



Date: October 21, 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 September 30, 2023

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 September 30, 2023 as **Annex I** along with disclosure on cyber security incident or breach or loss of data or document and details of material transactions with related parties.

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

For and on behalf of **Vivriti Capital Limited**
(formerly known as Vivriti Capital Private Limited)

P S Amritha
CS, CCO & Compliance Officer
Mem No. A49121
Address: Prestige Zackria Metropolitan No. 200/1-8,
2nd Floor, Block -1, Annasalai, Chennai - 600002

Encl: a/a



ANNEX I

Format of report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity – Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited)
2. Quarter ending – September 30, 2023

I. Composition of Board of Directors

Title (Mr/the Ms)	Name of Director	PAN ¹ & 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 directors in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1) & 17A(2)]	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	Executive	30 Aug 2017	25 May 2019 ²	-	-	30 Jun 1979	0	0	2	0
Mr.	Gaurav Kumar	DIN: 07767248	Non-Executive	22 Jun 2017	29 Sep 2021 ³	-	-	28 Aug 1982	0	0	0	0
Mr.	John Tyler Day	DIN: 07298703	Non-Executive-Nominee	18 Jan 2019	-	-	-	11 Mar 1986	0	0	1	0
Ms.	Namrata Kaul	DIN: 00994532	Chairperson-Non-Executive-Independent	12 Jan 2019	-	-	56.19	15 Mar 1964	4	4	10	4
Mr.	Kartik Srivatsa	DIN: 03559152	Non-Executive-Nominee	30 May 2020	-	-	-	19 Oct 1982	0	0	0	0
Ms.	Anita Belani	DIN: 01532511	Non-Executive-Independent	7 May 2021	-	-	28.24	19 Jan 1964	3	3	8	0
Mr.	Gopal Srinivasan	DIN: 00177699	Non-Executive-Nominee	27 May 2022	-	-	-	4 Aug 1958	1	0	0	0
Mr.	Santanu Paul	DIN: 02039043	Non-Executive Independent	9 Feb 2023	-	-	7.22	8 May 1968	0	0	1	1
Mr.	Lazar Zdravkovic	DIN: 10052432	Non-Executive-Nominee	31 Mar 2023	-	-	-	12 Feb 1992	0	0	0	0

Whether Regular chairperson appointed – Yes

Whether Chairperson is related to managing director or CEO – No

Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

¹As per the SEBI circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/256 dated May 31, 2021, PAN details of any directors would not be displayed on the website of Stock Exchange, hence the same has not been provided.

² 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.

³ The designation of Mr Gaurav Kumar has been changed from Managing Director to Non-Executive Director with effect from 29 September 2021.

Note: None of our directors are disqualified as of date and the DIN status of all the directors of the Company are "Active" as of date

II. Composition of Committees						
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation	
1.Audit Committee	Yes	a. Namrata Kaul - (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. Gopal Srinivasan	a. Non-Executive Independent - b. Non-Executive Independent - c. Non-Executive Nominee	a. 25-05-2021 b. 15-02-2019 c. 31-03-2023	a. N/A b. N/A c. N/A	
3.Risk Management Committee (if applicable)	Yes	a. Namrata Kaul - (Chairperson) b. Anita Belani c. Vineet Sukumar d. John Tyler Day	a. Non-Executive Independent - b. Non-Executive Independent - c. Executive d. Non-Executive - Nominee	a. 15-02-2019 b. 25-05-2021 c. 25-05-2021 d. 15-02-2019	a. N/A b. N/A c. N/A d. N/A	
4.Stakeholders Relationship Committee	Yes	a. Santanu Paul - (Chairperson) b. John Tyler Day c. Vineet Sukumar	a. Non-Executive Independent - b. Non-Executive - Nominee c. Executive	a. 04-05-2023 b. 08-11-2022 c. 08-11-2022	a. N/A b. N/A c. N/A	

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
		Yes / No			
28-04-2023					-
04-05-2023					6 days
20-06-2023					47 days
	05-08-2023	Yes	7	3	46 days
	25-09-2023	Yes	7	3	51 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					
				04-05-2023	-
				20-06-2023	47 days
Audit Committee – 05-08-2023	Yes	3	2		46 days
Nomination & Remuneration Committee					
				28-04-2023	-
				20-06-2023	53 days
Nomination and Remuneration Committee – 04-08-2023	Yes	2	2		45 days
Risk Management Committee					
				28-04-2023	-
Risk Management Committee – 04-08-2023	Yes	4	2		98 days
Stakeholders Relationship Committee					
-				04-05-2023	-

**This information has to mandatorily be given for audit committee and risk management committee, for rest of the committees giving this information is optional.

*to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
	<p><u>Note:</u> The omnibus approval was obtained at the meeting of Audit Committee as well as Board held on 4th May 2023 and 5th August 2023 respectively. The related party transactions were reviewed at the Audit Committee held on 05th Aug 2023 and will be reviewed in the upcoming quarterly meeting(s).</p> <p>Further, the RPTs other than omnibus approvals are also approved by the Audit Committee from time to time as required.</p>

Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. If status is "No" details of non-compliance may be given here.



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before the Board of Directors.
6. Any comments/observations/advice of the board of directors may be mentioned here - NIL

Name & Designation: P S Amritha
CS, CCO & 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 2023-24.

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	Yes*
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the Nomination and Remuneration committee at the annual general Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting</i>	20(3)	Yes [^]
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	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>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name & Designation: Ms. P S Amritha CS, CCO & Compliance Officer</p>		

*The Regulation 46(2) & 34(3) are not applicable to the Company as its equity shares are not listed. However, the Company has complied with applicable corresponding regulations and the Company has displayed the copy of Annual Report including balance sheet, profit and loss account, directors report and corporate governance report on its website. Business Responsibility report is not applicable to the Company and therefore the same is not forming part of the Annual Report. The disclosures in Annual Report and Corporate Governance Report have been made to the extent applicable to the Company.

[^] The Authorized representative of the Chairperson of Stakeholders Relationship Committee was present at the Annual General Meeting in accordance with the applicable provisions.

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 2023-24.



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 – September 30, 2023

(Amount provided in Lakhs)

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	5.00	6.46

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (Guarantee, Comfort letter etc)	Aggregate amount of issuance during six months	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 availed by:

Entity	Type of Security (cash, shares etc.,)	Aggregate amount of value provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by	NA	NA	NA

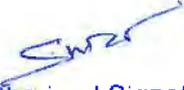


them			
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

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.

For VIVRITI CAPITAL LIMITED


Authorised Signatory



**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.





Details of Cyber Security Incident or Breaches or Loss of data or documents	
Whether as per Regulation 27 (2) (ba) of Listing Regulations, there has been cyber security incidents or breaches or loss of data or documents during the quarter.	Yes
Date Of the event	Brief details of the event
05-09-2023 (First occurrence reported)	<p>Phishing email has been reported to Info Sec Team which had QR code in it asking the employee to scan and sign documents and it was redirecting to the employee sign in page asking to enter credentials. Targeted phishing attacked some of the employees of the Company with the primary intention of credential theft and hence intrusion into the system. No systems affected as the users have reported the said email.</p> <p>Remediation actions taken:</p> <ul style="list-style-type: none"> Created user awareness to ensure no employees fall prey to the attack. Reported the same to national cyber cell with a suspect of employee data breach. Case # 22909230053502. The case is WIP. With the available access and logs, identified that this is an automated bot attack with advanced attack vectors and emails are being sent with Company's display name but from different domain each time which has a very low spam score so that these phishing emails pass through the email ATP and reach user's inbox. Replacing email ATP to handle such advanced attack vector. Working with suspected domain owners to get the employee data removed from their databases.



Details of Material Related Party transactions for the period ended September 30, 2023

S. No	Name and Details of the party (listed entity /subsidiary) entering into the transaction	Name and Details of the counterparty	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of the related party transaction as approved by the Audit committee (₹ in Lakhs)	Value of transaction during the reporting period (₹ in lakhs)	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments				
							Opening balance (₹ in lakhs)	Closing balance (₹ in lakhs)	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Cost	Tenure	Nature (loan/ advance/ inter-corporate deposit/ investment)	Interest Rate (%)	Tenure	Secured / unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (end-usage)
1.	Vivriti Capital Limited	Credavenue Securities Private Limited	Step Subsidiary	Platform fees for assistance in raising debt	10,000.00	-	-	-	-	-	-	-	-	-	-	-
2.	Vivriti Capital Limited	Credavenue Securities Private Limited	Step Subsidiary	Holding Charges - MLD Warehousing	AA+ and Above - 9.5% A+ and above - 10.5% A and below - 11%	158.76	409.48	413.38	-	-	-	-	-	-	-	-
3.	Vivriti Capital Limited	Credavenue Securities Private Limited	Step Subsidiary	Trading of securities between VCL and CSPL	1,00,000.00	7,771.87	-	-	-	-	-	-	-	-	-	-



S. No	Name and Details of the party (listed entity /subsidiary) entering into the transaction	Name and Details of the counterparty	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Value of the related party transaction as approved by the Audit committee (₹ in Lakhs)	Value of transaction during the reporting period (₹ in lakhs)	In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments			Details of the loans, inter-corporate deposits, advances or investments				
							Opening balance (₹ in lakhs)	Closing balance (₹ in lakhs)	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Cost	Tenure	Nature (loan/ advance/ inter-corporate deposit/ investment)	Interest Rate (%)	Tenure	Secured / unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (end-usage)
4.	Vivriti Capital Limited	Credavenue Securities Private Limited	Step Subsidiary	Primary subscription of debt instruments issued by VCL	1,50,000.00	-	-	419.00	-	-	-	-	-	-	-	-

Note:

1. Disclosure of Material Related Party transaction is ascertained based on the actual value of transaction during the financial year till the reporting period (YTD).
2. Value of transaction during the reporting period are exclusive of GST.