Vivriti (Limited)	
	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding
Promoter				
Public		As detailed i	n Annexure II	
Custodian		7.5 detailed ii	T / IIII C / III	
TOTAL				
No of debenture holders		As detailed in	n Annexure II	
Names of the	As detailed in Annexure VIII			
Promoters (with PAN nos.)				
Names of the Board of Directors (with DIN and PAN nos.)	As detailed in Annexu	re VIII		
Please specify relation among the companies involved in the scheme, if any	Subsidiary of Vivriti Limited (formerly kn Business Solutions Priv	own as QED	Holding Company o Management Private	
Details regarding change in management control in listed or resulting company seeking listing if any	No change in manage	ment is contem	plated pursuant to the	Scheme.

2. Amalgamation

Particulars	Amalgamating Company	Amalgamated Company
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Asset Management Private Limited
Date of Incorporation & details of name changes, if any	Date of Incorporation: 22/06/2017 Details of Name Change: Vivriti Capital Limited was incorporated as Vivriti Capital Private Limited on June 22, 2017, and the name of the company was subsequently changed into Vivriti Capital Limited on June	Date of Incorporation: 21/02/2019 Details of Name Change: No changes in name

Vivriti Asset Management Private Limited

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Particulars	Amalgamating Company	Amalgamated Company
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Asset Management Private Limited
	09, 2023.	
Registered Office	Prestige Zackria Metropolitan No. 200/1-8, 2 nd Floor, Block-1, Annasalai, Chennai – 600002	Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block -1, Annasalai, Chennai, Tamil Nadu, India, 600002
Brief particulars of the scheme	Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company 1"), Vivriti Next Private Limited (hereinafter referred to as "VNPL", formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VFPL" or the "Resulting Company 2", formerly known as Keerthi Logistics Private Limited) and their respective shareholders ("Scheme") by way of the	
	(a) the transfer, by way of a demerger, of the Demerged Undertak 1 of the Demerged Company to the Resulting Company 1, a consequent issue of Demerger 1 Consideration Shares by VNPL the shareholders of the Demerged Company ("Demerger 1"); (b) the amalgamation of the Amalgamating Company with Amalgamated Company and dissolution of the Amalgamat Company without winding up and the consequent issuance Amalgamation Consideration Shares by the Amalgamat Company to the shareholders of the Amalgamating Company other than the Amalgamated Company ("Amalgamation"); (c) the transfer, by way of a demerger, of the Demerged Undertak 2 of the Demerged Company to the Resulting Company 2, a consequent issue of Demerger 2 Consideration Shares by VNPL the shareholders of the Demerged Company ("Demerger 2"); and (d) various other matters incidental, consequential or otherwintegrally connected therewith, including the reduction of share capital of VCL and transfer of CCDs to VNPL.	
Rationale for the scheme	The following rationale for under arrangement:	taking the Composite scheme o
	management business of the b. the separation would ensur Scheme) and asset manage separate legal entities within	atform business and lending/ assergroup; e that the NBFC (as defined in the gement businesses are housed in the group, each of which would be a respective regulations without any

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Particulars	Amalgamating Company	Amalgamated Company	
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Asset Management Private Limited	
Date of resolution passed by the Board of Director of the company approving the scheme	 c. the balance sheet of the Scheme) will not be submanagement business (incluther risk on the balance sheet d. the Scheme will unlock valued direct access over the various e. the Scheme will provide strate f. the Scheme will enable the investors and strategic partners accessing capital, focused sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth, thereby respective businesses in the least of the scheme will enable the sustained growth. 	and provide investors flexibility and businesses within the group; egic and financial flexibility; and group to attract business specific ers and to provide better flexibility in strategy and specialisation for enabling de-leveraging of the	
Appointed Date	As per the Scheme	As per the Scheme	
Name of Exchanges where securities of the company are listed	BSE Limited	BSE Limited	
Nature of Business	Vivriti Capital Limited (VCL) is engaged primarily in the business of a finance company, hire purchase company and/ or leasing company and is involved in lending, structured finance, financial asset sales and trading, investments, co-origination of retail/ SME / enterprise debt products and related advisory services. Additionally, VCL also has investments in Vivriti Asset Management Private Limited and Cred Avenue Private Limited which are into asset management businesses and technology respectively.	Vivriti Asset Management Private Limited (VAMPL) is engaged primarily in the business of asset management, financial services, portfolio management and related advisory services and sponsor/manager participation into investment vehicles managed by VAMPL. The nonconvertible debentures of VAMPL are listed on BSE.	
Capital before the scheme	As detailed in Annexure II	As detailed in Annexure II	
(No. of debentures as well as capital in rupees)			

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Particulars	Amalgamating Company Amalgamated Company			Company
Name of the company		ited (formerly Capital Private		gement Private
No. of debentures to be issued	As detailed in Annexu	re il	***	
Cancellation of debentures on account of cross holding, if any	Nil		Nil	
Capital after the scheme	As detailed in Annexu	re II	As detailed in A	nnexure II
(No. of debentures as well as capital in rupees)				
Name of the valuer/valuer firm and Regn no.	M/s. SPA Valuation Ad		•	
mm and Regil no.	Registration No – IBBI	/RV-E/05/2021/	148	
Methods of valuation and value per NCD/NCRPS arrived under each method with weight given to each method, if any.	Not Applicable			
Fair value per debentures		Not App	plicable	
Exchange ratio	For every 1 (one) NCD / MLD as held in VAMPL by the holder(s), 1 (one) NCD / MLD of VCL (Amalgamation) of equivalent face value and paid up value, coupon rate, tenure, redemption price and quantum and nature of security will be offered.			
Name of Merchant Banker	M/s. Capital Square Advisors Private Limited			
giving fairness opinion	Category – I Merchant Banker, SEBI Registration No. INM000012219			
Holding pattern	Pre Post			
	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding
Promoter				
Public				
Custodian	As detailed in Annexure II			
TOTAL				
No of debenture holders	As detailed in Annexure II			
Names of the	As detailed in Annexure VIII			
Promoters (with PAN nos.)	,			

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Particulars	Amalgamating Company	Amalgamated Company
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Asset Management Private Limited
Names of the Board of Directors (with DIN and PAN nos.)	As detailed in Annexure VIII	
Please specify relation among the companies involved in the scheme, if any	Holding Company of Vivriti Asset Management Private Limited	Subsidiary of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)
Details regarding change in management control in listed or resulting company seeking listing if any	No change in management is contemp	plated pursuant to the Scheme.

3. Demerger 2

Particulars	Amalgamating Company	Resulting Company 2
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)
Date of Incorporation & details of name changes, if any	Date of Incorporation: 22/06/2017	Date of Incorporation: 27/11/2003
	Details of Name Change: Vivriti Capital Limited was incorporated as Vivriti Capital Private Limited on June 22, 2017, and the name of the company was subsequently changed into Vivriti Capital Limited on June 09, 2023.	Details of Name Change: Vivriti Funds Private Limited was incorporated as Keerthi Logistics Private Limited and subsequently the name of the company was changed into Vivriti Funds Private Limited on January 09, 2024.
Registered Office	Prestige Zackria Metropolitan No. 200/1-8, 2 nd Floor, Block-1, Annasalai, Chennai – 600002	Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Anna Road, Chennai, Tamil Nadu, India, 600002
Brief particulars of the scheme	Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company 1"), Vivrit Next Private Limited (hereinafter referred to as "VNPL", formerly known as	

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Amalgamating Company	Resulting Company 2
Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)
Limited (hereinafter referred to as Company"), Vivriti Funds Private Limit or the "Resulting Company 2", former	s "VAMPL" or the "Amalgamating ed (hereinafter referred to as "VFPL" ly known as Keerthi Logistics Private
 (a) the transfer, by way of a demerger, of the Demerged Under 1 of the Demerged Company to the Resulting Company consequent issue of Demerger 1 Consideration Shares by the shareholders of the Demerged Company ("Demerger 1") (b) the amalgamation of the Amalgamating Company with Amalgamated Company and dissolution of the Amalgamated Company without winding up and the consequent issue Amalgamation Consideration Shares by the Amalgamation Company to the shareholders of the Amalgamating Company to the Amalgamated Company ("Amalgamation"); (c) the transfer, by way of a demerger, of the Demerged Under 2 of the Demerged Company to the Resulting Company consequent issue of Demerger 2 Consideration Shares by the shareholders of the Demerged Company ("Demerger 2") (d) various other matters incidental, consequential or other integrally connected therewith, including the reduction share capital of VCL and transfer of CCDs to VNPL. 	
The following rationale for under arrangement:	taking the Composite scheme of
b. the separation would ensure Scheme) and asset manages separate legal entities within completely regulated by the conflicts/ restrictions resulting the balance sheet of the Scheme) will not be sure management business (include the risk on the balance sheet d. the Scheme will unlock value direct access over the various	re that the NBFC (as defined in the gement businesses are housed in the group, each of which would be respective regulations without any ag from the two sets of regulations; NBFC Business (as defined in the bject to/ affected by the assetuding its debt) which would reduce
	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) QED Business Solutions Private Limite Limited (hereinafter referred to as Company"), Vivriti Funds Private Limit or the "Resulting Company 2", former Limited) and their respective share following: (a) the transfer, by way of a dem 1 of the Demerged Company consequent issue of Demerged the shareholders of the Demergent of the Amalgamation of the Amalgamation Company without winding the Amalgamation Company to the shareholder other than the Amalgamated (c) the transfer, by way of a dem 2 of the Demerged Company consequent issue of Demerged the shareholders of the Demerged the shareholders of the Demerged the shareholders of the Demergent of the Shareholders of the Demergent of the Shareholders of the Demergent of the Scheme) and asset management: a. the separation of on-line permanagement business of the business of the Scheme) and asset management business of the Scheme) will not be sufficiently regulated by the conflicts/ restrictions resulting the risk on the balance sheet of the Scheme) will not be sufficiently access over the various direct access o

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CIN: U65929TN2019PTC127644

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Particulars	Amalgamating Company	Resulting Company 2	
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)	
п	accessing capital, focused	ers and to provide better flexibility in strategy and specialisation for enabling de-leveraging of the onger-term.	
Date of resolution passed by the Board of Director of the company approving the scheme	June 27, 2024	June 27, 2024	
Appointed Date	As per the Scheme	As per the Scheme	
Name of Exchanges where securities of the company are listed	BSE Limited	To be Listed (BSE Limited)	
Nature of Business	Vivriti Capital Limited (VCL) is engaged primarily in the business of a finance company, hire purchase company and/ or leasing company and is involved in lending, structured finance, financial asset sales and trading, investments, co-origination of retail/ SME / enterprise debt products and related advisory services. Additionally, VCL also has investments in Vivriti Asset Management Private Limited and Cred Avenue Private Limited which are into asset management businesses and technology.	Vivriti Funds Private Limited (VFPL)(formerly known as Keerthi Logistics Private Limited) main objects include to undertake activities of asset management, fund management and investment advisory services and sponsor/manager participation into investment vehicles managed by VFPL. VFPL is a wholly owned subsidiary of VNPL.	
Capital before the scheme	As detailed in Annexure II	As detailed in Annexure II	
(No. of debentures as well as capital in rupees)			
No. of debentures to be issued	As detailed in Annexure II		
Cancellation of debentures on account of cross holding, if any	Nil	Nil	
Capital after the scheme	As detailed in Annexure II	As detailed in Annexure II	
(No. of debentures as well as capital in rupees)			
Name of the valuer/valuer firm and Regn no.	M/s. SPA Valuation Advisors Private Limited, Registration No – IBBI/RV-E/05/2021/148		

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Particulars	Amalgamating Company		Resulting Company 2	
Name of the company	Vivriti Capital Lim known as Vivriti (Limited)			
Methods of valuation and value per NCD/NCRPS arrived under each method with weight given to each method, if any.	Not Applicable			
Fair value per debentures	Not Applicable			
Exchange ratio	For every 1 (one) NCD / MLD as held in VCL by the holder(s), 1 (one) NCD / MLD of VFPL (Demerger 2) of equivalent face value and paid up value, coupon rate, tenure, redemption price and quantum and nature of security will be offered.			
Name of Merchant Banker	M/s. Capital Square Advisors Private Limited Category – I Merchant Banker, SEBI Registration No. INM000012219			
giving fairness opinion				
Holding pattern	Pre Post			
	No. of NCD/NCRPS	% of holding	No. of NCD/NCRPS	% of holding
Promoter		<u>. </u>		
Public	y.	As detailed i	a Annovuro II	
Custodian		As detailed if	i Allilexure II	
TOTAL				
No of debenture holders	As detailed in Annexure II			
Names of the	As detailed in Annexure VIII			
Promoters (with PAN nos.)				
Names of the Board of Directors (with DIN and PAN nos.)	As detailed in Annexu	re VIII		
Please specify relation among the companies involved in the scheme, if any				

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Particulars	Amalgamating Company	Resulting Company 2	
Name of the company	Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)	Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited)	
Details regarding change in management control in listed or resulting company seeking listing if any			

4. VNPL - Holding Company

Particulars	VNPL	
Name of the company	Vivriti Next Private Limited (formerly known as QED Solutions Private Limited)	
Date of Incorporation & details of name changes, if any	Date of Incorporation: 12/07/2017	
	Details of Name Change: Vivriti Next Private Limited was incorporated as QED solutions Private Limited and subsequently the name of the company was changed into Vivriti Next Private Limited on June 19, 2023.	
Registered Office	Prestige Zackria Metropolitan, No. 200/1-8, 8th Floor, Block -1, Annasalai, Anna Road, Chennai, Chennai, Tamil Nadu, India, 600002	
Brief particulars of the scheme	Composite Scheme of Arrangement between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company 1"), Vivriti Next Private Limited (hereinafter referred to as "VNPL", formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VFPL" or the "Resulting Company 2", formerly known as Keerthi Logistics Private Limited) and their respective shareholders ("Scheme") by way of the following:	
	 (a) the transfer, by way of a demerger, of the Demerged Undertaking 1 of the Demerged Company to the Resulting Company 1, and consequent issue of Demerger 1 Consideration Shares by VNPL to the shareholders of the Demerged Company ("Demerger 1"); (b) the amalgamation of the Amalgamating Company with the Amalgamated Company and dissolution of the Amalgamating Company without winding up and the consequent issuance of Amalgamation Consideration Shares by the Amalgamated Company to the shareholders of the Amalgamating Company, other than the Amalgamated Company ("Amalgamation"); 	

Vivriti Asset Management Private Limited

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Particulars	VNPL	
Name of the company	Vivriti Next Private Limited (formerly known as QED Solutions Private Limited)	
	 (c) the transfer, by way of a demerger, of the Demerged Undertaking 2 of the Demerged Company to the Resulting Company 2, and consequent issue of Demerger 2 Consideration Shares by VNPL to the shareholders of the Demerged Company ("Demerger 2"); and (d) various other matters incidental, consequential or otherwise integrally connected therewith, including the reduction of the share capital of VCL and transfer of CCDs to VNPL. 	
Rationale for the scheme	The following rationale for undertaking the Composite scheme of arrangement:	
Date of resolution passed by the Board of Director of the	 a. the separation of on-line platform business and lending/ asset management business of the group; b. the separation would ensure that the NBFC (as defined in the Scheme) and asset management businesses are housed in separate legal entities within the group, each of which would be completely regulated by the respective regulations without any conflicts/ restrictions resulting from the two sets of regulations; c. the balance sheet of the NBFC Business (as defined in the Scheme) will not be subject to/ affected by the asset management business (including its debt) which would reduce the risk on the balance sheet of the NBFC Business; d. the Scheme will unlock value and provide investors flexibility and direct access over the various businesses within the group; e. the Scheme will provide strategic and financial flexibility; and f. the Scheme will enable the group to attract business specific investors and strategic partners and to provide better flexibility in accessing capital, focused strategy and specialisation for sustained growth, thereby enabling de-leveraging of the respective businesses in the longer-term. June 27, 2024 	
company approving the scheme		
Appointed Date	As per the Scheme	
Name of Exchanges where securities of the company are listed	Unlisted	
Nature of Business	Vivriti Next Private Limited (VNPL) is engaged primarily in the business of human resource services, consultancy in all fields in India and abroad and providing ancillary advisory services and is proposing to undertake the activities of a technology company which will then provide technology services and consultancy services to other companies including companies engaged in the business of lending and investment, and related advisory	

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Particulars	VNPL		
Name of the company	Vivriti Next Private Limited (formerly known as QED Solutions Private Limited)		
	services.		
Capital before the scheme (No. of debentures as well as capital in rupees)	NA, the Company does not have any debentures / will not have any debentures pursuant to the Scheme		
No. of debentures to be issued	NA, the Company does not have any debentures / will not have any debentures pursuant to the Scheme		
Cancellation of debentures on account of cross holding, if any	Nil		
Capital after the scheme (No. of debentures as well as	NA, the Company does not have any debentures / will not have any debentures pursuant to the Scheme		
capital in rupees)			
Name of the valuer/valuer	M/s. SPA Valuation Advisors Private Limited,		
firm and Regn no.	Registration No – IBBI/RV-E/05/2021/148		
Methods of valuation and value per NCD/NCRPS arrived under each method with weight given to each method, if any.		Not Applicable	
Fair value per debentures	Not Applicable		
Exchange ratio	As per the Valuation report for equity & preference shares of Demerger 1 & Demerger 2		
Name of Merchant Banker	M/s. Capital Square Advisors Private Limited Category – I Merchant Banker, SEBI Registration No. INM000012219		
giving fairness opinion			
Holding pattern	Pre & Post		
	No. of NCD/NCRPS	% of holding	
Promoter	-	*	
Public	-		
Custodian	-	: - :	
TOTAL	-	s a S	
No of debenture holders	-		

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Particulars	VNPL	
Name of the company	Vivriti Next Private Limited (formerly known as QED Solutions Private Limited)	
Names of the	As detailed in Annexure VIII	
Promoters (with PAN nos.)		
Names of the Board of Directors (with DIN and PAN nos.)	As detailed in Annexure VIII	
Please specify relation among the companies involved in the scheme, if any	Holding Company of Vivriti Funds Private Limited (formerly known as Keerthi Logistics Private Limited) and Hari and Company Investments Madras Private Limited.	
Details regarding change in management control in listed or resulting company seeking listing if any	No change in management is contemplated pursuant to the Scheme.	

For VIVRITI ASSET MANAGEMENT PRIVATE LIMITED

Chennai 600 002

Mr. Vineet Sukumar

Managing Director

DIN: 06848801

Address: Prestige Zackria Metropolitan No. 200/1-8, 1st Floor, Block -1, Annasalai, Chennai – 600 002