



Date: July 21, 2023

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 June 30, 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 June 30, 2023. The same is enclosed herewith as **Annex I**.

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
Company Secretary & Compliance Officer
Mem No. A49121
Address: Prestige Zackria Metropolitan No. 200/1-8,
2nd 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 – June 30, 2023

I. Composition of Board of Directors

Title (Mr/the Ms)	Name of Director	PAN ¹ & 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 August 2017	25 May 2019 ²	-	-	30 June 1979	0	0	2	0
Mr.	Gaurav Kumar	DIN: 07767248	Non-Executive	22 June 2017	29 September 2021 ³	-	-	28 August 1982	0	0	0	0
Mr.	John Tyler Day	DIN: 07298703	Non-Executive-Nominee	18 Jan 2019	-	-	-	11 March 1986	0	0	1	0
Mr.	Namrata Kaul	DIN: 00994532	Chairperson-Non-Executive-Independent	12 Jan 2019	-	-	53.19	15 March 1964	4	4	10	4
Mr.	Kartik Srivatsa	DIN: 03559152	Non-Executive-Nominee	30 May 2020	-	-	-	19 October 1982	0	0	0	0
Mr.	Anita Belani	DIN: 01532511	Non-Executive-Independent	7 May 2021	-	-	25.24	19 January 1964	3	3	8	0
Mr.	Gopal Srinivasan	DIN: 00177699	Non-Executive-Nominee	27 May 2022	-	-	-	4 August 1958	2	1	2	0
Mr.	Santanu Paul	DIN: 02039043	Non-Executive Independent	9 Feb 2023	-	-	4.22	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												

I. Composition of Board of Directors

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.

¹As 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 we have not provided the same.

² Mr Vineet Sukumar has been designated as Managing Director of the Company with effect from 25 May 2019 for a period of 5 years in compliance with the relevant provisions of Companies Act, 2013.

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

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			

04-02-2023					
09-02-2023					5 days
31-03-2023					50 days
	28-04-2023	Yes	7	3	28 days
	04-05-2023	Yes	7	2	6 days
	20-06-2023	Yes	7	2	47 days

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

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				
Audit Committee					
				09-02-2023	
				21-03-2023	40 days
				31-03-2023	10 days
Audit Committee – 04-05-2023	Yes	3	2		34 days
Audit Committee – 20-06-2023	Yes	3	2		47 days
Nomination & Remuneration Committee					
				09-02-2023	
				31-03-2023	50 days
Nomination and Remuneration Committee – 28-04-2023	Yes	2	2		28 days
Nomination and Remuneration Committee – 20-06-2023	Yes	3	2		53 days
Risk Management Committee					
				09-02-2023	
Risk Management Committee – 28-04-2023	Yes	4	2		78 days
Stakeholders Relationship Committee					
				09-02-2023	
Stakeholders Relationship Committee – 04-05-2023	Yes	3	1		84 days

**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

V. Related Party Transactions

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

Note: The omnibus approval was obtained at the meeting of Audit Committee as well as Board held on 4th May 2023. The same shall



	be reviewed by the Audit Committee and Board in the upcoming quarterly meeting(s). Further, the RPTs other than omnibus approvals are also approved by the Audit Committee from time to time as required.
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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
Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st 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.