



**NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH, COURT – II  
CHENNAI**

**ATTENDANCE CUM ORDER SHEET OF THE HEARING OF NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH, HELD ON 21.03.2025 AT 10.30 A.M. THROUGH VIDEO CONFERENCING:**

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**PRESENT : SHRI. JYOTI KUMAR TRIPATHI, HON'BLE MEMBER (JUDICIAL)  
SHRI. RAVICHANDRAN RAMASAMY, HON'BLE MEMBER (TECHNICAL)**  
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**APPLICATION NUMBER : IA(CA)/48/CHE/2025**  
**PETITION NUMBER : CA(CAA)/12/2025**  
**NAME OF THE PETITIONER : Vivriti Funds Pvt Ltd**  
**NAME OF THE RESPONDENT(S) : --**  
**UNDER SECTION : Rule 154 & Rule 11 of National Company Law Tribunal 2016**  
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**ORDER**

Ld. Counsel Mr. Niranjan S. Rao is present for the Applicant.

1. This is an Application seeking Corrigendum order rectifying the order dated 05.03.2025 passed by this Tribunal in CA(CAA)12(CHE)/2025 in terms of Paragraph No.4.2 of the present Application.
2. Heard and perused the documents placed on record.
3. The applicant as enumerated in Para 4.2 regarding rectification of clerical error happened in order dated 5 March 2025. We perused the rectification sought by the applicant and also peruse the record including the Bench ordered dated 5 March 2025. Para wise and serial number rectification of clerical mistakes are accordingly rectified as under.
4. Further, the Cause Title and the footer of the pages of the Order shall be read as *In the matter of Composite Scheme of Arrangement among Vivriti Capital Limited and Hari And Company Investments Madras Private Limited and Vivriti Next Limited and Vivriti Asset Management Private Limited and Vivriti Funds Private*



*Limited and their respective Shareholders and in Page 2 and 3 as scheme shall be read as Composite Scheme of Arrangement and the said Scheme is appended at page no:1349 of the Application.*

5. Further, in Page no: 4 the date of incorporation of the 3<sup>rd</sup> applicant Company shall be read as 12.07.2017 and In pg 5, the para 4 shall be read as *the 1<sup>st</sup> applicant company is a public company, originally incorporated under the provisions of Companies Act, 2013 with name Vivriti Capital Private Limited on 22.06.2017 which later changed to its present name Vivriti Capital Limited and the in page 6 the detailed objects of the 1<sup>st</sup> applicant company has been placed at pg.120 of this application.*
6. Further in Pg No. 6, Para 6 , the Act under which the 2<sup>nd</sup> applicant company was incorporated shall be read as *companies act, 1956* and in page 7 the detailed objects of the 2<sup>nd</sup> applicant company has been placed at *pg. 437* of the application and para 6 at page 7 shall be read as *the 3rd Applicant Company is Public Company, originally incorporated under the provisions of the Companies Act, 2013 on 12.07.2017 with name QED Business Solutions Private Limited, which later changed to its present name Vivriti Next Limited* and in pg 8 the detailed he detailed objects of the 3<sup>rd</sup> applicant company has been placed at *pg. 572* of the application.
7. Further in Page 8 , para 7 shall shall be read as *It is submitted that the 4<sup>th</sup> Applicant Company is Deemed Public Company, incorporated under the provisions of the Companies Act, 2013 on 21.02.2019 with name Vivriti Asset Management Pvt. Ltd., and the detailed objects of the 4<sup>th</sup> applicant company is placed at pg. 827 of the application.*
8. Further in page 9 & 10 at para 8 shall be read as *It is submitted that the 5<sup>th</sup> Applicant Company is Private Company, originally incorporated under the provisions of the Companies Act,1956 on 27.11.2003 with name Keerthi Logistics Private Limited, which later changed to its present name Vivriti Funds Pvt. Ltd., and the detailed objects of the 5<sup>th</sup> applicant company is placed at pg no: 1141 of the*



application and at Pg No 11 Para 10 shall be read as *The Present Scheme provides Demerger/Amalgamation of Applicant companies, and the rationale of the scheme is as follows:*

9. Further in Page no 12, Para 10 shall be read as *The Board of Directors of the First, Second, Third, Fourth and Fifth Applicant Companies at their respective meeting(s) / circular resolutions passed on 27.06.2024 & 13.12.2024, 27.06.2024 & 12.12.2024, 27.06.2024 & 13.12.2024, 27.06.2024 & 12.12.2024 and 27.06.2024 & 13.12.2024 respectively, has approved the proposed Scheme as contemplated above. Certified copies of the Board resolutions passed thereon have been placed on record by the companies*
10. Further, In Pg no 12, Para 12 (II) Certificate was issued for the List of Preferential shareholders by the Chartered Accountant at page no 372 and the consent affidavit given by the preference shareholders is place at page no. 374-404 and in page no 13 para 13 shall be read as *There are 45 (**Forty five**) Secured Creditors and is mentioned at Pg.No.405.*
11. Further In page no 12, Para 12(IV) shall be read as *There are 2 (Two) Debenture Trustees representing the Non-Convertible Debenture Holders and is mentioned at Pg. No.405. Certificate has been issued by the Chartered Accountant and Consent by way of Affidavit given by Debenture Trustees representing the Non-Convertible Debenture Holders that amounts to 100% is also placed on record at Pg.410 - 418 to this effect which is placed along with the application and the company has sought for dispense with the meeting.*
12. Further in Page no 13 & 14 in para 13(I) the certificate issued by the Chartered Accountant regarding the List of Equity Shareholders is place at pg no 534 and the consent given by the equity shareholders is placed at 536-548 and in page 14 in para 13(II) shall be read as *There is Nil Preference Shareholders. Certificate has not been issued by the Chartered Accountant to this effect and thus, necessity to hold, convene or dispensing a meeting does not arise and in page 14 in para 13(IV) shall be read as There is Nil Non Convertible Debenture Holders.*



Certificate has not been issued by the Chartered Accountant to this effect and thus, necessity to hold, convene or dispensing a meeting does not *arise*.

13. Further in page 15, the consent by way of affidavit given by equity shareholders and preference shareholders is placed at *page no: 739-775 and 776-806* respectively.
14. Further in pg 16, Para 14(IV) shall be read as There is **Nil** Non-Convertible Debenture Holders. Certificate has not been issued by the Chartered Accountant to this effect and thus, necessity to hold, convene or *dispensing a meeting does not arise* and in page 16 para 14 shall be read as *There is 1 (One) Unsecured Creditor and is mentioned at Pg. No.809. Certificate has been issued by the Chartered Accountant and Consent by way of Affidavit given by Unsecured Creditor that amounts to 100% is also placed on record at Pg.No.811-825 to this effect which is placed along with the application and the company has sought for dispense with the meeting and in page 16 , the consent by way of affidavit given by equity shareholders is placed on record at page no 995-1066.*
15. Further in Page 17 at para 15 shall be read as *There are 5 (Five) Preference Shareholders and the List of shareholders to this effect is placed on record as a certificate issued by the Chartered Accountant at Pg.No.993. Consent by way of Affidavit given by Preference Shareholders that amounts to 100% is also placed on record at Pg.No.1067-1093 to this effect which is placed along with the application and the company has sought for dispense with the meeting and Para 15(III) shall be read as There is 1 (One) Secured Creditor and is mentioned at Pg.No.1094.*
16. Further in Page no 17, para 15(IV) shall be read as *There is 1 (One) Debenture Trustee representing the Non-Convertible Debenture Holders and is mentioned at Pg. No.1094. Certificate has been issued by the Chartered Accountant and Consent by way of Affidavit given by Debenture Trustee representing the Non-Convertible Debenture Holders that amounts to 100% is also placed on record at Pg.1107-1112 to this effect which is placed along with the application and the company has sought for dispense with the meeting and Para 15(V) shall be read as the There is 1 (One)*



*Unsecured Creditor and is mentioned at Pg. No.1113. Certificate has been issued by the Chartered Accountant and Consent by way of Affidavit given by Unsecured Creditors that amounts to 100% is also placed on record at Pg.1115-1129 to this effect which is placed along with the application and the company has sought for dispense with the meeting.*

17. *Further in Page no 18 Para 16(I) shall be read as There are **2(Two)** Equity Shareholders and the List of shareholders to this effect is placed on record as a certificate issued by the Chartered Accountant at Pg.No.1219 and Para 16(II) shall be read as There is **Nil** Preference Shareholders. Certificate has not been issued by the Chartered Accountant to this effect and thus, necessity to hold, convene or dispensing a meeting does not arise and Para 16(III) certificate of Nil Secured Creditors issued by Chartered Accountant is placed at Pg no .1227*
18. *Further in page 19 Para 16(IV) shall be read as since there no **Nil** Non-Convertible Debenture Holders. Certificate has not been issued by the Chartered Accountant to this effect and thus, necessity to hold, convene or dispensing a meeting does not arise Para 16(v) shall be read as There are **2 (Two)** Unsecured Creditors and is mentioned at Pg. No.1229*
19. *Further in Page no: 20 Para 17 (A)(IV) shall be read as Since it is represented that there are **2 (Two)** Debenture Trustees representing the Non-Convertible Debenture Holders in the Company whose consent by way of affidavit forming 100% value have been obtained and is placed on record, the necessity to convene and hold a meeting is **dispensed with**.*
20. *Further in Pg no 23 Par 17(D0(II) shall be read as Since it is represented that there are **5 (Five)** Preference Shareholders in the Company whose consents by way of affidavits forming 100% value have been obtained and are placed on record, the necessity to convene and hold a meeting is **dispensed with** and Para 17(D)(IV) shall be read as Since it is represented that there is **1 (One)** Debenture Trustee representing the Non-Convertible Debenture Holders in the Company whose consent by way of*



*affidavit forming 100% value have been obtained and is placed on record, the necessity to convene and hold a meeting is **dispensed with**.*

21. *Further in Page 25 Para 18 shall be read as Since, the consent from the Equity Shareholders and Secured and Unsecured creditors of the 1<sup>st</sup> Applicant Company is not given this Tribunal feels it is necessary to order for meeting. The Meeting of the Equity Shareholders and Secured and Unsecured Creditors of the 1<sup>st</sup> Applicant Company is directed to be held on 26.04.2025 at 10.00 AM, 12.30PM and 3.00PM respectively, in the registered office of the 1<sup>st</sup> Applicant Company or through video conferencing or if not convenient at any other suitable place for which prior approval shall be sought from this Tribunal within a period of 7 days from the date of this order and prior to the issue of notices.*
22. *Further Page no 28 In Para 19(Vii) the notices shall be to RD, MCA, ROC Chennai, Official Liquidator, RBI, IT Authorities and other Sectoral regulators and in Page no 29 Para 20 is omitted.*
23. *Accordingly we allowed IA.No.48/2025, accordingly rectification made as above shall be read as original order.*

**Sd/-**  
**RAVICHANDRAN RAMASAMY**  
**Member (Technical)**

**Sd/-**  
**JYOTI KUMAR TRIPATHI**  
**Member (Judicial)**

LRA