

**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: 040-48199999, 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),

**VOTING STARTS ON**

**Friday, January 26, 2024 at 9.00 a.m. (IST)**

**VOTING ENDS ON**

**Saturday, February 24, 2024 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 issued by Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circular dated January 05, 2023, October, 7, 2023 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 Friday, January 26, 2024, till 05:00 p.m. (IST) on Saturday, February 24, 2024, 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.

The Board of Directors of the Company, at their meeting held on Wednesday, January 24, 2024, approved the Re-Appointment of Mr. Suresh Juthuga, DIN: **08369715** as a Non-Executive Independent Director of the Company for the second term of 5 years, subject to the approval of the Members of the Company by way of a Special Resolution.

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 Resolutions, 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, February 27, 2024. 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).

## PROPOSED RESOLUTION

### SPECIAL BUSINESS:

#### Item No. 1:

#### Re-Appointment of Mr.Suresh Juthuga , DIN: 08369715 as an Independent Director of the Company:

*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, 150 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time and Regulation 16(1)(b), 17, 25 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force, and on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr.Suresh Juthuga, DIN: 08369715**, who has been re-appointed as “Non-Executive and Independent Director” of the Company by the Board of Directors with effect from 28<sup>th</sup> February, 2024, pursuant to Section 161 of the Act and the Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for an Second term of five (5) consecutive years with effect from February 28, 2024 to February 27, 2029.”

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

Place: Hyderabad  
Date: January 24, 2024

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

**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 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, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 (“MCA Circulars”), and SEBI Circular dated January 05, 2023, 7<sup>th</sup> October, 2023 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 19, 2024** (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@arthiconsultants.com](mailto:info@arthiconsultants.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 19, 2024**. 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 resolutions 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 Friday, January 26, 2024 to 5:00 p.m. (IST) on Saturday, February 24, 2024 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 Tuesday, February 27, 2024 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 proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on Saturday, February 24, 2024, 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, invalid votes and whether the resolution 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 for E-Voting:**
  - a) In view of the threat of Covid-19, the Company is unable to get the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote E-voting only.
  - b) You are requested to carefully read the instructions before exercising the vote and complete the E-voting between 9:00 a.m. (IST) on Friday, January 26, 2024 to 5:00 p.m. (IST) on Saturday, February 24, 2024.
  - c) The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/ She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
  - d) Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to send an email to [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com) along with supporting documents and they would get an email with the link to participate in Remote E-voting.

e) **Voting through electronic means**

In terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, General Circular No. 11/2022 dated December 28, 2022 and General Circular No 9/2023 Dated September 25, 2023 ("MCA Circulars"), issued by Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circular dated January 05, 2023, October 7<sup>th</sup> 2023 the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on **Friday, January 19, 2024** (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the Evoting platform provided by CDSL.

- f) The voting period begins on 9:00 a.m. (IST) on Friday, January 26, 2024 to 5:00 p.m. (IST) on Saturday, February 24, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, January 19, 2024 the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- g) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 resolutions.

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.

- h) 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.

- i) 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 CDSL | <ol style="list-style-type: none"> <li data-bbox="565 472 1356 766">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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li data-bbox="565 808 1356 1165">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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="565 1207 1356 1354">3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li data-bbox="565 1396 1356 1782">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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. 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> |

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with <b>NSDL</b>                                     | <p>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.nsd.com">https://eservices.nsd.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 service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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> |
| 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 022-23058738 and 22-23058542-43. |
| 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 toll free no.: 1800 1020 990 and 1800 22 44 30.             |

j) Login method for 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>                 |

- 7) After entering these details appropriately, click on "SUBMIT" tab.

- 8) 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 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.
  - 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - 11) 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.
  - 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - 13) 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.
  - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - 16) 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.
- k) **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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [cs.gvinay@gmail.com](mailto:cs.gvinay@gmail.com) with a copy marked to [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/RTA.**

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 RTA email id [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).
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 022- 23058738 and 022-23058542/43.

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, 25<sup>th</sup> 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 on 022-23058542/43.

### **General Instructions:**

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

On account of threat posed by COVID-19 and 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).

l) 2. The Remote E-voting period commences from 9:00 a.m. (IST) on Friday, January 26, 2024 to 5:00 p.m. (IST) on Saturday, February 24, 2024. 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 19, 2024 may cast their vote electronically. Once the vote on a resolution 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 Resolutions shall be deemed to be passed on the last date of voting i.e., on Saturday, February 24, 2024. 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.

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

**Place: Hyderabad  
Date: January 24, 2024**

**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 as set out in the Notice of Postal Ballot.

**Item No.: 1**

**Re-Appointment of Mr.Suresh Juthuga, DIN: 08369715 as an Independent Director of the Company:**

Mr. Suresh Juthuga( DIN:08369715) was appointed as an independent director of the company by the shareholders at the 30<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2019 for a term of five consecutive years with effect from 28<sup>th</sup> February, 2019 pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Articles of Association of the Company. The first term of appointment of Mr. Suresh Juthuga as an Independent Director shall come to an end on February 27, 2024.

The Nomination and Remuneration committee at its meeting held on January 24, 2024, after taking into consideration Mr. Suresh Juthuga's expertise in the area of corporate laws, governance, finance, among others, his experience, knowledge and time commitment towards the affairs of the Company and the substantial contribution made by him during his tenure as an Independent Director and the performance evaluation during the first term of five years, has recommended to the Board his re-appointment as an Independent Director for a second term of five years. The Nomination and Remuneration Committee is of the view that Mr. Suresh possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint him as an Independent director for the second term of five years. Based on the recommendation of the Nomination and Remuneration Committee, the Board of the Company at its meeting held on January 24, 2024 has approved the re-appointment of Mr. Suresh as an Independent Director, not liable to retire by rotation, for a second term of five years effective from February 28, 2024 to February 27, 2029, subject to the approval of the shareholders. In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms of five consecutive years each.

Considering the first term of appointment of Mr. Suresh as an Independent Director shall come to an end on February 27, 2024, the Nomination and Remuneration Committee and the Board at their respective meetings held on January 24, 2024 decided to seek the approval of the shareholders for reappointment of Mr. Suresh as an Independent Director for the second term of five years effective from February 28, 2024 to February 27, 2029 through Postal Ballot. Mr. Suresh is a noted lawyer with vast experience and expertise in the area of corporate laws, governance, finance, merger and acquisition, corporate strategy and

risk management, Civil, Criminal and Write Petitions. He brings a lot of value by providing inputs during the board deliberations and also provides the Company with guidance, inputs and advice on legal aspects on matters impacting the Company on an ongoing basis. Mr. Suresh is also a member of the Audit Committee, Nomination and Remuneration Committee and the Stakeholders' Relationship Committee of the Company

**Brief Profile of Mr. Suresh:**

Mr. Suresh, a law graduate from Andhra University and a postgraduate in Law from Nagarjuna University. He specialises in various practice areas including General Corporate, Civil, Criminal and Writ Petitions.

Mr. Suresh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for re-appointment as an Independent Director for a second term of five consecutive years. The Company has, in terms of Section 160(1) of the Act, received notice in writing, proposing his candidature for re-appointment as an Independent Director. The Company has also received a declaration from Mr. Suresh confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Suresh has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably expected/ anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Suresh is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Suresh is not debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority

Copy of the draft letter of re-appointment of Mr. Suresh as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in note no. 11 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company

<https://corporate.virinchi.com/regulationFortySix.php>

Mr. Suresh for himself and through his relatives, to the extent of their shareholding, if any, in the Company and to the extent of remuneration by way of sitting fees, may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out under business item no. 1 of the notice. Apart from receiving Sitting Fees, Mr. Suresh does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

In the opinion of the Board, Mr. Suresh is a person of integrity, possesses expertise and knowledge required at the Board, fulfils the conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for re-appointment as an Independent Director and is independent of the management of the Company.

The Board of Directors is of the opinion that the re-appointment of Mr. Suresh as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 1 of the Notice for approval of Members.

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

**Place: Hyderabad  
Date: January 24, 2024**

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



**ANNEXURE**

**Brief Profile and other details, as required pursuant to the Regulation 36 (3) of the Listing Regulations and Secretarial Standards-2 are given below:**

| <b>Particulars</b>   |   |
|--|---|
| Name of Director   | Mr. Suresh Juthuga  |
| Designation  | Non-Executive- Independent Director   |
| DIN  | <b>08369715</b>   |
| Date of Birth and Age  | 15 <sup>th</sup> September, 1977, 46 Years  |
| Date of Initial Appointment on the Board   | 28 <sup>th</sup> February, 2019   |
| Qualifications:  | B.Com, LLB, LLM   |
| Expertise in Specific Functional Areas, Skills and Capabilities  | A seasoned professional with 16years of experience and law graduate from Andhra University and a postgraduate in Law from Nagarjuna University. He specialises in various practice areas including General Corporate, Civil, Criminal and Writ Petitions. |
| Number of shares held in the company   | Nil   |
| Relationship between directors and other KMPs inter-se   | There is no relationship with other directors on the board.   |
| Resignation from Listed companies in the past three years  | Nil   |
| Directorships held in other Public Limited Companies   | Nil   |
| Memberships/ Chairmanships of committees of other companies  | Nil   |
| Number of meetings of the Board, Audit Committee and the Stakeholders' Relationship Committees attended during the last financial year | Mr. Suresh attended all 10 (Ten) Board Meetings held during the financial year 2022-23. He is not a member in Audit Committee and Stakeholders Relationship committee during the year financial year  |
| Remuneration (including sitting fees, if any) last drawn in financial year 2022-23   | Rs.1,20,000   |
| Terms and conditions of Appointment/ Re-appointment  | As per the details provided under the resolution and explanatory statement for business item no. 1  |

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

Place: Hyderabad  
Date: January 24, 2024

K. Ravindranath Tagore  
Company Secretary  
M.No: A18894