



Date: 21-04-2022

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 for the period ending 31st March 2022

In terms of regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Quarterly Compliance Report on Corporate Governance for the period ending 31st March 2022. The same is enclosed herewith as Annex I.

Request you to kindly take the aforesaid on your records please. Thank you.

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

P S Amritha
Company Secretary
Mem No.: A49121

Encl: a/a

**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 March 2022

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non- Executive/ independen t / Nominee)	Initial Date of Appoin tment	Dat e of Re- ap poi nt me nt	Dat e of Ces sati on	Ten ure	Date of Birth	No. of direct orship in listed entitie s includ ing this listed entity [in refere nce to Regula tion 17A(1)]	No of Indepen dent Director ship in listed entities includin gthis listed entity [in referen ce to proviso to regulat ion 17A(1)]	Number of members hips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperso nin Audit/ Stakeholde r Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vineet Sukumar	DIN: 06848	Executive	30 August 2017	-	-	-	30 June 1979	0	0	0	0

		801 PAN: ATVPS 8757R										
Mr.	Gaurav Kumar	DIN: 07767 248 PAN: AAHSP G4205 C	Non-Executive	22 June 2017	-	-	-	28 August 1982	0	0	0	0
Mr.	John Tyler Day	DIN: 07298 703 PAN: NA	Nominee	18 Jan 2019	-	-	-	11 March 1986	0	0	0	0
Mr.	Kenneth Dan Vander Weele	DIN: 02545 813 PAN: NA	Nominee	18 Jan 2019	-	-	-	22 April 1953	0	0	1	0
Ms.	Namrata Kaul	DIN: 00994 532 PAN: ABCPK 7626D	Independent	12 Jan 2019	-	-	5 years	15 March 1964	3	3	5	1
Mr.	Kartik Srivatsa	DIN: 03559 152	Nominee	30 May 2020	-	-	-	19 October 1982	0	0	0	0

		PAN: BCAPS 4506G										
Ms.	Anita Belani	DIN: 01532 511 PAN: AAEP3 800H	Independent	7 May 2021	-	-	5 years	19 January 1964	3	3	7	0
		Whether Regular chairperson appointed – No										
		Whether Chairperson is related to managing director or CEO – NA										
		<p><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></p> <p><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></p>										

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	No	a. Namrata Kaul 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	N/a
2. Nomination & Remuneration Committee	No	a. Anita Belani b. Namrata Kaul c. Kenneth Dan Vander Weele d. Gaurav Kumar	a. Non-Executive - Independent b. Non-Executive - Independent c. Non-Executive - Nominee d. Executive	a. 25-05-2021 b. 15-02-2019 c. 15-02-2019 d. 15-12-2017	N/a
3. Risk Management Committee (if applicable)	No	a. Namrata Kaul b. Anita Belani c. Vineet Sukumar d. John Tyler Day e. Gaurav Kumar	a. Non-Executive - Independent b. Non-Executive - Independent c. Executive d. Non-Executive -	a. 15-02-2019 b. 25-05-2021 c. 25-05-2021 d. 15-02-2019 e. 21-07-	N/a

				Nominee e. Non- Executive	2018	
4. Stakeholders Relationship Committee		<i>Committee to be constituted</i>				
<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>						
III. Meeting of Board of Directors						
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
		Yes / No				
10-11-2021	04-02-2022	Yes	7	2	86 days	
	21-03-2022	Yes	5	2	45 days	
	25-03-2022	Yes	5	2	4 days	
<i>* to be filled in only for the current quarter meetings</i>						
IV. Meetings of Committees						
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>	
	Yes / No					
Audit Committee – 04-02-2022	Yes	5	2	10-11-2021	86 days	
Nomination and Remuneration Committee – 04-02-2022	Yes	4	2	10-11-2021	86 days	
Risk Committee –	Yes	5	2	10-11-2021	86 days	

04-02-2022					
<p><i>* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional</i> <i>**to be filled in only for the current quarter meetings</i></p>					
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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
<p>Note:</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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. Any comments/observations/advice of the board of directors may be mentioned here. 	
<p>Name & Designation: Ms. P S Amritha</p> <p>Company Secretary</p>	

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.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

II Annual Affirmations		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	<i>16(1)(b) & 25(6)</i>	Yes
<i>Board composition</i>	<i>17(1), 17(1A) & 17(1B)</i>	No. The Company is in the process of identifying suitable Independent Director to have requisite strength of the Board as independent as specified in the Reg 17(1)(b).
<i>Meeting of board of directors</i>	<i>17(2)</i>	Yes
<i>Quorum of board meeting</i>	<i>17(2A)</i>	Yes
<i>Review of Compliance Reports</i>	<i>17(3)</i>	Yes
<i>Plans for orderly succession for Appointments</i>	<i>17(4)</i>	No. Company is in the process of adopting the succession planning policy
<i>Code of Conduct</i>	<i>17(5)</i>	Yes
<i>Fees/compensation</i>	<i>17(6)</i>	Yes
<i>Minimum Information</i>	<i>17(7)</i>	Yes, ongoing process*
<i>Compliance Certificate</i>	<i>17(8)</i>	Will be submitted FY23 onwards*
<i>Risk Assessment & Management</i>	<i>17(9)</i>	Yes
<i>Performance Evaluation of Independent Directors</i>	<i>17(10)</i>	Will be carried out for FY23*
<i>Recommendation of board</i>	<i>17(11)</i>	Yes

<i>Maximum number of directorship</i>	<i>17A</i>	Yes
<i>Composition of Audit Committee</i>	<i>18(1)</i>	Yes
<i>Meeting of Audit Committee</i>	<i>18(2)</i>	Yes
<i>Composition of Nomination & Remuneration Committee</i>	<i>19(1) & (2)</i>	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	<i>19(2A)</i>	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	<i>19(3A)</i>	Yes
<i>Composition of Stakeholder Relationship Committee</i>	<i>20(1), 20(2) and 20(2A)</i>	Company is in the process of formulating the Stakeholders Relationship Committee.*
<i>Meeting of Stakeholder Relationship Committee</i>	<i>20 (3A)</i>	No. Company is in the process of formulating the Stakeholders Relationship Committee as specified.*

<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes, will be applicable FY23 onwards
<i>Approval for material related party Transactions</i>	23(4)	NA – no material related parties existed for FY22.
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA for FY 2021-22. Will be assessed for FY23
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Will be assessed for FY23
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes, will be submitted within the defined timeline*
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Will be carried out in FY23
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	Will be obtained FY23 onwards
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Will be obtained FY23 onwards
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

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.*
- 3 *If the Listed Entity would like to provide any other information the same may be indicated here.*

***VCPL 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.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

Name & Designation: Ms. P S Amritha

Company Secretary

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – 31st March 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	NA	NA	
Promoter Group or any other entity controlled by them	NA	NA	
Directors (including relatives) or any other entity controlled by them	NA	NA	
KMPs or any other entity controlled by them	NA	NA	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfortletter etc.)	Aggregate amount of issuance during sixmonths	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA

Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA

KMPs or any other entity controlled by them	NA	NA	NA
---	----	----	----

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt available by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. - NA

Name & Designation: Mr. Srinivasaraghavan B

CEO / CFO

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
 - a) *by a government company to/ for the Government or government company*
 - b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
 - c) *by a banking company or an insurance company ; and*
 - d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..*