



Date: July 20, 2024

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 June 30, 2024**

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 June 30, 2024, as **Annex I** along with disclosure on cyber security incident(s) or breach or loss of data or document and details of material transactions with related parties.

Request to 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**  
**Company Secretary & Compliance Officer**  
**Mem No.: A49121**  
**Address: Prestige Zackria Metropolitan No. 200/1-8,**  
**2<sup>nd</sup> 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 – June 30, 2024

| I. Composition of Board of Directors                            |                      |                         |   |                             |                          |                   |         |               |   |  |  |  |
|---|----------------------|-------------------------|---|-----------------------------|--------------------------|-------------------|---------|---------------|---|--|--|--|
| Title (Mr/Ms)   | Name of the Director | PAN <sup>1</sup> & 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 directorship 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)] | 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       | <b>DIN:</b><br>06848801 | Executive   | 30 Aug 2017                 | 26 May 2024 <sup>2</sup> | -                 | -       | 30 Jun 1979   | 0   | 0  | 3  | 0  |
| Mr  | Gaurav Kumar         | <b>DIN:</b><br>07767248 | Non-Executive   | 22 Jun 2017                 | 29 Sep 2021 <sup>3</sup> | -                 | -       | 28 Aug 1982   | 0   | 0  | 0  | 0  |
| Mr  | John Tyler Day       | <b>DIN:</b><br>07298703 | Non-Executive-Nominee   | 18 Jan 2019                 | -                        | -                 | -       | 11 Mar 1986   | 1   | 0  | 1  | 0  |
| Ms  | Namrata Kaul         | <b>DIN:</b><br>00994532 | Chairperson-Non-Executive-Independent                                   | 12 Jan 2019                 | 12 Jan 2024              | -                 | 65.19   | 15 Mar 1964   | 3   | 3  | 8  | 4  |
| Mr  | Kartik Srivatsa      | <b>DIN:</b><br>03559152 | Non-Executive-Nominee   | 30 May 2020                 | -                        | -                 | -       | 19 Oct 1982   | 0   | 0  | 0  | 0  |
| Ms  | Anita Belani         | <b>DIN:</b><br>01532511 | Non-Executive-Independent   | 7 May 2021                  | -                        | -                 | 37.24   | 19 Jan 1964   | 3   | 3  | 7  | 0  |
| Mr  | Gopal Srinivasan     | <b>DIN:</b><br>00177699 | Non-Executive-Nominee   | 27 May 2022                 | -                        | -                 | -       | 4 Aug 1958    | 1   | 0  | 0  | 0  |
| Mr  | Santanu Paul         | <b>DIN:</b><br>02039043 | Non-Executive Independent   | 9 Feb 2023                  | -                        | -                 | 16.22   | 8 May 1968    | 0   | 0  | 1  | 1  |
| Mr  | Lazar Zdravkovic     | <b>DIN:</b><br>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.

<sup>1</sup>As 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.

<sup>2</sup>Mr. Vineet Sukumar was re-appointed as the Managing Director of the Company for a second term of 5 years with effect from 26<sup>th</sup> May 2024.

<sup>3</sup>The designation of Mr. Gaurav Kumar has been changed from Managing Director to Non-Executive Director with effect from 29<sup>th</sup> 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)<br>b. Anita Belani<br>c. Vineet Sukumar                      | a. Non-Executive - Independent<br>b. Non-Executive – Independent<br>c. Executive                               | a. 15-02-2019<br>b. 25-05-2021<br>c. 21-07-2018                  | a. N/A<br>b. N/A<br>c. N/A           |  |
| 2. Nomination & Remuneration Committee       | Yes                                   | a. Anita Belani - (Chairperson)<br>b. Namrata Kaul<br>c. Gopal Srinivasan                    | a. Non-Executive - Independent<br>b. Non-Executive - Independent<br>c. Non-Executive - Nominee                 | a. 25-05-2021<br>b. 15-02-2019<br>c. 31-03-2023                  | a. N/A<br>b. N/A<br>c. N/A           |  |
| 3. Risk Management Committee (if applicable) | Yes                                   | a. Namrata Kaul - (Chairperson)<br>b. Anita Belani<br>c. Vineet Sukumar<br>d. John Tyler Day | a. Non-Executive - Independent<br>b. Non-Executive - Independent<br>c. Executive<br>d. Non-Executive - Nominee | a. 15-02-2019<br>b. 25-05-2021<br>c. 25-05-2021<br>d. 15-02-2019 | a. N/A<br>b. N/A<br>c. N/A<br>d. N/A |  |
| 4. Stakeholders Relationship Committee       | Yes                                   | a. Santanu Paul – (Chairperson)<br>b. John Tyler Day<br>c. Vineet Sukumar                    | a. Non-Executive - Independent<br>b. Non-Executive - Nominee<br>c. Executive                                   | a. 04-05-2023<br>b. 08-11-2022<br>c. 08-11-2022                  | a. N/A<br>b. N/A<br>c. N/A           |  |
| 5. Corporate Social Responsibility Committee | Yes                                   | a. Namrata Kaul - (Chairperson)<br>b. Anita Belani<br>c. Vineet Sukumar                      | a. Non-Executive – Independent<br>b. Non-Executive – Independent<br>c. Executive                               | a. 06-11-2019<br>b. 25-05-2021<br>c. 06-11-2019                  | a. N/A<br>b. N/A<br>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                           |                                    |  |  |  |
| 07-02-2024  |   | Yes                                | 6                                  | 3  | -  |  |
|   | 09-05-2024  | Yes                                | 6                                  | 2  | 92   |  |
|   | 27-06-2024  | Yes                                | 7                                  | 3  | 49   |  |
|   |   |                                    |                                    |  |  |  |

\* 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                                     |                              |  |   |  |
| <b>Audit Committee</b>                                      |  |                              |  |   |  |
|   |  |                              |  | 07-02-2024  | -  |
| Audit Committee – 09-05-2024                                | Yes  | 3                            | 2  |   | 92 days  |
| 27-06-2024  | Yes  | 3                            | 2  |   | 49 days  |
| <b>Nomination and Remuneration Committee</b>                |  |                              |  |   |  |
|   |  |                              |  | 07-02-2024  | -  |
| Nomination and Remuneration Committee – 23-04-2024          | Yes  | 2                            | 2  |   | 76 days  |
| 27-06-2024  | Yes  | 2                            | 2  |   | 65 days  |
| <b>Risk Management Committee</b>                            |  |                              |  |   |  |
|   |  |                              |  | 06-02-2024  | -  |
| Risk Management Committee – 22-04-2024                      | Yes  | 4                            | 2  | -   | 76 days  |
| 27-06-2024  | Yes  | 3                            | 2  | -   | 66 days  |
| <b>Corporate Social Responsibility Committee</b>            |  |                              |  |   |  |
| Corporate Social Responsibility Committee                   |  |                              |  | 06-02-2024  | -  |
| -   | -  | -                            | -  | -   | -  |

\* 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)<br>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><b>Note:</b> The omnibus approval was obtained at the meeting of Audit Committee and Board held on May 09, 2024, respectively. The related party transactions will be reviewed in the upcoming quarterly meeting(s) by the Audit Committee and the Board.</p> <p>Further, the RPTs other than omnibus approvals are also approved by the Audit Committee from time to time as may be required.</p> |

**Note:**

- 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 Board of Directors.
6. Any comments / observations / advice of the board of directors may be mentioned here – NIL

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

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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 2024-25.**



### Details of Material Related Party transactions for the period ended June 30, 2024

| 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 (VCL)  | CredAvenue Private Limited (CAPL)    | Associate   | Trading of securities between VCL and CAPL | 1,00,000   | 17,564.43   |   |                              |   |      |        |   |                   |        |                    |   |  |  |
| 2.    | Vivriti Capital Limited  | CredAvenue Private Limited           | Associate   | Platform fees for Colending                | Limits identified at a transactional level   | 284.13  | 114.70  | 138.72                       |   |      |        |   |                   |        |                    |   |  |  |
| 3.    | Vivriti Capital Limited  | CredAvenue Private Limited           | Associate   | Platform fees for Supply Chain Finance     | Limits identified at a transaction level   | 30.92   |   |                              |   |      |        |   |                   |        |                    |   |  |  |
| 4.    | Vivriti Capital Limited  | CredAvenue Private Limited           | Associate   | Platform fees for institutional Loans      | Limits identified at a transaction level   | 22.00   |   |                              |   |      |        |   |                   |        |                    |   |  |  |



| 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) |  |
| 5.    | Vivriti Capital Limited (VCL)  | CredAvenue Private Limited (CAPL)    | Associate   | Committed yield to VCL for warehousing | Limits identified at a transaction level   | 199.33  | 155.38  | 199.33                       |   |      |        |   |                   |        |                    |   |  |

**Note:**

1. Disclosure of Material Related Party transaction is ascertained based on the actual value of transaction for the quarter ended 30 June 2024.
2. Value of transaction during the reporting period are exclusive of GST.



| 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. | No                         |
| Date of the event  | Brief details of the event |
| Nil  | Nil                        |