



Date: 21st October 2022

To,

BSE Limited,
P J Towers, Dalal Street,
Mumbai – 400 001

Sub: Quarterly Compliance Report on Corporate Governance under regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period ending 30th September 2022

In terms of regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Quarterly Compliance Report on Corporate Governance for the period ending 30th September 2022. The same is enclosed herewith as ***Annex I***.

Request you to kindly take the aforesaid on your records please. Thank you.

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

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

Encl: a/a





ANNEX I

Format of report on Corporate Governance to be submitted by a listed entity
at the end of 6 months from the close of the financial year

1. Name of Listed Entity – Vivriti Capital Private Limited
2. Quarter ending – 30th September 2022

I. Composition of Board of Directors													
Title (Mr/Ms)	Name of Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorships in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of independent Directorships in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. of Directorships in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Vineet Sukumar	DIN: 06848801 PAN: ATYPS8757R	Executive	30 August 2017	25 May 2019 ^s	-	-	30 June 1979	0	0	0	0	0
Mr	Gaurav Kumar	DIN: 07767248 PAN: AHSPG4205C	Non-Executive	22 June 2017	29 September 2021 [#]	-	-	28 August 1982	0	0	0	0	0
Mr	John Tyler Day	DIN: 07298703 PAN: FQVPD0766A	Non-Executive-Nominee	18 Jan 2019	-	-	-	11 March 1986	0	0	0	0	0
Mr	Kenneth Dan Vander Weele	DIN: 02545813 PAN: NA	Non-Executive-Nominee	18 Jan 2019	-	-	-	22 April 1953	0	0	1	0	0
Ms	Namrata Kaul	DIN: 00994532 PAN: ABCPK7626D	Non-Executive-Independent	12 Jan 2019	-	-	5 years	15 March 1964	3	3	9	3	3
Mr	Kartik Srivatsa	DIN: 03559152 PAN: BCAPS4506G	Non-Executive-Nominee	30 May 2020	-	-	-	19 October 1982	0	0	0	0	0
Ms	Anita Belani	DIN: 01532511 PAN: AAEPB3800H	Non-Executive-Independent	7 May 2021	-	-	5 years	19 January 1964	3	3	7	0	0
Mr	Gopal Srinivasan [^]	DIN: 00177699 PAN: AADPG9543P	Non-Executive-Nominee	27 May 2022	-	-	-	4 August 1958	2	1	2	0	0
Whether Regular chairperson appointed – Yes													
Whether Chairperson is related to managing director or CEO – No													
Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen													
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.													

^s Mr Vineet Sukumar has been designated as Managing Director of the Company with effect from 25 May 2019 for a period of 5 years in compliance with the relevant provisions of Companies Act, 2013.

[#] The designation of Mr Gaurav Kumar has been changed from Managing Director to Non-Executive Director with effect from 29 September 2021.

[^] Mr Gopal Srinivasan has been appointed by the Board of Directors at their meeting held on 27 May 2022 and his appointment was approved by the shareholders of the Company at their Annual General Meeting held on 22 September 2022 which is beyond the stipulated period prescribed under Regulation 17(1C) of SEBI (LODR) Regulations, 2015. The same was done in order to take up the matter at the Annual General Meeting of the Company, in the interest of time and to avoid holding two different meetings of shareholders as the applicability of the provisions were on a comply or explain basis.



II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	a. Namrata Kaul - (Chairperson) b. Anita Belani c. Vineet Sukumar	a. Non-Executive - Independent b. Non-Executive - Independent c. Executive	a. 15-02-2019 b. 25-05-2021 c. 21-07-2018	a. N/A b. N/A c. N/A
2. Nomination & Remuneration Committee	Yes	a. Anita Belani - (Chairperson) b. Namrata Kaul c. Kenneth Dan Vander Weele d. Gaurav Kumar	a. Non-Executive - Independent b. Non-Executive - Independent c. Non-Executive - Nominee d. Executive	a. 25-05-2021 b. 15-02-2019 c. 15-02-2019 d. 15-12-2017	a. N/A b. N/A c. N/A d. 10-08-2022
3. Risk Management Committee (if applicable)	Yes	a. Namrata Kaul - (Chairperson) b. Anita Belani c. Vineet Sukumar d. John Tyler Day e. Gaurav Kumar	a. Non-Executive - Independent b. Non-Executive - Independent c. Executive d. Non-Executive - Nominee e. Non-Executive	a. 15-02-2019 b. 25-05-2021 c. 25-05-2021 d. 15-02-2019 e. 21-07-2018	a. N/A b. N/A c. N/A d. N/A e. 10-08-2022
4. Stakeholders Relationship Committee	Committee yet to be constituted				

Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent Directors present*	Maximum gap between any two consecutive meetings (in number of days)
					Yes / No
13-04-2022					
27-04-2022					
28-04-2022					
27-05-2022					
	09-08-2022	Yes	6	1	74 days
	10-08-2022	Yes	7	2	1 day

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
				Yes / No
Audit Committee – 10-08-2022	Yes	3	2	27-05-2022
Nomination and Remuneration Committee –	Yes	4	2	27-05-2022



10-08-2022					
Risk Management Committee – 10-08-2022	Yes	5	2	27-04-2022	105 days

* This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional

**to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes <u>Note:</u> The omnibus approval was obtained in Board meeting dated 27 th April 2022. The same was reviewed in the quarterly meeting of the audit committee held on 10 th August 2022 as per the provisions.

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 except for the number of independent directors on the Board, which the company shall comply within the statutory period i.e., on or before March 2023.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
a. Audit Committee
b. Nomination & Remuneration Committee
c. Stakeholders Relationship Committee
d. Risk management committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

Name & Designation: Ms P S Amritha

Company Secretary & Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.





ANNEX III

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	Yes*
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the Nomination and Remuneration committee at the annual general Meeting</i>	19(3)	Yes^
<i>Presence of Chairperson of the Stakeholder Relationship committee at the Annual General Meeting</i>	20(3)	NA#
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes*
Note		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		

**Name & Designation: Ms. P S Amritha
Company Secretary & Compliance Officer**

*The Regulation 46(2) & 34(3) are not applicable to the Company as the equity shares are not listed. However, the Company has displayed the copy of Annual Report including balance sheet, profit and loss account, directors report and corporate governance report on its website. Business Responsibility report is not applicable to the Company and therefore the same is not forming part of the Annual Report.

[^]The Authorized representative of the Chairperson of Nomination and Remuneration Committee was present at the Annual General Meeting in accordance with the applicable provisions.
[#]The Company is yet to constitute a Stakeholders Relationship Committee as the same is not applicable as per Companies Act, 2013.

Note: The Company was not required to comply with regulation 16 to 27 for FY 2020-21. However, during the FY 2021-22 (February 2022), the Company was classified as a high value debt listed entity pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 w.e.f. 7.9.2021 and was accordingly required to adhere with above mentioned regulations on a 'comply or explain' basis till FY 2022-23.



VIVRITI
CAPITAL

Format to be submitted twice a year, on a half yearly basis by the listed entity
at the end of every 6 months of the financial year
Half year ending – September 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA
Promoter Group or any other entity controlled by them	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA
KMPs or any other entity controlled by them	NA	NA

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (Guarantee, Comfort letter etc)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.,)	Aggregate amount of value provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA	NA



Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

II. Affirmations:
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

[Handwritten signature]

Name & Designation: Mr. Srinivasaraghavan B
CEO / CFO

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt.
 - by a government company to/for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity,
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.