



CORPORATE ACTION INFORMATION FORM

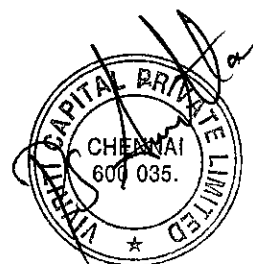
(For Debt instruments - Allotment)

Date: 10-07-2019

To,
Vice President,
National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE01HV07023
Security Description	SECURED, LISTED REDEMABLE, NON-CONVERTIBLE DEBENTURE, DATE OF MATURITY 27/09/2020
Allotment Date	27/06/2019
Face Value per security	INR 10,00,000/-
Distinctive Numbers	From 1991 to 2060
Whether this issue is placed through Electronic Book Provider (EBP) Mechanism	No
If through EBP, name of Electronic Book provider	Not Applicable
Funds Settlement (Tick any one as Applicable)	<input type="checkbox"/> Through Clearing corporation <input type="checkbox"/> Through Issuer's Escrow Bank
If through Clearing Corporation, name of Clearing Corporation	Not Applicable





<i>Allotment Details</i>	<i>No. of records</i>	<i>No. of Securities (Quantity)</i>
Electronic Form – NSDL	1	70
Electronic Form – CDSL	-	-
Physical Form	-	-
<i>Total Allotted</i>	1	70

I, P S Amritha, Company Secretary of Vivriti Capital Private Limited declare that:

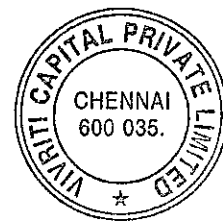
The issuer had obtained all the necessary approvals for the aforesaid issue of securities.
The allotment is in terms of Board Resolution dated 27th June 2019.

Signature : For Vivriti Capital Private Ltd.

Company Secretary

Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R & T Agent / Registry Division to execute the corporate action.





Date:10-07-2019

To,
The Managing Director,
National Securities Depository Limited
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel,
Mumbai – 400013.

Dear Sir,
We have issued securities under existing ISIN: INE01HV07023 as per details given below. We hereby declare that there is no modification in terms or structure of the issue viz. change in terms of payment, change in interest pay-out frequency etc. and are pari passu with the bonds / debentures under following ISIN wherein the new securities being issued.

Details of the Current issue:

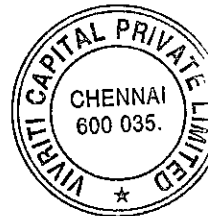
ISIN	INE01HV07023
Date of Allotment (in DD-MM-YYYY)	27-06-2019
Date of Maturity (in DD-MM-YYYY)	27-09-2020
Allotment Quantity	70
Issue Price (in Rs.)	Rs. 10,00,000/-
Face Value (in Rs.)	Rs. 10,00,000/-
Issue Size (in Rs.)	Rs. 70,00,00,00/-
Certificate Nos./ Distinctive Nos. (From – To)	From 1991 to 2060

Issuance History Under the aforesaid ISIN (including current issue):

Sr.No	Date of Allotment	Allotment Quantity	Cumulative Quantity	Issue Price (in Rs.)	Issue Size (in Rs. Crs.)	Cumulative Issue Size (in Rs. Crs.)
-	-	-	Fresh Issue	-	-	-

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

P S Amritha
Company Secretary
Mem No: A49121





EXTRACT OF THE CIRCULAR RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF VIVRITI CAPITAL PRIVATE LIMITED ON THURSDAY THE 27TH DAY OF JUNE 2019

Board Resolution:

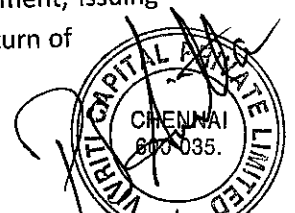
To approve allotment of Non-convertible debentures to LadderUp Wealth Management Private Limited

"Resolved that pursuant to Sec 42 and 71 of the Companies Act, 2013 and the Securities and Exchange Board of India(Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and subject to other applicable laws the approval of the Board be and is hereby accorded to allot 70(Seventy) rated, Market linked, senior, redeemable, taxable, transferable, listed, non-convertible debentures ("Debentures" or "NCDs") with face value of INR 10,00,000/- (Rupees Ten Lakh) aggregating to INR 7,00,00,000 (Rupees Seven Crores Only) to the entity (specified below (the "Allottee"), on the terms and conditions set out in debenture trust deed executed/to be executed by the Company and Catalyst Trusteeship Limited (as the debenture trustee) or about the date of this resolution ("DTD"), the term sheet as accepted by the Company on June 26, 2019 (the "Term Sheet") and the information memorandum dated June 26, 2019 read together with the private placement offer cum application letter dated June 26, 2019 each issued by the Company (collectively the "Debt Disclosure Documents"), to the following allottees;

Particulars of the debentures	No. of Debentures	Face value	Tenor	Debenture holder/allottee
Rated, senior, market linked, redeemable, taxable, transferable, listed, non-convertible debentures	70	INR 10,00,000/-	15 months from the date of allotment i.e. June 27, 2019	LadderUp Wealth Management Pvt Ltd

Resolved further that the Company be and is hereby authorised to insert the names of the Allottee(s) in the Register of Debenture Holders of the Company as the holders of the Debentures and Ms. Amritha P S, Company Secretary of the Company, be and are hereby severally authorised, to enter the name of the Allottee in the Register of Debenture Holders of the Company.

Resolved further that any one of the Managing directors (Mr. Gaurav Kumar or Mr. Vineet Sukumar) or Ms. Amritha P S, Company Secretary of the Company be and are hereby severally authorised, to do all other acts, deeds and things in connection with the allotment of the Debentures including without limitation the issue and delivery of letters of allotment, issuing debenture certificate(s), paying stamp duty on the debenture certificates, filing return of



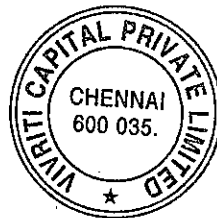
allotment with the Registrar of Companies, liaising with the National Securities Depository Limited and to do all other acts, deeds and things which may be necessary or expedient to implement this resolution"

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

For Vivriti Capital Private Ltd


Company Secretary

P S Amritha
Company Secretary
Mem No: A49121





**INDICATIVE TERM SHEET FOR INVESTMENT IN
NON-CONVERTIBLE DEBENTURES TO BE ISSUED BY
VIVRITI CAPITAL PRIVATE LIMITED**

The purpose of this document ("the Indicative Term Sheet") is to outline the terms and conditions of a potential Non-Convertible Debenture issuance by the Issuer proposed to be subscribed to by the Investor. This Indicative Term Sheet does not constitute a final offer, is not exhaustive and may be subject to change.

DESCRIPTION	PARTICULARS								
Series	Vivriti Capital Series 1 Senior Secured MLD 2020								
Issuer/Company	Vivriti Capital Private Limited								
Debenture Trustee	Catalyst Trusteeship Limited								
Rating Agency	ICRA								
Rating	[PP MLD A-(SO)]								
Legal Counsel	Not Applicable								
Issuance	Rated, Listed, Senior, Secured, Redeemable, Taxable, Principal Protected, Market Linked, Non-Convertible Debentures ("NCDs" or "Debentures")								
Issuance Size	INR 7,00,00,000 (Indian Rupees Seven Crores)								
Tenor	15 months from the Deemed Date of Allotment								
Principal Repayment Frequency	Bullet								
Interest Payment Frequency	Bullet								
Put Option	Not Applicable								
Put Option Notification Date	Not Applicable								
Call Option	Not Applicable								
Call Option Notification Date	Not Applicable								
Ranking	Each Debenture issued by the Issuer will constitute direct, senior and Secured Obligations of the Issuer. The claims of the Debenture Holders shall be akin to the claims of senior, secured investors / lenders and shall rank pari passu to all senior, secured indebtedness of the Issuer. Each of the Debenture Holders shall inter-se rank pari passu in relation to their rights and benefits in relation to the Debentures, without any preference or privilege.								
Registrar & Transfer Agent	Integrated Enterprises Limited								
Depository	NSDL								
Issuance mode	Dematerialized, Private Placement								
Trading mode	Dematerialized								
Settlement mode	RTGS / NEFT								
Issue Schedule*	<table> <tr> <td>Issue Open Date</td><td>26/06/2019</td></tr> <tr> <td>Issue Close Date</td><td>27/06/2019</td></tr> <tr> <td>Pay-in Date</td><td>27/06/2019</td></tr> <tr> <td>Deemed Date of Allotment</td><td>27/06/2019</td></tr> </table>	Issue Open Date	26/06/2019	Issue Close Date	27/06/2019	Pay-in Date	27/06/2019	Deemed Date of Allotment	27/06/2019
Issue Open Date	26/06/2019								
Issue Close Date	27/06/2019								
Pay-in Date	27/06/2019								
Deemed Date of Allotment	27/06/2019								

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For VIVRITI CAPITAL PRIVATE LIMITED
Authorised Signatory



Listing	<p>The NCDs are proposed to be listed on the Bombay Stock Exchange ("BSE") within 20 calendar days of the Deemed Date of Allotment</p> <p>In case of a delay by the Issuer in listing the Debentures beyond 20 (Twenty) days from the Deemed Date of Allotment the Issuer shall make payment the Debenture Holders of penal interest calculated on the face value of the Debentures at the rate of minimum of 1% (One Percent) p.a. over the Coupon Rate from the expiry of 30 (Thirty) calendar days from the Deemed Date of Allotment until the listing of the Debentures.</p>
Business Days	A day (other than a Saturday, a Sunday or a Bank Holiday) on which banks are open for general business in Mumbai and Chennai.
Business Day Convention	<ul style="list-style-type: none"> If the redemption date of the Debentures falls on a day that is not a working day, the redemption proceeds shall be paid on the immediately preceding working day If the Maturity Date of the Debentures falls on a day that is not a working day, the redemption proceeds shall be paid on the immediately preceding working day.
Record Date	5 (Five) Business Days prior to redemption date.
End Use	<p>The proceeds of the Issuance will be utilized for the following purposes:</p> <ul style="list-style-type: none"> General corporate purposes for the ordinary course of business of the Issuer including repayment/re-financing of existing debt
Issue price	At par
Security	<p>The Debentures shall be secured by way of a first ranking, pari passu charge on identified receivables meeting the Eligibility Criteria ("Hypothecated Receivables") created pursuant to the deed of hypothecation to be executed between the Company and the Debenture Trustee. The Hypothecated receivables shall at all times be equal to 1.05x the value of the outstanding principal amount of the Debentures.</p> <p><u>Eligibility Criteria for the Hypothecated Receivables:</u></p> <ul style="list-style-type: none"> the receivables are existing at the time of selection and have not been terminated or pre-paid; the receivables are Standard Assets (assets not delinquent for more than 90 days) and have not been restructured or rescheduled all "Know Your Customer" norms have been complied with as prescribed by the Reserve Bank of India;
Face value per Debenture	INR 10,00,000 (Indian Rupees Ten Lakh Only)
Issue Price	INR 10,00,000 (Indian Rupees Ten Lakh Only)
Minimum subscription amount	INR 10,00,000 (Indian Rupees Ten Lakh Only)
Maturity Date	At the end of 15 months from the Deemed Date of Allotment being 27/06/2019
Put Option Date	Not Applicable

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Call Option Date	Not Applicable						
Put Notification Time	Not Applicable						
Call Notification Time	Not Applicable						
Day count basis	Actual/Actual						
Default Interest Rate	<ul style="list-style-type: none"> In case of default in payment of interest and / or principal redemption on the due dates, additional interest @ 2% p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period. In case of default by the Issuer in the performance of any of the covenants of this Issuance, including but not limited to the financial covenants of this Issuance, additional interest @ 2% p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period 						
Prepayment Penalty	In case of early redemption of the Debentures at the instance of the Issuer, on any date other than the Maturity Date and not arising due to an Event of Default, the Issuer shall pay a penalty that is mutually agreed between the Issuer and the Debenture Trustee						
Redemption Value per Debenture	<table border="1"> <thead> <tr> <th>Scenario</th><th>Redemption Value Per Debenture</th></tr> </thead> <tbody> <tr> <td>If Nifty does not decline by more than 80% on Final Fixing Date</td><td>11,36,772.6</td></tr> <tr> <td>If Nifty declines by more than 80% on Final Fixing Date</td><td>10,00,000</td></tr> </tbody> </table> <p>Where Initial Fixing Level: Official Closing Level of Nifty 50 Index as on Initial Fixing Date Final Fixing Level: Official Closing Level of Nifty 50 Index as on Final Fixing Dates Nifty Performance: (Final Fixing Level / Initial Fixing Level) – 1</p>	Scenario	Redemption Value Per Debenture	If Nifty does not decline by more than 80% on Final Fixing Date	11,36,772.6	If Nifty declines by more than 80% on Final Fixing Date	10,00,000
Scenario	Redemption Value Per Debenture						
If Nifty does not decline by more than 80% on Final Fixing Date	11,36,772.6						
If Nifty declines by more than 80% on Final Fixing Date	10,00,000						
Initial Fixing Date	Deemed Date of Allotment						
Final Fixing Date	21/09/2020						
Interest on application money	This issue does not contemplate any interest on application money till allotment of Debentures.						
Transaction Documents	<p>The Issuer shall execute/issue (as applicable) the following documents on or before the Deemed Date of Allotment, for issuance of NCDs through Private Placement:</p> <ol style="list-style-type: none"> 1. Letter appointing Trustees to the Debenture Holders; 2. Debenture Trustee Appointment Agreement; 3. Information Memorandum 4. Private Placement Offer Letter (Form PAS 4); 5. Board Resolution authorizing this Issuance in accordance with Companies Act, 2013; 6. Shareholders Resolution, if applicable, in accordance with Companies Act, 2013; 7. Rating Letter with the aforesaid Rating Agency with respect to this Issuance; 						

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	<p>8. Tripartite Agreements with the Depository(ies) and Registrar & Transfer Agent</p> <p>The Issuer shall execute, within 90days from Deemed Date of Allotment, the following documents: Debenture Trust Deed;</p> <p>1. Deed of Hypothecation;</p>
Conditions Precedent	<p>The Company shall fulfil the following Conditions Precedent the satisfaction of the Debenture Trustee and submit Conditions Precedent documentation where applicable to the Debenture Trustee, prior to the Pay in Date:</p> <ol style="list-style-type: none"> 1. All corporate approvals from the Board of Directors and shareholders of the Issuer, if applicable, shall have been received for the issuance of the NCDs in accordance with Companies Act, 2013; 2. Execution of Rating letter with the aforesaid Rating Agency with respect to this Issuance and submitting to the Debenture Trustee the rating letter issued by the Rating Agency; 3. The Issuer shall have submitted to the Debenture Holders / Debenture Trustee, all required documents for the purpose of satisfying its respective KYC requirements; 4. The Issuer shall have submitted to the Debenture Trustee a certified true copy of the constitutional documents of the Issuer (the Memorandum and Articles of Association and the Certificate of Incorporation); 5. The Issuer shall have submitted to the Debenture Trustee its audited account statements for the most recent financial year or audited financial half-year; 6. Execution of Debenture Trustee Appointment Agreement and issuance of Letter appointing Trustees to the Debenture Holders; 7. Execution of Tripartite Agreement with Depository(ies) and Registrar & Transfer Agent; 8. The Issuer shall issue the Information Memorandum and Private Placement Offer Letter (Form PAS 4).
Conditions Subsequent	<p>The Issuer shall immediately on receipt of funds, take on all necessary steps to, including making all applicable filings in the Registrar of Companies and obtaining all necessary approvals including filing Form PAS 5 along with the Information Memorandum and Form PAS 3 along with requisite fee within prescribed timelines. The Issuer shall ensure that the following documents are executed/activities as below:</p> <ol style="list-style-type: none"> 1. To create and perfect first ranking, pari passu charge on Hypothecated Assets as and by way of execution of Deed of Hypothecation between the Issuer and the Debenture Trustee, within 90 calendar days from the Deemed Date of Allotment and shall register the charge created on the Hypothecated Assets including filing of Form CHG 9 with the relevant registrar of companies and Form I with CERSAI, within the statutory timelines prescribed under applicable laws; 2. Receive final listing approval from the BSE within 20 calendar days from the Deemed Date of Allotment 3. The Issuer shall ensure credit of demat account(s) of the allottee(s) with the number of NCDs allotted within 20 (Twenty) Business Days of the Deemed Date of Allotment; 4. Execution of the Debenture Trust Deed, within 90 (Ninety) calendar days from the Deemed Date of Allotment;

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	5. The Issuer shall ensure compliance with SEBI / Companies Act 2013 (as applicable) for issuance of NCDs and upload/submit relevant documents with SEBI/Stock exchange, as the case may be.
Events of Default	As are customary for the issuance of this nature and as stated in the Debenture Trust Deed to be executed between the Issuer and the Debenture Trustee
Reporting Covenants	As are customary for the issuance of this nature and as stated in the Debenture Trust Deed to be executed between the Issuer and the Debenture Trustee
Financial Covenants	<p>1. The Issuer shall at all times until the redemption of all outstanding Debentures, maintain the Capital Adequacy Ratio or Capital to Risk-weighted Assets Ratio which shall not fall below the extant statutory requirement;</p> <p>All covenants would be tested on quarterly basis for the Company, i.e. as on 31st March, 30th June, 30th September and 31st December every year, starting from 30th September 2019 on consolidated and standalone balance sheet till the redemption of the Debentures.</p>
Affirmative Covenants	As are customary for the issuance of this nature and as stated in the Debenture Trust Deed to be executed between the Issuer and the Debenture Trustee
Negative Covenants	As are customary for the issuance of this nature and as stated in the Debenture Trust Deed to be executed between the Issuer and the Debenture Trustee
Representations & Warranties	As are customary for the issuance of this nature and as stated in the Debenture Trust Deed to be executed between the Issuer and the Debenture Trustee
Indemnification	The Issuer will indemnify, and hold harmless the Debenture Holders from and against any direct claim, liability, demand, loss, damage, judgment or other obligation or right of action which may arise as a result of breach of this Term Sheet by the Issuer or its Promoter/s.
Confidentiality	The terms and conditions described in this Term Sheet, including its existence, shall be confidential information and shall not be disclosed to any third party except to each Party's advisors and counsel on a need to know and confidential basis. Provided however that if any of the Parties is required by law to disclose information regarding this Term Sheet or to file this Term Sheet with any regulatory body, it shall, at a reasonable time after making any such disclosure or filing, informing the other Parties.
Governing Law & Jurisdiction	This Term Sheet shall be governed and construed exclusively in accordance with the laws of India and any disputes arising there from shall be subject to the jurisdiction of appropriate courts and tribunals at Chennai, India.
Transaction Costs	<p>The Issuer shall bear all transaction related costs incurred by the Debenture Holders with respect to legal counsel, valuers and auditors / consultants. Such costs include:</p> <ol style="list-style-type: none"> 1. Trustee fees 2. Listing fees 3. Rating fees 4. Any other reasonable transaction related expense incurred by the Debenture Holders 5. Stamping and registration in relation to all Transaction Documents.
Taxes, Duties, Costs and Expenses	<ol style="list-style-type: none"> 1. Relevant taxes, duties and levies are to be borne by the Issuer. 2. The charges / fees and any amounts payable under this Debentures by the Issuer as mentioned herein do not include any applicable taxes, levies including service tax etc. and all such impositions shall be borne by the Issuer additionally.

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Eligible investors	As permitted under Applicable Law
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Accepted and agreed

VIVRITI CAPITAL PRIVATE LIMITED
For the Issuer
[Signature]
(Authorised signatory)

For the Investor

(Authorised signatory)

DISCLAIMER:

This term sheet only summarizes the principal terms with respect to a potential investment by the Investor in rated, non-convertible, redeemable, cumulative preference shares proposed to be issued by the Issuer.

This term sheet is intended solely as a basis for further discussion and is not intended to be and does not constitute a legally binding obligation. No legally binding obligations will be created, implied or inferred until the Transaction Documents are executed and delivered. Without limiting the generality of the foregoing, it is the intent of the parties that until the execution of Transaction Documents, no agreement shall exist among them and there shall be no obligations whatsoever based on such things as parol evidence, extended negotiations, "handshakes," oral understandings, or course of conduct.

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FORM NO. PAS-3

[Pursuant to section 39(4) and 42 (9) of the Companies Act, 2013 and rule 12 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014]



Return of Allotment

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

1.(a) *Corporate Identity Number (CIN) of company

U65929TN2017PTC117196

Pre-fill

(b) Global Location Number (GLN) of Company

2.(a) Name of the company

VIVRITI CAPITAL PRIVATE LIMITED

(b) Address of the Registered office of the company

12th FLOOR, PRESTIGE POLYGON, NO. 471,
ANNASALAI, NANDANAM
CHENNAI
Tamil Nadu
600035

(c) *Email ID of the company

gaurav@vivriticapital.com

3. Securities allotted payable in cash

*Number of allotments

1

1 (i)* Date of allotment

27/06/2019

(DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution

22/04/2019

(DD/MM/YYYY)

(b) SRN of Form No. MGT-14

H70280243

Particulars	<input type="checkbox"/> Preference Shares	<input type="checkbox"/> Equity Shares without Differential rights	<input type="checkbox"/> Equity Shares with Differential rights	<input checked="" type="checkbox"/> Debentures
Brief particulars of terms and conditions				Fully paid Non Convertible Debentures
Number of securities allotted				70
Nominal amount per security (in Rs.)				1000000.00
Total nominal amount (in Rs.)				70,000,000
Amount paid per security on application (excluding premium) (in Rs.)				1000000.00
Total amount paid on application (excluding premium) (in Rs.)				70,000,000
Amount due and payable on allotment per security (excluding premium) (in Rs.)				
Total Amount payable on allotment (excluding premium) (in Rs.)				0.00
Premium amount per security due and payable (if any) (in Rs.)				0.00
Total premium amount due and payable (if any) (in Rs.)				0.00
Premium amount paid per security (if any)				0.00
Total premium amount paid (if any) (in Rs.)				0.00
Amount of discount per security (if any) (in Rs.)				0.00
Total discount amount (if any) (in Rs.)				0.00
Amount to be paid on calls per security (if any) (excluding premium) (in Rs.)				0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)				0.00

4. Securities allotted for consideration other than cash

* Number of allotments

(i)* Date of allotment (DD/MM/YYYY)

(ii)(a) Date of passing shareholders' resolution (DD/MM/YYYY)

(b) SRN of Form No. MGT-14

Particulars	<input type="checkbox"/> Preference Shares	<input type="checkbox"/> Equity Shares without Differential rights	<input type="checkbox"/> Equity Shares with differential rights	<input type="checkbox"/> Debentures
Number of securities allotted				
Nominal amount per security (in Rs.)				
Total nominal amount (in Rs.)				
Amount to be treated as paid up on each security (in Rs.)				
Premium amount per security (if any) (in Rs.)				
Total premium amount (if any) (in Rs.)				
Amount of discount per security (if any) (in Rs.)				
Total discount amount (if any) (in Rs.)				

(iv)* Details of consideration

Consideration for which such securities have been allotted	Description of the consideration	Value (amount in Rs.)
(a) Property and assets acquired		
(b) Goodwill		
(c) Services (give nature of services)		
(d) Conversion of Debentures		
(e) Conversion of Loans		
(f) Other items (to be specified)		

(v)* Whether an agreement or contract is executed in writing for allotting securities for consideration other than cash (if yes, attach a copy of such agreement or contract). ☐ Yes ☐ No

(vi) Whether valuation report of the Valuated person has been obtained. ☐ Yes ☐ No

5. Bonus shares issued

- (a) Date of allotment (DD/MM/YYYY)
- (b) Number of bonus shares
- (c) Nominal amount per share (in Rs.)
- (d) Amount to be treated as paid up per share (in Rs.)
- (e) * Date of passing shareholders' resolution (DD/MM/YYYY)
- (f) * SRN of Form No MGT-14

6. In respect of private placement

(a) Category to whom allotment is made:

- ☐ Existing shareholders
- ☐ Employee
- ☐ Directors
- ☐ Qualified Institutional Buyers
- ☒ Others

(b) Declaration that in respect of preferential allotment or private placement the company has:

- ☒ allotted securities to less than two hundred persons in aggregate in a financial year excluding exempted categories;
- ☒ offered such securities through private placement offer letter and no prospectus or any other public advertisement has been issued for the same;
- ☒ completed allotment in respect of earlier private placement offers;
- ☒ received money payable on subscription of such securities through cheque or demand draft or other banking channels but not in cash;
- ☒ made such offers only to the persons whose names were recorded by the company prior to such invitation and such persons have received such offer by name;
- ☒ Maintained a complete record of such offers and acceptances in Form No. PAS-5.

7.* Capital structure of the company after taking into consideration the above allotment(s) of shares:

Particulars	Authorized capital of the company	Issued capital of the company	Subscribed capital	Paid up capital
Number of equity shares	21,000,000	13,689,600	13,689,600	13,689,600
Nominal amount per equity share	10	10	10	10
Total amount of equity shares	210,000,000.00	136,896,000.00	136,896,000.00	136,896,000.00
Number of preference shares	58,348,035	57,469,473	57,469,473	57,469,473
Nominal value per preference share	10	10	10	10
Total amount of preference shares	583,480,350.00	574,694,730.00	574,694,730.00	574,694,730.00
Unclassified shares				
Total amount of unclassified shares (in Rs.)				
Total	793,480,350.00	711,590,730.00	711,590,730.00	711,590,730.00

8.* Debt Structure of the company after taking into consideration the above allotment(s) of debentures/ other security:

Particulars	Total number of securities	Nominal value per unit of security	Total amount
Debentures	2,060	1000000	2,060,000,000
Secured loans			1,841,811,187
Others, specify	0	0	3,901,811,187

9.*Whether complete list of allottees has been enclosed as an attachment.

☒ Yes ☐ No

In case No, then submit the details of all the allottees in a CD separately.

Attachments

1.*List of allottees. Attach separate list for each allotment (refer instruction kit for format).If not attached, then it shall be submitted separately in a CD.

Attach

2.*Copy of Board or shareholders' resolution.

Attach

List of attachments

List of allottees 27062019.pdf
BR Allotment of NCDs with Annexure_compre
PAS 5 27 06 2019.pdf

6. Complete record of private placement offers and acceptances in Form PAS-5.

Attach

Remove attachment

7. Optional attachment(s), if any.

Attach

Declaration

I am authorized by the Board of Directors of the Company vide resolution no * dated * to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that:

1. All the required attachments have been completely, correctly and legibly attached to this form.
2. The list of allottees is correct and complete as per records of the company.
3. Where the securities are issued other than cash, the contract as well as list of allottees and any other contract of sale, or a contract for services or other consideration in respect of which that allotment is made is attached herewith. If not, then an attachment has been attached by the company mentioning all the particulars of the contract in writing.

* To be digitally signed by

* Designation

KUMAR
GAURA
V

* Director identification number of the director; or
DIN or PAN of the manager or CEO or CFO; or
Membership number of the Company Secretary

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars (including attachment(s)) from the original/certified records maintained by the Company/applicant which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that;

- i. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- ii. All the required attachments have been completely and legibly attached to this form.

* To be digitally signed by

- * ☐ Chartered accountant (in whole-time practice) or ☐ Cost accountant (in whole-time practice) or
☒ Company secretary (in whole-time practice)

* Whether associate or fellow ☒ Associate ☐ Fellow

* Membership number

* Certificate of practice number

Note: Attention is also drawn to provisions of Section 448 of the Act which provide for punishment for false statement and certification.

This eForm has been taken on file maintained by the registrar of companies through electronic mode and on the basis of statement of correctness given by the filing company.



EXTRACT OF THE CIRCULAR RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF VIVRITI CAPITAL PRIVATE LIMITED ON THURSDAY THE 27TH DAY OF JUNE 2019

Board Resolution:

To approve allotment of Non-convertible debentures to LadderUp Wealth Management Private Limited

"Resolved that pursuant to Sec 42 and 71 of the Companies Act, 2013 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time and subject to other applicable laws the approval of the Board be and is hereby accorded to allot 70 (Seventy) rated, Market linked, senior, redeemable, taxable, transferable, listed, non-convertible debentures ("Debentures" or "NCDs") with face value of INR 10,00,000/- (Rupees Ten Lakh) aggregating to INR 7,00,00,000 (Rupees Seven Crores Only) to the entity (specified below (the "Allottee"), on the terms and conditions set out in debenture trust deed executed/to be executed by the Company and Catalyst Trusteeship Limited (as the debenture trustee) or about the date of this resolution ("DTD"), the term sheet as accepted by the Company on June 26, 2019 (the "Term Sheet") and the information memorandum dated June 26, 2019 read together with the private placement offer cum application letter dated June 26, 2019 each issued by the Company (collectively the "Debt Disclosure Documents"), to the following allottees;

Particulars of the debentures	No. of Debentures	Face value	Tenor	Debenture holder/allottee
Rated, senior, market linked, redeemable, taxable, transferable, listed, non-convertible debentures	70	INR 10,00,000/-	15 months from the date of allotment i.e. June 27, 2019	LadderUp Wealth Management Pvt Ltd

Resolved further that the Company be and is hereby authorised to insert the names of the Allottee(s) in the Register of Debenture Holders of the Company as the holders of the Debentures and Ms. Amritha P S, Company Secretary of the Company, be and are hereby severally authorised, to enter the name of the Allottee in the Register of Debenture Holders of the Company.

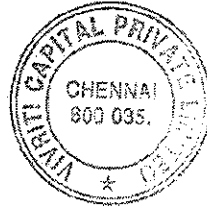
Resolved further that any one of the Managing directors (Mr. Gaurav Kumar or Mr. Vineet Sukumar) or Ms. Amritha P S, Company Secretary of the Company be and are hereby severally authorised, to do all other acts, deeds and things in connection with the allotment of the Debentures including without limitation the issue and delivery of letters of allotment, issuing debenture certificate(s), paying stamp duty on the debenture certificates, filing return of

allotment with the Registrar of Companies, liaising with the National Securities Depository Limited and to do all other acts, deeds and things which may be necessary or expedient to implement this resolution"

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

For Vivriti Capital Private Ltd.


Company Secretary



P S Amritha
Company Secretary
Mem No: A49121



Annexure

Key Terms of Non-Convertible Debenture issued on 27th June 2019

Description	Particulars
Issuer/Company	Vivriti Capital Private Limited
Type of security	Rated, Listed, Market linked, Senior, Secured, Redeemable, Taxable, Non-Convertible Debentures ("NCDs" or "Debentures")
Issuance Size	INR 7,00,00,000 (Indian Rupees Seven Crores)
Face Value per debenture	INR 10,00,000 (Indian Rupees Ten Lakhs Only)
Minimum Subscription amount	INR 10,00,000 (Indian Rupees Ten Lakhs Only)
Tenor and Maturity date	15 months from the date of allotment i.e. 27 th June 2019
Listing	The NCDs are proposed to be listed on the Bombay Stock Exchange ("BSE") within 20 calendar days of the Deemed Date of Allotment. In case of a delay by the Issuer in listing the Debentures beyond 20 (Twenty) days from the Deemed Date of Allotment the Issuer shall make payment the Debenture Holders of penal interest calculated on the face value of the Debentures at the rate of minimum of 1% (One Percent) p.a. over the Coupon Rate from the expiry of 30 (Thirty) calendar days from the Deemed Date of Allotment until the listing of the Debentures.
Security	The Debentures shall be secured by way of a first ranking, pari passu charge on identified receivables ("Hypothecated Receivables") created pursuant to the deed of hypothecation to be executed between the Company and the Debenture Trustee as described herein and a pari passu charge with other debenture holders on the identified immovable property owned by the Issuer. The Hypothecated receivables shall at all times be equal to 1.05x the value of the outstanding principal amount of the Debentures.

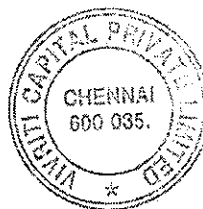
For and on behalf of Vivriti Capital Private Limited

For Vivriti Capital Private Ltd.

P S Amritha

Company Secretary

Mem No: A49121





vivriti
CAPITAL

LIST OF ALLOTTEES AND AS PER SEC 42 RULE 14 OF THE COMPANIES ACT, 2013

TABLE A

Name of the Company	Vivriti Capital Private Limited
Date of Allotment	27 th June 2019
Type of Share Allotted	Non-Convertible Debentures (Market Linked)
Nominal Amount Per Share (In Rs.)	INR. 10,00,000/-
Premium/ (Discount) Amount Per Share (In Rs.)	-
Total Number of Allottees	1
Brief particulars in respect of terms and condition, voting rights etc.	Fully paid up Non-Convertible Debentures

(ALLOTMENT OF SHARES PAYABLE IN CASH)

Name & Occupation of Allottee	Address and of Allottee	Nationality of Allottee	Number of Shares Allotted	Total Amount Paid (INR)	Total Amount to be Paid on Calls Outstanding
LadderUp Wealth Management Pvt Ltd Indian Company	102-A, 1st Floor, Hallmark Business Plaza, Gurunanak Hospital Road, Bandra East, Mumbai, Maharashtra – 400051	Indian	70	7,00,00,000	-

Other details of the allottee:

PAN : AABCL4104A

Email ID: operations@ladderup.com

Certified to be true

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

For Vivriti Capital Private Ltd.

P S Amritha

Company Secretary
Mem No: A49121





FORM PAS-5

(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014)

Record of a Private placement offer to be kept by the Company

Name of the Company: Vivriti Capital Private Limited.

Registered Office: 12th Floor, Prestige Polygon, No. 471, Annasalai, Nandanam Chennai TN 600035 IN

CIN: U65929TN2017PTC117196

DETAILS OF PRIVATE PLACEMENT OFFER:

Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Private Placement Offer Letter: 26.06.2019

Amount of the offer: 7,00,00,000/-

Date of circulation of Private Placement Offer Letter: 27.06.2019

Details of the persons to whom Private Placement Offer Letter has been circulated:

i	Name	LadderUp Wealth Management Pvt Ltd
ii	Father's Name	Not Applicable
iii	Address	102-A, 1st Floor, Hallmark Business Plaza, Gurunanak Hospital Road, Bandra East, Mumbai, Maharashtra – 400051
iv	Phone no	9870203724
v	Email ID	operations@ladderup.com
vi	Initial of the Officer of the company designated to keep the Record	

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

For Vivriti Capital Private Ltd.


P S Amritha
Company Secretary

Company Secretary



MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : H76011923

Service Request Date : 02/07/2019

Payment made into : HDFC Bank

Received From :

Name : PRABHAKAR C
Address : BP AND ASSOCIATES, Company Secretaries
New No.74, Old No.62, Akshaya Flats 12th Avenue, Ashok Nagar
Chennai, Tamil Nadu
IN - 600083

Entity on whose behalf money is paid

CIN: U65929TN2017PTC117196
Name : VIVRITI CAPITAL PRIVATE LIMITED
Address : 12th FLOOR, PRESTIGE POLYGON, NO. 471,
ANNASALAI, NANDANAM
CHENNAI, Tamil Nadu
India - 600035

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form PAS-3	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - HDFC Bank

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar, then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices and Fees) Rules, 2014)