



Date: July 11, 2024

To,

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

Dear Sir,

Sub: Compliance Report 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.

It is hereby certified that the proposed Composite Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") between Vivriti Capital Limited (hereinafter referred to as "VCL" or "**Demerged Company**" or "**Amalgamated Company**" or "**Company**", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "**HCIMPL**" or the "**Resulting Company 1**"), Vivriti Next Private Limited (hereinafter referred to as "**VNPL**", formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as "**VAMPL**" or the "**Amalgamating Company**"), Vivriti Funds Private Limited (hereinafter referred to as "**VFPL**" or the "**Resulting Company 2**", formerly known as Keerthi Logistics Private Limited) and their respective shareholders, in relation to the proposed internal restructuring of the Vivriti Group ("**Scheme**") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

Sr. No	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	-
2.	Submission of Valuation Report	Yes	-
3.	Submission of Fairness opinion	Yes	-
4.	Submission of documents to Stock Exchange(s)	Yes	-
5.	Disclosures in the Scheme of Arrangement	Yes	-
6.	Provision of approval of holders of NCDs/ NCRPS through e-voting	To be complied	The Company undertakes to provide e-voting facility, after disclosure of all material facts (including the no-objection letter of the stock exchange) in the notice to the holders of Non-convertible Debentures / Market Linked Debentures, if required at any stage.



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

CIN - U65929TN2017PLC117196

GST - 33AAFCV9757P1ZE (Chennai)

GST - 27AAFCV9757P1Z7 (Mumbai)

REGD. OFFICE:

Prestige Zackria Metropolitan, 2nd Floor
Block 1, No 200/1-8, Anna Salai

Chennai 600002

Contact : +91-44-4007 4800

contact@vivriticapital.com

MUMBAI OFFICE:

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Block G, Bandra Kurla Complex

Mumbai - 400051

Contact: +91-22-6826 6800

WWW.VIVRITICAPITAL.COM





Sr. No	Particulars	Whether complied (YES/NO)	Remarks
7.	Grievance redress/ Report on Complaints/ Comments	To be complied	The Company undertakes to provide the report on complaints within 7 days of expiry of 10 days from the date of uploading the draft Scheme and related documents on exchange's website.
8.	Conditions for schemes of arrangement involving unlisted entities	To be complied	The Company undertakes to comply with Paragraph 4, read with Part I (A) (4) of Annex XII-A of Chapter XII of the MASTER CIRCULAR - SEBI/HO/DDHS/DDHS-PoD-1/P/CIR /2024/48 dated May 21, 2024.
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	-

For VIVRITI CAPITAL LIMITED

Company Secretary

P S Amritha
Company Secretary & Compliance Officer
Mem No. A49121

For VIVRITI CAPITAL LIMITED

Managing Director

Vineet Sukumar
Managing Director
DIN: 06848801

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving proposed Composite Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") between Vivriti Capital Limited (hereinafter referred to as "VCL" or "Demerged Company" or "Amalgamated Company" or "Company", formerly known as Vivriti Capital Private Limited), Hari and Company Investments Madras Private Limited (hereinafter referred to as "HCIMPL" or the "Resulting Company 1"), Vivriti Next Private Limited (hereinafter referred to as "VNPL", formerly known as QED Business Solutions Private Limited), Vivriti Asset Management Private Limited (hereinafter referred to as "VAMPL" or the "Amalgamating Company"), Vivriti Funds Private Limited (hereinafter referred to as "VFPL" or the "Resulting Company 2", formerly known as Keerthi Logistics Private Limited) and their respective shareholders, in relation to the proposed internal restructuring of the Vivriti Group ("Scheme") are in compliance with all the Accounting Standards applicable to a listed entity.

For VIVRITI CAPITAL LIMITED

Authorised Signatory

Srinivasaraghavan B
Chief Financial Officer

For VIVRITI CAPITAL LIMITED

Managing Director

Vineet Sukumar
Managing Director
DIN: 06848801

