



February 05, 2025

The Catalyst Trusteeship Service Ltd
Windsor, 6th Floor, Office No-604,
C.S.T Road, Kalina, Santacruz (East),
Mumbai – 400 098

Dear Sir/Madam,

Sub: Listed NCD - Statutory Compliance Report of the NCD's for the Quarter ending December 31, 2024
Ref: Non-convertible Debentures issued by the Company

With reference to the captioned subject, please find below the followings:

1. Updated list of the names and addresses of the Debenture holders: The updated list of BENPOS as of December 31, 2024, for each ISIN is enclosed as **Annexure -1**
2. A Certificate cum Confirmation about the payment of interest and principal on timely basis and if the same is unpaid, reasons thereof, duly signed by key managerial personnel viz., ~~Managing Director/ Whole Time Director / CEO / CS / CFO~~ of the Company: Enclosed as **Annexure -2**
3. Grievances:
 - a) Number of Grievances received: Nil
 - b) Nature of Grievances received: Nil
 - c) Number of Grievances resolved by the Company: Nil
 - d) Grievances unresolved by the Company and the reason for the same: Nil
4. Security Cover Certificate: A Quarterly Certificate regarding maintenance of hundred percent of security as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, along with the financial results, in the manner and format as specified by the Board (Format as per SEBI master circular dated 16.05.2024 (earlier March 31, 2023), has already been shared along with the financials including the certificate from Statutory Auditors on the covenants on January 30, 2025.
5. A Quarterly certificate regarding maintenance of hundred percent Security Cover including compliance with all the covenants, in respect of listed non-convertible debt securities, by the statutory auditor, along with the financial results, in the manner and format as specified by the Board: The same has been shared along with Financials on January 30, 2025.
6. A copy of financial results submitted to stock exchanges shall also be provided as per Regulation 52 and such results shall disclose items as per Regulation 52(4) of SEBI (LODR) Regulations: Shared already on January 30, 2025.
7. Details of Debenture Redemption Reserve/ Debenture Redemption/Maintenance of funds as per Companies Act: Maintenance of Debenture Redemption Reserve is not applicable to an NBFC



registered with Reserve Bank of India. The Company has created requisite amount of Debenture redemption fund for the Public issuance made during FY 2023-24 in accordance with the provisions of Companies Act, 2013. The details of the same are provided as **Annexure -3**.

8. Details of Recovery Expense Fund: Enclosed as **Annexure-4**.
9. Details of Accounts/Funds to be maintained in case of Municipal Debt Securities: Not Applicable
10. Utilization of Issue Proceeds of Non-Convertible Securities: Statement furnished under Regulation 52(7) & 52(7A) are shared already along with Financials on January 30, 2025. A certificate from Statutory Auditor on utilization of issue proceeds will be submitted along with the Annual Report for FY 2024-25 as required under the provisions of SEBI (LODR) Regulations, 2015. Further, there has been no material deviation in the use of proceeds.
11. Details of any significant change in composition of Board of Directors as defined by SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is not applicable to the Company. There are no major changes in the Board of Directors during the reporting quarter. The updated list of Directors of the Company is enclosed as **Annexure 5**.
12. Statement on ISIN, payment on due dates & Credit rating as on 31-December-2024: Enclosed as **Annexure 6**.
13. Details of any amalgamation, demerger, merger or corporate restructuring or reconstruction scheme proposed by the Company: The Board of Directors of Vivriti Capital Limited (formerly known as Vivriti Capital Private Limited) ('Company') at its meeting held on June 27, 2024, has, inter-alia, considered and approved the Composite Scheme of Arrangement between the Company, Hari and Company Investments Madras Private Limited, Vivriti Next Private Limited, Vivriti Asset Management Private Limited, Vivriti Funds Private Limited and their respective shareholders in accordance with the provisions of Section 230 to 232 of Companies Act, 2013 (as amended from time to time) and incidental matters thereto, subject to necessary approval(s) from Shareholders of the Company, approval from concerned authorities, confirmation from the National Company Law Tribunal and all such other approvals, permissions, sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, and sanctions. The Company has received Observation Letter from BSE Limited approving the proposed Scheme of Composite Arrangement on October 29, 2024. The copy of the same has been hosted on the website of the Company at <https://www.vivriticapital.com/vivriti-group-scheme-of-restructuring.html>. The Company has filed the Application with the Hon'ble NCLT bench, Chennai on December 24, 2024.
14. Details of change, if any, in the nature and conduct of the business by the Company

We confirm that the nature and conduct of the business remains the same.



15. Proposals, if any placed before the Board of Directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any: During the quarter ended December 31, 2024, there was no instance of alteration in the form or nature or rights or privileges of the Debentures of the Company.
16. Outstanding litigations, orders, directions, notices, of court/ tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any: Nil
17. Compliance of all covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof: We confirm the compliance of all covenants of the issue to the extent applicable. The same has been certified by the Statutory Auditors in their Security Cover certificate for the quarter ended December 31, 2024, and the same was shared on January 30, 2025.
18. There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures: We confirm, all information as required to be disclosed under regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been duly submitted, from time to time.
19. Details of Fraud/default by promotor or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter: Nil
20. Details of requisite/ pending (if any) information/ documents indicated as conditions precedent/subsequent in debenture document/s in respect of your NCD: Nil
21. Certificate confirming that the properties secured for the Debentures are adequately insured and policies are in the joint names of the Trustees: Not Applicable
22. Any revision in rating of the debentures: During the quarter ended December 31, 2024, there are no changes in the rating issued by ICRA Limited, CARE Limited and CRISIL Ratings Limited.
23. Updated Information on default in payment of principal and interest on due dates: Not Applicable
24. Company has complied with the provisions of Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time: We confirm.
25. If there is any change in the provided bank details same are required to be shared within 1 working day as specified in the SEBI Operational circular dated 10.08.2021 bearing reference no SEBI/HO/DDHS/P/CIR/2021/613 (if same is not provided please share at earliest). – We confirm that there are no changes in the bank details mentioned in our pre-authorization letters provided from time to time.



26. The 'High Value Debt Listed Entities' which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year), shall ensure compliance with the provisions outlined under Regulations 16 to 27: We confirm that we comply with these regulations on comply or explain basis.
27. Copy of Amended Articles of Association (AOA) of the Company, wherever applicable shall be submitted in terms of Regulation 18 of SEBI (ILNCS) Regulations, 2021 w.r.t appointment of Nominee Director: There has been no changes in the AOA post our last submission.
28. The listed entity shall submit the following to the stock exchange and to the Debenture Trustee and also publish the same on Company's website:
- A copy of the Annual report sent to the shareholders along with the notice of the Annual General Meeting not later than the date of commencement of dispatch to the shareholders – We confirm.
 - In the event of any changes to the annual report, the revised copy along with the details and explanation for the changes not later than 48 hours after the annual general meeting. – Not applicable.
29. Confirmation about the information to be submitted to the Debenture Holders (Regulation 58):
The Listed entity shall send the following documents:
- Soft copies of the full annual reports to all the holders of non-convertible securities who have registered their email address(es) either with the listed entity or with any depository; - We confirm.
 - Hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders of non-convertible securities who have not so registered; - We confirm that Hard copy of full annual reports have been sent to those holders who have not registered their email address.
 - Hard copies of full annual reports to those holders of non-convertible securities who request for the same; - We confirm.
- The listed entity shall send the notice of all meetings of holders of non-convertible debt securities specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013, shall be applicable for such meeting; - The Annual General Meeting of the Company was held through Video conference. Hence the requirements are dispensed with in accordance with the MCA General Circular No. 09/2023 dated September 25, 2023, as amended from time to time.
 - The listed entity shall send proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or



against each resolution. - The Annual General Meeting of the Company was held through Video conference. Hence the requirements are dispensed with in accordance with the MCA General Circular No. 09/2023 dated September 25, 2023, as amended from time to time.

For and on behalf of **Vivriti Capital Limited**
(formerly known as Vivriti Capital Private Limited)

Umesh Navani
Company Secretary and Compliance Officer
Mem No. A40899
Address: Vibgyor Towers, 3rd Floor,
Block G, Bandra Kurla Complex Mumbai – 400051



Annexure D

The Company be and hereby declares the following:

1. Interest and Principal due on debentures are paid on due dates.
2. There is no change in credit rating of the issues during the reporting quarter.
3. There is no material deviation in the use of proceeds as compared to the objects of the issue.
4. There is no significant change in composition of Board of Directors.
5. The properties secured for the Debentures are adequately insured and policies are in the joint names of the Trustees; (wherever applicable) – Not Applicable
6. All requisite information / documents indicated as per conditions precedent/subsequent in debenture document/s in respect of NCD are submitted from time to time.
7. There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures.
8. The Company has submitted the pre-authorization as per SEBI Operational circular dated 10.08.2021 bearing reference no SEBI/HO/DDHS/P/CIR/2021/613 and if there is any change in the provided bank details same will be shared within 1 working day as specified in the said circular.
9. The Company has complied with the provisions of Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time.
10. The Company is compliant of all covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof;
11. There are no fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter;
12. The Company has complied with para 2.2 of the SEBI circular dated 12.11.2020, for all existing debt securities, listed entities and trustees by entering into supplemental/amended debenture trust deed incorporating the changes in the debenture trust deed within the stipulated time.
13. The 'High Value Debt Listed Entities' which has listed its non-convertible debt securities and has an outstanding value of listed non-convertible debt securities of Rupees Five Hundred Crore and above (provided that in case an entity that has listed its non-convertible debt securities triggers the specified threshold of Rupees Five Hundred Crore during the course of the year), shall ensure compliance with the provisions outlined under Regulations 16 to 27 on a comply or explain basis until March 31, 2025.
14. We confirm that a functional website containing, amongst others, Email address for grievance redressal and other relevant details and Name of the debenture trustees with full contact details is maintained by the Company.
15. The Company is compliant with provisions of Security and Covenant Monitoring System as per Chapter III of SEBI Operational circular dated May 16, 2024, wherever applicable.
16. The Company has complied with Regulation 18(6A) of SEBI (Issue and listing of Non -convertible securities) Regulations, 2021 amended on February 02, 2023 w.r.t. Appointment of Nominee Director, for all existing debt securities by entering in to supplemental/amended debenture trust



deed incorporating the changes in the debenture trust deed and amending Articles of Associations of the Company, wherever applicable.

17. The Company has mapped/assigned its listed ISINs to debenture trustees to facilitate the submission of various disclosures related to listed debt securities (NCDs), which will be published on the Exchange website.

For and on behalf of **Vivriti Capital Limited**
(formerly known as *Vivriti Capital Private Limited*)

Umesh Navani
Company Secretary and Compliance Officer
Mem No. A40899
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Block G, Bandra Kurla Complex Mumbai – 400051