

Dated: 03rd September, 2019

To
The Deputy Manager
Department of Corporate Services
BSE LTD Dalal Street, Mumbai-400001

Dear Sir/Ma'am

Sub: Notice of 30th AGM for the Financial Year 2018-19

Ref: Company Code – 532372

We wish to inform you that 30th Annual General Meeting (AGM) of the Company is scheduled to be held on Saturday, the 28th day of September, 2019 at 11.30 A.M at 8-2-672/5&6, Conference Room, 3rd Floor, Ilyas Mohammed Khan Estate, Road#1, Banjara Hills, Hyderabad-500034 Telangana State, India.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of 30th AGM of the Company for the financial year 2018-19. The Annual Report along with Notice of AGM are also being uploaded on the Company's website i.e. [https:// www.virinchi.com](https://www.virinchi.com).

This is for your information and necessary records.

Thanking You
Yours Truly
For Virinchi Limited



K. Ravindranath Tagore
Company Secretary
M.NO: A18894



Notice of Annual General Meeting

NOTICE is hereby given that the **30th Annual General Meeting** of the Members of the Company will be held on Saturday, the 28th day of September, 2019, at 11.30 AM at 8-2-672/586, Conference Hall, 3rd Floor, Ilyas Mohammed Khan Estate, Road No. 1, Banjara Hills, Hyderabad, Telangana - 500 034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. K. Sri Kalyan (DIN03137506) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item# 3. Regularisation of Mr. J. Suresh as Director of the Company

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

"RESOLVED THAT Mr. J. Suresh (DIN 08369715), who was appointed as an Additional Director of the Company with effect from 28th February, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

Item# 4. Appointment of Mr. J. Suresh as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of

the Companies Act, 2013 ("Act") and the Rules framed there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. J. Suresh (holding DIN 083669715), a non executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 28th February, 2019, not liable to retire by rotation."

Item# 5 Regularisation of Mr. M.V Srinivasa Rao as Director of the Company

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

"RESOLVED THAT Mr. M.V Srinivasa Rao (DIN00816334), who was appointed as an Additional Director of the Company with effect from 12th November, 2018 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

Item# 6 Appointment of Mr. M.V. Srinivasa Rao as Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as approved by the Nomination and remuneration cum compensation committee and Audit committee, consent of members be and is hereby accorded for appointment of Mr. M.V.Srinivasa Rao (DIN:00816334) as the Executive Director of the Company for a period of Five years w.e.f. 12th November, 2018 on the

remuneration, terms and conditions as recommended by the Nomination & Remuneration Committee.

"RESOLVED FURTHER THAT Mr. M.V. Srinivasa Rao, Executive Director will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges as any from time to time, be available to other Senior Executives of the Company."

"RESOLVED FURTHER THAT in the event in any financial year during his tenure, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay, remuneration in accordance with the limits as per the provisions of Schedule V of Companies Act, 2013"

Item# 7 Re-Appointment of Mr. Ramam Madu as an Independent Director

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 Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ramam Madu (holding DIN 02566258), a non executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for five (5) consecutive years commencing from 30th September, 2019, not liable to retire by rotation."

By Order of the Board
For VIRINCHI LIMITED

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

Date: 29.08.2019
Place: Hyderabad

Registered Office:
8-2-672/5&6, 4th Floor,
Road#1, Banjara Hills, Hyderabad-500034
Telangana
CIN: L72200TG1990PLC011104
Email: investors@virinchi.com
Website: www.virinchi.com

Notes:

1. A shareholder entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll on behalf of him and the proxy need not be a member. The proxy form should be deposited at the registered office of the company not less than 48 hours before the commencement of the AGM. A person can act as proxy on behalf of shareholders not exceeding Fifty (50) in number and holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other shareholder
2. Corporate shareholders intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the board resolution to the company authorizing them to attend and vote on their behalf at the AGM.
3. The relevant details as required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015) and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India, of director seeking re-appointment is annexed hereto.
4. The Register of Members / Register of Beneficiaries and Share Transfer books of the Company will remain closed from 22nd September, 2019 to 28th September 2019 (both days inclusive).
5. Members holding shares in physical form may write to the Company/Company's R&T agents for any change in their address and bank mandates. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective depository participants.
6. Members are requested to send all communication relating to shares to the Company's R&T Agents (Physical and Electronic) at the following address: M/s. Aarthi Consultants Private Ltd, Unit: Virinchi Ltd, 1-2-285, Domalguda, Hyderabad-500 029 Email-info@aarthiconsultants.com
7. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary at the Company's registered office. Members are requested to note that dividends not encashed or claimed within 7 years from the date of transfer to the Company's Unpaid Dividend Account, be transferred to the IEPF. The company has transferred the unpaid dividend for the year 2004-05,2005-06, 2006-07,2009-10, 2010-11 to IEPF.

Year	Type of Dividend	Dividend Per share Rs.	Date of Declaration	Due Date of Transfer	Amount in Rs.
2011-12	Final	0.50	29/09/2012	03/11/2019	3,19,927

8. The Certificate from the Auditors of the Company under SEBI(Share Based Employee Benefit) Regulations, 2014 as amended, will be available for inspection by the shareholders at the AGM.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN and other details to the company's R&T Agents in accordance with SEBI Circular SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20 April 2018.
10. Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the R&T Agent of the company for assistance in this regard.
11. Pursuant to section 72 of the Act, shareholders are entitled to make a nomination in respect of shares held by them. Shareholders desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to the R&T Agent of the company. Further, shareholders desirous of cancelling/ varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the R&T Agent of the company
12. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company

- is sharing all documents with shareholders in the Electronic mode, wherever the same has been agreed by the shareholders. Shareholders are requested to support this green initiative by registering/updating their e-mail
13. The Company has appointed Mr. V Chandra Sekhar Patnaik, Practicing Company Secretary as Scrutinizer for conducting e-voting process for the 30th Annual General Meeting of the Company in a fair and transparent manner
 14. The Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of the Meeting, Annual Report along with Attendance Slip and proxy form etc. are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the aforesaid documents in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Meeting.
 15. A Route Map showing direction to reach the venue of 30th AGM is given in the Annual Report as per the requirement of the Secretarial Standard - 2 on General Meeting
 16. Members may also note that the Notice of the 30th AGM and the Annual report for the FY 2018-19 will be available on the company's website i.e., www.virinchi.com.
 17. The facility for voting, either through electronic voting system or ballot or polling paper are available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting are entitled to exercise their right at the meeting; The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
 18. The Register of Directors and Key Managerial personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.
 19. All documents referred to in the Notice will be available for inspection at the Company's registered Office during normal business hours on working days up to the date of AGM.

20. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.

Voting through electronic means/ Guidelines for Electronic Voting

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to provide E-Voting facility to members to cast their vote on all the resolutions set forth in the Notice convening 30th Annual General Meeting (AGM) to be held on 28.09.2019. The Company engaged the Services of Central Depository Services Limited (CDSL) to provide the e-Voting Facility:

The instructions for Members for e-voting are as under:

The voting period begins on Wednesday, 25th September, 2019 at 9.00 a.m. and ends on Friday, 27th September, 2019 at 5.00 p.m. During this period shareholders' of the company, holding shares either in Physical Form or Dematerialized form, as on the cutoff date 21st September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

- a) Instructions for e-voting
 - i. The shareholders should log on to the e-voting website www.evotingindia.com
 - ii. Click on "Shareholders" tab.
 - iii. Now enter your User ID

For Members holding shares in Demat Form	For Members holding shares in Physical
For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Folio Number registered with the company
For CDSL: 16 digits beneficiary ID	
 - iv. Next enter the Image Verification as displayed and Click on Login.
 - v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below

For Members holding shares in Demat Form and Physical Form

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"> Members who have not updated their PAN with the Company/Depository participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001(Which is printed on address label) in the PAN field
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in
Bank	the Bank company records for the said demat account or folio. Please
Account	enter the DOB or Details Dividend Bank Details in order to login. If the
Details	details are not recorded with the depository or company please enter the folio/client id.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in Physical form will then reach directly to the voting screen.
- viii. Members 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 resolutions 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.
- ix. If Demat account holder has forgotten the changed password then Enter the User ID and the imageverification code and click on Forgot Password & enter the details as prompted by the system.
- x. Click on the relevant EVSN for the "Virinchi Limited" on which you choose to vote.

- xi. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO
- xii. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Notice of the Annual General Meeting.
- xiii. 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.
- xiv. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvi. Note for Non-Individual Shareholders & Custodians:

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.

After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- b) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

BY ORDER OF THE BOARD
For VIRINCHI LIMITED

K. Ravindranath Tagore

Place: Hyderabad

Company Secretary

Date: 29.08.2019

M.No.: A18894

Registered Office:

8-2-672/5&6, 4th Floor,

Road#1, Banjara Hills, Hyderabad-500034

Telangana

CIN: L72200TG1990PLC011104

Email: investors@virinchi.com

Website: www.virinchi.com

Statement provided pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India

1. Name of the Director	J. Suresh
Date of Birth	15/09/1977
Qualifications:	B.Com, LLM
Expertise in Specific Functional Areas:	He has more than 12 years of experience in the areas of legal and practicing in the high courts in the matters of Criminal, Civil and Writ petitions etc..
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company as on 31.03.2019	NIL
Relationship between directors inter-se/ Key Managerial Personnel	There is no relationship with other directors on the board & KMP.
Details of Last Remuneration Drawn	NIL
Date of First appointment of Board	28/02/2019
Number of Meeting of the Board attended during the financial year (2018-19)	NIL
2. Name of the Director	M.V.Srinivasa Rao
Date of Birth	8th April, 1968
Qualifications:	B.E (ECE), MBA, IIM, Ahmedabad
Expertise in Specific Functional Areas:	27 years of experience in Management Consulting and Industry. Worked with Deloitte Touche Tohmatsu India Private Limited for 18 years and was in-charge of the Management Consulting practice for Hyderabad market for 11 years. Worked with Best & Crompton Engineering Projects Limited, an EPC company for 5 years in the area of corporate finance. Working with Virinchi Limited in the corporate group for close to two years. Experience spans across various verticals such as IT/ITES, Steel, Fertilizer, Cement, Pharmaceutical, Media & Entertainment, Healthcare and Education. Experience on horizontals spans across corporate finance and strategy & operations. Corporate finance experience includes corporate restructuring for value unlocking, mergers & acquisitions, business and brand valuations, equity & debt fund raising and corporate debt restructuring. Strategy & operations experience includes business strategy formulation and implementation, total cost management through shop floor workflow management, and supply chain management and performance improvement through streamlining of organizational systems and procedures and implementation of performance assessment & monitoring systems.
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL

Number of shares held in the company as on 31.03.2019	NIL
Relationship between directors inter-se/Key Managerial Personnel	There is no relationship with other directors on the board & KMP.
Details of Last Remuneration Drawn	Rs.16,37,354
Date of First appointment of Board	12th November, 2018
Number of Meeting of the Board attended during the financial year (2018-19)	2
3. Name of the Director	Ramam Madu
Date of Birth	15-05-1960
Qualifications:	B.A. B.L
Expertise in Specific Functional Areas:	35 years of experience in administration, management and legal fields. He is presently practicing as Advocate in High court of Telangana.
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company as on 31.03.2019	250
Relationship between directors inter-se/Key Managerial Personnel	There is no relationship with other directors on the board & KMP.
Details of Last Remuneration Drawn	No Remuneration paid to him except the sitting fees for attending the meetings.
Date of First appointment of Board	11-05-2011
Number of Meeting of the Board attended during the financial year (2018-19)	9
4. Name of the Director	K.Sri Kalyan
Date of Birth	17-08-1979
Qualifications:	B.E (Mech. Engg.), MBA (SCM)
Expertise in Specific Functional Areas:	He has worked for seven years in Tecumseh Products India Private Limited in Quality Assurance, Production and Project Management and has Four years of Administration and Operations experience. He is a certified ISO 9001 internal auditor, ISO 14001 Lead Auditor and an in-house trainer for Lean Manufacturing and Six Sigma. As the head of the Manufacturing unit, he has worked on several cost saving and quality improvement projects involving TPM and SPC and Quality Circle Techniques. He is a post graduate from SP Jain Centre of Management, a leading B- School in Asia and has specialized in Global Logistics and Supply Chain Management.
Directorships held in other public companies (Excluding Foreign companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other public Companies (Includes Only Audit Committee and Stakeholder's Relationship Committee)	NIL
Number of shares held in the company as on 31.03.2019	50,000
Relationship between directors inter-se/Key Managerial Personnel	There is no relationship with other directors on the board & KMP.
Details of Last Remuneration Drawn	Rs. 31,53,504 p.a.
Date of First appointment of Board	12-08-2013
Number of Meeting of the Board attended during the financial year (2018-19)	9

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No 3

Mr. J. Suresh, was appointed as an Additional Director of the Company with effect from 28th February, 2019 by the Board of Directors under Section 161, 149 (1) of the Act. In terms of Section 161(1) of the Act, Mr. J. Suresh holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member, signifying intention to propose Mr. J. Suresh as a Director.

The Directors are of the view that the appointment of Mr. J. Suresh, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members for their approval. Except Mr. J. Suresh, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Your Board recommends the resolution set out in Item No. 3 for approval of the members as Ordinary resolution.

Item No 4

Mr. J. Suresh, being eligible and offers himself for appointment as Independent Director of the company. It is proposed to be appointed as Independent Directors for five (5) consecutive years commencing from 28th February, 2019, respectively. Except Mr. J. Suresh, none of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 respectively of the Notice.

In the opinion of the Board, Mr. J. Suresh fulfills the conditions specified in the Companies Act, 2013 for such appointment. Your Board recommends the resolution set out in Item No. 4 for approval of the members as Ordinary resolution.

Item No 5

Mr. M. V. Srinivasa Rao, was appointed as an Additional Director of the Company with effect from 12th November, 2018 by the Board of Directors under Section 161, 149 (1) of the Act. In terms of Section 161(1) of the Act, Mr. M. V. Srinivasa Rao holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been

received from a member, signifying intention to propose Mr. M.V. Srinivasa Rao as a Director. The Directors are of the view that the appointment of Mr. M.V. Srinivasa Rao, as Director will be beneficial to the operations of the Company and hence said resolution being placed before the members for their approval.

Except Mr. M.V. Srinivasa Rao, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this resolution.

Your Board recommends the resolution set out in Item No. 5 for approval of the members as Ordinary resolution.

Item No 6

Mr. M V Srinivasa Rao is appointed as an Additional Director of the Company on 12th November, 2018. In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee the Board of Directors and subject to approval of the members and in compliance with section 196 & 197 of Companies act, 2013 read with rules thereof and Schedule V of the Companies Act, 2013 proposed for the appointment of Mr. M. V. Srinivasa Rao as Executive director of the company for a period from 12th November, 2018 to 11th November, 2023 on the remuneration, terms and conditions as recommended by the Nomination & Remuneration cum compensation Committee. Your Directors recommend that the said resolution may be passed as an Ordinary resolution. The details of remuneration payable to Mr. M V Srinivasa Rao and the terms and conditions of the appointment are given below:

Salary: Rs.3,83,333/- per month. Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. M V Srinivasa Rao.

The Board of Directors recommends the resolution in relation to the appointment of Executive Director, for the approval of the members of the Company. Notice has been received from member signifying their intention to propose appointment of Mr. M V Srinivasa Rao as Executive Director of the Company.

The disclosure under SEBI (LODR) Regulations, 2015 is provided at Annexure to this Notice. Except Mr. M V Srinivasa Rao and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 6.

Your Board recommends the resolution set out in Item No. 6 for approval of the members as Ordinary resolution.

Item No 7

Mr. Ramam Madu, being eligible and offers himself for re-appointment as Independent Director of the company for a further period of 5 years. It is proposed to be re-appointed as Independent Directors for five (5) consecutive years commencing from 30th September, 2019, respectively. Except Mr. Ramam Madu., none of the Directors and Key Managerial Personnel of the Company and their respective relatives, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 respectively of the Notice.

In the opinion of the Board, Mr. Ramam Madu fulfills the conditions specified in the Companies Act, 2013 for

such re-appointment. His guidance is very useful to the Company and also holding the position of Chairman of Audit Committee and other Committees.

Your Board recommends the resolution set out in Item No. 7 for approval of the members as Special resolution.

BY ORDER OF THE BOARD
For VIRINCHI LIMITED

Place: Hyderabad
Date: 29.08.2019

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

Registered Office:
8-2-672/566, 4th Floor,
Road#1, Banjara Hills, Hyderabad-500034
Telangana
CIN: L72200TG1990PLC011104 Email: investors@virinchi.com
Website: www.virinchi.com

VIRINCHI LIMITED

8-2-672/5&6, 4th Floor, Ilyas Mohammed Khan Estate Road No.1,
Banjara Hills Hyderabad.
CIN: L72200TG1990PLC011104

ATTENDANCE SLIP

SLIP DULY FILLED IN TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL

Regd Folio No:.....

No. of Shares held:.....

SHAREHOLDER'S NAME: Mr /Mrs/Ms.....
(In Block Capitals)

IN CASE OF PROXY

NAME OF THE PROXY : **Mr/ Mrs/Ms**.....

I Certify that I am a Registered Shareholder / Proxy for the Registered Shareholder of the Company.

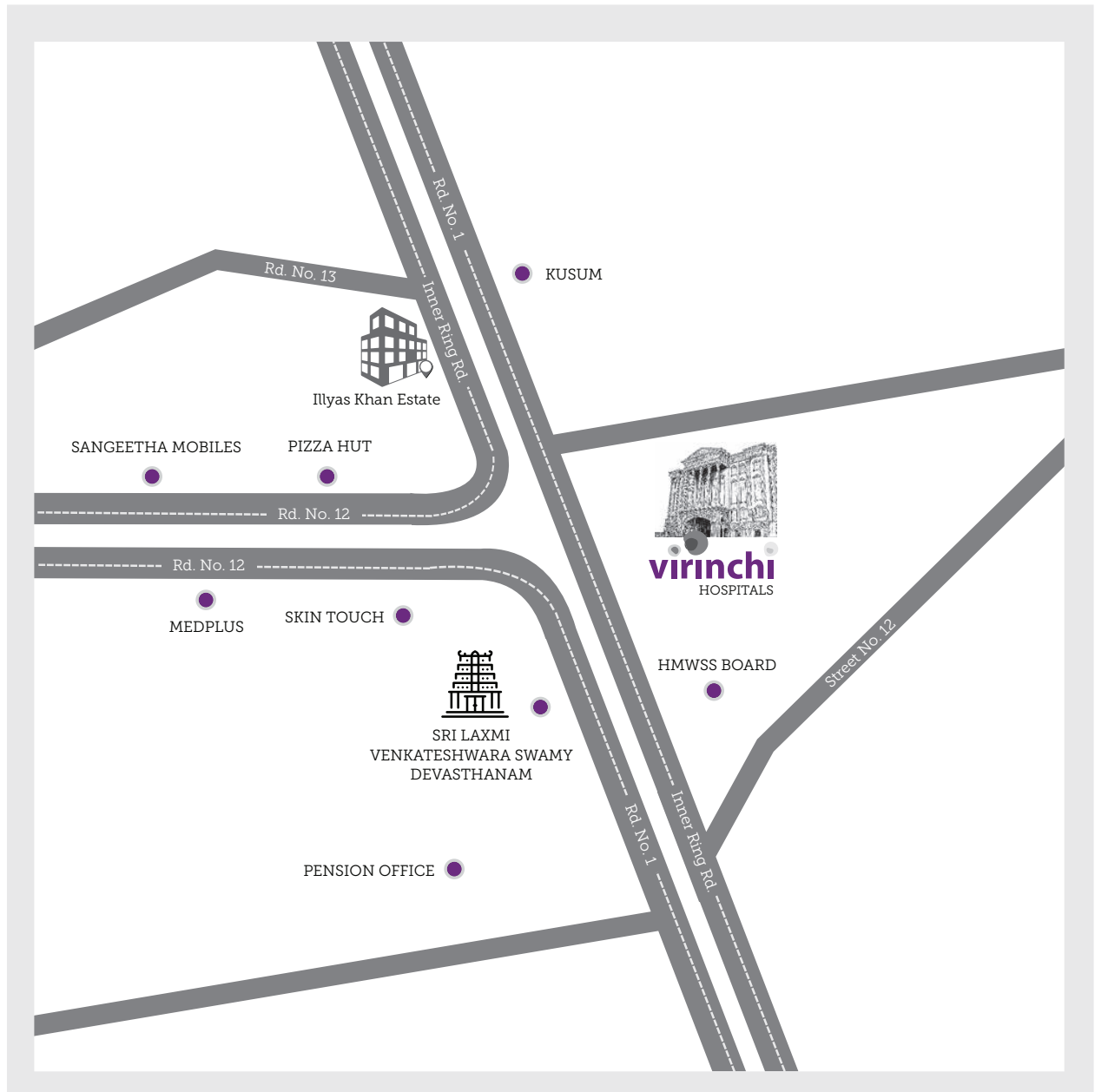
I hereby record my presence at the **30th Annual General Meeting** of the Company to be held on Saturday, the 28th September, 2019 at 11.30 P.M. at 8-2-672/5 & 6, 3rd Floor, Ilyas Mohammed Khan Estate Road no.1, Banjara Hills Hyderabad, Telangana - 500 034.

.....
Member's / Proxy's Signature

Notes:

- 1 Please bring this Attendance Slip when you are attending the Meeting.
- 2 Please do not bring with you any person who is not a member of the Company.

Route Map to the venue of AGM



VIRINCHI LIMITED

8-2-672/5&6, 4th Floor, Ilyas Mohammed Khan Estate Road No.1,
Banjara Hills Hyderabad.
CIN: L72200TG1990PLC011104

MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

I/We, being the member(s) of..... shares of the above named company, hereby appoint:

Name of the member (s):		Email Id:	
		Folio No./ Client Id No.:	
Registered address:		DP Id No.:	

Name:	Name:	Name:
Address:	Address:	Address:
E-Mail Id:	E-Mail Id:	E-Mail Id:
Signature: or failing him	Signature: or failing him	Signature: or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Saturday the 28th day of September, 2019 at 11.30 P.M. at "at 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate Road no.1, Banjara Hills Hyderabad , Telangana-500034; resolutions as are indicated below:

S. No	Resolutions	For	Against
1	Consider and adopt audited financial statements as at 31.03.2019 and statement of profit and loss accounts for the year ended and the reports of the board of Directors and Auditors		
2	To appoint a Director in place of Mr. K.Sri Klayan who retires by rotation, and being eligible, offers himself for re-appointment.		
3	Regularisation of Mr. J. Suresh as Director of the Company		
4	Appointment of Mr. J. Suresh as an Independent Director		

S. No	Resolutions	For	Against
5	Regularisation of Mr. M.V Srinivasa Rao as Director of the Company		
6	Appointment of Mr. M.V. Srinivasa Rao as Executive Director of the Company		
7	Re-Appointment of Mr. Ramam Madu as an Independent Director		

Signed this.....day of.....2019.

Affix ₹1/-
revenue
Stamp

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.