

August 06, 2026

To,

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

Sub: Outcome of Board Meeting held on August 06, 2026, as per Regulation 51(2) read with Part B of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir / Madam,

In furtherance to our intimation dated July 31, 2026, and pursuant to the provisions of Regulation 51(2) of the Listing Regulations, we wish to inform you that the Board of Directors of Vivriti Capital Limited (*formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited*) ('Company') at its meeting held today, i.e., August 06, 2026 (Thursday), has inter-alia, considered and approved:

1. Unaudited Financial Results of the Company for the quarter June 30, 2026, along with the Limited Review Report of Statutory Auditors, copy of which is enclosed herewith.
2. Appointment of Mr. John Tyler Day, holding DIN: 07298703 as an Additional Director in the capacity of Non-Executive Nominee Director, representing Creation Investments India III, LLC, on the Board of the Company with effect from August 06, 2026.
3. Appointment of Mr. Gaurav Malhotra, holding DIN: 07640504 as an Additional Director in the capacity of Non-Executive Nominee Director, representing Lightrack Growth Fund I S.A., SICAV-RAIF, LR India Fund I S.a.r.l SICAV-RAIF & Galina Private Equity Investments Ltd, on the Board of the Company with effect from August 06, 2026.
4. Appointment of Mr. Krishna Ramachandran, holding DIN: 07952166 as an Additional Director in the capacity of Non-Executive Nominee Director, representing TVS Shriram Growth Fund 3, on the Board of the Company with effect from August 06, 2026.
5. Appointment of M/s. GRNK & Associates, Company Secretaries as the Secretarial Auditor of the Company for FY 2026-27 in accordance with Section 204 of the Companies Act, 2013.
6. Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, copy of which is enclosed herewith for your information and appropriate dissemination.
7. Resignation of Mr. Umesh Navani from the position of Company Secretary and Compliance Officer of the Company with effect from the closing business hours of August 10, 2026, to pursue other career opportunity.

The meeting commenced at 3:25 PM and concluded at 5:00 PM.

Kindly take the same on your record.

For and on behalf of **Vivriti Capital Limited**
(*formerly known as Hari and Company Investments Madras Limited, and
Hari and Company Investments Madras Private Limited*).

Vineet Sukumar
Managing Director | 06848801
Address: Prestige Zackria Metropolitan, 8th Floor,
Block 1, No. - 200/1-8, Anna Salai, Chennai-600002



INDEPENDENT AUDITOR'S REVIEW REPORT ON UNAUDITED FINANCIAL RESULTS OF VIVRITI CAPITAL LIMITED (FORMERLY KNOWN AS HARI AND COMPANY INVESTMENTS MADRAS LIMITED, AND HARI AND COMPANY INVESTMENTS MADRAS PRIVATE LIMITED) FOR THE QUARTER ENDED JUNE 30, 2026

To the Board of Directors

Vivriti Capital Limited (Formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)

INTRODUCTION

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **Vivriti Capital Limited (Formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited) ("the Company")**, for the quarter ended June 30, 2026 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, read with the relevant Rules issued thereunder, the circulars, guidelines and directions issued by the Reserve Bank of India (RBI) from time to time ("RBI Guidelines") and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of the Listing Regulations, including relevant circulars issued by the SEBI from time to time and that it has been prepared in accordance with the relevant prudential norms issued by the RBI in respect of income recognition, asset classification, provisioning and other related matters, to the extent those are not inconsistent with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013. Our responsibility is to issue a report on the Statement based on our review.

SCOPE OF REVIEW

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



CONCLUSION

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard, the RBI Guidelines and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 52 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement, or that it has not been prepared in accordance with the relevant prudential norms issued by the RBI in respect of income recognition, asset classification, provisioning and other related matters.

OTHER MATTERS

5. The Statement includes comparative financial figures of the Company for the quarter ended June 30, 2025, for the quarter ended March 31, 2026 and the year ended March 31, 2026, which have been restated by the management to give effect to the Scheme of Demerger approved by the National Company Law Tribunal ('NCLT') vide The Certified True Copy of the final order dated 9 December 2025 was received on 2 January 2026 and the Certified True Copy of the rectified order dated 19 December 2025 was received on 2 February 2026. The Order of NCLT was filed with ROC on 2 March 2026. The appointed / effective date as per the Scheme is the first day of the month immediately succeeding the month in which all requisite conditions and filings with the regulatory authorities are completed. Accordingly, the appointed / effective date as per the Scheme is 1 April 2026, whereby the NBFC business has been transferred to the Company, and which has been accounted for as a common control business combination in accordance with the accounting treatment specified in Appendix C to Ind AS 103, 'Business Combinations'.

Corresponding comparative figures included in these financial results (which also includes financial information of the demerged undertaking) have been compiled by the Management and such comparative information has not been subjected to audit or limited review. Accordingly, we do not express any conclusion on the comparative financial information.

Our conclusion is not modified in respect of the above matters.

For **LDS & Co**
Chartered Accountants
ICAI Firms Registration number: 017903S



Surya Narayanan A R
Partner

Membership Number : 232866
UDIN : 26232866WVMBSM7187

Place : Chennai
Date : August 06, 2026

Vivriti Capital Limited
(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)
Regd. Office: Prestige Zackria Metropolitan, 8th Floor, Block 1, No. - 200/1-8, Anna Salai, Chennai-600002
(CIN - U65991TN1989PLC017066)

Statement of Unaudited Financial Results for the quarter ended 30 June 2026

(Rs. in lakhs, except per equity share data)

Particulars	Quarter ended			Year ended
	30 June 2026	31 March 2026	30 June 2025	31 March 2026
	Unaudited	Unaudited (Note 4)	Unaudited (Note 4)	Unaudited (Note 4)
Revenue from operations				
Interest income	43,601.22	40,762.96	35,013.92	1,52,136.79
Fees and commission income	587.92	1,253.61	1,136.79	9,166.21
Net gain on fair value changes	379.97	1,033.19	(198.60)	1,189.43
Net gain on derecognition of financial instruments	19.83	806.66	-	2,209.33
Total revenue from operations	44,588.94	43,856.42	35,952.11	1,64,701.76
Other income	656.52	1,261.57	215.02	1,929.45
Total income	45,245.46	45,117.99	36,167.13	1,66,631.21
Expenses				
Finance costs	22,788.69	22,158.28	19,556.74	84,390.94
Impairment on financial instruments	7,055.28	3,601.44	5,349.82	25,113.21
Employee benefit expenses	2,781.44	2,533.25	2,761.70	11,279.04
Depreciation and amortisation	339.54	457.59	437.02	1,745.99
Other expenses	2,401.53	2,250.72	1,694.31	8,309.35
Total expenses	35,366.48	31,001.28	29,799.59	1,30,838.53
Profit before tax	9,878.98	14,116.71	6,367.54	35,792.68
Tax expense				
- Current tax	2,592.18	2,357.68	2,149.78	9,386.59
- Deferred tax charge / (benefit)	(36.47)	1,321.87	(535.20)	(111.66)
Total tax expense	2,555.71	3,679.55	1,614.58	9,274.93
Net profit after tax for the period/ year	7,323.27	10,437.16	4,752.96	26,517.75
Other comprehensive income				
(i) Items that will not be reclassified to profit or loss:				
Remeasurements of the defined benefit asset/ (liability)	5.55	(38.28)	(8.54)	27.27
Income tax relating to items that will not be reclassified to profit or loss	(1.40)	9.64	2.15	(6.86)
Sub-total (A)	4.15	(28.64)	(6.39)	20.41
(ii) Items that will be reclassified to profit or loss:				
Fair valuation of financial instruments (net)	107.32	(682.02)	203.29	(789.92)
Changes in Cash flow hedge reserve	(263.37)	2,082.27	(151.40)	2,148.20
Income tax relating to items that will be reclassified to profit or loss	39.27	(352.41)	(13.06)	(341.85)
Sub-total (B)	(116.78)	1,047.84	38.83	1,016.43
Other comprehensive income (A + B)	(112.63)	1,019.20	32.44	1,036.84
Total comprehensive income for the period/ year, net of income	7,210.64	11,456.36	4,785.40	27,554.59
Earnings per equity share				
Basic (₹)	976.44	1,391.62	633.73	3,535.70
Diluted (₹)	976.44	1,391.62	633.73	3,535.70
Face value per share (₹)	Not annualised 10.00	Not annualised 10.00	Not annualised 10.00	Annualised 10.00

See accompanying notes to the unaudited financial results



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(CIN - U65991TN1989PLC017066)

Notes to the unaudited financial results for the quarter ended 30 June 2026

- 1 Vivriti Capital Limited ("the Company") is a Middle Layer Non-Banking Financial Company (NBFC-ML), registered with the Reserve Bank of India ("the RBI"). The Company was converted from a Private Limited Company to a Public Limited Company, in this regard, the name of Company was changed from Hari and Company Investments Madras Private Limited to Hari and Company Investments Madras Limited effective 08 May 2026. Further, pursuant to the Composite scheme arrangement the name of the Company was changed from Hari and Company Investments Madras Limited to Vivriti Capital Limited effective 13 June 2026.
- 2 The above unaudited financial results for the quarter ended 30 June 2026 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at their respective meetings held on 06 August 2026. The above results for the quarter ended 30 June 2026 have been reviewed by the statutory auditors of the Company. The auditors have issued an unmodified limited review report.
- 3 These financial results for the quarter ended 30 June 2026 are the Company's first financial results prepared in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and Ind AS has become applicable to the Company with effect from 01 April 2026 consequent to the Scheme (refer to note 4) with date of transition as 1 April 2025. Up to the year ended 31 March 2026, the Company prepared its financial statements in accordance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2021, notified under Section 133 of the Companies Act, 2013 ("previous GAAP"). The particulars of the adjustments on transition to Ind AS for the corresponding quarters ended 30 June 2025 and 31 March 2026 are set out in note 5.
- 4 The Board of Directors of the Company at its meeting held on 27 June 2024, had approved the Composite Scheme of Arrangement ("Scheme") amongst the Company, Vivriti Funds Private Limited ("VFPL"), Vivriti Next Limited ("VNL") (the holding company), Vivriti Capital Limited ("VCL"), Vivriti Asset Management Private Limited and their respective shareholders, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, (as amended from time to time) subject to receipt of necessary statutory and regulatory approvals. Upon the effectiveness of the Scheme,

(i) all the undertaking, business, activities and operations of VCL, pertaining exclusively to the NBFC Business shall get transferred to Hari and Company Investments Madras Private Limited ("HCIMPL"), from the Effective date, and accordingly, all related assets, liabilities, rights, obligations, relationships, contracts, commitments, arrangements, proceedings, etc. of VCL pertaining exclusively to the NBFC Business, stands transferred to and vested in HCIMPL as a going concern, to become the undertaking of HCIMPL pursuant to the Scheme.

(ii) VNL shall issue shares to the shareholders of VCL in accordance with the share entitlement ratio approved under the Scheme. The issuance of such shares, along with the merger of the NBFC business into HCIMPL pursuant to the Scheme, shall result in the recognition of the transferred assets, liabilities and the resultant reserves in the financial results.

The certified true copy of the final order dated 9 December 2025 was received on 2 January 2026 and the certified true copy of the rectified order dated 19 December 2025 was received on 2 February 2026. The Order of NCLT was filed with ROC on 2 March 2026.

On the effective date, the Company had accounted for the Scheme and recorded net liabilities and reserves of the NBFC undertaking at the carrying amounts as appearing in the books of Vivriti Capital Limited. The nominal value of the equity and compulsorily convertible preference shares issued by the Holding Company towards settlement of purchase consideration have been recognised as deemed capital contribution. The resulting balance has been debited to Capital Reserve.

Pursuant to Appendix C of Ind AS 103, Business Combinations, the comparative financial information has been restated as if the merger had occurred from the beginning of the comparative period. Accordingly, the financial information for the quarter and year ended 31 March 2026 and the quarter ended 30 June 2025 has been restated as though the demerger took effect on 01 April 2025 (including effect of transition to Ind AS).

The name references given in this note are in line with the Scheme. Refer to note 1 with respect to the subsequent name changes.

- 5 The adjustments to profit before tax on transition to Ind AS for the corresponding quarters ended 30 June 2025 and 31 March 2026 are set out as below:

(Rs. in lakhs)

Particulars	Quarter ended 31 March 2026	Quarter ended 30 June 2025	Year ended 31 March 2026
<u>Adjustments on transition to Ind AS:</u>			
Fair valuation of investments	23.76	39.00	(22.22)

- 6 The unaudited financial results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard ('Ind AS') 34 - "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations 2015. The financial results have been drawn up on the basis of Ind AS, that are applicable to the Company as at 30 June 2026. Any application guidance/ clarifications / directions issued by the RBI or other regulators are implemented as and when they are issued/ applicable.
- 7 There are no separate reportable segments in accordance with Ind AS 108 on "Operating Segments" in respect of the Company.
- 8 In terms of the requirement as per Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025, on implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income recognition, Asset Classification and Provisioning (IRACP) Norms (including provision on standard assets). The impairment allowances under Ind AS 109 made by the Company exceeds the total provision required under IRACP (including standard asset provisioning) as at 30 June 2026 and accordingly, no amount is required to be transferred to impairment reserve.



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(CIN - U65991TN1989PLC017066)

Notes to the unaudited financial results for the quarter ended 30 June 2026

9 Disclosures pursuant to Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025, dated 28 November 2025

a) Details of loans (not in default) acquired through assignment during the year to date period ended 30 June 2026:

Amount of loans acquired through assignment (INR in Lakhs)	2,435.59
Weighted average maturity in months	19.88
Weighted average holding period in months	8.49
Retention of beneficial economic interest	10%
Coverage of tangible security	0%-100%
Rating-wise distribution of rated loans	NA

b) Details of loans transferred (not in default) during the quarter ended 30 June 2026.

Particulars	To Banks	To others
Number of loans sold	795	5,075
Aggregate amount (INR in Lakhs)	1,033.28	5,187.40
Sale consideration (INR in Lakhs)	929.95	5,187.43
Number of transactions	1	3
Weighted average maturity in months (remaining)	17.16	47.34
Weighted average holding period in months (after origination)	1.00	39.84
Retention of beneficial economic interest (average)	10%	-
Coverage of tangible security coverage Rating wise distribution of rated loans Number of instances (transactions) where transferor has agreed to replace the transferred loans	Nil	Nil
Number of transferred loans replaced	NA	NA

c) The Company has not acquired any stressed loan during the period ended 30 June 2026. However, the Company had sold loans which were under default during the period ended 30 June 2026; Disclosures in connection with the sale of such assets per the requirements of the aforementioned circular is as below:

Particulars	To ARCs
No. of accounts	6
Aggregate principal outstanding of loans transferred (INR in Lakhs)	1,605.03
Weighted average residual tenor of the loans transferred	-
Net book value of the loans transferred (at the time of transfer) (INR in Lakhs)	1,123.52
Aggregate consideration (INR in Lakhs)	1,150.00
Additional consideration realised in respect of accounts transferred in earlier years (INR in Lakhs)	-

d) Details of Co-Lending Arrangements ('CLA') as a Partner RE as at period ended 30 June 2026:

i) Quantum of CLA's	
No of Partnerships	7
Amount of Gross Loan Outstanding (INR in Lakhs)	1,23,301.19
ii) Weighted Average Rate of Interest	19.34%
iii) Fees Paid (INR in Lakhs)	30.66
iv) Broad Sectors in which CLA was made	Consumer Finance, Business Loans, Micro Finance
v) Performance of Loans under CLA (INR in Lakhs)	
Stage I	1,13,553.30
Stage II	3,124.52
Stage III	6,623.38
vi) Details related to default loss guarantee	Partner has provided Default Loss guarantee upto 5% of the total amount disbursed



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(CIN - U65991TN1989PLC017066)

10 Analytical ratios / disclosures required under Regulation 52 / 54 of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Ref	Quarter ended			Year ended
		30 June 2026	31 March 2026	30 June 2025	31 March 2026
		Unaudited	Unaudited (Note 4)	Unaudited (Note 4)	Unaudited (Note 4)
Debt-equity ratio (No. of times)	10.1	3.62	3.92	3.45	3.92
Outstanding optionally convertible redeemable preference shares (Quantity and Value)		Nil	Nil	Nil	Nil
Debenture redemption reserve (Amount in lakhs)		Nil	Nil	Nil	Nil
Capital redemption reserve (Amount in lakhs)		Nil	Nil	Nil	Nil
Net worth (Amount in lakhs)	10.2	2,48,348.39	2,41,137.75	2,17,592.48	2,41,137.75
Net profit after Tax (Amount in lakhs)		7,323.27	10,437.16	4,752.96	26,517.75
Earnings per share (Not annualised for the interim periods)					
Basic (₹)		976.44	1,391.62	633.73	3,535.70
Diluted (₹)		976.44	1,391.62	633.73	3,535.70
Total debts to total assets (%)	10.3	74.34%	74.97%	74.40%	74.97%
Net profit margin (%)	10.4	16.42%	23.13%	13.14%	15.91%
Sector specific equivalent ratios					
(i) Gross Non-Performing Assets (GNPA) Ratio (%)	10.5	2.24%	2.18%	2.49%	2.18%
(ii) Net Non-Performing Assets (NNPA) Ratio (%)	10.6	1.23%	1.18%	0.97%	1.18%
(iii) Capital adequacy ratio or capital-to-risk weighted assets ratio	10.7	22.48%	21.24%	21.51%	21.24%

10.1 Debt-equity ratio is (Debt Securities+Borrowings (Other than debt securities) - Bank overdrafts - Unamortized issues expenses) / Net worth.

10.2 Net worth is equal to Equity share capital + Other equity excluding reserves created out of amalgamation.

10.3 Total debts to total assets is (Debt Securities and Borrowings (other than debt securities) - Bank overdrafts - Unamortized issues expenses) / Total assets

10.4 Net profit margin is Net profit after tax / Total Revenue from operations

10.5 GNPA Ratio is Gross Stage 3 assets/ Gross assets under management. Asset under management includes loans, investments in non-convertible debentures, investment in pass through certificates.

10.6 NNPA Ratio is (Gross Stage 3 assets - Impairment Loss allowance for Stage 3 assets) / (Gross Assets under management - Impairment allowance for Stage 3 assets).

10.7 Capital adequacy ratio or capital-to-risk weighted assets ratio (CRAR) is computed by dividing company's Tier I and Tier II capital by risk weighted assets.

10.8 The information related to Debt Service Coverage Ratio, Interest Service Coverage ratio, Current ratio, long term debt to working capital ratio, bad debts to accounts receivable ratio, current liability ratio, debtors turnover, inventory turnover and operating margin have not been included as these disclosures are not applicable to the Company considering the nature of business undertaken by the Company.

11 The Company does not have any listed non-convertible redeemable preference shares and accordingly disclosures under regulation 52(6) of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

12 All outstanding non-convertible listed debt securities are secured by way of an exclusive charge on identified receivables of the Company with security cover of 1.08 times of outstanding amount on such securities at any point in time. All outstanding non-convertible unlisted debt securities are secured by way of an exclusive charge on identified receivables of the Company with security cover of 1.11 times of outstanding amount on such securities at any point in time. There are no unsecured non-convertible securities.

For and on behalf of the Board of Directors
Vivriti Capital Limited

Vincent Sukumar

Vincent Sukumar
Managing Director
DIN: 06848801

Place: Chennai
Date: 06 August 2026



Disclosure in terms of Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 30 June 2026

- a) Debt Equity ratio as on 30 June 2026 is 3.62.
- b) The Company is not required to create Debenture redemption reserve and Capital Redemption reserve in terms of the Companies (Share Capital and Debentures) Rules, 2014 read with the Companies (Share Capital and Debentures) Amendment Rules, 2019.
- c) Net worth as on 30 June 2026 is ₹ 2,48,348.39 Lakhs.
- d) Net Profit after tax for the quarter ended 30 June 2026 is ₹ 7,323.27 Lakhs.
- e) Earnings per share for the quarter ended 30 June 2026 (not annualised): Basic – ₹ 976.44 and Diluted - ₹ 976.44.
- f) Outstanding Optionally Convertible Redeemable Preference Share Capital as on 30 June 2026 is Nil.
- g) Total debts to total assets ratio as on 30 June 2025 is 74.34%.
- h) Gross Non-Performing Assets (GNPA) Ratio as on 30 June 2026 is 2.24%.
- i) Net Non-Performing Assets (NNPA) Ratio as on 30 June 2026 is 1.23%.
- j) Capital adequacy ratio or capital-to-risk weighted assets ratio (CRAR) as on 30 June 2026 is 22.48%.
- k) Net profit margin (%) for the quarter ended 30 June 2026 is 16.42%.
- l) The information related to Debt Service Coverage Ratio, Interest Service Coverage ratio, Current ratio, long term debt to working capital ratio, bad debts to accounts receivable ratio, current liability ratio, debtors turnover, inventory turnover and operating margin have not been included as these disclosures are not applicable to the Company considering the nature of business undertaken by the Company.

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

(formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)

Vineet Sukumar
Managing Director
DIN: 06848801

Address: Prestige Zackria Metropolitan, 8th Floor,
Block 1, No. - 200/1-8, Anna Salai, Chennai-600002

Date: 06 August 2026

06 August 2026

To,

Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Sub: Statement of utilisation and material deviation in use of issue proceeds as per Regulation 52(7) and 52(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the quarter ended 30 June 2026

Dear Sir/ Madam,

As required under Regulation 52(7) & 52(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby declare that no Non-Convertible Debentures were raised during the quarter ended 30 June 2026.

Accordingly, submission of Statement of utilization and material deviation in use of issue proceeds for the quarter ended 30 June 2026, is not applicable.

Kindly take the same on record.

For and on behalf of **Vivriti Capital Limited**
*(formerly known as Hari and Company Investments Madras Limited, and
Hari and Company Investments Madras Private Limited)*

Vineet Sukumar
Managing Director
DIN: 06848801
Address: Prestige Zackria Metropolitan No. 200/1-8,
8th Floor, Block -1, Annasalai, Chennai – 600002

August 06, 2026

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, 2026

Dear Sir/ Ma'am,

Pursuant to Regulation 54 of Listing Regulations read with SEBI Circular dated May 19, 2022, as amended from time to time, the Security Cover Certificate containing 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, 2026, is enclosed herewith.

Kindly take the same on record.

For and on behalf of **Vivriti Capital Limited**
*(formerly known as Hari and Company Investments Madras Limited, and
Hari and Company Investments Madras Private Limited)*

Vineet Sukumar
Managing Director
DIN: 06848801
Address: Prestige Zackria Metropolitan, 8th Floor, Block 1,
No. - 200/1-8, Anna Salai, Chennai-600002

Encl: a/a

Independent Auditor's Report on Security Cover as at June 30, 2026 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) for submission to the Stock Exchange(s) and Debenture Trustee(s) (the "Debenture Trustees")

To

The Board of Directors

Vivriti Capital Limited

(Formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited)

1. This Report is issued in accordance with the Engagement Letter dated 21/07/2026.
2. We, L D S & Co, Chartered Accountants, are the Statutory Auditors of Vivriti Capital Limited (Formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited) ("the Company") and have been requested by the Company to examine the accompanying Statement showing 'Security Cover' for the listed non-convertible debt securities as at June 30, 2026 (the "Statement") which has been prepared by the Company from the unaudited financial results and other relevant records and documents maintained by the Company as at and for the period ended June 30, 2026 pursuant to the requirements of Regulation 54 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Regulations"), and has been initialled by us for identification purpose only.

This Report is required by the Company for the purpose of submission with Beacon Trusteeship Limited (the "Debenture Trustees") of the Company and to BSE Limited ("Stock Exchange") to ensure compliance with the SEBI Regulations and SEBI Master Circular bearing Ref No. SEBI/HO/DDHS-PoD-1/P/CIR/2025/117 dated August 13, 2025 and Regulation 54 & 56(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of its listed non-convertible debt securities as at June 30, 2026 ("Debentures"). The Company has entered into agreement(s) with the Debenture Trustee ("Debenture Trust Deed") in respect of such Debentures, as indicated in the Statement.

Management's Responsibility

3. The preparation of the Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. 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 Management of the Company is also responsible for ensuring that the Company complies with all the relevant requirements of the SEBI circular, SEBI Regulations, Companies Act, 2013 and other applicable laws and regulations, as applicable.

5. The Management is also responsible to ensure that the Security Cover Ratio as on June 30, 2026 is in compliance with SEBI Master circular no. SEBI Master Circular bearing Ref No. SEBI/HO/DDHS-PoD-1/P/CIR/2025/117 dated August 13, 2025 and Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the minimum-security cover requirement of hundred percent as per the SEBI Regulations as given in Annexure I attached to this certificate.

Auditor's Responsibility

6. Our responsibility, for the purpose of this certificate, is to verify the particulars contained in the Statement, on the basis of the unaudited financial results and other relevant records and documents maintained by the Company and to certify that the security cover ratio is minimum hundred percent as per the minimum requirement stated in the SEBI Regulations.
7. We have reviewed the unaudited financial results ("financial results") for the quarter ended June 30, 2026, prepared by the Company pursuant to the requirements of Regulation 52 of the SEBI Regulations, as amended, and issued an unmodified conclusion dated August 06, 2026. Our review of these financial results for the period ended June 30, 2026, was conducted in accordance with the Standards on Auditing (SAs), issued by the Institute of Chartered Accountants of India ("ICAI") respectively as notified under section 143(10) of the Companies Act.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. 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".
10. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
11. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria, mentioned in paragraph 6 above. The procedures performed vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures in relation to the Statement:
 - (a) Obtained and read the Debenture Trust Deed and the Information Memorandum in respect of the secured Debentures and noted the security cover percentage required to be maintained by the Company in respect of such Debentures, as indicated in Annexure I of the Statement.
 - (b) Traced and agreed the principal amount of the Debentures outstanding as on June 30, 2026, to the unaudited financial statements of the Company and unaudited books of account maintained by the Company as at June 30, 2026;



- (c) Obtained and read the particulars of security cover required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and the Information Memorandum.
- (d) Traced the value of assets indicated in Annexure I of the Statement to the unaudited books of account maintained by the Company as on June 30, 2026.
- (e) Obtained the list of security created in the register of charges maintained by the Company and filed with Ministry of Corporate Affairs. Traced the value of charge created against assets to the security cover.
- (f) Obtained the list and value of assets placed under lien or encumbrance for the purpose of obtaining any other loan and determined that such assets are not included in the calculation of security cover in respect of the Debentures.
- (g) Examined and verified the arithmetical accuracy of the computation of security cover indicated in Annexure I of the Statement.

Conclusion

12. Based on the procedures performed by us, as referred to in paragraph 11 above and according to the information and explanations received and Management representations obtained, nothing has come to our attention that causes us to believe that the Company has not:
- (a) maintained requisite security cover or security cover as per the terms of the Information Memorandum and Debenture Trust deed.
 - (b) extracted, computed the particulars and the security cover ratio as disclosed in the statement accurately.

Restriction on Use

13. The Report has been issued at the request of the Company, solely in connection with the purpose mentioned in paragraph 2 above and to be submitted with the accompanying Statement to the Stock Exchange and Debenture Trustees and is not to be used or referred to for any other person. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come. We have no responsibility to update this certificate for events and circumstances occurring after the date of this report.

For L D S & Co
Chartered Accountants
FRN: 017903S



Surya Narayanan A R
Partner

Membership Number: 232866
UDIN: 26232866VYLRJR1638



Place: Chennai

Date: August 06, 2026

Statement of Security Cover as at 30 June 2026, pursuant to requirements of regulation 54(3) read with regulation 56(1)(d) of Securities And Exchange Board of India (Listing Obligations And Disclosure requirements) Regulations, 2015

Annexure I - Total Security Cover

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		Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
	Description of asset for which this certificate relate	Debt for which this certificate being issued	Other Secured Debt	Debt 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 which there is pari- Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA 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, DSRA 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	
ASSETS														
Property, Plant and Equipment		-	-	-	-	-	1,695.69	-	1,695.69	-	-	-	-	-
Capital Work-in- Progress		-	-	-	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-	671.57	-	671.57	-	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets under Development		-	-	-	-	-	-	-	-	-	-	-	-	-
Investments		42,972.95	6,500.00	-	-	-	6,926.23	-	56,399.18	-	42,972.95	-	-	42,972.95
Loans		1,66,787.35	7,09,484.58	-	-	-	2,08,481.06	-	10,84,752.99	-	1,66,787.35	-	-	1,66,787.35
Inventories		-	-	-	-	-	-	-	-	-	-	-	-	-
Trade Receivables		-	-	-	-	-	1,934.87	-	1,934.87	-	-	-	-	-
Cash and Cash Equivalents		-	-	-	-	-	15,739.69	-	15,739.69	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	20,341.31	-	-	-	15,858.58	-	36,199.89	-	-	-	-	-
Others		-	-	-	-	-	30,780.03	-	30,780.03	-	-	-	-	-
Total		2,09,760.30	7,36,325.89	-	-	-	2,82,087.72	-	12,28,173.91	-	2,09,760.30	-	-	2,09,760.30
LIABILITIES														
Debt securities to which this certificate		1,94,261.65	-	-	-	-	-	-	1,94,261.65	-	1,94,261.65	-	-	1,94,261.65
Other debt sharing pari-passu charge with above debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Other Debt	Commercial Papers	-	-	-	-	-	36,537.87	-	36,537.87	-	-	-	-	-
Subordinated debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-	-
Bank	Term Loan from Banks	-	4,10,664.23	-	-	-	-	-	4,10,664.23	-	-	-	-	-
Debt Securities		-	-	-	-	-	-	-	-	-	-	-	-	-
Others	Term Loan from other parties and loans repayable on demand	-	2,56,624.90	-	-	-	-	-	2,56,624.90	-	-	-	-	-
Trade payables		-	-	-	-	-	6,279.84	-	6,279.84	-	-	-	-	-
Lease Liabilities		-	-	-	-	-	874.15	-	874.15	-	-	-	-	-
Provisions		-	-	-	-	-	18,981.50	-	18,981.50	-	-	-	-	-
Others		-	-	-	-	-	58,806.19	-	58,806.19	-	-	-	-	-
Total		1,94,261.65	6,67,289.13	-	-	-	1,21,479.55	-	9,83,030.33	-	1,94,261.65	-	-	1,94,261.65
Cover on Book Value		1.08									1.08			1.08
Cover on Market Value														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									



Statement of Security Cover as at 30 June 2026, pursuant to requirements of regulation 54(3) read with regulation 56(1)(d) of Securities And Exchange Board of India (Listing Obligations And Disclosure requirements) Regulations, 2015

Annexure I - Beacon Trusteeship Ltd

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		Exclusive Charge	Exclusive Charge	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
	Description of asset for which this certificate relate	Debt for which this certificate being issued	Other Secured Debt	Debt 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 which there is pari- Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA 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, DSRA 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		
ASSETS														
Property, Plant and Equipment		-	-	-	-	-	1,695.69	-	1,695.69	-	-	-	-	-
Capital Work-in- Progress		-	-	-	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-	671.57	-	671.57	-	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets under Development		-	-	-	-	-	-	-	-	-	-	-	-	-
Investments		42,972.95	6,500.00	-	-	-	6,926.23	-	56,399.18	-	42,972.95	-	-	42,972.95
Loans		1,50,116.22	7,26,155.71	-	-	-	2,08,481.06	-	10,84,752.99	-	1,50,116.22	-	-	1,50,116.22
Inventories		-	-	-	-	-	-	-	-	-	-	-	-	-
Trade Receivables		-	-	-	-	-	1,934.87	-	1,934.87	-	-	-	-	-
Cash and Cash Equivalents		-	-	-	-	-	15,739.69	-	15,739.69	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	20,341.31	-	-	-	15,858.58	-	36,199.89	-	-	-	-	-
Others		-	-	-	-	-	30,780.03	-	30,780.03	-	-	-	-	-
Total		1,93,089.17	7,52,997.02	-	-	-	2,82,087.72	-	12,28,173.91	-	1,93,089.17	-	-	1,93,089.17
LIABILITIES														
Debt securities to which this certificate pertains		1,79,268.35	14,993.30	-	-	-	-	-	1,94,261.65	-	1,79,268.35	-	-	1,79,268.35
Other debt sharing pari-passu charge with above debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Other Debt	Commercial Papers	-	-	-	-	-	36,537.87	-	36,537.87	-	-	-	-	-
Subordinated debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-	-
Bank	Term Loan from Banks	-	4,10,664.23	-	-	-	-	-	4,10,664.23	-	-	-	-	-
Debt Securities		-	-	-	-	-	-	-	-	-	-	-	-	-
Others	Term Loan from other parties and loans repayable on demand	-	2,56,624.90	-	-	-	-	-	2,56,624.90	-	-	-	-	-
Trade payables		-	-	-	-	-	6,279.84	-	6,279.84	-	-	-	-	-
Lease Liabilities		-	-	-	-	-	874.15	-	874.15	-	-	-	-	-
Provisions		-	-	-	-	-	18,981.50	-	18,981.50	-	-	-	-	-
Others		-	-	-	-	-	58,806.19	-	58,806.19	-	-	-	-	-
Total		1,79,268.35	6,82,282.43	-	-	-	1,21,479.55	-	9,83,030.33	-	1,79,268.35	-	-	1,79,268.35
Cover on Book Value		1.08									1.08			1.08
Cover on Market Value														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									



Statement of Security Cover as at 30 June 2026, pursuant to requirements of regulation 54(3) read with regulation 56(1)(d) of Securities And Exchange Board of India (Listing Obligations And Disclosure requirements) Regulations, 2015

Annexure I - Unlisted

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	Pari- Passu Charge	Pari- Passu Charge	Pari- Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other Secured Debt	Debt 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 which there is pari- Passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance, DSRA 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, DSRA 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	
ASSETS														
Property, Plant and Equipment		-	-	-	-	-	1,695.69	-	1,695.69	-	-	-	-	-
Capital Work-in- Progress		-	-	-	-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	-	-	-	671.57	-	671.57	-	-	-	-	-
Goodwill		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets under Development		-	-	-	-	-	-	-	-	-	-	-	-	-
Investments		-	49,472.95	-	-	-	6,926.23	-	56,399.18	-	-	-	-	-
Loans		16,671.13	8,59,600.80	-	-	-	2,08,481.06	-	10,84,752.99	-	16,671.13	-	-	16,671.13
Inventories		-	-	-	-	-	-	-	-	-	-	-	-	-
Trade Receivables		-	-	-	-	-	1,934.87	-	1,934.87	-	-	-	-	-
Cash and Cash Equivalents		-	-	-	-	-	15,739.69	-	15,739.69	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	20,341.31	-	-	-	15,858.58	-	36,199.89	-	-	-	-	-
Others		-	-	-	-	-	30,780.03	-	30,780.03	-	-	-	-	-
Total		16,671.13	9,29,415.06	-	-	-	2,82,087.72	-	12,28,173.91	-	16,671.13	-	-	16,671.13
LIABILITIES														
Debt securities to which this certificate		14,993.30	1,79,268.35	-	-	-	-	-	1,94,261.65	-	14,993.30	-	-	14,993.30
Other debt sharing pari-passu charge with above debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Other Debt	Commercial Papers	-	-	-	-	-	36,537.87	-	36,537.87	-	-	-	-	-
Subordinated debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-	-
Bank	Term Loan from Banks	-	4,10,664.23	-	-	-	-	-	4,10,664.23	-	-	-	-	-
Debt Securities		-	-	-	-	-	-	-	-	-	-	-	-	-
Others	Term Loan from other parties and loans repayable on demand	-	2,56,624.90	-	-	-	-	-	2,56,624.90	-	-	-	-	-
Trade payables		-	-	-	-	-	6,279.84	-	6,279.84	-	-	-	-	-
Lease Liabilities		-	-	-	-	-	874.15	-	874.15	-	-	-	-	-
Provisions		-	-	-	-	-	18,981.50	-	18,981.50	-	-	-	-	-
Others		-	-	-	-	-	58,806.19	-	58,806.19	-	-	-	-	-
Total		14,993.30	8,46,557.48	-	-	-	1,21,479.55	-	9,83,030.33	-	14,993.30	-	-	14,993.30
Cover on Book Value		1.11									1.11			1.11
Cover on Market Value														
		Exclusive Security Cover Ratio			Pari-Passu Security Cover Ratio									





VIVRITI CAPITAL LIMITED

*(formerly known as Hari and Company Investments Madras Limited, and
Hari and Company Investments Madras Private Limited)*

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Version	Approval Date	Prepared By	Approved By
V1	01.04.2026	Compliance	Board of Directors
V1.1 <i>(pursuant to the name change of the company)</i>	15.06.2026	Compliance	Board of Directors
V2	06.08.2026	Compliance	Board of Directors

1. Background

- 1.1. Regulation 8 read with Schedule A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time mandates formulation of a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- 1.2. The Board of Directors of Vivriti Capital Limited (“Company”) formulated and approved this Code for the Company in accordance with the applicable provisions.

2. Preamble and Objective

- 2.1. This Code is based on principles such as, equality of access to Unpublished Price Sensitive Information (‘UPSI’), uniform and universal publication of USPI such as those on dividend, inorganic growth pursuits, interactions with analysts, publication of transcripts of such interactions etc;
- 2.2. This Code has the following objectives:
 - 2.2.1. To ensure timely and adequate disclosure of UPSI;
 - 2.2.2. Sharing of UPSI for legitimate purposes;
 - 2.2.3. To maintain uniformity, transparency and fairness in dissemination of UPSI and dealing with all the stakeholders

3. Scope and applicability

- 3.1. This Code is applicable on all persons so identified by the Board of Directors of the Company, including but not limited to the following:
 - 3.1.1. Insiders
 - 3.1.2. Connected persons
 - 3.1.3. Designated Persons
 - 3.1.4. Fiduciary, who has access to UPSI
 - 3.1.5. Intermediaries having access to UPSI
 - 3.1.6. Such other persons as may be specified by the Board of Directors from time to time.

4. Definitions

- 4.1. **‘Act’** means Securities and Exchange Board of India Act, 1992 as amended from time to time.
- 4.2. **‘Audit Committee’** means the Audit Committee of the Board of Directors constituted under Section 177 of the Companies Act, 2013.
- 4.3. **‘Board’ or ‘Board of Directors’** shall mean the Board of Directors of the Company.

- 4.4. **‘Code’** shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons & their relatives and Connected Persons in Securities of the Company, as amended from time to time.
- 4.5. **‘Code of Fair Disclosure’** shall mean the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- 4.6. **‘Company’ or ‘VCL’** means Vivriti Capital Limited (*formerly known as Hari and Company Investments Madras Limited, and Hari and Company Investments Madras Private Limited*).
- 4.7. **‘Chief Investor Relations Officer [CIRO]’** is the person designated to deal with dissemination of information and disclosure of unpublished price sensitive information and the Company Secretary & Compliance Officer of the Company is designated as the Chief Investor Relations Officer [CIRO].
- 4.8. **‘Compliance Officer’** means the Company Secretary & Compliance Officer of the Company, who is designated as the Compliance Officer pursuant to Insider Trading Regulations unless the Board designates any other person in this regard.
- 4.9. **‘Connected Person’** means the Connected Person defined under Regulation 2(d) of Insider Trading Regulations, including any amendments made thereunder.
- 4.10. **‘Contra Trade’** means a trade or transaction which involves buying or selling any number of Listed Securities of the Company / its clients and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
- 4.11. **‘Director’** shall mean and include a member of the Board of Directors of the Company.
- 4.12. **‘Designated Persons’** means all the following employees given below of the Company including the Promoters and its Board of Directors:
- a) up to two (2) level below the Board of Directors, irrespective of position or designation;
 - b) who directly report into the Managing Director or Board of Directors or any statutory Committee thereof
 - c) contractual employees who fall in above criteria listed in point (a) to (b)
- Provided that** if any functional head of any respective division submits the name of Designated Persons from his/her division, then such list shall prevail over and above the ones mentioned in point (a) to (c) above.
- 4.13. **‘Generally Available Information’** means information that is accessible to the public on a non- discriminatory basis or such other information as defined under Regulation 2(e) of Insider Trading Regulations.

4.14. **‘Insider Trading Regulations’** means SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

4.15. **‘Immediate Relative’** means a spouse of a person, and includes parents, siblings, and children of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Listed Securities or any other person as defined under Regulation 2(f) of Insider Trading Regulations.

Provided that where that if a Designated Person’s spouse is professionally or otherwise independent and has verifiable means to prove that he/she is not dependent financially on such Designated Person, nor do consult for taking decisions related to trading or investment activities then such Designated Person’s spouse shall not be treated as Immediate Relative.

4.16. **‘Insider’** means any person who is:

- a. A Connected Person; or
- b. In possession of or having access to Unpublished Price Sensitive Information;
- c. Designated person(s) and their immediate relatives or such other persons as defined under Regulation 2(g) of Insider Trading Regulations.

4.17. **‘LODR Regulations’** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4.18. **‘Legitimate purposes’** - Following may constitute sharing of information for legitimate purposes:

4.18.1.1. in the ordinary course of business by an insider with partners, collaborators, lenders, including any person or entity who has either lent or is in process to lend, fund/non-fund based facility, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants,

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations

4.18.1.2. with such persons who have expressly agreed in writing to keep the information confidential and not trade in the Listed Securities of the Company / its clients based on such information, and

4.18.1.3. includes such other purpose as may be decided by the Board and/or Managing Director, from to time.

4.19. **‘Securities’** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of mutual funds.

- 4.20. **‘Structured Digital Database (SDD)’** means a digital database created, updated and maintained by the Company as per the provisions of the Insider Trading Regulations containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 4.21. **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any Listed Securities as defined under Regulation 2(l) of Insider Trading Regulations and "trade" shall be construed accordingly.
- 4.22. **‘Trading Plan’** is a plan submitted to the Compliance Officer by an Insider who has knowledge or is in possession of UPSI, his or her intention to trade in the Listed Securities of the Company / its clients over a given period of time.
- 4.23. **‘Unpublished Price Sensitive Information’** means any information, relating to a company or its Listed Securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of such Securities and shall ordinarily include such information as provided under Regulation 2(n) of Insider Trading Regulations.

Provided that following information shall not be treated as Unpublished Price Sensitive Information:

- a. any information which is shared pursuant to contractual obligations under SHA, SSA, AOA, etc., between the Company and its investors, irrespective of its nature
- b. any piecemeal information or partial information which does not reveal complete information of such nature as mentioned above in point (a) to (e)
- c. any information which is required by:
 - i. govt bodies such as RBI, SEBI, ROC, NSDL, CDSL, etc.; or
 - ii. any other supervisory nature bodies such as Registrar & Share Transfer Agent (RTA), Debenture Trustee (DT), Credit Rating Agency (CRA), Bureau Agencies (CIC, NESL, etc.) etc.; or
 - iii. any professional associations of which the Company is a member of, pursuant to which data is required to be submitted for collation, preparation of industry reports, sector based study / research reports, or purposes with similar nature.

Explanation:

- a) Word and expressions not defined in this Code, shall have the same meaning as specified under the Insider Trading Regulations, Act, Securities Contracts (Regulation) Act, 1956, LODR Regulations, the Depositories Act, 1996, Companies Act, 2013 and/ or such other notification/ circular/ guidance note/ regulation/ guidelines, issued by SEBI or any other regulatory/ statutory body from time to time.
- b) Wherever appropriate in this Policy, a singular term shall be construed to mean the plural where necessary, and a plural term, the singular. Similarly, any masculine term shall also be construed to mean the feminine or any other gender and vice versa.
- c) Wherever the Company acts as fiduciary or intermediary, provisions related to this code such as disclosure requirements, SDD entries, restrictions on trading, pre-clearance, etc. shall apply same as applicable otherwise in this Code of the Company, to the extent possible.

5. Sharing of UPSI for legitimate purposes

- 5.1. The Company shall ensure that UPSI is shared strictly on a 'need to know basis' for 'legitimate purpose' until and unless it becomes a generally available information.
- 5.2. The determination of 'legitimate purpose' would be a subjective assessment and would have to be evaluated on a case-by-case basis since it is not possible to prescribe an exhaustive list of circumstances that will be considered 'legitimate' at all times, for the purpose of sharing UPSI.
- 5.3. Any person who is in receipt of UPSI, regardless of how one came in possession of it or had access to such information, shall be considered as "insider". Such person(s) shall be required to maintain confidentiality of UPSI in accordance with the provisions of the Regulations.

6. Public disclosure

- 6.1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- 6.2. The Company shall also ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- 6.3. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.

- 6.4. The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6.5. Employees of the Company shall not respond to any queries or for any market rumours to any media houses, investors etc. unless specifically authorised by Chief Investor Relations Officer (“CIRO”) or Managing Director (“MD”) of the Company.
- 6.6. The Company shall ensure that information shared with analysts and research personnel, if any, is not UPSI.
- 6.7. The Company shall disseminate transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of the disclosures made.

7. Chief Investor Relations Officer

- 7.1. The Company Secretary & Compliance Officer of the Company shall be designated as the Chief Investor Relations Officer (‘CIRO’), who shall be responsible for the following:
 - 7.1.1. Dissemination of information and disclosure of UPSI;
 - 7.1.2. Determination of appropriate responses to any market rumours after substantial verification;
 - 7.1.3. Resolving queries related to UPSI raised by any insider;
 - 7.1.4. Handling any other queries or information in consultation with any of the Managing Directors of the Company;
 - 7.1.5. Ensuring that information shared with analysts, research personnel, investors and media is not UPSI;
 - 7.1.6. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made;
 - 7.1.7. Handling of all unpublished price sensitive information on a need-to-know basis.

8. Review

- 8.1. The Board reserves the power to review and amend this Policy at such intervals as it may deem fit. All provisions of this Policy would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time.
- 8.2. A copy of this Code shall be placed on the website of the Company.
- 8.3. In case of any amendment(s), clarification(s), circular(s) etc., issued by the relevant statutory authority, governmental and regulatory authority are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc., shall prevail upon the provisions hereunder.