



10th May 2023

The Catalyst Trusteeship Service Ltd
Windsor, 6th Floor, Office No-604,
C.S.T Road, Kalina, Santacruz (East),
Mumbai – 400 098

Dear Sir/Madam,

Sub: Listed NCD - Statutory Compliance Report of the NCD's for the Quarter ending 31st March 2023
Ref: Non-convertible Debentures issued by the Company

With reference to the captioned subject, please find below the followings:

1. Updated list of the names and addresses of the Debenture holders: The updated list of BENPOS for each ISIN is enclosed as **Annexure -1**
2. A Certificate cum Confirmation about the payment of interest and principal on timely basis and if the same is unpaid, reasons thereof, duly signed by key managerial personnel viz., Managing Director/ Whole Time Director /CEO/ CS /CFO of the Company: Enclosed in **Annexure -2**
3. Grievances:
 - a) Number of Grievances received: Nil
 - b) Nature of Grievances received: Nil
 - c) Number of Grievances resolved by the Company: Nil
 - d) Grievances unresolved by the Company and the reason for the same: Nil
4. Statement that assets are sufficient to discharge the claims and free from encumbrances: A statement that the assets of the Company, which are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due and that such assets are free from any other encumbrances except those which are specifically agreed to by the charge holders as signed by the Managing Director and Statutory Auditor of the Company in line with the SEBI Circular dated May 19, 2022, has already been shared along with the financials including the certificate from Statutory Auditors on the covenants on 04-05-2023.
5. A Half-Yearly certificate regarding maintenance of hundred percent Security Cover including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results, in the manner and format as specified by the Board: The same has been shared along with the financial results of the Company on 04-05-2023.
6. A copy of financial results submitted to stock exchanges shall also be provided as per Regulation 52 and such results shall disclose items as per Regulation 52(4) of SEBI (LODR) Regulations: Shared already on 04-05-2023.
7. Details of Debenture Redemption Reserve/ Debenture Redemption/Maintenance of funds as per Companies Act: Maintenance of Debenture Redemption Fund / Debenture Redemption Reserve is not applicable to an NBFC registered with Reserve Bank of India.
8. Details of Recovery Expense Fund: Enclosed in **Annexure-3.**
9. Details of Accounts/Funds to be maintained in case of Municipal Debt Securities: Not Applicable
10. Utilization of Issue Proceeds of Non-Convertible Securities: Statement furnished under Regulation 52(7) & 52(7A) are shared already along with Financials on 04-05-2023. A certificate from Statutory Auditor on utilization of issue



proceeds will be submitted along with the Annual Report as required under the provisions of SEBI (LODR) Regulations, 2015. Further, there has been no material deviation in the use of proceeds.

11. Details of any significant change in composition of Board of Directors as defined by SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is not applicable to the Company. The details of change in Board of Directors and the updated list of Directors of the Company are enclosed as **Annexure 4**.

12. Statement on ISIN, payment on due dates & Credit rating as on 31-Mar-2023: Enclosed as Annexure 5.

13. Details of any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company

We confirm that, there is no amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company as of date. However, the Company has decided to disinvest its equity stake in one of its material subsidiary i.e CredAvenue Private Limited at its Board Meeting dated March 31, 2023 and its Extra-ordinary General Meeting dated April 05, 2023.

14. Details of change, if any, in the nature and conduct of the business by the Company

We confirm that the nature and conduct of the business remains the same.

15. Proposals, if any placed before the Board of Directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any: During the quarter ended March 31, 2023, a material modification was carried out for ISIN INE01HV07320 for which necessary approvals were received from Stock exchange.

16. Outstanding litigations, orders, directions, notices, of court/ tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any: Nil

17. Compliance of all covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof: We confirm the compliance of all covenants of the issue to the extent applicable. The same has been certified by the Statutory Auditors in their Covenant Compliance certificate that was shared on 04-05-2023.

18. There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures: We confirm, all information as required to be disclosed under regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been duly submitted, from time to time.

19. Details of Fraud/defaults by promotor or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter: Nil

20. Details of requisite/ pending (if any) information/ documents indicated as conditions precedent/subsequent in debenture document/s in respect of your NCD: Nil

21. Any revision in rating of the debentures: During the quarter ended March 31, 2023, there were no changes in the credit rating of the Company or its instruments.

22. Updated Information on default in payment of principal and interest on due dates: Nil



23. Company has complied with the provisions of Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time: We confirm, the amendments in Articles of Association of the Company and Debenture Trust Deed including an enabling provision for appointment of Nominee Director by the Debenture Trustee will be carried out within the stipulated timeframe.
24. If there is any change in the provided bank details same are required to be shared within 1 working day as specified in the SEBI Operational circular dated 10.08.2021 bearing reference no SEBI/HO/DDHS/P/CIR/2021/613 (if same is not provided please share at earliest). – We confirm that there are no changes in the bank details mentioned in our pre-authorization letters provided from time to time.
25. The ‘High Value Debt Listed Entities’ which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year), shall ensure compliance with the provisions outlined under Regulations 16 to 27: We confirm that we comply with these regulations on comply or explain basis.

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

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