



Date: July 11, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001.

Dear Sir,

Sub: Additional Confirmations to be submitted along with the application for obtaining No-objection Letter from Stock Exchange(s) in terms of Regulation 59A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
1.	In cases of Demerger, apportionment of losses of the listed company among the companies involved in the scheme.	Not Applicable	There is no apportionment of losses among the companies involved pursuant to the Scheme.	-
2.	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking/Transferor Company certified by Chartered Accountant (CA).	Not Applicable	-	
3.	Any type of arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	Not Applicable	There is no arrangement between the parties involved which may have any implications on the scheme of arrangement as well as on the shareholders of the listed entity.	-
4.	In the cases of capital reduction/reorganization of capital of the Company, Reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve,	Yes	-	Enclosed as Annexure 21



VIVRITI CAPITAL LIMITED
(Formerly known as VIVRITI CAPITAL PRIVATE LIMITED)

CIN - U65929TN2017PLC117196

GST - 33AAFCV9757P1ZE (Chennai)

GST - 27AAFCV9757P1Z7 (Mumbai)

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S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
	Securities premium, as a free reserve, certified by CA.			
5.	In the cases of capital reduction/reorganization of capital of the Company, Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.			
6.	In the cases of capital reduction/reorganization of capital of the Company, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.			
7.	In the cases of capital reduction/reorganization of capital of the Company, the built up of the accumulated losses over the years, certified by CA.			
8.	Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	Yes	Accounting Treatment Certificate has been provided by respective Statutory Auditor of the Companies involved in the Scheme.	Enclosed as Annexure 9
9.	In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage	Yes	<p>The existing Share Capital structure of the Companies involved have been provided under Clause 16 of the Scheme.</p> <p>The Consideration issued pursuant to the Scheme are provided under Clause 45 of Section 5 of the Scheme for Demerger 1, Clause 84 of Section 4 of the Scheme for Amalgamation, Clause 122 of Section 5 of the Scheme for Demerger 2. Further, the terms of conversion & consideration share(s) to be issued are summarized under Schedule 3, 4 & 5 of the Scheme.</p>	-



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10.	Whether the Board of unlisted Company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof.	Not Applicable	-	-
11.	List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.	Yes	<p>For Vivriti Capital Limited:</p> <ol style="list-style-type: none"> 1. Ugro Capital Limited 2. SBFC Finance Limited 3. Five Star Business Finance Limited 4. MAS Financial Services Limited <p>For Vivriti Asset Management Private Limited:</p> <ol style="list-style-type: none"> 1. Aditya Birla Sun Life AMC Limited 2. Dharni Capital Services Limited 3. Nippon Life India Asset Management Limited 	-
12.	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	Yes	-	Enclosed as Annexure 20
13.	Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years.	Yes	<p>No action has been taken by any regulatory authority such as RBI, NCLT, SEBI, BSE, ROC & MCA except as provided below:</p> <p>1. ROC</p> <p>The Registrar of Companies, Chennai, in its adjudication order dated March 10, 2023, had imposed a monetary penalty of Rs. 10,000/- each against our Company, Vineet Sukumar, Gaurav Kumar, Company Secretary and CFO for alleged non-compliance with Section 62(1)(c) of the Companies Act and Rule 13(2)(g) of the Companies (Share Capital and Debentures) Rules, 2014. The Company, Vineet Sukumar, Gaurav Kumar, Company Secretary and CFO have duly paid the fine.</p> <p>2. BSE</p>	





S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
			<p>1. The BSE vide its email dated October 30, 2023, had imposed a monetary penalty of Rs. 11,800 against our Company for non-compliance of Regulation 60(2) of SEBI LODR in relation to the delay in submission of the notice of Record Date and the same has been duly paid by the Company.</p> <p>2. The BSE vide its email dated July 1, 2024, had imposed a monetary penalty of Rs. 1,180/- against our Company for alleged non-compliance of Regulation 52(7) & (7A) of SEBI (LODR) Regulations, 2015, in relation to the delay in submission of statement indicating utilization of issue proceeds. The Company has submitted its responses seeking waiver on July 3, 2024, and response from BSE is awaited on the matter.</p>	
14.	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.	Yes	-	Enclosed as Annexure 23.
15.	Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.	Yes	-	Board's report enclosed as Annexure 3.
16.	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.	Yes	Please refer to Clause C of the Proposed Scheme	Scheme is enclosed as Annexure 1.
17.	How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.	Yes	Please refer to Clause C of the Proposed Scheme	Scheme is enclosed as Annexure 1.
18.	Tax/other liability/benefit arising to the entities involved in the scheme, if any.	Not Applicable	There are no tax benefits or liabilities that originate through the motion of the scheme.	





S. No.	Particulars	Yes/ No/ Not Applicable	Remarks	Annexure (Document Provided)
19.	Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards.	Yes	Accounting Treatment Certificate has been provided by respective Statutory Auditor of the Companies involved in the Scheme.	Enclosed as Annexure 9.
20.	If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.	Yes	Since the future cash flows of the Companies involved as a part of the Scheme are positive for all periods considered in the Valuation Report, EBITDA is considered as the right base to identify valuation. The cashflows considered have been further justified in the Valuation report and the same have been opined by the Merchant Banker as fair and proper.	Valuation report is enclosed as Annexure 4.
21.	Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.	Yes	Confirmed as per the Fairness Opinion provided by the Merchant Banker.	Fairness opinion is enclosed as Annexure 5.
22.	Confirmation that the scheme is in compliance with the applicable securities laws.	Yes	-	-
23.	Confirmation that the arrangement proposed in the scheme is yet to be executed	Yes	-	-

For **Vivriti Capital Limited**
(formerly known as Vivriti Capital Private Limited)

For **VIVRITI CAPITAL LIMITED**

Vineet Sukumar

Vineet Sukumar
Managing Director **Managing Director**
DIN: 06848801

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