



14th May 2020

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: Compliance Report of the NCDs for the Quarter ending 31st March 2020
Ref: Non-convertible Debentures issued by Vivriti Capital Private Limited (“Company”)

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

1. Updated list of the names and addresses of the Debenture holders: Enclosed in **Annexure -1**
2. Details of any due and unpaid interest and principal payments: Enclosed in **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. Certificate from the Statutory Auditor on the assets of the Company hypothecated to the NCD issuance: Enclosed in **Annexure-3**
5. Certificate from Managing Director certifying the value of book debts/ receivables: Enclosed in **Annexure-4**
6. Certificate from the Statutory Auditor in respect of utilisation of funds and in support of security cover: Enclosed as **Annexure-5**
7. Details of any significant change in composition of Board of Directors as defined by SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:

During the quarter, there is no significant change in composition of Board of Directors as defined by SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



8. Details of pending information/condition precedent/subsequent in debenture documents in respect of NCD transaction:

We confirm that, there is no pending information/condition precedent/subsequent in debenture documents in respect of NCD transaction.

9. Any revision in rating of the debentures: Nil

10. Updated Information on default in payment of principal and interest on due dates: Nil

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

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SUKUMAR

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Vineet Sukumar
Managing Director
DIN: 06848801



Annexure -1

S.No	ISIN	Issue Amount (Rs. In Crs)	Name of the Debenture Holder**	Address of the Debenture Holder	Category	No. of Debentures held
1	INE01HV07015	199.00	Franklin Templeton India Mutual Fund	Indiabulls, Finance Center, Tower 2, 13th Floor, Senapati, Bapat Marg, Elphinstone(W), Mumbai-400013	Mutual Funds - MF	1,990
2	INE01HV07023	7.00	LadderUp Wealth Management Private Limited	102-A, 1st Floor, Hallmark Business Plaza, Gurunanak Hospital Road, Bandra East, Mumbai, Maharashtra - 400051	Corporate Body- Domestic, Resident- Ordinary and NRI- Non Repatriable	70
3	INE01HV07031	40.00	Reliance Mutual Fund	Reliance Centre, 7th floor South Wing Near Prabhat Colony, Santacruz (East), Mumbai - 55	Mutual Funds- MF	400
4	Series A - INE01HV07049	20.00	Chaitanya Rural Intermediation Development Services Private Limited	145, 2nd Floor NR Square, 1st main Road, Sirsi Circle, Chamrajpet, Bengaluru, Karnataka 560018	Corporate Body- Domestic	200
5	Series B - INE01HV07056	20.00	Chaitanya Rural Intermediation Development	145, 2nd Floor NR Square, 1st main Road, Sirsi Circle, Chamrajpet,	Corporate Body- Domestic	200



			Services Private Limited	Bengaluru, Karnataka 560018		
5	INE01HV07064	5.35	LadderUp Wealth Management Private Limited	102-A, 1st Floor, Hallmark Business Plaza, Gurunanak Hospital Road, Bandra East, Mumbai, Maharashtra - 400051	Corporate Body-Domestic, Resident-Ordinary and NRI-Non Repatriable	107
6	INE01HV07072	25.00	Chaitanya Rural Intermediation Development Services Private Limited	145, 2nd Floor NR Square, 1st main Road, Sirsi Circle, Chamrajpet, Bengaluru, Karnataka 560018	Corporate Body-Domestic	250

****Note 1: Details of scheme as per BENPOS as on 31st March 2020**

S.No	ISIN	Particulars of the Scheme	No. of Debentures held
1	INE01HV07015	Franklin India Short Term Income Plan	1,390
2		Franklin India Credit Risk Fund	400
3		Franklin India Ultra Short Bond Fund	200
	Total		1,990



****Note 2: Details of Debenture holders as per BENPOS as on 31st March 2020**

S.No	ISIN	Particulars of the holders	No. of Debentures held
1	INE01HV07023	Sajili Mohan Chawla	10
2		Vivek Singhal	5
3		Bel-Air Resorts Private Limited	5
4		Jethanand Mahadevmal Fulwani	5
5		Amit Das	4
6		Atul Gaur	3
7		Jashvant C Raval	3
8		Sheetal Dilip Kulkarni	3
9		Rebecca Elias	3
10		Elijah Aaron Elias	2
11		Anurag Ajit Choudhary	2
12		Aakash Yogendralal Shah	2
13		Saroj Agarwal	2
14		Amit Agarwal	2
15		Shilpa Goel	2
16		Sachin Raghunandan Kotangale	2
17		Kailash Nath Agarwal	2
18		Sujan Sinha	1
19		Armaan Haresh Samtani	1
20		Shrikrishna Dattatray Naik	1
21		Himanshu Satyanarayan Seksaria	1
22		Hetal Surendra Desai	1
23		Seema Jain	1
24		Ram Kanwar Garg	1
25		Subrata Chatterjee	1
26		Ajay Harish Lakhani	1
27		Simran Ramesh Pohani	1
28		Vrunda Kashinath Bhagat	1
29		Rekha Prafull Satam	1
30		Anurag Mehra	1
	Total		70



****Note 3: Details of Funds as per BENPOS as on 31st March 2020**

S.No	ISIN	Particulars of the fund	No. of Debentures held
1	INE01HV07031	Reliance Capital Trustee Co Ltd- A/C Nippon India Hybrid Bond Fund	150
2		Reliance Capital Trustee Co Ltd- A/C Nippon India Fixed Horizon Fund - XXXVIII - Series 11	150
3		Reliance Capital Trustee Co Ltd- A/C Nippon India Fixed Horizon Fund - XXXIX - Series 5	100
	Total		400

****Note 4: Details of Debenture holders as per BENPOS as on 31st March 2020**

S.No	ISIN	Particulars	No. of Debentures held
1	INE01HV07049	Chaitanya Rural Intermediation Development Services Private Limited	200
2	INE01HV07056	Chaitanya Rural Intermediation Development Services Private Limited	200
3	INE01HV07072	Chaitanya Rural Intermediation Development Services Private Limited	250
	Total		650



****Note 5: Details of Debenture holders as per BENPOS as on 31st March 2020**

S.No	ISIN	Particulars of the holders	No. of Debentures held
1	INE01HV07064	Ladderup Wealth Management Private Limited	14
2		Leila Trading Limited	10
3		James Chagas Pereira	6
4		Rohini Ajay Vaish	5
5		Ajay Surendra Vaish	5
6		Pankaj Natvarlal Shah	4
7		Shailendra Kumar Tripathi	4
8		Shivalik Prasad	4
9		Ambuj Jain	4
10		Atul Gaur	4
11		Jashvant C Raval	4
12		Minnu Rajan Bhonsle	4
13		Sachin Raghunandan Kotangale	4
14		Bel-Air Resorts Private Limited	4
15		Kunda Kashinath Bhagat	4
16		Sujan Sinha	2
17		Kalpana Haresh Samtani	2
18		Parasmal Tarachand Jalori	2
19		Anujan Pallissery Cheriya	2
20		Aakash Yogendralal Shah	2
21		Saroj Agarwal	2
22		Subrata Chatterjee	2
23		Amit Agarwal	2
24		Chandrakant Shantilal Shah	2
25		Shrikrishna Dattatray Naik	1
26		Mandar Shrikrishna Naik	1
27		Rolly Swarup	1
28		Amit Das	1
29		Rahul Swarup	1
30		Baqar Raza Mehdi Bakht	1
31		Ami Nayak	1
32		Rekha Prafull Satam	1
33		Anurag Mehra	1
	Total		107

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Annexure 2

Name of the Company: **Vivriti Capital Private Limited****Quarterly Compliance as on 31st March 2020 – Listed NCDs – Statement on ISIN, BENPOS, Payment on due dates, Credit Rating and DRR requirement**

Sr. No.	Consent letter / Tranche reference	Consent letter/ Tranche date	ISIN	Issue Size (per ISIN) Rs. Crore	Listed / Unlisted	Secured / Unsecured	<u>Defaulted</u> or <u>Delayed</u> Principal / Interest Outstanding (if any) (in Rs. Crore)	Due date of payment (<i>in respect of default on Due date</i>)	Actual date of payment (<i>in respect of default on Due date</i>)	Date of information sharing with Credit Rating Agency (<i>in case of default</i>)	Credit Rating & Agency as at the end of last quarter	Number of Investors as at the end of quarter	Creation of Debenture Redemption Reserve, if applicable - Status thereof
1	CL/MUM/18-19/DEB/760	15-Mar-2019	INE01HV07015	1,99,00,00,000	Listed	Secured	Nil	NA	NA	NA	[ICRA] A-; Stable	3 (Three)	NA

2	CL/MUM/ 19- 20/DEB/13 4	25- June- 2019	INE01HV 07023	7,00,00,0 00	Listed	Secured	Nil	NA	NA	NA	PP-MLD [ICRA] A- ; Stable	30 (Thirty)	NA
3	CL/MUM/ 19- 20/DEB/25 4	14- Aug- 2019	INE01HV 07031	40,00,00, 000	Listed	Secured	Nil	NA	NA	NA	[ICRA] A- ; Stable	3 (Three)	NA
4	CL/MUM/ 19- 20/DEB/26 2	22- Aug- 2019	INE01HV 07049	20,00,00, 000	Listed	Secured	Nil	NA	NA	NA	[ICRA] A- ; Stable	1 (One)	NA
5	CL/MUM/ 19- 20/DEB/26 2	22- Aug- 2019	INE01HV 07056	20,00,00, 000	Listed	Secured	Nil	NA	NA	NA	[ICRA] A- ; Stable	1 (One)	NA
6	CL/MUM/ 19- 20/DEB/92 9	11- Feb- 2020	INE01HV 07064	5,35,00,0 00	Listed	Secured	Nil	NA	NA	NA	PP-MLD [ICRA] A- ; Stable	33 (Thirty - Three)	NA
7	CL/MUM/ 19- 20/DEB/10 17	04- Mar- 2020	INE01HV 07072	25,00,00, 000	Listed	Secured	Nil	NA	NA	NA	[ICRA] A- ; Stable	1 (One)	NA

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Deloitte Haskins & Sells LLP

Chartered Accountants

Indiabulls Finance Centre,
27th-32nd Floor, Tower 3,
Senapati Bapat Marg,
Elphinstone Mill Compound,
Elphinstone (W), Mumbai -
400 013, Maharashtra, India.

Phone: +91 22 6185 4000
Fax: +91 22 6185 4501/4601
www.deloitte.com/in

The Board of Directors
Vivriti Capital Private Limited
12th Floor, Prestige Polygon,
No. 471, Annasalai, Nandanam
Chennai 600035

Independent Auditors' report on the "Statement of Asset Cover as at March 31, 2020"

1. The report is issued in accordance with the terms of our engagement letter having reference GKS/2019-20/7898 dated 16 July 2019.
2. We Deloitte Haskins & Sells LLP, Mumbai, Chartered Accountants (Firm Registration Number 117366W/W-100018), have examined the audited books of account as at and for the year ended March 31, 2020 and other relevant records and documents maintained by Vivriti Capital Private Limited (the "Company") for the purpose of certifying the accompanying "Statement of Asset Cover as at March 31, 2020" (hereinafter referred to as the "Statement"), for onward submission to the Catalyst Trusteeship Limited ("Debenture trustee").

Management's Responsibility for the Statement

3. The preparation of the accompanying Statement from the audited books of account and other related records of the Company as at and for the year ended March 31, 2020 is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

4. Our responsibility for the purpose of this certificate is to provide a reasonable assurance on the basis of the examination of the audited books of account, other records and documents of the Company and as per the relevant information and explanations provided and representation made to us by the Management that the accompanying Statement is in agreement with the audited books of account as at and for the year ended March 31, 2020, other relevant records and documents maintained by the Company and produced to us for our examination.
5. The audited financial statements referred to in paragraph 4 above, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated 28 April 2020. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
6. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

Deloitte Haskins & Sells LLP

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. Based on our auditand according to the information and explanations provided to us by the Management of the Company, we certify that the accompanying Statement is in agreement with the audited books of account as at and for the year ended March 31, 2020, other relevant records and documents maintained by the Company and produced to us for our examination.

Restriction on Use

10. This certificate is issued at the request of the Management of the Company solely for the purpose of onward submission to the Debenture Trustee and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

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G. K. Subramaniam
Partner
(Membership No. 109839)

UDIN: 20109839AAAAGD1700

Mumbai, May 11, 2020



Annexure-4

14th May 2020

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: Compliance Report of the NCD's for the Quarter ending 31st March 2020.

Ref: Non-convertible Debentures issued by the Company

With reference to the subject, please find below the asset cover details of the Non-convertible debt securities:

S. No	ISIN	Listed/ Unlisted	Issue Amount (Rs.In crores)	Principal Outstanding (Rs.In crores)	Security Cover	Assets Hypothecated (Rs.In crores)*
1	INE01HV07015	Listed	199.0	199.0	1.05 times	208.99
2	INE01HV07023	Listed	7.0	7.0	1.07 times	7.50
3	INE01HV07031	Listed	40.0	30.0	1.11 times	33.41
4	INE01HV07056	Listed	20.0	20.0	1.10 times	44.09
5	INE01HV07049	Listed	20.0	20.0	1.10 times	
6	INE01HV07064	Listed	5.35	5.35	1.06 times	5.67
7	INE01HV07072	Listed	25.0	25.0	1.10 times	27.59

*Book debts outstanding as on 31st March 2020

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

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**Vineet Sukumar
Managing Director
DIN: 06848801**

The Board of Directors
Vivriti Capital Private Limited
12th Floor, Prestige Polygon,
No. 471, Annasalai, Nandanam
Chennai 600035

Independent Auditors' report on the "Statement of utilisation of proceeds received from Debenture holders as at March 31, 2020"

1. The report is issued in accordance with the terms of our engagement letter having reference GKS/2019-20/7898 dated 16 July 2019.
2. We Deloitte Haskins & Sells LLP, Mumbai, Chartered Accountants (Firm Registration Number 117366W/W-100018), have examined the audited books of account as at and for the year ended March 31, 2020 and other relevant records and documents maintained by Vivriti Capital Private Limited (the "Company") for the purpose of certifying the accompanying "Statement of utilisation of proceeds received from Debenture holders as at March 31, 2020" (hereinafter referred to as the "Statement"), for onward submission to the Catalyst Trusteeship Limited ("Debenture trustee").

Management's Responsibility for the Statement

3. The preparation of the accompanying Statement from the audited books of account and other related records of the Company as at and for the year ended March 31, 2020 is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

4. Our responsibility for the purpose of this certificate is to provide a reasonable assurance on the basis of the examination of the audited books of account, other records and documents of the Company and as per the relevant information and explanations provided and representation made to us by the Management that the accompanying Statement is in agreement with the audited books of account as at and for the year ended March 31, 2020, other relevant records and documents maintained by the Company and produced to us for our examination.
5. The audited financial statements referred to in paragraph 4 above, have been audited by us, on which we have issued an unmodified audit opinion vide our report dated 28 April 2020. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

Deloitte Haskins & Sells LLP

6. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our audit and according to the information and explanations provided to us by the Management of the Company, we certify that the accompanying Statement is in agreement with the audited books of account as at and for the year ended March 31, 2020, other relevant records and documents maintained by the Company and produced to us for our examination.

Restriction on Use

9. This certificate is issued at the request of the Management of the Company solely for the purpose of onward submission to the Debenture Trustee and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

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G. K. Subramaniam
Partner
(Membership No. 109839)

UDIN: 20109839AAAAGE2911

Mumbai, May 11, 2020