



May 29, 2025

Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai -400 001

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025

Pursuant to Regulation 24A / Regulation 62M of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dated May 21, 2024, as amended from time to time, the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025, as issued by M/s. GRNK & Associates, the Secretarial Auditor of Vivriti Capital Limited (*formerly known as Vivriti Capital Private Limited*) is enclosed herewith.

Kindly take the same on your record.

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

Encl.: a/a





GRNK & ASSOCIATES
COMPANY SECRETARIES

**SECRETARIAL COMPLIANCE REPORT OF VIVRITI CAPITAL LIMITED FOR THE
FINANCIAL YEAR ENDED 31ST MARCH, 2025**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Vivriti Capital Limited (CIN: U65929TN2017PLC117196) (formerly known as Vivriti Capital Private Limited, hereinafter referred as 'the listed entity'), having its Registered Office at Prestige Zackria Metropolitan No. 200/1-8, 2nd Floor, Block -1, Annasalai, Chennai - 600002. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We GRNK & Associates have examined:

- a) all the documents and records made available to us and explanation provided by M/s. Vivriti Capital Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI LODR") - to the extent applicable;
- (b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- I (a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Regulation 52(7) / 52(7A) of SEBI LODR Non-Submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds	Regulation 52(7) / 52(7A) of SEBI LODR	Non-Submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds	BSE vide its email dated 1 st July, 2024	Fine	Non-Submission of statement indicating the utilization of issue proceeds/ material deviation in the use of proceeds	Rs.1180/-	NA	Based on the company's representation the waiver of the fine was approved by the Stock exchange vide email dated 25 th October, 2024.	-



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	We advised the Company to comply with applicable regulations promptly in future.	The Company has complied with applicable regulations.	Regulation 60(2) of SEBI LODR Submission of record dates for the payments due	Delay in intimating BSE regarding the record date for the months' September, 2023. Imposed a Fine of Rs.11,800 (incl GST)	The Company has paid the fine and has submitted details of such payment to BSE Ltd. via email.	The Company has promptly complied with the said regulation.



II. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Secretarial Standards:		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2.	Adoption and timely updation of the Policies:		
	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. 	YES	-
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI. 	YES	-
3.	Maintenance and disclosures on Website:		
	<ul style="list-style-type: none"> The listed entity is maintaining a functional website. 	YES	-



	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website. 	YES	-
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	YES	-
4.	Disqualification of Director(s):		
	None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-
5.	Details related to subsidiaries of listed entities have been examined w.r.t.:		
	(a) Identification of material subsidiary companies.	NA	-
	(b) Disclosure requirement of material as well as other subsidiaries.	YES	Disclosures relating to subsidiary has been complied with.
6.	Preservation of Documents:		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-



7.	Performance Evaluation:		
	The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	Related Party Transactions:		
	a) The listed entity has obtained prior approval of audit committee for all related party transactions; (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified/ rejected by the audit committee.	YES NA	- -
9.	Disclosure of events or information:		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	NA	Regulation 30 is not applicable as it is a High Value Debt Listed Entity
10.	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-



11.	Actions taken by SEBI or Stock Exchange(s), if any:		
	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	YES	-
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries:		
	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No case of resignation of Statutory Auditor from the listed entity during the period under review.
13.	Additional non-compliances, if any:		
	No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	YES	The Company has taken prior approval of the Nomination and Remuneration Committee and Board of Directors of the Company for payment of commission to the Independent Directors of the



			<p>Company at their respective meetings held on November 06, 2024. The approval of Shareholders of the Company for the payment of Commission for FY 2024-25 will be taken at the upcoming Annual General Meeting of the Company in compliance with the applicable laws.</p> <p>The above facts were mentioned in the Corporate Governance Report for the quarter ended 31st March, 2025.</p>
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We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. - is not applicable as it is a High Value Debt Listed Entity.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) and 62 M (2) of Chapter VA (vide notification dated 27th March 2025, the High Value Debt Listed entities shall be determined on the basis of value of principal outstanding of Listed debt securities as on 31st March 2025), the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M/s. **GRNK & Associates**
Company Secretaries



BAALA SUBRAMANIYAN NE.

Partner

M.No.: F13447; COP: 22941

PR No.: 3230/2023

Place: Chennai

Date: 28th May, 2025

UDIN: F013447G000475920