

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72200TG1990PLC011104

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACV6672N

(ii) (a) Name of the company

VIRINCHI LIMITED

(b) Registered office address

8-2-672/5&6, 4th Floor, Ilyas Mohammed Khan Estate
Road no.1, Banjara Hills
Hyderabad
Hyderabad
Telangana
500034

(c) *e-mail ID of the company

investors@virinchi.com

(d) *Telephone number with STD code

04048199999

(e) Website

www.virinchi.com

(iii) Date of Incorporation

13/03/1990

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LTD	1

(b) CIN of the Registrar and Transfer Agent

U74140TG1992PTC014044

Pre-fill

Name of the Registrar and Transfer Agent

AARATHI CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

1-2-285DOMALGUDA
HYDERABAD

(vii) *Financial year From date 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

28/09/2019

(b) Due date of AGM

30/09/2019

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

10

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VIRINCHI HEALTH CARE PRIVATE LIMITED	U85100TG2013PTC091707	Subsidiary	100
2	TYOHAR FOODS PRIVATE LIMITED	U15122TG2012PTC082709	Subsidiary	100

3	QFUND TECHNOLOGIES PRIVATE LIMITED	U72200TG2010PTC070100	Subsidiary	100
4	ASCLEPIUS CONSULTING & TECHNOLOGIES PRIVATE LIMITED	U72200TG2008PTC118227	Subsidiary	51
5	VIRINCHI LEARNING PRIVATE LIMITED	U72200TG2010PTC069967	Subsidiary	100
6	VIRINCHI INFRA AND REALTY PRIVATE LIMITED	U45209TG2012PTC084900	Subsidiary	100
7	VIRINCHI MEDIA AND ENTERTAINMENT PRIVATE LIMITED	U92100TG2010PTC070028	Subsidiary	100
8	TENSOR FIELDS CONSULTANCY PRIVATE LIMITED	U74900TG2015PTC101115	Subsidiary	100
9	VIRINCHI COMBINATORICS AND ANALYTICS PRIVATE LIMITED	U74999TG2016PTC110019	Subsidiary	100
10	KSOFT SYSTEMS INC		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	40,000,000	31,170,734	31,170,734	31,170,734
Total amount of equity shares (in Rupees)	400,000,000	311,707,340	311,707,340	311,707,340

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	40,000,000	31,170,734	31,170,734	31,170,734
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	400,000,000	311,707,340	311,707,340	311,707,340

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	28,218,050	282,180,500	282,180,500	
Increase during the year	2,952,684	29,526,840	29,526,840	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	160,000	1,600,000	1,600,000	0
v. ESOPs	2,792,684	27,926,840	27,926,840	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0

iv. Others, specify				
At the end of the year	31,170,734	311,707,340	311,707,340	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="28/09/2018"/>
---	---

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor	<input type="text"/>
----------------------------	----------------------

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
-------------------	----------------------	----------------------	----------------------

	Surname	middle name	first name
--	---------	-------------	------------

Ledger Folio of Transferee	<input type="text"/>
----------------------------	----------------------

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
-------------------	----------------------	----------------------	----------------------

	Surname	middle name	first name
--	---------	-------------	------------

Date of registration of transfer (Date Month Year)	<input type="text"/>
--	----------------------

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
---	----------------------	---	----------------------

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			736,272,989
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			18,044,879
Deposit			0
Total			754,317,868

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Share Warrants	2,440,000	10	24,400,000	2.5	6,100,000
Total	2,440,000		24,400,000		6,100,000

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,702,166,116

(ii) Net worth of the Company

2,354,322,803

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	11,423,100	36.65	0	
	(ii) Non-resident Indian (NRI)	960,974	3.08	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,106,742	3.55	0	

10.	Others Overseas Body Corporates-Repat	94,484	0.3	0	
	Total	13,585,300	43.58	0	0

Total number of shareholders (promoters)

18

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	13,929,179	44.69	0	
	(ii) Non-resident Indian (NRI)	1,408,981	4.52	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	70,000	0.22	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,463,145	4.69	0	
10.	Others Overseas Body Corporates,	714,129	2.29	0	
	Total	17,585,434	56.41	0	0

Total number of shareholders (other than promoters)

13,103

**Total number of shareholders (Promoters+Public/
Other than promoters)**

13,121

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	18	18
Members (other than promoters)	13,205	13,103
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	5	3	3	0.32	0
(i) Non-Independent	2	0	3	0	0.32	0
(ii) Independent	0	5	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	5	3	3	0.32	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
RAMAM MADU	02566258	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GARIKAPATI SANTHI F	03114319	Whole-time director	50,000	
SRI KALYAN KOMPELLI	03137506	Director	50,000	
MADDALA VEERA SRI	00816334	Additional director	0	
KUNDA KALPANA	07328517	Director	0	
SURESH JUTHUGA	08369715	Additional director	0	
GARIKAPATI SANTHI F	AJBPM3026E	CFO	50,000	
RAVINDRANATH TAGG	ALRPK2206N	Company Secretary	60,000	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SAMAD A MOMIN	02531039	Director	29/08/2018	Cessation
KRISHNA KANAPARTHI	03248010	Director	29/08/2018	Cessation
MADDALA VEERA SRI	00816334	Additional director	12/11/2018	Appointment
SURESH JUTHUGA	08369715	Additional director	28/02/2019	Appointment
KUNASINGAM V SITTA	00518881	Director	22/03/2019	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	28/09/2018	14,133	81	4.52

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/04/2018	7	5	71.43
2	23/05/2018	7	5	71.43
3	30/05/2018	7	4	57.14
4	30/06/2018	7	6	85.71
5	14/08/2018	7	4	57.14
6	29/08/2018	5	4	80
7	12/11/2018	5	4	80
8	11/02/2019	6	5	83.33
9	28/02/2019	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2018	3	3	100
2	Audit Committee	14/08/2018	3	3	100
3	Audit Committee	12/11/2018	3	3	100
4	Audit Committee	11/02/2019	3	3	100
5	Audit Committee	28/02/2019	3	3	100
6	Nomination & Remuneration Committee	30/05/2018	4	3	75
7	Nomination & Remuneration Committee	14/08/2018	4	3	75
8	Nomination & Remuneration Committee	08/10/2018	3	2	66.67
9	Nomination & Remuneration Committee	12/11/2018	3	2	66.67
10	Nomination & Remuneration Committee	11/02/2019	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2019
								(Y/N/NA)
1	RAMAM MAD	9	9	100	17	17	100	Yes
2	GARIKAPATI	9	9	100	3	3	100	Yes
3	SRI KALYAN I	9	9	100	12	12	100	Yes
4	MADDALA VE	2	2	100	0	0	0	Yes
5	KUNDA KALP	9	7	77.78	12	10	83.33	Yes
6	SURESH JUT	0	0	0	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GARIKAPATI SANT	Wholetime Direc	2,952,504	0	1,251,000	0	4,203,504
2	SRI KALYAN KOMF	Wholetime Direc	1,902,504	0	1,251,000	0	3,153,504
3	MADDALA VEERA	Wholetime Direc	1,637,354	0	0	0	1,637,354
	Total		6,492,362	0	2,502,000	0	8,994,362

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAVINDRANATH T	Company Secre	2,601,204	0	1,251,000	0	3,852,204
	Total		2,601,204	0	1,251,000	0	3,852,204

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Krishna Kanaparth	Director	0	0	0	80,000	80,000
2	Ramam Madu	Director	0	0	0	175,000	175,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	K. Kalpana	Director	0	0	0	120,000	120,000
	Total		0	0	0	375,000	375,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Chandra Sekhar Patnaik Vudanda

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

16619

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
GARIKAPA
TI SANTHI
PRIYA
Date: 2019.12.30
17:22:38 +05'30'

DIN of the director

To be digitally signed by

Digitally signed by
KOLLI
RAVINDRANA
TH TAGORE
Date: 2019.12.30
17:23:28 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number Certificate of practice number **Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

List of attachments

VIRShT.pdf
Virinchi Ltd_Form_MGT-8.pdf
Virinchi Committee Meetings.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

