



Date: January 21, 2025

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, 2024

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, 2024, along with disclosure on cyber security incident(s) or breach or loss of data or document and details of material transactions with related parties.

Request to 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
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 – December 31, 2024

I. Composition of Board of Directors												
Title (Mr/Ms)	Name of the 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 Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	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	26 May 2024 ²	-	-	30 Jun 1979	0	0	3	0
Mr	Gaurav Kumar	DIN: 07767248	Non-Executive	22 Jun 2017	29 Sep 2021 ³	-	-	28 Aug 1982	0	0	0	0
Mr	John Tyler Day	DIN: 07298703	Non-Executive-Nominee	18 Jan 2019	-	-	-	11 Mar 1986	1	0	1	0
Ms	Namrata Kaul	DIN: 00994532	Chairperson-Non-Executive-Independent	12 Jan 2019	12 Jan 2024	-	71.19	15 Mar 1964	4	4	8	5
Mr	Kartik Srivatsa	DIN: 03559152	Non-Executive-Nominee	30 May 2020	-	-	-	19 Oct 1982	0	0	0	0
Ms	Anita Belani	DIN: 01532511	Non-Executive-Independent	7 May 2021	-	-	43.24	19 Jan 1964	2	2	5	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	-	-	22.22	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.

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 the same has not been provided.

²Mr. Vineet Sukumar was re-appointed as the Managing Director of the Company for a second term of 5 years with effect from 26th May 2024.

³The designation of Mr. Gaurav Kumar has been changed from Managing Director to Non-Executive Director with effect from 29th 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
5. Corporate Social Responsibility Committee	Yes	a. Namrata Kaul - (Chairperson) b. Anita Belani c. Vineet Sukumar	a. Non-Executive – Independent b. Non-Executive – Independent c. Executive	a. 06-11-2019 b. 25-05-2021 c. 06-11-2019	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			
08-08-2024		Yes	8	3	-
	03-10-2024	Yes	7	3	56
	06-11-2024	Yes	7	3	34
	26-11-2024	Yes	6	3	20

* 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					
				08-08-2024	-
				09-09-2024	31 days
Audit Committee - 06-11-2024	Yes	3	2		57 days
26-11-2024	Yes	3	2		19 days
Nomination and Remuneration Committee					
				23-07-2024	-
Nomination and Remuneration Committee - 06-11-2024	Yes	2	2		105 days
Risk Management Committee					
				23-07-2024	-
Risk Management Committee – 28-10-2024	Yes	3	1		96 days
Corporate Social Responsibility Committee					
				23-07-2024	-
Corporate Social Responsibility Committee – 23-11-2024	Yes	3	2		122 days
-	-	-	-	-	-
Stakeholders Relationship Committee					
Stakeholders Relationship Committee – 06-11-2024	Yes	3	1	-	-
*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 and Board held on May 09, 2024, respectively. The related party transactions have been reviewed at the meeting of Audit Committee and Board held on November 06, 2024, respectively.	
				Further, the RPTs other than omnibus approvals are also approved by the Audit Committee / Board from time to time as may be required.	
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.

2 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 Board of Directors.
6. Any comments / observations / advice of the board of directors may be mentioned here – NIL

Name & Designation: Ms. P S Amritha
Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in the 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 2024-25.



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, 2024

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)
1.	Vivriti Capital Limited	CredAvenue Private Limited	Associate	Trading of securities between VCL and CAPL	1,00,000	30,072.56										
2.	Vivriti Capital Limited	CredAvenue Private Limited	Associate	Platform fees for Colending	Limits identified at a transactional level	808.85	114.70	145.24								
3.	Vivriti Capital Limited	CredAvenue Private Limited	Associate	Platform fees for Supply Chain Finance	Limits identified at a transaction level	83.07										



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	CredAvenue Private Limited	Associate	Platform fees for institutional loans	Limits identified at a transaction level	34.00										
5.	Vivriti Capital Limited	CredAvenue Private Limited	Associate	Committed yield to VCL for warehousing	Limits identified at a transaction level	403.61	155.38	196.33								
6.	Vivriti Capital Limited	CredAvenue Private Limited	Associate	Transaction fees for assistance in raising debt	2,000	107.23	-	-								
7.	Vivriti Capital Limited	CredAvenue Private Limited	Associate	Service fee for KYC verifications with respect	100	2.37										



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)
				to Co-lending												
8.	Vivriti Capital Limited	CredAvenue Securities Private Limited	Subsidiary of Associate	Trading of securities between VCL and CSPL	1,00,000	16,828.71										
9.	Vivriti Capital Limited	CredAvenue Securities Private Limited	Subsidiary of Associate	Committed yield to VCL for warehousing	Limits identified at a transaction level	273.27	155.25	131.97								
10.	Vivriti Capital Limited	CredAvenue Securities Private Limited	Subsidiary of Associate	Transaction fees for assistance in raising debt	2,000	168.75	-	-								



Note:

1. *Disclosure of Material Related Party transaction is ascertained based on the actual value of transaction for the period ended 31 December 2024.*
2. *Value of transaction during the reporting period are exclusive of GST.*