

May 26, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Scrip Code: 532372

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051
Symbol: VIRINCHI

Dear Sir/Madam,

Subject : Annual Secretarial Compliance Report for the year ended March 31, 2025 - Revised

Reference : Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed revised Annual Secretarial Compliance Report for the year ended March 31, 2025, as per prescribed format.

This is for your information and records.

Thanking You,

Yours faithfully

For Virinchi Limited

K Ravindranath Tagore
Company Secretary
M.No.A18894

Encl. as above



Annual Secretarial Compliance Report of M/s. Virinchi Limited for the financial year ended
31st March, 2025

I, G. Vinay Babu, Company Secretary in Practice have examined

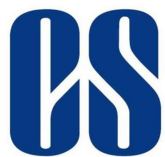
- (a) All the documents and records made available to me and explanation provided by M/s. Virinchi Limited (the "Listed entity").
- (b) The filings/ submissions made by the listed entity to the stock exchange.
- (c) Website of the listed entity.
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this Report.

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

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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable to the Company during the review period.**)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;



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- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the review period.)**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- (j) And circulars/guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified in Annexure – A.
- b. The listed entity has taken the following actions to comply with the observations made in previous reports specified in Annexure – B.

ADDITIONAL AFFIRMATIONS:

S.No	Particulars	Compliance Status	Observations /Remarks of PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities.• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	Nil
3	Maintenance and disclosures on Website: <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific	Yes	Nil



S.No	Particulars	Compliance Status	Observations /Remarks of PCS
	which re-directs to the relevant document(s)/ section of the website.		
4	Disqualification of Director: None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013.	Yes	Nil
5	Details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	Nil
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	Nil
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Nil
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes	Nil
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil



S.No	Particulars	Compliance Status	Observations /Remarks of PCS
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	Nil
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity.	NA	There was no instance of resignation of Statutory Auditor of the Company during the review period.
13	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



VINAY BABU GADE^{ACS, LLB}
Company Secretary in Practice

Mobile: 9160999526
Email: cs.gvinav@gmail.com



Place: Hyderabad
Date: May 26, 2025

Vinay Babu Gade
Company Secretary in Practice
M. No: A20592
CP. No: 20707
UDIN: A020592G000442112



VINAY BABU GADE ACS, LLB

Company Secretary in Practice

Mobile: 9160999526

Email: cs.gvinay@gmail.com

Annexure – A

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	In case of resignation of key managerial personnel, senior management, Compliance Officer or director other than an independent director; the letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director shall be disclosed to the stock exchanges by the listed entities within seven days from the date that such resignation comes into effect	Regulation 30 of SEBI LODR read with sub-para 7C of Para A Part A Schedule III of SEBI LODR and SEBI Circular dated July 13, 2023 no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123	Resignation letter was disclosed on January 08, 2024, where-in there was a delay of one day for disclosure of the resignation letter	NSE	Warning letter	Delay in disclosure of resignation letter on 8 th day from the date that such resignation comes into effect	-	-	The Board took note of the same	-



VINAY BABU GADE ACS, LLB

Company Secretary in Practice

Mobile: 9160999526

Email: cs.gvinay@gmail.com

Annexure – B

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31 st March 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	Company has not approached to the Exchange for listing of equity shares within 7 working days from the date of grant of listing approval pursuant to preferential issue	Company has not approached to the Exchange for listing of equity shares within 7 working days from the date of grant of listing approval pursuant to preferential issue	listing of equity shares within 7 working days from the date of grant of listing approval pursuant to preferential issue. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Circular: SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019	National Stock Exchange of India Limited vide letter Ref: NSE/LIST/37217 dated September 13, 2023, for application no. 37217 Imposed Fine Rs. 47,200/-	Fine paid	-
2				National Stock Exchange of India Limited vide letter Ref: NSE/LIST/37217 dated September 13, 2023, for application no. 37218 Imposed Fine Rs. 47,200/-	Fine paid	-
3				National Stock Exchange of India Limited vide letter Ref: NSE/LIST/37217 dated September 13, 2023, for application no. 37219 Imposed Fine Rs. 47,200/-	Fine paid	-
4				BSE Ltd, for application no. 183735 Imposed Fine Rs. 47,200/-	Fine paid	-
5				BSE Ltd, for application no. 183731 Imposed Fine Rs. 47,200/-	Fine paid	-
6				BSE Ltd, for application no. 183726 Imposed Fine Rs. 47,200/-	Fine paid	-