



August 05, 2023

To,

**BSE Limited,**  
P.J. Towers,  
Dalal Street,  
Mumbai - 400 001

**Sub: Intimation under Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the quarter ended June 30, 2023**

Dear Sir/ Madam,

Pursuant to Regulation 54(3) of Listing Regulations read with SEBI Circular bearing No. SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2022/ 67 dated May 19, 2022, the disclosure of extent and nature of security created and maintained with respect to secured listed non-convertible debentures of the Company for the quarter ended June 30, 2023, is enclosed herewith.

Kindly take the same on record.

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

**Vineet Sukumar**  
**Managing Director**  
**DIN: 06848801**

**Encl: a/a**



# B S R & Co. LLP

Chartered Accountants

KRM Tower, 1st and 2nd Floor  
No.1, Harrington Road, Chetpet  
Chennai - 600 031, India.

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## The Board of Directors

Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*)  
Prestige Zackria Metropolitan No. 200/1-8,  
2nd Floor, Block -1, Annasalai,  
Chennai - 600002

5 August 2023

Dear Sirs

### **Auditor's report on Statement of Information in respect of Security cover maintained with respect to listed non-convertible debentures as at 30 June 2023; value of receivables / book debts as at 30 June 2023 and compliance of financial covenants with respect to listed non-convertible debentures for the Quarter ended/ as at 30 June 2023**

1. This report is issued in accordance with the terms of our engagement letter dated 31 July 2023.
2. The management has requested us to certify the particulars contained in the accompanying Statement of Information for the listed non-convertible debentures ('NCDs') attached herewith (the 'Statement') for Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) (the 'Company') as at 30 June 2023. The Statement has been prepared by the Company to comply with Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Regulation 15(1)(t) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended and circular SEBI/HO/MIRSD/MIRSO\_CRADT/CIR/P/2022/67 dated 19 May 2022 (together referred to as the "Regulations") for the purpose of its onward submission to Catalyst Trusteeship Limited, IDBI Trusteeship Services Limited and Beacon Trusteeship Limited (the "Debenture Trustees") of the Company and the stock exchanges.

### **Management's responsibility**

3. The preparation and presentation of the Statement is the responsibility of the Company's management including the preparation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Company's management is also responsible for ensuring that the Company complies with the requirements of the Regulations and the Debenture Trust Deeds ('DTDs') for all listed NCDs outstanding as at 30 June 2023 (as listed in the Statement) and for providing all relevant information to the Company's Debenture Trustees. The Company's management is responsible for preparation and maintenance of covenants list and compliance with such covenants on a continuous basis as per the DTDs.

Further, the Company's management is responsible for completeness and accuracy of the financial covenants listed in the Statement extracted from the list of covenants under the 'Covenants' section of respective DTDs and the status of compliance with such covenants for the Quarter ended / as at 30 June 2023.

**Vivriti Capital Limited** (formerly known as Vivriti Capital Private Limited)

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**Auditor's responsibility**

5. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this Report. Accordingly, we do not express such an opinion.
6. Pursuant to the request from management and as required by the Regulations, we are required to provide a limited assurance on whether anything has come to our attention that causes us to believe that the Company has not accurately extracted the particulars furnished in the Statement from the unaudited financial statements / information, unaudited books of account and other relevant records and documents maintained by the Company for the Quarter ended 30 June 2023, has not maintained required security cover, has provided incorrect details of value of receivables / book debts in the Statement, has not complied with the covenants (as set out in the Statement) as per the requirements of DTDs in relation to all listed NCDs issued during the Quarter ended 30 June 2023 / outstanding as at 30 June 2023, and whether the computation of security cover ratio in the Statement is not arithmetically accurate.
7. For the purpose of this report, we have planned and performed the following procedures;

**Part A: Security cover**

- (a) Obtained a list of receivables (loans and investments) pledged as collateral / security against the outstanding listed NCDs as at 30 June 2023;
- (b) Verified the computation of security cover as at 30 June 2023, prepared by management, as specified in the format given under SEBI/HO/MIRSD/MIRSD\_CRADT/CIR/P/2022/67 dated 19 May 2022;
- (c) Traced the amounts relating to assets and liabilities (as set out in the Statement) to the unaudited financial statements / information as at 30 June 2023, underlying books of account and other relevant records and documents maintained by the Company and verified the arithmetical accuracy of the numbers in the Statement;
- (d) The Company does not maintain a one-on-one identification of receivables (loans and investments) earmarked towards a particular borrowing in the system. A separate statement containing receivables (loans and investments) charged to each NCD holder as at 30 June 2023 for onward submission is maintained and was provided to us by the management. We compared the total loan / investment security cover as computed by the management in the aforementioned Statement with the loan / investment balance in the unaudited books of account as at 30 June 2023;
- (e) On a sample basis, verified the details of the outstanding amount and assets required to be maintained as collateral for each series of the listed NCDs from the underlying books of account and other relevant records and documents maintained by the Company as at 30 June 2023;

**Part B: Value of receivables / book debts (Loans and Investments)**

- a) Verified, on a sample basis, outstanding amount of NCDs as at 30 June 2023 and the value of receivables (loans and investments) hypothecated from the underlying unaudited books of account and other relevant records and documents maintained by the Company for the Quarterly ended 30 June 2023;



**Vivriti Capital Limited** (formerly known as *Vivriti Capital Private Limited*)

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**Part C: Compliance with covenants**

- a) Obtained from management, a list of applicable covenants (as set out in the Statement), extracted from the 'Covenants' section of respective DTDs. Management has confirmed that the covenants listed in the Statement are extracted from all DTDs for all listed NCDs issued during the Quarter ended 30 June 2023 / outstanding as at 30 June 2023.
  - b) Against each of the applicable covenants (as set out in the Statement), obtained the status of compliance with such covenants as at 30 June 2023 from management.
  - c) On a sample basis, traced the covenants to the respective DTDs to test their accuracy; and
  - d) Verified the compliance with the financial covenants set out in the Statement.
8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
9. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Conclusion**

11. Based on our procedures performed as mentioned in paragraph 7 above, information and explanation given to us and representations provided by the Company, nothing has come to our attention that causes us to believe that, in all material aspects:
- a. the Company has not accurately extracted the particulars furnished in the Statement from the unaudited financial statements / information, underlying unaudited books of account and other relevant records and documents maintained by the Company for the Quarter ended 30 June 2023;
  - b. the Company has not maintained required security cover;
  - c. the Company has provided incorrect details of value of receivables / book debts (loans and investments) in the Statement;
  - d. the Company has not complied with the financial covenants (as set out in the Statement) as per the requirements of DTDs for all listed NCDs issued during the Quarter ended / outstanding as at 30 June 2023; and
  - e. the computation of the security cover ratio in the Statement is not arithmetically accurate.



**Vivriti Capital Limited** (formerly known as Vivriti Capital Private Limited)  
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**Restriction of use**

12. This report has been issued for the sole use of the Board of Directors, to whom it is addressed, for onward submission to the Company's Debenture Trustees and stock exchanges pursuant to the requirements of the abovementioned Regulations. Accordingly, our report should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. We neither accept nor assume any duty or liability for any other purpose or to any other party to whom our report is shown or into whose hands it may come without our prior consent in writing.

for **B S R & Co. LLP**  
Chartered Accountants  
Firm Registration No: 101248W/W-100022



**S Sethuraman**  
Partner  
Membership Number: 203491  
ICAI UDIN: 23203491BGYXZI7318

Place: Chennai  
Date: 5 August 2023



**Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)**  
**Statement of Information for listed Non-Convertible Debentures ('NCDs') (the 'Statement')**

**Table I - ISIN wise details of listed Non-Convertible Debentures as at 30 Jun 2023**

*INR in Lakhs*

S.No.	ISIN	Facility	Type of charge	Sanctioned amount	Outstanding Amount	Cover required	Assets Maintained
1	INE01HV07148	Non-Convertible Debentures	Exclusive Charge	1,000.00	253.55	110%	299.93
2	INE01HV07296			20,000.00	21,417.59	105%	23,978.55
3	INE01HV07270			20,000.00	22,224.54	105%	23,428.34
4	INE01HV07288			5,000.00	2,798.48	110%	3,080.12
5	INE01HV07304			5,000.00	4,999.32	110%	5,511.67
6	INE01HV07312			20,000.00	20,933.07	105%	22,444.30
7	INE01HV07320			30,000.00	16,390.12	105%	17,648.31
8	INE01HV07338			4,900.00	4,905.50	110%	5,396.10
9	INE01HV07353			3,000.00	2,494.25	105%	2,625.76
10	INE01HV07361			10,000.00	10,199.46	110%	11,302.46
11	INE01HV07379			2,500.00	2,514.62	110%	2,812.03
12	INE01HV07387			15,000.00	14,620.88	105%	15,841.15
13	INE01HV07395			7,500.00	7,284.47	105%	7,938.06
	<b>Total</b>			<b>143,900.00</b>	<b>131,035.83</b>		<b>142,306.76</b>





Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)  
Statement of Information for listed Non-Convertible Debentures (NCDs) (the 'Statement')  
Table II - Computation of Security Cover Ratio  
Part A - Bescom Trusteeship Limited

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O	Column P	Column Q
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Debt for which this certificate being issued	Part-Parasu Charge	Assets shared by pari-Parasu Charge (includes debt for which this certificate is issued & other debt with pari-Parasu charge)	Part-Parasu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Market Value for Assets charged on Exclusive basis	Carrying Book value for assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRRA market value is not applicable)	Market Value for Par-Parasu charge Assets	Carrying value/book value for par-Parasu charge assets where market value is not applicable (For Eg. Bank Balance, DSRRA market value is not applicable)	Total Value=(K+L+M+N)	PNP in Table	Column O
		Bank Value	Bank Value	Bank Value	Bank Value	Bank Value										
<b>ASSETS</b>																
Property, Plant and Equipment		-	-	-	-	-	2,536.66	-	2,536.66	-	-	-	-	-	-	-
Capital Work-in-Progress		-	-	-	-	-	400.00	-	400.00	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-	4,231.05	-	4,231.05	-	-	-	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	-	-	-	246.16	-	246.16	-	-	-	-	-	-	-
Investments		1,401,888	87,669.92	-	-	-	351.35	-	351.35	-	-	-	-	-	-	-
Loans		4,611.92	408,812.14	-	-	-	67,827.79	-	1,19,200.99	-	-	-	-	15,013.88	-	15,013.88
Receivables		-	-	-	-	-	36,958.83	-	486,408.91	-	-	-	-	49,811.92	-	49,811.92
Trade Receivables		-	-	-	-	-	943.19	-	943.19	-	-	-	-	-	-	-
Cash and Cash Equivalents		-	-	-	-	-	30,235.78	-	30,235.78	-	-	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	28,750.08	-	-	-	1,138.07	-	29,888.75	-	-	-	-	-	-	-
Others		-	-	-	-	-	11,967.80	-	11,967.80	-	-	-	-	-	-	-
<b>Total</b>		<b>55,625.80</b>	<b>475,232.14</b>				<b>156,064.87</b>		<b>686,521.83</b>		<b>55,625.80</b>			<b>55,625.80</b>		<b>55,625.80</b>
<b>LIABILITIES</b>																
Debt securities to which this certificate relate		51,124.80	84,929.29	-	-	-	-	-	136,654.09	-	-	-	-	51,124.80	-	51,124.80
Other debt		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Secured debt		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Unsecured debt		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Bank		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
PNB Securities		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Trade payables		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Finance liabilities		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Provisions		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>51,124.80</b>	<b>84,929.29</b>				<b>28,865.50</b>		<b>53,090.34</b>		<b>51,124.80</b>			<b>51,124.80</b>		<b>51,124.80</b>
Cover on Bank Value		1.09							1.09					1.09		1.09
Cover on Market Value																
Part-Parasu Security Cover Ratio																







Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)  
Statement of Information for listed Non-Convertible Debentures (NCDs) (the 'Statement')  
Part C - IDBI Trusteehip Services Limited

Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive Charge	Exclusive Charge	Debit for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari passu charge)	Other assets on pari passu debt holder (excluding items covered in column F)	Assets not offered as security	Elimination (amount in negative)	(Total C to H)	Market Value for Assets charged on Exclusive basis	Carrying /book value for assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSKA market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSKA market value is not applicable)	Total Value=(K+L+M+ N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value					Relating to Column F			
<b>ASSETS</b>														
Property, Plant and Equipment							2,536.66		2,536.66					
Completed Work-in-Progress							400.08		400.08					
Right of Use Assets							4,231.05		4,231.05					
Goodwill														
Intangible Assets							236.16		236.16					
Intangible Assets under Development							354.35		354.35					
Investments		299.93	52,383.87				67,047.10		119,730.99		299.93			299.93
Loans			449,424.06				36,982.85		486,406.91					
Inventories							943.19		943.19					
Trade Receivables							30,225.78		30,225.78					
Cash and Cash Equivalents			28,750.08				1,138.67		29,888.75					
Bank Balances other than Cash and Cash Equivalents														
Others							11,967.89		11,967.89					
<b>Total</b>		<b>299.93</b>	<b>530,558.01</b>				<b>156,063.87</b>		<b>686,921.81</b>		<b>299.93</b>			<b>299.93</b>
<b>LIABILITIES</b>														
Debt securities to which this certificate relate		253.52	135,800.57						136,054.09		253.52			253.52
Other debt sharing pari passu charge with above debt														
Subordinated debt			4,300.42						4,300.42					
Borrowings														
Bank			304,175.10						304,175.10					
Debt Securities														
Others			59,264.37						59,264.37					
Trade payables							1,750.69		1,750.69					
Lease Liabilities							4,469.72		4,469.72					
Provisions							5,691.66		5,691.66					
Others							8,977.89		8,977.89					
<b>Total</b>		<b>253.52</b>	<b>503,540.46</b>				<b>20,889.96</b>		<b>524,683.54</b>		<b>253.52</b>			<b>253.52</b>
Cover on Book Value		1.18							1.18					1.18
Cover on Market Value														



Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)  
Statement of Information for listed Non-Convertible Debentures ('NCDs') (the 'Statement') for the quarter ended 30 June 2023

Table III: Compliance with Financial covenants

S No.	Covenant	Remarks	Status of compliance
1	The Company shall maintain a Capital Adequacy Ratio of 20% (twenty percent) or such other higher threshold as may be prescribed by the RBI from time to time, with Tier I Capital (Capital Adequacy Ratio) of at least 15% (fifteen percent);	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
2	The Company should maintain a Debt to Equity Ratio of not more than 4 times	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
3	The Company should maintain a Financial Indebtedness to Tangible Net Worth of not more than 4 times;	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
4	The Company should maintain Gross NPA (including write-offs) of less than 3% (three percent)	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
5	The Company should maintain Net NPA of less than 2% (two percent).	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
6	The Company should maintain Tangible Network to Net NPA of the Company a ratio of at least 15 (fifteen) times	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
7	The Company should ensure that there is no negative mismatch (on a cumulative basis) in any of the time buckets for up to 1 (one) year of the asset-liability management statement (after considering all liabilities of the Company, but excluding unutilised bank lines);	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
8	The Company, as on any date of determination, maintain such minimum liquidity that is equivalent to its liabilities occurring/falling due in the succeeding 45 (forty five) days in the form of cash, fixed deposits and/or unutilised fund based bank lines;	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
9	The Company should maintain an exposure in respect of borrower(s)/client(s) of the Company at an individual level (as determined in accordance with the guidelines and regulations of the RBI in this respect) of not more than 2% (two percent) of the Company's assets under management (in respect of all products provided by the Company including fund-based and non-fund based facilities);	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
10	The Company should maintain an exposure in respect of borrower(s)/client(s) of the Company at a group level (as determined in accordance with the guidelines and regulations of the RBI in this respect) of not more than 3% (three percent) of the Company's assets under management (in respect of all products provided by the Company including fund-based and non-fund based facilities);	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
11	The Company should ensure that its profit after tax (as determined in accordance with Applicable Accounting Standards) is positive for each financial quarter;	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied
12	The Company should ensure that the total exposure of the Company to its Subsidiaries where the Company exercises control by virtue of majority shareholding does not exceed 10% (ten percent) of the Company's Net Worth;	The Management confirms that the Company has complied with this covenant as at 30 June 2023.	Complied





**Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)**  
**Statement of Information for listed Non-Convertible Debentures ('NCDs') (the 'Statement')**

**Notes:**

1 The Statement has been prepared for the sole purpose of submitting to the Debenture Trustees (Beacon Trusteeship Limited, Catalyst Trusteeship Limited and IDBI Trusteeship Services Limited ) pursuant to requirements under Regulation 54 read with Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, and Regulation 15(1)(t) of the Securities and Exchange Board Of India (Debenture Trustees) Regulations, 1993, as amended (together referred to as the 'SEBI Regulations'). The Statement includes Annexure I, II and III pertaining to Beacon Trusteeship Limited, Catalyst Trusteeship Limited, IDBI Trsuteeship Services Limited respectively.

As per the above SEBI Regulations, the Company is required to obtain a report from statutory auditor of the Company with respect to the security cover maintained, value of book debts / receivables and compliance with covenants as per the Debenture Trust Deeds as at 30 June 2023.

- 2 The amounts disclosed above have been extracted from the underlying unaudited books of account and other relevant records and documents maintained by the Company for the quarter ended 30 June 2023.
- 3 The Company does not maintain a one-on-one identification of loan/investment asset earmarked towards a particular borrowing in the system. A separate statement containing receivables (loans and investments) charged to each NCD holder as at 30 June 2023 for onward submission is maintained and such information was provided to the auditors by the management for verification. The total loan/investment security cover as computed above in the Statement has been compared and reconciled by management with the loan/investment balance in the books of account as at 30 June 2023;
- 4 The Company has offered its receivables (loans and investments) as underlying security for which the market value is not ascertainable. Therefore, the Company has provided the carrying value/ book value of the asset as per the format prescribed in the Regulations.
- 5 We confirm that, as at 30 June 2023, the Company has complied with the required security coverage ratio as per the terms of respective information memorandum / debenture trust deed.

*for Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)*

**Vineet Sukumar**  
*Managing Director*

Place: Chennai  
Date: 5 August 2023

