

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U65929TN2017PLC117196

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	VIVRITI CAPITAL LIMITED	VIVRITI CAPITAL LIMITED
Registered office address	Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai,- 600002,NA,Chennai,Chennai,Tamil Nadu,India,600002	Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai,- 600002,NA,Chennai,Chennai,Tamil Nadu,India,600002
Latitude details	80.258801	80.258801
Longitude details	13.059628	13.059628

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Image_Vivriti Capital.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****7P

(c) *e-mail ID of the company

*****t@vivriticapital.com

(d) *Telephone number with STD code

04*****11

(e) Website

www.vivriticapital.com

iv *Date of Incorporation (DD/MM/YYYY)

22/06/2017

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U74900TN2015PTC101466	INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED	2nd Floor Kences Towers ,1 Ramakrishna Street North Usman Road T Nagar, Chennai,Chennai,Tamil Nadu,India,600017	INR000000544

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

26/06/2025

(c) Due date of AGM (DD/MM/YYYY)

13/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance activities	66	Other financial activities	100

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U65929TN2019PTC127644		VIVRITI ASSET MANAGEMENT PRIVATE LIMITED	Subsidiary	69.99
2	U72900TN2020PTC137251		CREDAVENUE PRIVATE LIMITED	Associate	49.14

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	27460000.00	21575735.00	21575735.00	21575735.00
Total amount of equity shares (in rupees)	274600000.00	215757350.00	215757350.00	215757350.00

Number of classes

2

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares of Face Value of INR 10/-				
Number of equity shares	25500000	21575735	21575735	21575735
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	255000000	215757350	215757350	215757350

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Class B Differential Equity Shares of FV of INR 10				
Number of equity shares	1960000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	19600000	0.00	0	0

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	91137063.00	90940240.00	90940240.00	90940240.00
Total amount of preference shares (in rupees)	911370630.00	909402400.00	909402400.00	909402400.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
CCPS of Face Value of INR 10/-				
Number of preference shares	91137063	90940240	90940240	90940240
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	911370630	909402400	909402400	909402400

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	232612	21343123	21575735.00	215757350	215757350	
Increase during the year	0.00	100.00	100.00	1000.00	1000.00	0.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
x Others, specify <div>conversion of physical shares into demat</div>	0	100	100.00	1000	1000	0
Decrease during the year	100.00	0.00	100.00	1000.00	1000.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div>conversion of physical shares into demat</div>	100	0	100.00	1000	1000	
At the end of the year	232512.00	21343223.00	21575735.00	215757350.00	215757350.00	
(ii) Preference shares						
At the beginning of the year	23186233	67754007	90940240.00	909402400	909402400	
Increase during the year	0.00	11593166.00	11593166.00	115931660.00	115931660.00	0.00
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div>conversion of physical shares into demat</div>	0	11593166	11593166.00	115931660	115931660	0
Decrease during the year	11593166.00	0.00	11593166.00	115931660.00	115931660.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div>conversion of physical shares into demat</div>	11593166	0	11593166.00	115931660	115931660	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	11593067.00	79347173.00	90940240.00	909402400.00	909402400.00	90940240.00

ISIN of the equity shares of the company

INE01HV01018

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)
(a) Non-convertible debentures

*Number of classes

4

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible debentures	445000	10000	4450000000.00
Non-convertible debentures	111620	100000	11162000000.00
Non-convertible debentures	1047197	250	261799250.00
Non-convertible debentures	2562638	1000	2562638000.00

Total	4166455.00	111250.00	18436437250.00
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Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	15718546720	11765976000	9048085470	18436437250.00
NA	0	0	0	0.00
NA	0	0	0	0.00
NA	0	0	0	0.00
Total	15718546720.00	11765976000.00	9048085470.00	18436437250.00

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	15718546720.00	11765976000.00	9048085470.00	18436437250.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	15718546720.00	11765976000.00	9048085470.00	18436437250.00

v Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Commercial Paper	2500	500000	1250000000	500000	1250000000
Total	2500		1250000000		1250000000

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

13471118000

ii * Net worth of the Company

20785958000

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	6737840	31.23	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00
10	Others <div></div>	0	0.00	0	0.00
	Total	6737840.00	31.23	0.00	0

Total number of shareholders (promoters)

1

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	8399495	38.93	0	0.00
	(ii) Non-resident Indian (NRI)	373866	1.73	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	1242578	5.76	3629830	3.99
9	Body corporate (not mentioned above)	1181796	5.48	87310410	96.01
10	Others	3640160	16.87	0	0.00
	Trust				
	Total	14837895.00	68.77	90940240.00	100

Total number of shareholders (other than promoters)

639

Total number of shareholders (Promoters + Public/Other than promoters)

640.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	172
2	Individual - Male	408
3	Individual - Transgender	0
4	Other than individuals	60
	Total	640.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	1
Members (other than promoters)	133	639
Debenture holders	17595	10943

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year	Number of directors at the end of the year	Percentage of shares held by directors as at the end of year

	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	1	1	0	5.99	0
B Non-Promoter	0	3	0	4	0.00	4.51
i Non-Independent	0	0	0	1	0	4.38
ii Independent	0	3	0	3	0	0.13
C Nominee Directors representing	0	4	0	3	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	4	0	3	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	8	1	7	5.99	4.51

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
GOPAL SRINIVASAN	00177699	Nominee Director	0	
ANITA BELANI	01532511	Director	21053	
NAMRATA KAUL	00994532	Director	115161	
SANTANU PAUL	02039043	Director	9150	
JOHN TYLER DAY	07298703	Nominee Director	0	
LAZAR ZDRAVKOVIC	10052432	Nominee Director	0	
VINEET SUKUMAR .	06848801	Managing Director	6737840	
GAURAV KUMAR	07767248	Director	4932049	

SRINIVASARAGHAVAN	AVCPB6091R	CFO	35	
UMESH NAVANI	AXPPN0375F	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
VINEET SUKUMAR .	06848801	Managing Director	26/05/2024	Appointment
KARTIK SRIVATSA	03559152	Nominee Director	13/06/2024	Appointment
KARTIK SRIVATSA	03559152	Nominee Director	14/03/2025	Cessation
PAITENKER SURESH AMRITHA	AWGPA9942F	Company Secretary	06/11/2024	Cessation
UMESH NAVANI	AXPPN0375F	Company Secretary	07/11/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS
A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

4

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	13/06/2024	158	10	59.13
Extra-ordinary General Meeting	31/07/2024	181	11	58.12
Extra-ordinary General Meeting	12/09/2024	230	12	73.96
Extra-ordinary General Meeting	03/01/2025	411	7	35.96

B BOARD MEETINGS

*Number of meetings held

7

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	09/05/2024	9	6	66.67
2	27/06/2024	9	7	77.78
3	08/08/2024	9	8	88.89
4	03/10/2024	9	7	77.78
5	06/11/2024	9	7	77.78
6	26/11/2024	9	6	66.67
7	30/01/2025	9	7	77.78

C COMMITTEE MEETINGS

Number of meetings held

15

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/05/2024	3	3	100
2	Audit Committee	27/06/2024	3	3	100
3	Audit Committee	08/08/2024	3	3	100
4	Audit Committee	09/09/2024	3	3	100
5	Audit Committee	06/11/2024	3	3	100
6	Audit Committee	26/11/2024	3	3	100
7	Audit Committee	30/01/2025	3	3	100
8	Nomination and Remuneration Committee	23/04/2024	3	2	66.67
9	Nomination and Remuneration Committee	27/06/2024	3	2	66.67

10	Nomination and Remuneration Committee	23/07/2024	3	2	66.67
11	Nomination and Remuneration Committee	06/11/2024	3	2	66.67
12	Stakeholder Relationship Committee	06/11/2024	3	3	100
13	Risk Management Committee	22/04/2024	4	4	100
14	Risk Management Committee	27/06/2024	4	3	75
15	Risk Management Committee	23/07/2024	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								<div>26/06/2025</div> <div>(Y/N/NA)</div>
1	GOPAL SRINIVASAN	7	1	14	4	0	0	No
2	ANITA BELANI	7	7	100	15	15	100	Yes
3	NAMRATA KAUL	7	7	100	15	15	100	Yes
4	SANTANU PAUL	7	6	85	5	5	100	Yes
5	JOHN TYLER DAY	7	6	85	11	11	100	Yes
6	LAZAR ZDRAVKOVIC	7	5	71	0	0	0	No
7	VINEET SUKUMAR .	7	7	100	15	15	100	Yes
8	GAURAV KUMAR	7	2	28	0	0	0	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	VINEET SUKUMAR	Managing Director	30197063	0	0	554000	30751063.00
	Total		30197063.00	0.00	0.00	554000.00	30751063.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SRINIVASARAGHAVAN B	CFO	9895915	0	0	0	9895915.00
2	PAITENKAR SURESH AMRITHA	Company Secretary	2552262	0	0	0	2552262.00
3	UMESH NAVANI	Company Secretary	1400092	0	0	0	1400092.00
	Total		13848269.00	0.00	0.00	0.00	13848269.00

C *Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NAMRATA KAUL	Director	0	500000	0	3000000	3500000.00
2	ANITA BELANI	Director	0	500000	0	2500000	3000000.00
3	SANTANU PAUL	Director	0	500000	0	1100000	1600000.00
	Total		0.00	1500000.00	0.00	6600000.00	8100000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

11587

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

VCL-MGT 8-2025.pdf
Clarification Note_sd.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of VIVRITI CAPITAL LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

☐ Associate

☒ Fellow

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 39 dated* (DD/MM/YYYY) 19/05/2025 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

4*8*9

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB6090347

eForm filing date (DD/MM/YYYY)

23/08/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



GRNK & ASSOCIATES

COMPANY SECRETARIES

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. VIVRITI CAPITAL LIMITED (CIN# U65929TN2017PLC117196)** (formerly known as *Vivriti Capital Private Limited*) ('the Company'), as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
 4. Calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;
 5. The Company has not closed its Register of Members / Security holders.



6. The Company has not granted any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act. However, the Company is a Non-Banking Finance Company hence the Section 185 of the Act shall not apply.
7. Contracts/arrangements with related parties as specified in section 188 of the Act;
8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

We report that during the year under review;

- a) the Company issued and allotted the following Secured Listed Redeemable Non-Convertible Debentures (NCDs) on various dates on private placement basis.

No. of NCDs	Face Value of each NCD	Amount in Rs.
2,95,000	Rs. 10,000/-	Rs. 2,95,00,00,000/-
1,50,000	Rs. 10,000/- (Issued at premium of Rs.10,047.0877)	Rs. 1,50,70,63,155/-
48,700	Rs. 1,00,000/-	Rs. 4,87,00,00,000/-
3,500	Rs. 1,00,000/- (Issued at premium of Rs.1,01,136)	Rs. 35,39,76,000/-

- b) the Company issued and allotted the following Secured Unlisted Redeemable Non-Convertible Debentures (NCDs) on various dates on private placement basis.

No. of NCDs	Face Value of each NCD	Amount in Rs.
20,920	Rs. 100,000/-	Rs.2,09,20,00,000/-

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; We further report that the same is not applicable to the Company;



10. The provisions relating to Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- a) During the year under review the Company transferred an amount of Rs. 729.51 being the unclaimed interest on Non-Convertible Debentures pertaining to the financial year 31st March, 2024 to a separate bank account. In this connection the Company filed an Eform IEPF2 with the Registrar of Companies Chennai on 29th July, 2024.
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

We report that during the year under review;

- a) Mr. Kartik Srivatsa (DIN 03559152), Nominee Director representing Lightrock Growth Fund I S.A., SICAV-RAIF resigned from the Company with effect from 14th March, 2025.
- b) Pursuant to Section 203 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on 6th November, 2024 approved the appointment of Mr. Umesh Navani, as a whole time Company Secretary of the Company with effect from 7th November, 2024, consequent to Ms. P S Amritha stepping down from the position of Company Secretary of the Company.
- c) Pursuant to Sections 196, 197, 198 of the Companies Act, 2013 ("the Act") read with Schedule V and rules made thereunder and in accordance with Regulation 17 and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and Shareholders at their meeting held on 27th June, 2024 and 31st July, 2024 respectively approved terms of remuneration payable to Mr. Vineet Sukumar, Managing Director from FY 2025-26 to FY 2026-27 for a period of 2 (two) years.
- d) Pursuant to the provisions of Sections 197, 198, 149 and Schedule V of the Companies Act, 2013, read with applicable rules made thereunder and subject to the approval of the Shareholders in the ensuing General meeting,



the Board of Directors of the Company at their meeting held on 6th November, 2024 approved payment of remuneration by way of commission to Independent Directors of the Company.

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;


We report that during the year under review;

- a) In accordance with the provisions of Sections 139 to 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation by the Board of Directors at their meeting held on 9th May, 2024, the Shareholders at the Annual General meeting held on 13th June, 2024 approved the appointment of M/s.Sundaram & Srinivasan, Chartered Accountants (ICAI Firm Registration Number 004207S), as the statutory auditors of the Company for a term of three years.
14. Approvals required to be taken from the Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
- a) Pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Arrangements and Amalgamations) Rules, 2016 and subject to sanction of the National Company Law Tribunal and approval of shareholders, the Board of Directors of the Company at their meeting held on 27th June, 2024 approved the draft Composite Scheme of Arrangement between Vivriti Capital Limited ("Demerged Company" or "Amalgamated Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (the "Resulting Company 1"), Vivriti Next Limited (formerly known as Vivriti Next Private Limited, erstwhile known as QED Business Solutions Private Limited, Third Applicant Company), Vivriti Asset Management Private Limited (the "Amalgamating Company"), Vivriti Funds Private Limited (the "Resulting Company 2", formerly known as Keerthi Logistics Private Limited) and their respective shareholders ("Scheme"). In this connection the Company had filed an application with the Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT'). Accordingly, the NCLT vide their order dated 5th March, 2025 read with Corrigendum order dated 21st March, 2025 has directed the Company to convene a meeting of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company



for the purpose of considering and approving the above said Composite Scheme of Arrangement.

15. The Company did not hold/ accept /renew any deposits;
16. Borrowings from its Directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; We further report that the Company has borrowed from banks, public financial institutions and the forms required for creation / modification / satisfaction of charges has been duly filed with the Registrar of Companies;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act; We further report that the Company is a Non-Banking Financial Company; therefore Section 186 of the Companies Act, 2013 does not apply.
18. During the year under review;
- a) Pursuant to the approval of shareholders at the Extra-Ordinary General meeting held on 31st July, 2024, the Company amended the terms of the existing Series D Compulsorily Convertible Preference Shareholders.
- b) During the year under review the Shareholders of the Company at the Extra-Ordinary General meeting held on 12th September, 2024 approved alteration of Articles of Association in line with the Amended and Restated Shareholders' Agreement dated 27th June, 2024.

For M/s. GRNK & Associates
Company Secretaries

BAALASUBRAMANIYAN NE.

Partner

Place: Chennai
Date: 14th July, 2025
UDIN: F013447G000775331

M.No.: 13447, COP: 22941
PR No.: 3230/2023



Clarification Note for e-Form MGT 7 ("the Form")

- A. With respect to **Point IV (i) (d) (ii) Break-up of paid-up share capital-Preference shares**, we would like to clarify that during the reporting period no Compulsorily Convertible Preference Shares ("CCPS") were issued. Only there were conversion of physical CCPS into DEMAT as per screenshot given below. However, due to technical glitch, the 'Total Premium Cell- at the end of year is getting auto filled. Kindly note that no premium was received during the reporting period.

(ii) Preference shares						
At the beginning of the year	23186233	67754007	90940240.00	909402400	909402400	
Increase during the year	0.00	11593166.00	11593166.00	115931660.00	115931660.00	0.00
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify conversion of physical shares into demat	0	11593166	11593166.00	115931660	115931660	0
Decrease during the year	11593166.00	0.00	11593166.00	115931660.00	115931660.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify conversion of physical shares into demat	11593166	0	11593166.00	115931660	115931660	

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Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	11593067.00	79347173.00	90940240.00	909402400.00	909402400.00	90940240.00



- B. With respect to **Point IV (iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)**, we would like to clarify that the Vivriti Capital Limited (“the Company”) is a public company with freely transferable shares, the details of which are not available with the Company. Hence, ‘NIL’ button is selected.
- C. With respect to **Point IV (a) Debentures (Outstanding as at the end of financial year)- Non-convertible debentures** of e-Form MGT 7, we would like to clarify that the details mentioned under column ‘**Total value (Outstanding at the end of the year)**’ is Total Nominal Value of Non-convertible debentures as per BENPOS dated March 31, 2025.
- D. With respect to **Point IV (v) Securities other than shares and debentures** of e-Form MGT 7, we would like to clarify that the details mentioned therein is the Outstanding Commercial Papers as at the end of the year i.e., as on 31st March 2025 is mentioned.
- E. With respect to **Point IX (C) Committee Meetings** of e-Form MGT 7, we would like to clarify that the form only includes details for up to 15 Committee Meetings, as it is limited to 15 line items. However, during the period FY 24-25, the Company had 25 Committee meetings as per details given below:

List of Committee meetings held during FY 2024-25

S. No.	Type of meeting	Date of meeting	Total number of members as on the date of the meeting	Attendance	
				No. of members attended	% of attendance
1	Audit Committee	09-05-2024	3	3	100%
2	Audit Committee	27-06-2024	3	3	100%
3	Audit Committee	08-08-2024	3	3	100%
4	Audit Committee	09-09-2024	3	3	100%
5	Audit Committee	06-11-2024	3	3	100%
6	Audit Committee	26-11-2024	3	3	100%
7	Audit Committee	30-01-2025	3	3	100%
8	Nomination and Remuneration Committee	23-04-2024	3	2	66.66%
9	Nomination and Remuneration Committee	27-06-2024	3	2	66.66%
10	Nomination and Remuneration Committee	23-07-2024	3	2	66.66%
11	Nomination and Remuneration Committee	06-11-2024	3	2	66.66%
12	Stakeholder Relationship Committee	06-11-2024	3	3	100%
13	Risk Management Committee	22-04-2024	4	4	100%
14	Risk Management Committee	27-06-2024	4	3	75%
15	Risk Management Committee	23-07-2024	4	4	100%
16	Risk Management Committee	28-10-2024	4	3	75%
17	Risk Management Committee	15-01-2025	4	4	100%
18	Risk Management Committee	20-01-2025	4	4	100%
19	IT Strategy Committee	23-04-2024	5	5	100%
20	IT Strategy Committee	22-07-2024	5	5	100%
21	IT Strategy Committee	28-10-2024	5	5	100%
22	IT Strategy Committee	21-01-2025	5	5	100%

S. No.	Type of meeting	Date of meeting	Total number of members as on the date of the meeting	Attendance	
				No. of members attended	% of attendance
23	Corporate Social responsibility Committee	23-07-2024	3	3	100%
24	Corporate Social responsibility Committee	23-11-2024	3	3	100%
25	Independent Director's meeting	10-03-2025	3	3	100%

F. With respect to **Point IX (D) ATTENDANCE OF DIRECTORS** of e-Form MGT 7, we would like to clarify that due to mentioning only 15 Committee meetings in **Point IX (C) Committee Meetings**, the maximum number of meetings that can be entered under column '**Committee Meeting- Number of Meetings which director was entitled to attend**' is 15 as per screenshot given below:

Committee Meetings			held on		
Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	14	4	0	0	Enter Here
7	100	19	18	94	Enter Here
7	100	Enter Here	Enter Here	0	Enter Here
6	85	Enter Here	Enter Here	0	Enter Here

However, during the period FY 24-25, the Company had 25 Committee meetings with attendance as per details given below:

S No.	Name of Director	Committee Meetings		
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance
1	GOPAL SRINIVASAN	4	0	0
2	ANITA BELANI	19	18	94.74
3	NAMRATA KAUL	23	22	95.65
4	SANTANU PAUL	5	5	100
5	JOHN TYLER DAY	11	11	100
6	LAZAR ZDRAVKOVIC	0	0	0
7	VINEET SUKUMAR	20	20	100
8	GAURAV KUMAR	0	0	0



- G. In E-form MGT-7 for the Financial Year 2024-2025, in column number “X” [Remuneration of Directors and Key Managerial Personnel] under the sub-heading Number of CEO, CFO and Company secretary whose remuneration details to be entered, we have mentioned details of Ms. Paitenkar Suresh Amritha, the Company Secretary of the Company (till 6th November 2024), Mr. Umesh Navani, the Company Secretary of the Company (from 7th November 2024) and Mr. Srinivasaraghavan B, Chief Financial Officer of the Company:

Kindly take the same on record.

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

Name: Umesh Navani
Designation: Company Secretary & Compliance Officer
Membership No: A40899
Office Address: Vibgyor Towers, Unit No.502, 3rd Floor,
Block G, Bandra Kurla Complex, Mumbai – 400051, MH, India