

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U65929TN2017PLC117196

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

VIVRITI CAPITAL LIMITED

(b) Registered office address

Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai, Tamil Nadu - 600002

(c) *e-mail ID of the company

vineet@vivriticapital.com

(d) *Telephone number with STD code

04440074811

(e) Website

www.vivriticapital.com

(iii) Date of Incorporation

22/06/2017

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(f) Specify the reasons for not holding the same

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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 Service	K8	Other financial activities	100

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

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

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VIVRITI ASSET MANAGEMENT P +	U65929TN2019PTC127644	Subsidiary	66.78
2	CREDAVENUE PRIVATE LIMITED +	U72900TN2020PTC137251	Subsidiary	50.09

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	27,960,000	21,575,735	21,575,735	21,575,735
Total amount of equity shares (in Rupees)	279,600,000	215,757,350	215,757,350	215,652,085

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Face Value of INR 10/-				
Number of equity shares	26,000,000	21,575,735	21,575,735	21,575,735
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	260,000,000	215,757,350	215,757,350	215,652,085

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	90,637,063	90,021,966	90,021,966	90,021,966
Total amount of preference shares (in rupees)	906,370,630	900,219,660	900,219,660	900,219,660

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	90,637,063	90,021,966	90,021,966	90,021,966
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	906,370,630	900,219,660	900,219,660	900,219,660

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	200	16,326,554	16326754	163,267,540	163,267,540	

Increase during the year	0	5,248,981	5248981	52,489,810	52,384,545	814,975,410
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	21,153	21153	211,530	106,265	9,975,410
v. ESOPs	0	1,000,000	1000000	10,000,000	10,000,000	805,000,000
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	4,227,828	4227828	42,278,280	42,278,280	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
Nil						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	
Nil						
At the end of the year	200	21,575,535	21575735	215,757,350	215,652,080	
Preference shares						
At the beginning of the year	23,186,233	64,935,579	88121812	921,788,220	873,915,500	
Increase during the year	0	2,711,556	2711556	27,115,560	27,115,560	2,182,802,500
i. Issues of shares	0	2,711,556	2711556	27,115,560	27,115,560	2,182,802,500
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
Nil						
Decrease during the year	0	0	0	48,684,120	811,402	92,223,951
i. Redemption of shares	0	0	0	0	0	

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Conversion of OCRPS into Equity				48,684,120	811,402	92,223,951.3
At the end of the year	23,186,233	67,647,135	90833368	900,219,660	900,219,660	

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		(i)	(ii)	(iii)
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

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	22/09/2022		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	31,090	100000,1000000,333333	14,158,333,336
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			14,158,333,336

Details of debentures

Class of 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	9,714,252,168	9,790,000,000	5,345,900,000	14,158,352,168
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(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	4,440	500000	2,220,000,000	500000	2,220,000,000
Total	4,440		2,220,000,000		2,220,000,000

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

(i) Turnover

6,531,513,000

(ii) Net worth of the Company

15,647,455,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	13,370,417	61.97	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0

3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others Nil	0	0	0	0
	Total	13,370,417	61.97	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,296,625	10.64	0	0
	(ii) Non-resident Indian (NRI)	225,000	1.04	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0

8.	Venture capital	392,578	1.82	2,711,556	3.01
9.	Body corporate (not mentioned above)	701,885	3.25	87,310,410	96.99
10.	Others Trust and ESOP Trust	4,589,230	21.27	0	0
	Total	8,205,318	38.02	90,021,966	100

Total number of shareholders (other than promoters)

42

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

44

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	46	42
Debenture holders	768	1,912

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	1	6.83	6.72
B. Non-Promoter	0	2	0	3	0	0.14
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	3	0	0.14
C. Nominee Directors representing	0	3	0	4	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	3	0	4	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	6	1	8	6.83	6.86

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NAMRATA KAUL	00994532	Director	115,161	
ANITA BELANI	01532511	Director	21,053	
SANTANU PAUL	02039043	Additional director	0	
VINEET SUKUMAR	06848801	Managing Director	6,737,840	
GAURAV KUMAR	07767248	Director	6,632,577	
KARTIK SRIVATSA	03559152	Nominee director	0	
JOHN TYLER DAY	07298703	Nominee director	0	
GOPAL SRINIVASAN	00177699	Nominee director	0	
LAZAR ZDRAVKOVIC	10052432	Additional director	0	
PAITENKAR SURESH +	AWGPA9942F	Company Secretar	8,500	
SRINIVASARAGHAVAN +	AVCPB6091R	CFO	0	

(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	Nature of change (Appointment/ Change in designation/ Cessation)
GOPAL SRINIVASAN	00177699	Additional director	27/05/2022	Appointment as Additional Director in +
GOPAL SRINIVASAN	00177699	Nominee director	22/09/2022	Change in designation from Additional +
KENNETH DAN VANDE +	02545813	Nominee director	09/02/2023	Resignation
SANTANU PAUL	02039043	Additional director	09/02/2023	Appointment as Additional Director (N +
LAZAR ZDRAVKOVIC	10052432	Nominee director	31/03/2023	Appointment as Additional Director in +

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

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-ordinary General Mee ⁺	14/04/2022	15	4	59.81
Extra-ordinary General Mee ⁺	28/04/2022	16	5	89.23
Annual General Meeting	22/09/2022	16	3	50.85
Extra-ordinary General Mee ⁺	14/10/2022	16	3	50.89
Extra-ordinary General Mee ⁺	21/11/2022	16	3	51.96

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/04/2022	7	7	100
2	27/04/2022	7	7	100
3	28/04/2022	7	7	100
4	27/05/2022	7	7	100
5	09/08/2022	8	6	75
6	10/08/2022	8	7	87.5
7	14/10/2022	8	6	75
8	08/11/2022	8	8	100
9	04/02/2023	8	5	62.5
10	09/02/2023	9	6	66.67
11	31/03/2023	9	7	77.78

C. COMMITTEE MEETINGS

Number of meetings held

27

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/04/2022	3	3	100
2	Audit Committee	27/05/2022	3	3	100
3	Audit Committee	10/08/2022	3	3	100
4	Audit Committee	08/11/2022	3	3	100
5	Audit Committee	04/02/2023	3	3	100
6	Audit Committee	09/02/2023	3	3	100
7	Audit Committee	21/03/2023	3	3	100
8	Audit Committee	31/03/2023	3	3	100
9	Nomination and Remuneration	27/05/2022	4	4	100
10	Nomination and Remuneration	10/08/2022	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	
1	NAMRATA KADAM	11	11	100	26	26	100	
2	ANITA BELAN	11	10	90.91	21	21	100	
3	SANTANU PA	2	2	100	0	0	0	
4	VINEET SUKUMAR	11	11	100	21	21	100	
5	GAURAV KUMAR	11	9	81.82	7	7	100	
6	KARTIK SRIVASTAVA	11	10	90.91	0	0	0	
7	JOHN TYLER	11	10	90.91	9	9	100	
8	GOPAL SRINIVAS	7	1	14.29	1	1	100	
9	LAZAR ZDRALIC	1	1	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL Nil

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 DIR	24,956,248	0	0	0	24,956,248
	Total		24,956,248	0	0	0	24,956,248

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PAITENKAR SURE	COMPANY SEC	2,926,904	0	35,000	0	2,961,904
2	SRINIVASARAGHA	CFO	6,179,019	0	60,000	0	6,239,019
	Total		9,105,923	0	95,000	0	9,200,923

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	INDEPENDENT	1,100,000	0	0	0	1,100,000
2	ANITA BELANI	INDEPENDENT	1,000,000	0	0	0	1,000,000
3	SANTANU PAUL	INDEPENDENT	200,000	0	0	0	200,000
	Total		2,300,000	0	0	0	2,300,000

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

As per attached MGT-8.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

5

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

VIVRITI CAPITAL	Registrar of Comp:	10/03/2023	Section 62 (1) (c) of	10000	Penalty paid and INC 28 filed v
VINEET SUKUMA	Registrar of Comp:	10/03/2023	Section 62 (1) (c) of	10000	Penalty paid and INC 28 filed v
GAURAV KUMAR	Registrar of Comp:	10/03/2023	Section 62 (1) (c) of	10000	Penalty paid and INC 28 filed v
PAITENKAR SURJ	Registrar of Comp:	10/03/2023	Section 62 (1) (c) of	10000	Penalty paid and INC 28 filed v
SRINIVASARAGH	Registrar of Comp:	10/03/2023	Section 62 (1) (c) of	10000	Penalty paid and INC 28 filed v

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

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

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. 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.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

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 all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the 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:

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

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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