



Annexure IV
Confirmation Certificate by the Practicing Company Secretary

January 27, 2023

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment 2,00,00,000 Convertible Equity Warrants on Preferential Basis to certain identified Promoter/Promoter Group and Non-Promoter/Public Persons and Entities under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, **Vinay Babu Gade, Practicing Company Secretary** have verified the relevant records and documents of “**Virinchi Limited**” with respect to the proposed preferential issue by the Company as per Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 [SEBI (ICDR) Regulations, 2018] and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the Company during the 90 trading days preceding the relevant date.
- b) None of the allottee(s) ~~does not~~ hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from January 27, 2023 (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:





1. Promoter/Promoter Group:

Name of the Proposed Allottee	DP Id/Client Id*	Quantity	Lock-in details	
			From	To
Mr. Viswanath Kompella	IN300214 16565617	1,36,68,350	NA	NA
Gajwel Developers Private Limited	IN300214 27089742	Nil	NA	NA
TOTAL		1,36,68,350	NA	NA

2. Non-Promoter/Public:

Name of the Proposed Allottee	DP Id/Client Id*	Quantity	Lock-in details	
			From	To
Moneyleader Finance India Private Limited	12094100 00001341	Nil	NA	NA
Shivanshu Rameshchandra Pandey	12088600 6535102	Nil	NA	NA
Mr. Vishal Dudeja	12041800 00067937	Nil	NA	NA
Ms. Veena Dudeja	IN300724 10198342	Nil	NA	NA
Mr. Raman Trikha	12020600 1758418	Nil	NA	NA
Ms. Kamala Bai	IN302148 10884204	Nil	NA	NA
TOTAL		Nil	NA	NA

(*) client id/ folio no in case allottee hold the securities in physical form.

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. ~~It is further confirmed that for the proposed preferential issue, the price of the equity shares of the Company has been determined in compliance with the valuation requirement as mentioned in the AoA of the Company.~~²²





- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2022-2023 is more than 5% of the post issue fully diluted share capital of the issuer.

OR

~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. _____ is less than 5% of the post issue fully diluted share capital of the issuer.~~

Date: 27-01-2023
Place: Hyderabad

Vinay Babu Gade
Company Secretary in Practice
CoP: 20707; M.No: 20592
UDIN: A020592D003062378