

# CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

## PART – A

### 1 About the Company:

- 1.1 Vivriti Capital Private Limited (“**VCPL**”/“**Company**”) is a Non-Deposit taking Systemically Important Non-Banking Finance Company (NBFCs-ND-SI) registered with the Reserve Bank of India.
- 1.2 VCPL is a high value debt listed entity and accordingly the provisions of Regulation 15 to 27 under Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) are applicable to the Company.

### 2 Objective and Applicability

- 2.1 Pursuant to Regulation 17(5) of the Listing Regulations, the Board of Directors (*as defined below*) of the Company are required to lay down a Code of Conduct (“**Code of Conduct**”) for all members of the Board of Directors and Senior Management (*as defined below*). Also, pursuant to Regulation 62(1A)(c) of the Listing Regulations requires the Company to publish the Code of Conduct on its website.
- 2.2 This Code of Conduct applies to the members of the Board of Directors and Senior Management of the Company.
- 2.3 The Independent Directors (*as defined below*) of the Company shall in addition to this Code of Conduct be also subject to certain additional duties as laid down in Schedule IV to the Act as provided in **Annexure – I**.

## PART-B

### 3 Definitions

- 3.1 “**Act**” shall mean the Companies Act, 2013 and the rules issued thereunder, as amended from time to time.
- 3.2 “**Board**” or “**Board of Directors**” shall mean the board of directors of the Company.
- 3.3 “**Code**” or “**Code of Conduct**” shall mean this Code of Conduct for members of the Board of Directors and Senior Management.
- 3.4 “**Company**” shall mean Vivriti Capital Private Limited.
- 3.5 “**Compliance Officer**” shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.
- 3.6 “**Director**” shall mean a member of the Board of the Company.
- 3.7 “**Independent Director**” shall mean an independent director in terms of Regulation 16(1)(b) of the Listing Regulations.
- 3.8 “**Insider Trading Regulations**” shall mean SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- 3.9 “**Insolvency Code**” shall mean Insolvency and Bankruptcy Code, 2016.
- 3.10 “**Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

- 3.11 “**SEBI**” shall mean the Securities and Exchange Board of India.
- 3.12 “**Senior Management**” shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole-time director/manager (including chief executive officer/manager, in case they are not part of the Board) and shall specifically include company secretary and chief financial officer.

## **PART-C**

### **4 Code of Conduct:**

- 4.1 The members of the Board and Senior Management personnel of the Company shall abide by the provisions of the Act and Listing Regulations and such other regulatory provisions, as may be applicable to them from time to time and shall adhere to the following:
- 4.1.1 Act in the best interests of, and fulfill their fiduciary obligations to the shareholders of the Company;
  - 4.1.2 Act honestly, fairly, ethically and with integrity in all dealings for and on behalf of the Company;
  - 4.1.3 Demonstrate the highest standards of integrity, business ethics, and corporate governance;
  - 4.1.4 Perform their roles with competence, diligence, in good faith, and the best interests of the Company;
  - 4.1.5 Conduct themselves in a professional, courteous and respectful manner;
  - 4.1.6 Comply with all applicable laws, rules, and regulations;
  - 4.1.7 Shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favours;
  - 4.1.8 Not engage in any business, relationship, or any activity, which detrimentally conflicts with the interest of the Company or brings discredit to the Company. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs;
  - 4.1.9 Oversee the conduct of the Company's business to evaluate whether the business is being properly managed;
  - 4.1.10 Follow the Insider Trading Regulations and all guidelines put forth in the code of fair disclosure and code of conduct as per Chapter IV of Insider Trading Regulations for prevention of insider trading;
  - 4.1.11 Review and where appropriate, approve the Company's major financial objectives, plans, and actions;
  - 4.1.12 Not disclose any confidential/privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company;
  - 4.1.13 Not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
  - 4.1.14 Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgments;

4.1.15 Provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with the best interests of the Company and its stakeholders in mind and should point the Company's management in the right direction based on their experience and judgment;

4.1.16 Senior Management shall make disclosures to the Board to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company.

## **5 Affirmation and Compliance of this Code annually:**

5.1 Pursuant to Regulation 26(3) of the Listing Regulations, all members of the Board of Directors and Senior Management personnel shall affirm compliance with the Code of Conduct on an annual basis in the format as provided in **Annexure – II** below.

## **6 Website**

6.1 This Code of Conduct and subsequent amendment(s) thereto shall be posted on the Company's website.

## **7 Exemption**

7.1 This Code of Conduct shall not be applicable during the insolvency resolution process period in respect of the Company if it is undergoing insolvency resolution process under the Insolvency Code. However, the role and responsibilities of the Board of Directors as specified herein shall be fulfilled by the interim resolution professional or resolution professional in accordance with Sections 17 and 23 of the Insolvency Code.

## **8 Violation**

8.1 It shall be the responsibility of every Director and member of Senior Management to help enforce this Code of Conduct. They shall bring to the notice of the Managing Director and/or the Chief Executive Officer of the Company and in his absence, the Chairman of the Board, any observed material violation of this Code of Conduct or any other policies or laws as applicable to the business of the Company or any probability of occurrence of such violations.

## **9 Limitation**

9.1 In the event of any conflict between the provisions of this Code of Conduct and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Code of Conduct.

## **10 Amendments and modifications**

10.1 The Board of the Company reserves the right to modify and/or amend the Code of Conduct at any time.

10.2 Any or all provisions of this Code of Conduct are subject to such alterations/ amendment/ revisions as may be notified under the Act and the Listing Regulations and/or issued by any relevant statutory authorities. In case any amendment/ clarification/ notification/ circular prescribed by any relevant statutory authority are inconsistent with any of the clauses of this Code of Conduct, then such amendment/ clarification/ notification/ circular shall prevail over clauses of this Code of Conduct and the Code of Conduct shall be deemed to be altered/ amended/ revised to that extent, which alteration/ amendment/ revision shall be effective from the date as laid down under the amendment/ clarification/ notification/ circular issued by any relevant statutory authority.

## **ANNEXURE – I**

### **Duties of Independent Directors**

The duties of the Independent Director as laid down in Schedule IV to the Act, include the following :

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the Company;
6. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the Company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
10. ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

## ANNEXURE – II

Date: .....

To,  
The Board of Directors,  
Vivriti Capital Private Limited,  
12th Floor, Prestige Polygon,  
No. 471, Annasalai,  
Nandanam Chennai 600035.

**Sub: Acknowledgement and confirmation to the Code of Conduct for members of the Board of Directors and Senior Management (“the Code of Conduct”) of M/s Vivriti Capital Private Limited (“the Company”)**

I, Mr./Mrs./Ms. [●] (Name and designation), do and hereby acknowledge and confirm that I have received and read the Code of Conduct. I understand the norms, standards and policies contained in the Code of Conduct. I also understand that there may be additional policies and laws specific to my responsibilities and there may be changes in the Code of Conduct from time to time.

I confirm to comply with and ensure compliance with the Code of Conduct at all the time through-out my employment/working/engagement with the Company.

I, to the best of my knowledge and belief, hereby acknowledge and confirm that during the financial year [●], I have not violated any of the provisions of the Code of Conduct or any policies or legal/regulatory requirement of the Company, directly or indirectly applicable to my job or responsibility.

(Signature)

(Name of Director/ Senior Management personnel)

(Designation)

(DIN, if any)