



**Date:** January 20, 2024

To,

BSE Limited,  
P J Towers,  
Dalal Street,  
Mumbai – 400 001

**Sub: Quarterly Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the period ended December 31, 2023**

Pursuant to the provisions of Regulation 27(2) of Listing Regulations, please find enclosed the Quarterly Compliance Report on Corporate Governance for the period ended December 31, 2023 as **Annex I** along with disclosure on cyber security incident or breach or loss of data or document and details of material transactions with related parties.

Request you to kindly take the same on your records. Thank you.

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

**P S Amritha**  
**CS, CCO & Compliance Officer**  
**Mem No. A49121**  
**Address: Prestige Zackria Metropolitan No. 200/1-8,**  
**2<sup>nd</sup> Floor, Block -1, Annasalai, Chennai - 600002**

*Encl: a/a*



**ANNEX I**

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity – Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)
2. Quarter ending – December 31, 2023

**I. Composition of Board of Directors**

Title (Mr/Ms)	Name of the Director	PAN <sup>1</sup> & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of directors in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vineet Sukumar	DIN: 06848801	Executive	30 Aug 2017	25 May 2019 <sup>2</sup>	-	-	30 Jun 1979	0	0	3	0
Mr.	Gaurav Kumar	DIN: 07767248	Non-Executive	22 Jun 2017	29 Sep 2021 <sup>3</sup>	-	-	28 Aug 1982	0	0	0	0
Mr.	John Tyler Day	DIN: 07298703	Non-Executive-Nominee	18 Jan 2019	-	-	-	11 Mar 1986	1	0	2	0
Ms.	Namrata Kaul	DIN: 00994532	Chairperson-Non-Executive-Independent	12 Jan 2019	12 Jan 2024 <sup>4</sup>	-	59.19	15 Mar 1964	4	4	9	5
Mr.	Kartik Srivatsa	DIN: 03559152	Non-Executive-Nominee	30 May 2020	-	-	-	19 Oct 1982	0	0	1	0
Ms.	Anita Belani	DIN: 01532511	Non-Executive-Independent	7 May 2021	-	-	31.24	19 Jan 1964	3	3	8	0
Mr.	Gopal Srinivasan	DIN: 00177699	Non-Executive-Nominee	27 May 2022	-	-	-	4 Aug 1958	1	0	0	0
Mr.	Santanu Paul	DIN: 02039043	Non-Executive Independent	9 Feb 2023	-	-	10.22	8 May 1968	0	0	1	1
Mr.	Lazar Zdravkovic	DIN: 10052432	Non-Executive-Nominee	31 Mar 2023	-	-	-	12 Feb 1992	0	0	0	0

Whether Regular chairperson appointed – Yes

Whether Chairperson is related to managing director or CEO – No

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

<sup>1</sup>As per the SEBI circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/256 dated May 31, 2021, PAN details of any directors would not be displayed on the website of Stock Exchange, hence the same has not been provided.

<sup>2</sup> Mr Vineet Sukumar has been designated as Managing Director of the Company with effect from 25<sup>th</sup> May 2019 for a period of 5 years in



compliance with the relevant provisions of Companies Act, 2013.

<sup>3</sup> The designation of Mr Gaurav Kumar has been changed from Managing Director to Non-Executive Director with effect from 29<sup>th</sup> September 2021.

<sup>4</sup> Ms. Namrata Kaul has been reappointed as an Independent director for a second term of 5 years with effect from 12<sup>th</sup> January 2024 by the members of the company at their Extra - Ordinary General Meeting held on 4<sup>th</sup> January 2024.

**Note: None of our directors are disqualified as of date and the DIN status of all the directors of the Company are "Active" as of date**

II. Composition of Committees						
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation	
1.Audit Committee	Yes	a. Namrata Kaul - (Chairperson) b. Anita Belani c. Vineet Sukumar	a. Non-Executive Independent - b. Non-Executive Independent - c. Executive	a. 15-02-2019 b. 25-05-2021 c. 21-07-2018	a. N/A b. N/A c. N/A	
2.Nomination & Remuneration Committee	Yes	a. Anita Belani - (Chairperson) b. Namrata Kaul c. Gopal Srinivasan	a. Non-Executive Independent - b. Non-Executive Independent - c. Non-Executive Nominee	a. 25-05-2021 b. 15-02-2019 c. 31-03-2023	a. N/A b. N/A c. N/A	
3.Risk Management Committee (if applicable)	Yes	a. Namrata Kaul - (Chairperson) b. Anita Belani c. Vineet Sukumar d. John Tyler Day	a. Non-Executive Independent - b. Non-Executive Independent - c. Executive d. Non-Executive - Nominee	a. 15-02-2019 b. 25-05-2021 c. 25-05-2021 d. 15-02-2019	a. N/A b. N/A c. N/A d. N/A	
4.Stakeholders Relationship Committee	Yes	a. Santanu Paul - (Chairperson) b. John Tyler Day c. Vineet Sukumar	a. Non-Executive Independent - b. Non-Executive - Nominee c. Executive	a. 04-05-2023 b. 08-11-2022 c. 08-11-2022	a. N/A b. N/A c. N/A	

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
		Yes / No			
05-08-2023					-
25-09-2023					51 days
	26-10-2023	Yes	6	2	31 days
	03-11-2023	Yes	9	3	8 days
	27-12-2023	Yes	6	2	54 days

\* to be filled in only for the current quarter meetings

<b>IV. Meetings of Committees</b>					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)**
	Yes / No				
<b>Audit Committee</b>					
				05-08-2023	-
Audit Committee – 03-11-2023	Yes	3	2		90 days
Audit Committee – 27-12-2023	Yes	3	2		54 days
<b>Nomination &amp; Remuneration Committee</b>					
				04-08-2023	-
Nomination and Remuneration Committee – 03-11-2023	Yes	2	2		91 days
Nomination and Remuneration Committee – 27-12-2023	Yes	3	2		54 days
<b>Risk Management Committee</b>					
				04-08-2023	-
Risk Management Committee – 03-11-2023	Yes	4	2		91 days
<b>Stakeholders Relationship Committee</b>					
-	-	-	-	-	-

\*\*This information has to mandatorily be given for audit committee and risk management committee, for rest of the committees giving this information is optional.

\*to be filled in only for the current quarter meetings

<b>V. Related Party Transactions</b>	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
	<p><u>Note:</u> The omnibus approval was obtained at the meeting of Audit Committee as well as Board held on 4<sup>th</sup> May 2023, 5<sup>th</sup> August 2023, and 3<sup>rd</sup> November 2023 respectively. The related party transactions were reviewed at the Audit Committee held on 03<sup>rd</sup> November 2023 and will be reviewed in the upcoming quarterly meeting(s).</p> <p>Further, the RPTs other than omnibus approvals are also approved by the Audit Committee from time to time as required.</p>

**Note:**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.



If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk management committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors.
6. Any comments/observations/advice of the board of directors may be mentioned here - NIL

**Name & Designation: P S Amritha**  
**CS, CCO & Compliance Officer**

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Note: The Company was not required to comply with regulation 16 to 27 for FY 2020-21. However, during the FY 2021-22 (February 2022), the Company was classified as a high value debt listed entity pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 w.e.f. 7.9.2021 and was accordingly required to adhere with above mentioned regulations on a 'comply or explain' basis till FY 2023-24.**



Details of Cyber Security Incident or Breaches or Loss of data or documents	
Whether as per Regulation 27 (2) (ba) of Listing Regulations, there has been cyber security incidents or breaches or loss of data or documents during the quarter.	No
Date Of the event	Brief details of the event
Nil	Nil



**Details of Material Related Party transactions for the period ended December 31, 2023**

S. No	Name and Details of the party (listed entity /subsidiary) entering into the transaction	Name and Details of the counterparty	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of the related party transaction as approved by the Audit committee (₹ in Lakhs)	Value of transaction during the reporting period (₹ in lakhs)	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments			
							Opening balance (₹ in lakhs)	Closing balance (₹ in lakhs)	Nature of indebtedness (loan/issuance of debt/any other etc.)	Cost	Tenure	Nature (loan/advance/inter-corporate deposit / investment)	Interest Rate (%)	Tenure	Secured/unsecured
1.	Vivriti Capital Limited	CredAvenue Securities Private Limited	Step Subsidiary	Committed yield to VCL for warehousing	Limits identified at a transactional level	222.05	413.38	541.12							
2.	Vivriti Capital Limited	CredAvenue Securities Private Limited	Step Subsidiary	Trading of securities between VCL and CSPL	1,00,000	14,866.81									
3.	Vivriti Capital Limited	Vivriti Asset Management Private Limited	Subsidiary	Loans Given	10,000	1,500		3,500.00				Loan	11%	3 years	Secured Capital



S. No	Name and Details of the party (listed entity /subsidiary) entering into the transaction	Name and Details of the counterparty	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of the related party transaction as approved by the Audit committee (₹ in Lakhs)	Value of transaction during the reporting period (₹ in lakhs)	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments							
							Opening balance (₹ in lakhs)	Closing balance (₹ in lakhs)	Nature of indebtedness (loan/issuance of debt/any other etc.)	Cost	Tenure	Nature (loan/advance/inter-corporate deposit / investment)	Interest Rate (%)	Tenure	Secured/unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (end-usage)			
4.	Vivriti Capital Limited	Vivriti Asset Management Private Limited	Subsidiary	Interest earned		56.81	2,000.00	-											
5.	Vivriti Capital Limited	Vivriti Asset Management Private Limited	Subsidiary	Triparty Agreement Between VCL / VAM – 8th floor	250	89.69	1,584.33	1,891.77											
6.	Vivriti Capital Limited	Vivriti Asset Management Private Limited	Subsidiary	Rent – Sublease	150	21.60													
7.	Vivriti Capital Limited	Vivriti Asset Management Private Limited	Subsidiary	Cross charge of ESOP	500	93.23													





S. No	Name and Details of the party (listed entity /subsidiary) entering into the transaction	Name and Details of the counterparty	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of the related party transaction as approved by the Audit committee (₹ in Lakhs)	Value of transaction during the reporting period (₹ in lakhs)	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments					
							Opening balance (₹ in lakhs)	Closing balance (₹ in lakhs)	Nature of indebtedness (loan/issuance of debt/any other etc.)	Cost	Tenure	Nature (loan/advance/inter-corporate deposit/investment)	Interest Rate (%)	Tenure	Secured/unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (end-usage)	
8.	Vivriti Capital Limited	Vivriti Asset Management Private Limited	Subsidiary	Reimbursement of expenses to VCL	1000	145.20											
9.	Vivriti Capital Limited	Vivriti Asset Management Private Limited	Subsidiary	Transfer of Investment in Units of AIF between VCL and VAM	50,000	3,718.80											
10.	Vivriti Capital Limited	CredAvenue Private Limited	Subsidiary	Trading of securities between VCL and CAPL	1,00,000	12,135.22											
11.	Vivriti Capital Limited	CredAvenue Private Limited	Subsidiary	Platform fees for Colending	Limits identified at a transactional level	255.22											



S. No	Name and Details of the party (listed entity /subsidiary) entering into the transaction	Name and Details of the counterparty	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of the related party transaction as approved by the Audit committee (₹ in Lakhs)	Value of transaction during the reporting period (₹ in lakhs)	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments					
							Opening balance (₹ in lakhs)	Closing balance (₹ in lakhs)	Nature of indebtedness (loan/issuance of debt/any other etc.)	Cost	Tenure	Nature (loan/advance/inter-corporate deposit / investment)	Interest Rate (%)	Tenure	Secured/unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (end-usage)	
12.	Vivriti Capital Limited	CredAvenue Private Limited	Subsidiary	Platform fees for Supply Chain Finance	Limits identified at a transaction level	16.09	86.27	225.31									
13.	Vivriti Capital Limited	CredAvenue Private Limited	Subsidiary	Platform fees for institutional Loans	Limits identified at a transaction level	62.51											

**Note:**

1. Disclosure of Material Related Party transaction is ascertained based on the actual value of transaction for the quarter ended 31 December 2023.
2. Value of transaction during the reporting period are exclusive of GST.

