



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, 3rd 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 ¹ & DIN | Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) | Initial Date of Re- Appointment | Date of Appointme nt | Date of Cess atio n | Tenur e* | Date of Birth | No. of director ship innt listed entities includin g this listed entity | No independe nt Directorshi p in listed entities includin g this listed entity | No of membe rships in Stakeholder in listed entities includin g this listed entity | Number of Audit/ Committee held in listed entities includin g this listed entity [in referen ce to Regulat ion 62E(a)] ** |
| Mr | Vineet Sukumar | DIN: 06848801 | Executive | 30 Aug 2017 | 26 May 2024 | - | - | 30 Jun 1979 | 1 | 0 | 3 | 0 |
| Mr | John Tyler Day | DIN: 07298703 | Non- Executive- Nominee | 18 Jan 2019 | - | - | - | 11 Mar 1986 | 2 | 0 | 1 | 0 |
| Ms | Namrata Kaul | DIN: 00994532 | Chairperson- Non- Executive- Independent | 12 Jan 2019 | 12 Jan 2024 | - | 83.19 | 15 Mar 1964 | 4 | 4 | 6 | 3 |
| Mr | Samir Rajendra Abhyankar | DIN: 10081649 | Non- Executive- Nominee | 19 May 2025 | - | - | - | 08 Jan 1975 | 1 | 0 | 0 | 0 |
| Ms | Anita Belani | DIN: 01532511 | Non- Executive- Independent | 7 May 2021 | - | - | 55.24 | 19 Jan 1964 | 6 | 6 | 7 | 1 |
| Mr | Gopal Srinivasan | DIN: 00177699 | Non- Executive- Nominee | 27 May 2022 | - | - | - | 4 Aug 1958 | 2 | 0 | 0 | 0 |
| Mr | Santanu Paul | DIN: 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 ¹ & DIN | Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) | Initial Date of Appointment | Date of Appointment | Date of Cessation* | Tenure | Date of Birth | No. of directorship innt listed entities including this listed entity [in reference to Regulation 62E(a)]** | No. of independent Directorships in listed entities including this listed entity [in reference to Regulation 62E(a)]** | No. of memberships in Stakeholder entities including this listed entity [in reference to Regulation 62E(a)]** | Number of Stakeholders in listed entities including this listed entity (s) | No of post of Chairperson in Audit/ Committee held including this listed entity (Refer Regulation 62O(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.

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.

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 - 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 - 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 | - |
| - | - | - | - | 21-07-2025 | - |

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 | <p>Yes</p> <p><u>Note:</u> 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.</p> <p>Further, the RPTs other than omnibus approvals are also approved by the Audit Committee / Board from time to time as may be 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.
- 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 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.





| Details of Cyber Security Incident or Breaches or Loss of data or documents | |
|--|-----------------------------------|
| 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

