

**VIRINCHI LIMITED**

Regd Office: 8-2-672/5&6, 4<sup>th</sup> Floor, Ilyas Mohammed Khan Estate Road No.1,  
Banjara Hills, Hyderabad- 500034, Telangana.  
Tele: 040-43728111, Website: [www.virinchi.com](http://www.virinchi.com), Email: [investors@virinchi.com](mailto:investors@virinchi.com),  
CIN: L72200TG1990PLC011104

**NOTICE OF POSTAL BALLOT & E-VOTING**

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To  
**The Members**  
**Virinchi Limited**

Dear Member(s),

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Sunday, January 25, 2026 at 9.00 a.m. (IST)	Monday, February 23, 2026 at 5.00 p.m. (IST)

Notice is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No. 03/2022 dated May 5, 2022 and the General Circular No. 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and latest Circular being, General Circular No. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circulars dated January 05, 2023, October 07, 2023 and October 03, 2024 read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, that the Resolution appended below is proposed to be passed by the Members of the Company by means of Postal Ballot, only by way of remote electronic voting process ("e-voting").

Pursuant to the MCA Circulars and other applicable laws and regulations, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail address is registered with the Depositories/Company/Registrar and Share Transfer Agent (RTA) i.e., Aarthi Consultants Private Limited ("Aarthi Consultants"). The Company has engaged the

services of Central Depository Services India Limited ("CDSL") for providing e-voting to all its members. As the Members are required to cast their votes electronically only, they are requested to read the instructions carefully, as provided in Note No. 12 in the Postal Ballot Notice.

The remote e-voting window shall remain open from 9:00 a.m. (IST) on Sunday, January 25, 2026 till 05:00 p.m. (IST) on Monday, February 23, 2026, and the remote e-voting shall be disabled thereafter and shall not be allowed beyond the aforesaid date and time. Members are requested to cast their votes on or before the aforesaid date and time to consider the votes as valid.

As required pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, the Explanatory Statement, setting out the material facts concerning the proposed a Special Resolution(s), is annexed hereto.

The Board of Directors has appointed Mr. G. Vinay Babu, Practicing Company Secretary (Membership No. A20592 and Certificate of Practice No. 20707), as the Scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him after completion of scrutiny of the votes. The results of voting conducted through postal ballot (remote e-voting process only) will be announced by the Chairman or any person authorized by him on or before, Wednesday, February 25, 2026. The results of the voting along with the Scrutinizer's Report will be made available on the Company's website i.e. [www.virinchi.com](http://www.virinchi.com), the website of Aarthi Consultants Private Limited (RTA), at [www.aarthiconsultants.com](http://www.aarthiconsultants.com) and also communicated to BSE Limited ("BSE") and NSE Limited ("NSE"), where the Company's equity shares are listed and be available on it's websites, i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

**SPECIAL BUSINESS:**

**Item No. 1**

**APPROVAL FOR INVESTMENT BY A RELATED PARTY IN M/S. VIRINCHI HEALTH CARE PRIVATE LIMITED, 100% SUBSIDIARY OF VIRINCHI LIMITED.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulations 23, 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions as may be required from the regulatory or statutory authorities, the consent of the Members of the Company be and is hereby accorded to approve the Related Party Transaction(s) entered into and/or proposed to be entered into by **M/s. Virinchi Health Care Private Limited**, a material and wholly owned subsidiary of the Company ("Subsidiary"), for creation, offer, issue and allotment, in one or more tranches, of up to **52,22,000 (Fifty Two Lakh Twenty Two Thousand) Convertible Equity Warrants ("Warrants")** at a price of **Rs. 15/- (Rupees Fifteen only) per Warrant**, each convertible into or exchangeable for **1 (One) fully paid-up equity share of face value Rs. 10/- (Rupees Ten only)**, based on an enterprise valuation of **Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only)**, aggregating up to **Rs. 7,83,30,000/- (Rupees Seven Crore Eighty Three Lakh Thirty Thousand only)**, for cash consideration, by way of **preferential issue on a private placement basis**, in accordance with the terms of the Warrants and applicable laws and regulations, to **Mr. Viswanath Kompella, Promoter of M/s. Virinchi Limited ("Company")**.

**RESOLVED FURTHER THAT** upon allotment and conversion of the said Warrants, the shareholding of **Mr. Viswanath Kompella** in the Subsidiary, based on the enterprise valuation of **Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only)** carried out by an **IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544)**, shall not exceed **49% (Forty Nine percent)** of the paid-up equity share capital of the Subsidiary, and the Company shall continue to hold **not less than 51%**, thereby retaining management control over the Subsidiary.

**RESOLVED FURTHER THAT** the Members hereby note that the aforesaid transaction constitutes a Related Party Transaction, and all related parties shall abstain from voting on this resolution in accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for giving effect to this resolution, including but not limited to execution of necessary agreements and documents, making filings and disclosures with stock exchanges, the Registrar of Companies and other regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard."

**Item No. 2**

**TO APPROVE THE ISSUE OF CONVERTIBLE EQUITY WARRANTS BY M/S VIRINCHI HEALTH CARE PRIVATE LIMITED, 100% SUBSIDIARY OF VIRINCHI LIMITED.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, of the Companies Act, 2013, as amended (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, and/or any other statutory or regulatory authorities, from time to time to the extent applicable and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, as amended, consent of the Members of the Company be and is hereby accorded to approve the proposal of M/s. Virinchi Health Care Private Limited, a material and wholly owned subsidiary of the Company ("Subsidiary"), to create, offer, issue and allot, in one or more tranches, up to 52,22,000 (Fifty Two Lakh Twenty Two Thousand only) Convertible Equity Warrants ("Warrants") at a price of Rs. 15/- (Rupees Fifteen only) per Warrant, each Warrant being convertible into 1 (One) fully paid-up equity share of the Subsidiary of face value Rs. 10/- (Rupees Ten only) each, based on an enterprise valuation of **Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only)**, aggregating up to Rs. 7,83,30,000/- (Rupees Seven Crore Eighty Three Lakh Thirty Thousand only), for cash consideration, on a preferential basis by way of private placement, to Mr. Viswanath Kompella, Promoter of the Company, in accordance with applicable provisions of the Companies Act, 2013 and rules made thereunder.

**RESOLVED FURTHER THAT** upon allotment and conversion of the said Warrants, the shareholding of **Mr. Viswanath Kompella** in the Subsidiary, based on the enterprise valuation of **Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only)** carried out by an **IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544)**, shall **not exceed 49% (Forty Nine percent)** of the paid-up equity share capital of the Subsidiary, and the Company shall continue to hold **not less than 51%**, thereby retaining management control over the Subsidiary

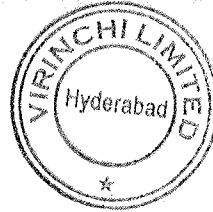
**RESOLVED FURTHER THAT** the Warrants subscription price equivalent to 25% (i.e., the upfront amount) of the warrant issue price will be payable at the time of subscription to the Warrants, which will be kept by the Subsidiary to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the Warrant issue price shall be payable by the Warrant Holder(s) at the time of exercising of option for conversion of each such Warrants for allotment of Equity Shares.

**RESOLVED FURTHER THAT** the Warrants shall be convertible into equity shares of the Subsidiary within a period not exceeding 36 (Thirty Six) months from the date of allotment, in one or more tranches, on such terms and conditions as may be determined by the Board of Directors of the Subsidiary in accordance with applicable law, and in the event the Warrants are not exercised within the said period, the unexercised Warrants shall lapse and the amount paid thereon shall stand forfeited by the Subsidiary.

**RESOLVED FURTHER THAT** the Members hereby note that the aforesaid transaction constitutes a Related Party Transaction under the Companies Act, 2013, and the approval of Members is being obtained accordingly.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to accord consent, issue directions and do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution, including authorising the Board of Directors of the Subsidiary to finalise the terms of issue, execute necessary documents and make requisite filings with the Registrar of Companies and other authorities.

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors of the Company and/or the Board of Directors of the Subsidiary in connection with the proposed issue of Warrants prior to the passing of this resolution be and are hereby approved, ratified and confirmed in all respects."



**By Order of the Board  
For Virinchi Limited**

*K. Ravindranath Tagore*

**K. Ravindranath Tagore  
Company Secretary  
M.No: A18894**

**Place: Hyderabad  
Date: January 20, 2026**

**NOTES:**

1. Explanatory Statement pursuant to Sections 102 and 110 of the Act, Secretarial Standards-2 (SS-2) and Listing Regulations stating all material facts and the reasons for the proposed Resolution(s) above, is annexed herewith for your consideration.
2. Pursuant to the guidelines and clarifications issued by Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ("MCA Circulars"), and SEBI Circulars dated January 05, 2023, October 07, 2023 and October 03, 2024, Companies are allowed to conduct Postal Ballot by sending notice in electronic form only. Accordingly, physical copy of Postal Ballot notice, Postal Ballot form, and pre-paid business reply envelope will not be sent to the Members for this postal ballot. The communication of assent or dissent of the Members would take place through the process of remote e-voting only.
3. In compliance with the aforesaid circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members whose names appear in the Register of Members/ Record of Depositories as on Friday, January 16, 2026 (Cut-off date) and whose E-mail addresses are registered with the Depositories/Company/Aarthi Consultants. The Postal Ballot Notice is also made available on the Company's website at [www.virinchi.com](http://www.virinchi.com) and on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com) and NSE Limited - [www.nseindia.com](http://www.nseindia.com).
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029, Telangana State, India i.e., at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).
5. The voting rights for Equity Shares are one vote per one Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity

Shares registered in the name of the shareholders as on Friday, January 16, 2026. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

6. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution(s) through the e-voting service facility provided by CDSL. The instructions for e-voting are provided in Note No. 12 of this Postal Ballot Notice.
7. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section ***"Instructions for E-Voting"*** in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process from 9:00 a.m. (IST) on Sunday, January 25, 2026 till 05:00 p.m. (IST) on Monday, February 23, 2026 to be eligible for being considered, failing which it will be considered that no response has been received from the shareholder.
8. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Wednesday, February 25, 2026 and will also be displayed on the website of the Company at [www.virinchi.com](http://www.virinchi.com) besides being communicated to the Stock Exchanges.
9. The Resolution(s) proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on Monday, February 23, 2026, the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.
10. The result of the voting with details of the number of votes cast for and against the Resolution(s), invalid votes and whether the resolution(s) has been carried or not, along with the Scrutinizer's report will be displayed for at least three days on the notice board of the Company at the registered office of the Company and on the website of the Company.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [investors@virinchi.com](mailto:investors@virinchi.com).
12. **The instructions of shareholders for remote e-voting:**
  - Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, January 25, 2026 at 9.00 a.m. (IST) and ends on Monday, February 23, 2026 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, January 16, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution(s). However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting</li> </ol>

	<p>service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution(s) of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution(s) contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@virinchi.com](mailto:investors@virinchi.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email/mobile no. are not registered with the company/depositories.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

**General Instructions:**

1. In case Members of the Company have not registered their e-mail address:

In terms of the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting [http://www.aarthiconsultants.com/investor\\_services/](http://www.aarthiconsultants.com/investor_services/). Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to [info@arthiconsultants.com](mailto:info@arthiconsultants.com).

2. The Remote E-voting period commences from 9:00 a.m. (IST) on Sunday, January 25, 2026 till 05:00 p.m. (IST) on Monday, February 23, 2026. During this period, the members of the

Company, holding shares either in physical form or in demat form, as on the cut-off date i.e., Friday, January 16, 2026 may cast their vote electronically. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

3. The Scrutinizer shall, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith submit to the Chairman of the Company.

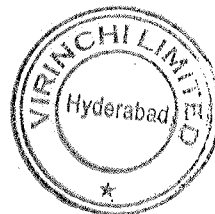
4. Subject to the receipt of sufficient votes, the Resolution(s) shall be deemed to be passed on the last date of voting i.e., on Monday, February 23, 2026. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.virinchi.com](http://www.virinchi.com) and also on the notice board placed at the Registered Office of the Company and on the website of CDSL.

5. Mr. K. Ravindranath Tagore, Company Secretary, Virinchi Limited, Regd. Off. 8-2-672/5&6, 4<sup>th</sup> Floor, Ilyas Mohammed Khan Estate, Road No.1, Banjara Hills, Hyderabad - 500034, Telangana State, India, Email: [investors@virinchi.com](mailto:investors@virinchi.com), Phone No. 040-48199999 is responsible to address the grievances connected with the E-voting and Postal Ballot.

6. To receive communication through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with the Company RTA i.e. Aarthi Consultants Private Limited on [www.aarthiconsultants.com/investor services](http://www.aarthiconsultants.com/investor_services).

7. Members holding shares either in demat or physical mode who are in receipt of Notice and entitled to vote, may cast their votes through e-voting.

Place: Hyderabad  
Date: January 20, 2026



By Order of the Board  
For Virinchi Limited

  
K. Ravindranath Tagore  
Company Secretary  
M.No: A18894

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**  
**FORMING PART OF THE NOTICE**

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution No. 1 & 2 as set out in the Notice of Postal Ballot.

**Item No.: 1**

The Company has a wholly owned subsidiary, M/s. Virinchi Health Care Private Limited ("Subsidiary"), which is engaged in the healthcare business and is a material subsidiary of the Company. In order to meet its long-term capital requirements, strengthen its balance sheet, improve liquidity and support future growth plans, the Subsidiary proposes to raise funds by way of a preferential issue of Convertible Equity Warrants on a private placement basis.

Mr. Viswanath Kompella, Founder and Promoter of the Company, has expressed his intent to invest in the Subsidiary by subscribing to the warrants proposed to be issued by Virinchi Health Care Private Limited, at an enterprise valuation of Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only), as determined by an IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544), each warrant being convertible into equity shares of the Subsidiary, subject to applicable laws, regulatory approvals and necessary consents.

Accordingly, the Board of Directors of the Company, at its meeting held on January 20, 2026, based on the recommendation of the Audit Committee, approved the proposal for the Subsidiary to create, offer, issue and allot Convertible Equity Warrants to Mr. Viswanath Kompella, subject to the approval of the Members of the Company.

**Nature of Relationship and Transaction**

Mr. Viswanath Kompella is the Promoter of Virinchi Limited and belongs to the Promoter Group, and therefore qualifies as a Related Party under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The proposed investment by Mr. Viswanath Kompella into the wholly owned and material subsidiary of the Company, through a preferential issue of warrants, constitutes a Related Party Transaction under the provisions of Section 188 of the Companies Act, 2013 read with



Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI LODR Regulations.

Since the transaction qualifies as a material Related Party Transaction in terms of Regulation 23 of the SEBI LODR Regulations, approval of the Members by way of a Special Resolution is required.

#### **Audit Committee and Board Approval**

The Audit Committee, after reviewing all relevant details, approved the proposed transaction, in the best interests of the Company and its shareholders.

The Board of Directors has thereafter approved the proposal, subject to approval of the Members.

Investment by Mr. Viswanath Kompella into M/s. Virinchi Healthcare Private Limited the wholly owned and material subsidiary by way of preferential issue of Convertible Equity Warrants; Issue price: Rs. 15/- per Warrant; Cash consideration; Post-issue shareholding capped at 49%; Virinchi Health Care Private Limited is valued at an enterprise valuation of Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only) carried out by an IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544).

**The relevant details required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:**

S.No.	Particulars	Details
1.	Name of the Related Party	Mr. Viswanath Kompella
2.	Name of the Director or Key Managerial Personnel who is related, if any	None
3.	Nature of Relationship	Promoter – part of Promoter Group
4.	Nature, material terms, monetary value, and particulars of the contract or arrangement	Investment by Mr. Viswanath Kompella into Virinchi Health Care Private Limited by way of preferential issue of up to 52,22,000 Convertible Equity Warrants on a private placement basis, based on an enterprise valuation of Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only), as determined by an IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544). Each Warrant shall be convertible into 1 (One) fully paid-up equity share of face value Rs. 10/- (Rupees Ten only) each

		<p>at an issue price of Rs. 15/- (Rupees Fifteen only) per Warrant, including a premium of Rs. 5/- per share. The aggregate consideration shall be up to Rs. 7,83,30,000/- (Rupees Seven Crore Eighty Three Lakh Thirty Thousand only), payable in cash.</p> <p>Post allotment and conversion, the shareholding of Mr. Viswanath Kompella shall not exceed 49% of the paid-up equity share capital of the Subsidiary, and the Company shall continue to hold not less than 51%, thereby retaining management control over the Subsidiary.</p>
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Promoters and persons belonging to Promoter Group shall abstain from voting on this resolution.
6.	Valuation Report or other external party report made available on the Company's website and will be accessible at	<a href="https://virinchi.com/pdf/signed RV Virinchi healthcare.pdf">https://virinchi.com/pdf/signed RV Virinchi healthcare.pdf</a>

**Minimum information to the Shareholders for approval of Related Party Transactions as per SEBI Master Circular dated November 11, 2024, SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and latest SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025:**

S.No.	Information required	Details
1.	Type, material terms and particulars of the proposed transaction;	<p>Investment by Mr. Viswanath Kompella into M/s. Virinchi Healthcare Private Limited the wholly owned and material subsidiary by way of preferential issue of Convertible Equity Warrants; Issue price: Rs. 15/- per Warrant; Cash consideration; Post-issue shareholding capped at 49%; Virinchi Health Care Private Limited is valued at an enterprise valuation of Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only) carried out by an IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544).</p>

2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Viswanath Kompella – Founder and Promoter of the Company
3.	Tenure of the proposed transaction (particular tenure shall be specified);	Warrants to be issued in one or more tranches; conversion permissible within 36 months from the date of allotment
4.	Value of the proposed transaction;	Up to Rs. 7,83,30,000/-
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	The value of the transaction represents approximately 2.60% of the consolidated turnover of the Company for the immediately preceding financial year
6.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>i. details of the source of funds in connection with the proposed transaction;</p> <p>ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not applicable – transaction relates to equity-linked instruments
7.	Justification as to why the RPT is in the interest of the listed entity;	The investment will strengthen the capital base of the Subsidiary, support business expansion and ensure continued promoter alignment while the Company retains control

8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Valuation carried out by an IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544)
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not applicable (individual counter-party)
10.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above;	Not applicable
11.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Valuation is based on an enterprise valuation of Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only) of Virinchi Health Care Private Limited, carried out by an IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544)
12.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not applicable
13.	Any other information that may be relevant.	Audit Committee and Board approvals obtained; related parties shall abstain from voting

The Board recommends the resolution(s) at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution(s) as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

**Item No.: 2**

The Board of Directors of M/s. Virinchi Limited ("Company") and M/s. Virinchi Health Care Private Limited, a material and wholly owned subsidiary ("Subsidiary"), at their respective meetings held on January 20, 2026, approved the raising of funds aggregating up to Rs. 7,83,30,000/- (Rupees Seven Crore Eighty Three Lakh Thirty Thousand only) by way of issuance of up to 52,22,000 (Fifty Two Lakh Twenty Two Thousand only) Convertible Equity Warrants ("Warrants") of the Subsidiary at a price of Rs. 15/- (Rupees Fifteen only) per Warrant, each Warrant being convertible into 1 (One) fully paid-up equity share of face value Rs. 10/- (Rupees Ten only) each, exercisable in one or more tranches at any time from the date of allotment up to 36 (Thirty Six) months thereafter, based on an enterprise valuation of Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only), as determined by an IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544), to Mr. Viswanath Kompella, Promoter of the Company (hereinafter referred to as the "Proposed Allottee"), by way of a preferential issue on a private placement basis (the "Preferential Issue").

In accordance with applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue securities by way of private placement on a preferential basis by Subsidiary.

The salient features of the Preferential Issue are set out below:

1. Object of the issue is to use issue proceeds towards the working capital and General Corporate needs of Virinchi Health Care Private Limited as part of maintaining or running its operating activities.
2. A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the warrant issue price will be payable at the time of subscription to the Warrants, which will be kept by the Subsidiary to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the Warrant issue price shall be payable by the Warrant Holder(s) at the time of exercising of option for conversion of each such Warrants for allotment of Equity Shares.
3. The Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Subsidiary within 36 (Thirty Six) months from the date of allotment of the Warrants, and as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Object.

4. Issue price of Rs. 15/- (Rupees Fifteen only) per Warrant has been arrived at based on an enterprise valuation of Rs. 312.08 crore (Rupees Three Hundred Twelve Crore and Eight Lakh Only) of Virinchi Health Care Private Limited, carried out by an IBBI-approved independent Registered Valuer, Mr. A. Someswara Rao (IBBI Registration No.: IBBI/RV/02/2019/11544).
5. Amount which the Subsidiary intends to raise by way of such securities is Rs. 7,83,30,000/- (Rupees Seven Crore Eighty Three Lakh Thirty Thousand only).
6. The class or classes of persons to whom the allotment is proposed to be made is Mr. Viswanath Kompella, Promoter of the Company.
7. Shareholding pattern of the Subsidiary before and after the Preferential Issue (assuming all the proposed warrants are converted into equity shares):

S.No	Category	Pre Issue Holding		Proposed Issue	Post Issue Holding (assuming full conversion)	
		No. of Equity Shares	% of Shares	No. of Convertible Equity Warrants	No. of Equity Shares	% of Shares
1	Promoter	54,35,978	100	52,22,000	1,06,57,978	100
2	Public	0	0	0	0	0
<b>TOTAL PROMOTER AND PUBLIC SHAREHOLDING = (A + B)</b>		<b>54,35,978</b>	<b>100</b>	<b>52,22,000</b>	<b>1,06,57,978</b>	<b>100.00</b>

8. The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:
  - a. The Warrants shall be convertible into equity shares of the Subsidiary within a period of 36 (Thirty Six) months from the date of allotment of the Warrants.
  - b. The Warrant holder shall have the right to convert the Warrants into fully paid-up Equity Shares of the Subsidiary of face value of Rs. 10/- (Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Subsidiary requesting the conversion of the relevant number of Warrants into Equity Shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").
  - c. The conversion ratio is 1 (One) equity share in lieu of 1 (One) Warrant.

- d. Prior to the Conversion Date, the Warrant Holder(s) shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Subsidiary shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- e. Upon exercise of the option by Warrant Holder(s) to convert Warrant(s) into the Equity Shares of the Subsidiary shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the respective Warrant Holders.
- f. The procedure for conversion of Warrants into Equity Shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant Holder(s) issues a Conversion Notice in accordance with Paragraph(s) above.
- g. The Warrants shall not carry any voting rights until they are converted into Equity Shares.
- h. The percentage of the post-preferential issue capital of the Subsidiary that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

S.No.	Proposed Allottees	Category	Pre issue Shareholding		Warrants to be allotted	Shareholding post conversion of Warrants	
			No. of Shares	%		No. of Shares	%
1.	Mr. Viswanath Kompella	Promoter	-	-	52,22,000	52,22,000	48.996

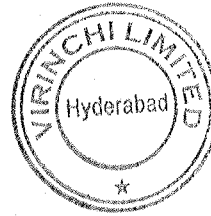
- i. The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Subsidiary.
- j. There will be no change in the composition of the Board (nor) any change in the control of the Subsidiary consequent to the Proposed Preferential Issue.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the Notice/ Explanatory Statement will be available for inspection by the Members of the Company as per applicable law.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

**Place: Hyderabad**  
**Date: January 20, 2026**



**By Order of the Board  
For Virinchi Limited**

A handwritten signature in black ink, appearing to read "K. Ravindranath Tagore".

**K. Ravindranath Tagore**  
**Company Secretary**  
**M.No: A18894**