



Date: 20th January 2023

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 31st December 2022

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 31st December 2022. The same is enclosed herewith as ***Annex I***.

Request you to kindly take the same on your records. Thank you.

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

P S Amritha
Company Secretary & Compliance Officer
Mem No.: A49121

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 Private Limited
2. Quarter ending – 31st December 2022

I. Composition of Board of Directors												
Title (Mr/Ms)	Name of the Director	PAN & 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 directorships in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorships 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 PAN: ATYPS8757R	Executive	30 August 2017	25 May 2019 ⁵	-	-	30 June 1979	0	0	0	0
Mr	Gaurav Kumar	DIN: 07767248 PAN: AHSPG4205C	Non-Executive	22 June 2017	29 September 2021 [#]	-	-	28 August 1982	0	0	0	0
Mr	John Tyler Day	DIN: 07298703 PAN: FQVPD0766A	Non-Executive-Nominee	18 Jan 2019	-	-	-	11 March 1986	0	0	0	0
Mr	Kenneth Dan Vander Weele	DIN: 02545813 PAN: NA	Non-Executive-Nominee	18 Jan 2019	-	-	-	22 April 1953	1	0	0	0
Ms	Namrata Kaul	DIN: 00994532 PAN: ABCPK7626D	Chairperson-Non-Executive-Independent	12 Jan 2019	-	-	5 years	15 March 1964	4	4	9	3
Mr	Kartik Srivatsa	DIN: 03559152 PAN: BCAPS4506G	Non-Executive-Nominee	30 May 2020	-	-	-	19 October 1982	0	0	0	0
Ms	Anita Belani	DIN: 01532511 PAN: AAEPB3800H	Non-Executive-Independent	7 May 2021	-	-	5 years	19 January 1964	3	3	7	0
Mr	Gopal Srinivasan	DIN: 00177699 PAN: AADPG9543P	Non-Executive-Nominee	27 May 2022	-	-	-	4 August 1958	2	1	2	0
Whether Regular chairperson appointed – Yes												
Whether Chairperson is related to managing director or CEO – No												
<i>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</i>												
<i>* 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.</i>												

⁵ Mr Vineet Sukumar has been designated as Managing Director of the Company with effect from 25 May 2019 for a period of 5 years in compliance with the relevant provisions of Companies Act, 2013.

[#] The designation of Mr Gaurav Kumar has been changed from Managing Director to Non-Executive Director with effect from 29 September 2021.

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. Kenneth Dan Vander Weele	a. Non-Executive - Independent b. Non-Executive - Independent c. Non-Executive - Nominee	a. 25-05-2021 b. 15-02-2019 c. 15-02-2019	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. Namrata Kaul - (Chairperson) b. John Tyler Day c. Vineet Sukumar	a. Non-Executive - Independent b. Non-Executive - Nominee c. Executive	a. 08-11-2022 b. 08-11-2022 c. 08-11-2022	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*	Number of Directors present*	Number of independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
		Yes / No			
09-08-2022					
10-08-2022					
	14-10-2022	Yes	6	2	65 days
	08-11-2022	Yes	8	2	25 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 – 08-11-2022	Yes	3	2	10-08-2022	90 days
Nomination and Remuneration Committee – 14-10-2022	Yes	3	2	10-08-2022	65 days
Nomination and Remuneration Committee – 08-11-2022	Yes	3	2		25 days
Risk Management Committee – 08-11-2022	Yes	4	2	10-08-2022	90 days



*This information has to mandatorily be given for audit 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) <i>refer note below</i>
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 in Board meeting dated 27 th April 2022. The same was reviewed in the quarterly meeting of the audit committee held on 08 th November 2022 as per the provisions. Further, the RPTs approved by the Audit Committee other than omnibus approvals from time to time were also reviewed by the Audit Committee.

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 except for the number of independent directors on the Board, which the company shall comply within the statutory period i.e., on or before March 2023.
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. Anycomments/observations/advice of the board of directors may be mentioned here.

Name & Designation: Ms P S Amritha
Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 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 2022-23.