



Date: January 21, 2026

To,

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

**Sub: Quarterly Compliance Report on Corporate Governance under Regulation 62Q of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the period ended December 31, 2025**

Pursuant to the provisions of Regulation 62Q of Listing Regulations, please find enclosed the Quarterly Compliance Report on Corporate Governance for the period ended December 31, 2025, as ***Annex I*** 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 you to kindly take the same on your records. Thank you.

For and on behalf of **Vivriti Capital Limited**

**Umesh Navani**  
**Company Secretary & Compliance Officer**  
**Mem No.: A40899**  
**Address: Vibgyor Towers, 3<sup>rd</sup> Floor, Block G,**  
**Bandra Kurla Complex, Mumbai - 400051**

*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
2. Quarter ending – December 31, 2025

## 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 directorship in listed entities including this listed entity	No. of Independent Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee held in listed entities including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 62O(1) of Listing Regulations)**
Mr	Vineet Sukumar	<b>DIN:</b> 06848801	Executive	30 Aug 2017	26 May 2024	-	-	30 Jun 1979	1	0	3	0
Mr	John Tyler Day	<b>DIN:</b> 07298703	Non-Executive-Nominee	18 Jan 2019	-	-	-	11 Mar 1986	2	0	1	0
Ms	Namrata Kaul	<b>DIN:</b> 00994532	Chairperson-Non-Executive-Independent	12 Jan 2019	12 Jan 2024	-	83.19	15 Mar 1964	4	4	6	3
Mr	Samir Rajendra Abhyankar	<b>DIN:</b> 10081649	Non-Executive-Nominee	19 May 2025	-	-	-	08 Jan 1975	1	0	0	0
Ms	Anita Belani	<b>DIN:</b> 01532511	Non-Executive-Independent	7 May 2021	-	-	55.24	19 Jan 1964	6	6	7	1
Mr	Gopal Srinivasan	<b>DIN:</b> 00177699	Non-Executive-Nominee	27 May 2022	-	-	-	4 Aug 1958	2	0	0	0
Mr	Santanu Paul	<b>DIN:</b> 02039043	Non-Executive Independent	9 Feb 2023	-	-	34.22	8 May 1968	1	1	3	1

## 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 directorship in listed entities including this listed entity	No. of Independent Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit/ Committee held in listed entities including this listed entity (Refer Regulation 620(1) of Listing Regulations)**
Mr	Lazar Zdravkovic	DIN: 10052432	Non-Executive-Nominee	31 Mar 2023	-	-	-	12 Feb 1992	1	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.

\*\* The count for directorship and committee membership / chairmanship is reckoned in accordance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, and accordingly, the directorship / membership of Directors in Vivriti Capital Limited, being a high value debt listed entity, has been included in the aforesaid calculations.

<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.

**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 d. Santanu Paul	a. Non-Executive - Independent b. Non-Executive – Independent c. Executive d. Non-Executive – Independent	a. 15-02-2019 b. 25-05-2021 c. 21-07-2018 d. 30-01-2025	a. N/A b. N/A c. N/A d. N/A
2. Nomination & Remuneration Committee	Yes	a. Anita Belani - (Chairperson) b. Namrata Kaul	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

		c. Gopal Srinivasan			
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 d. Santanu Paul	a. Non-Executive - Independent b. Non-Executive - Independent c. Executive d. Non-Executive - Independent	a. 06-11-2019 b. 25-05-2021 c. 06-11-2019 d. 30-01-2025	a. N/A b. N/A c. N/A d. 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			
28-07-2025		Yes	9	3	-
	28-10-2025	Yes	6	3	91 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					
				28-07-2025	-
Audit Committee – 28-10-2025	Yes	4	3		91 days
Nomination and Remuneration Committee					
				22-07-2025	-
				28-07-2025	5 days
Nomination and Remuneration Committee – 23-10-2025	Yes	2	2		86 days
Risk Management Committee					
				02-07-2025	-
				22-07-2025	19 days
Risk Management Committee – 22-10-2025*	Yes	4	2		91 days
*The meeting was adjourned to the next day i.e. 23-10-2025 due to paucity of time. The adjourned meeting had the same attendance as that of the original meeting.					
Corporate Social Responsibility Committee					
-	-	-	-	28-07-2025	-
Stakeholders Relationship Committee					
-	-	-	-	21-07-2025	-



*\*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  <b>Note:</b> The omnibus approval was obtained at the meeting of Audit Committee and Board held on May 19, 2025, respectively. The related party transactions have been reviewed at the meeting of Audit Committee and Board held on October 28, 2025, 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: Mr. Umesh Navani**  
**Company Secretary and Compliance Officer**

#### Note:

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



Details of Cyber Security Incident or Breaches or Loss of data or documents	
Whether as per Regulation 62Q(2)(c) 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, 2025, as per Regulation 62Q(2)(b) of Listing Regulations - Nil**