www.virinchi.com

VIRINCHI LIMITED

Regd Office: 8-2-672/5&6, 4th Floor, Ilyas Mohammed Khan Estate Road No.1,
Banjara Hills, Hyderabad- 500034, Telangana.
Tele: 040-43715111, Website: www.virinchi.com, Email: investors@virinchi.com,
CIN: L72200TG1990PLC011104

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM No. 01/2026-2027) of the Members of Virinchi Limited ("the Company") will be held on Thursday, December 10, 2026 at 3:30 P.M. through Video Conferencing / Other Audio Visual Means to transact the following special business:

SPECIAL BUSINESS

Item No. 1

TO APPROVE THE ISSUE OF CONVERTIBLE EQUITY WARRANTS TO CERTAIN IDENTIFIED PROMOTER AND NON-PROMOTER ENTITIES ON PREFERENTIAL BASIS.

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), 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

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Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (the "Stock Exchange(s)") on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable 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, and subject to such approvals, consents and permissions as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchange(s)) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution], is hereby authorised to accept, the consent and approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot, in one or more tranches, upto 2,00,00,000 (Two Crore only) warrants ("Warrants") at a price of Rs. 15/- (Rupees Fifteen Only) per Warrant ("Warrants Issue Price"), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value Rs. 10/- (Rupees Ten only) each, aggregating upto Rs. 30,00,00,000/- (Rupees Thirty Crore only), for a cash consideration by way of a preferential issue on a private placement basis, in accordance with the terms of the Warrants as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine to below mentioned allottees hereinafter referred to as "Allottee(s)"

S.No.	Proposed Allottees	Category	No of Warrants to be allotted
1.	Viswanath Kompella	Promoter	1,50,00,000
2.	IT Peer Technologies LLC	Public	50,00,000
		Total	**2,00,00,000**

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari-passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board and also be listed in the Stock Exchange where the existing equity shares of the Company are listed subject to necessary approvals in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for the purpose of calculating the floor price for the issue of Warrants is Monday, November 09, 2026 being the date, 30 (Thirty) days prior to the scheduled date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 (Fifteen) days from the date of passing of this Special Resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any Applicable Regulatory Authorities or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants and the Equity Shares to be allotted pursuant to the exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

(i) The issue of warrants and the Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Equity Shares shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant Holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants;

(ii) 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, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company 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;

(iii) Each Warrant is convertible into 1 (One) Equity Share of face value Rs. 10/- (Rupees Ten only) and the conversion can be exercised by Warrant Holder(s) at any time during the period of 18 (Eighteen) months from the date of allotment of Warrants, in one or more tranches, as the case may be by delivering a notice of conversion ("Conversion Notice") to the Company 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") and on such other terms and conditions as applicable;

(iv) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;

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(v) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of Equity Shares by way of capitalisation of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of Equity Shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time;

(vi) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, Warrant Subscription Price and Warrant Exercise Price, shall be received from the bank account of the person whose name appears first in the application;

(vii) In the event the Warrant Holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company;

(viii) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations;

(ix) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;

(x) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations.

(xi) The Equity Shares allotted upon conversion of the Warrants will be listed on the Stock Exchange, where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be; and

(xii) The Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in if any, provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

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RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares or Warrants in Form No. PAS-5 together with an application form be issued to the Proposed Allottee inviting it to subscribe to the Equity Shares or Warrants, as the case may be.

RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant Holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") for obtaining of in-principle approval, filing

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of requisite documents with the Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), Security Exchange Board of India ("SEBI") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

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

K Ravindranath Tagore
Company Secretary
M.No: A18894

Place: Hyderabad
Date: November 10, 2026

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Act, and its rules framed thereunder relating to business to be transacted at the EGM and relevant details as required under SEBI Listing Regulations, SEBI ICDR Regulations and Secretarial Standard -2 of General Meeting issued by the Institute of Company Secretaries of India ('ICSI'), are annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") had issued General Circulars bearing Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 15, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 15, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and latest Circular being, General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as "MCA Circulars") and any updates thereto issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/CFD/PoD2/P/ CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and (hereinafter referred to as "SEBI Circulars"), have permitted companies to hold their general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the EGM of the Company is being held though VC/OAVM facility. Hence, in accordance with the MCA Circulars, provisions of the Act and SEBI Listing Regulations, the EGM of the Members of the Company is scheduled to be held through VC/OAVM facility on Thursday, December 10, 2026 at 3:30 P.M. Hence, the Members can attend and participate in the EGM through VC/OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM. The detailed procedure for participating in the meeting through VC/OAVM is appended herewith.

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3. Company is convening Extra-ordinary General Meeting (EGM) through VC / OAVM and no physical presence of Members, Directors and other eligible persons shall be required for this EGM.

4. In compliance with the aforesaid Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website at www.virinchi.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE at www.nseindia.com and on the website of Central ("CDSL") at www.cdslindia.com respectively. An advertisement in newspaper is being published by the Company containing the details about the EGM i.e., the conduct of the EGM through VC/OAVM, date and time of the EGM, availability of the notice of EGM at the Company's website, manner of registering the email ID's of those Shareholders who have not registered their email addresses with the Company / RTA and other matters as may be required.

5. The Notice is being sent to all the Members, whose names appeared in the Register of Members / records of depositories as beneficial owners, as on Friday, November, 13, 2026.

6. Pursuant to provisions of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself/herself and the Proxy need not be a Member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of provisions of 113 of the Companies Act, 2013 read with the aforesaid MCA Circulars, Institutional/ Corporate Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Such Institutional/Corporate Members are requested to refer 'General Guidelines for Shareholders' provided in the notice for more information.

7. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

8. The Company has fixed Thursday, December 03, 2026 as the 'Cut-off Date' for determining eligibility of Members who will be eligible to attend and vote at the Meeting. Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited ("NSDL")

Central Depository Services (India) Limited ("CDSL") as on Cut-Off Date shall be entitled to vote on the Resolutions set forth in this Notice.

9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. **General Information:**

i. The Company's equity shares are listed at - BSE & NSE; and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the financial year 2026-27.

ii. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at Aarthi Consultants Private Limited (Unit: VIRINCHI LIMITED), 1-2-155, Domalguda, Hyderabad - 500029, Telangana State, India, Email: info@aarthiconsultants.com.

iii. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. December 10, 2026. Members seeking to inspect such documents can send an email to investors@virinchi.com.

11. 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.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. The voting period (remote e-voting) begins on Monday, December 07, 2026 at 09:00 A.M. and ends on Wednesday, December 09, 2026 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date i.e., Thursday, December 03, 2026, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter. However, the e-voting module shall be enabled for voting by the members during the EGM which shall continue till 15 minutes upon conclusion of the Meeting.

2. The Board of Directors has appointed Mr. G. Vinay Babu, Practicing Company Secretary, to act as Scrutinizer to conduct and scrutinize the electronic voting process in connection with the ensuing EGM in a fair and transparent manner. The members

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desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

3. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the EGM.

4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Listing Regulations; 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.

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

5. 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 and joining virtual meetings 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 Depository	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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

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	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 and 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token). 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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: https://eservices.nsdl.com 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 and voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsdl.com/ 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 or joining virtual meeting and voting during the meeting. 4. For OTP based login you can click on

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	https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 the 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 or joining virtual meeting and voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

6. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

   a. The shareholders should log on to the e-voting website www.evotingindia.com.

   b. Click on "Shareholders" module.

   c. Now enter your User ID

      i. For CDSL: 16 digits beneficiary ID,

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ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

d. Next enter the Image Verification as displayed and Click on Login.

e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

f. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details OR 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. • 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.

g. After entering these details appropriately, click on "SUBMIT" tab.

h. 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.

i. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j. Click on the EVSN for the relevant Company, i.e., Virinchi Limited, on which you choose to vote.

k. 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.

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The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

m. 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.

n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

o. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

p. 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 and enter the details as prompted by the system.

q. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

r. 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 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.
- 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 and 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.

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9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS, WHOSE EMAIL/MOBILE NUMBER 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 and mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

4. If you have any queries or issues regarding attending EGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 or call toll free no. 1800 21 09911.

By Order of the Board

For **Virinchi Limited**

VIRINCHI LIMITED Hyderabad

K Ravindranath Tagore
Company Secretary
M.No: A18894

Place: Hyderabad
Date: November 10, 2026

- 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, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@virinchi.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@virinchi.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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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 Resolutions as set out in the Notice of EGM.

Item No.: 1

TO APPROVE THE ISSUE OF CONVERTIBLE EQUITY WARRANTS TO CERTAIN IDENTIFIED PROMOTER AND NON-PROMOTER ENTITIES ON PREFERENTIAL BASIS.

The Board of Directors of the Company ("Board") at their meeting held on November 10, 2026, approved raising of funds aggregating upto Rs. 30,00,00,000/- (Rupees Thirty Crore only) by way of issuance of upto 2,00,00,000 (Two Crore only) warrants, each convertible into, or exchangeable for 1 (One) fully paid-up Equity Share of the Company of face value of Rs. 10/- (Rupees Ten only) ("Warrants") at a price of Rs. 15/- (Rupees Fifteen only) each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to certain identified Promoter and Non-promoter entities (referred to as the "Proposed Allottees"), by way of a preferential issue through private placement offer (the "Preferential Issue").

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other 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.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating upto Rs. 30,00,00,000/- (Rupees Thirty Crore only), by way of issuance of 2,00,00,000 (Two Crore only) warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 15/- (Rupees Fifteen only) each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

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(i) Objects of the Issue

Disclosure as per SEBI guidance circular Ref No: NSE/CML/2022/56 dated December 13, 2022

1. "Object of the issue"

    1. Working Capital of Virinchi Health Care Private Limited (Subsidiary of Virinchi Limited)- For usage towards the working capital needs as part of maintaining or running the operating activities of the company.
    2. General Corporate Purposes - For utilizing towards general corporate purposes [Upto 25% (twenty five percent) of the Issue Proceeds].

2. Each object of the issue for which funds are proposed to be raised.

    1. Working Capital of Virinchi Health Care Private Limited (Subsidiary of Virinchi Limited)- For usage towards the working capital needs as part of maintaining or running the operating activities of the company.
    2. General Corporate Purposes - For utilizing towards general corporate purposes [Upto 25% (twenty five percent) of the Issue Proceeds].

3. The amount of funds proposed to be utilised against each of the object:

    1. **Working Capital for Virinchi Health Care Private Limited**: An amount of ₹22.50 Crores from the total proceeds of the Preferential Issue, with a tentative timeline for utilisation of 12 months from the date of receipt of funds.

    2. **General Corporate Purposes**: Up to ₹7.50 Crores of the proceeds, to be utilised within 12 months from the date of receipt of funds.

Name of the Object	Amount (In INR Crores)	Tentative timeline for utilisation from the date of receipt of funds
Working Capital for Virinchi Health Care Private Limited	22.50	12 months
General Corporate Purposes	Up to 7.50	12 months
Total	**30.00**	

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4. Total amount of issue size allocated for different objects of the issue shall together be used only for the object of the issue and same shall not be added to General Corporate Purposes (GCP).

5. The tentative timeline for utilisation of issue proceeds:

The Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Object within 12 months from the date of receipt of funds.

6. Fund to be used for General Corporate Purposes (GCP).

The funds to be utilized for general corporate purposes will be upto 25% of the funds to be raised through the proposed preferential issue.

(ii) Monitoring of utilization of funds

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 a SEBI registered external credit rating agency need not be appointed as Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

(iii) Relevant Date

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining of the floor price for Warrants to be issued is Monday, November 09, 2026 i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting. (Since November 10, 2026 is holiday to the exchanges, the day preceding the holiday is November, 09, 2026 is considered as Relevant Date as per the Regulations)

(iv) Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on November 10, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 2,00,00,000 (Two Crore only) warrants to the Proposed Allottees, each at an issue price of Rs. 15/- (Rupees Fifteen only) per Warrant (including a premium of Rs. 05 /- (Rupees Five only) per Warrant), aggregating up to Rs. 30,00,00,000/- (Rupees Thirty Crore only), for a cash consideration, by way of a preferential issue on a private placement basis.

(v) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 2,00,00,000 (Two Crore only) warrants, at an issue price of Rs. 15/- (Rupees Fifteen only) per Warrant (including a premium of Rs. 05 /- (Rupees Five only) per Warrant) aggregating up to Rs. 30,00,00,000/- (Rupees Thirty Crore only) such price being not less than the floor price as on the relevant date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(vi) Basis or justification for the price (including the premium, if any) has been arrived at

The Company's Equity shares are presently listed on BSE & NSE and are also frequently traded. Since highest traded volume in respect of equity shares has been recorded during the preceding 90 days trading days prior to the relevant date in NSE, NSE shall be considered as Stock Exchange, for calculating relevant Value per Share as per Regulation 164 of SEBI ICDR 2018.

In terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 14.52/- (Rupees Fourteen and Fifty Two Paisa only) per Warrant, being the higher of the following:

a. 90 (Ninety) trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 14.52 /- (Rupees Fourteen and Fifty Two Paisa only) per Equity Share;
b. 10 (Ten) trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date:- Rs. 13.84 /- (Rupees Thirteen and Eighty-Four Paisa only) per Equity Share; and
c. Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

As per the Valuation report submitted by the Independent Valuer, have calculated Rs. 14.92/- per equity share as the fair value price of each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations.

The price per Warrant to be issued pursuant to Preferential Issue is fixed at Rs. 15/- (Rupees Fifteen only), being a price that is not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable. In case, the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the ICDR Regulations, the Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

(vii) Amount which the company intends to raise by way of such securities

Rs. 30,00,00,000/- (Rupees Thirty Crore only) from the Proposed Allottees.

(viii) The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made following:

S.No.	Proposed Allottees	Category	No of Warrants to be allotted
1.	Viswanath Kompella	Promoter	1,50,00,000
2.	IT Peer Technologies LLC	Public	50,00,000
		Total	**2,00,00,000**

(ix) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

During the period from April 1, 2026 till the date of this Notice, the Company has allotted 39,10,476 (Thirty Nine Lakhs Ten Thousand Four Hundred and Seventy Six) Equity Shares of face value ₹10 each to 10 (ten) persons on a preferential basis. The allotment was made from the April 01st 2026 till the date of notice, on conversion of an equal number of warrants allotted as detailed below:

S.No.	Proposed Allottees	Category	No. of Equity Shares allotted on conversion of warrants
1	G V Priya Rajender	Public	2,00,000
2	Revathi Kathavarayan	Public	1,50,000
3	D. Manohar	Public	1,50,000
4	Dwight Technologies Private Limited	Public	5,00,000
5	M. Vijaya Lakshmi	Public	1,50,000
6	MSLS Prasad	Public	1,50,000
7	Thuniki Radha Krishna	Public	2,00,000
8	M. Sita Ramam	Public	2,50,000
9	M. Venkata Ramana Rao	Public	2,50,000
10	Kruti Bodgal	Public	1,50,000
11	IT Peer Technologies LLC	Public	9,10,476
12	Vivo Bio Tech Limited	Promoter Group	8,50,000
Total			39,10,476

(x) Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 30,00,00,000/- (Rupees Thirty Crore only) by way of issuance of upto 2,00,00,000 (Two Crore only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each at a issue price of Rs. 15/- (Rupees Fifteen only) each payable in cash.

Minimum amount of Rs. 3.75/- (Rupees Three and Seventy Five only), which is equivalent to 25% (Twenty Five Percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holder(s) will be required to make further payments of Rs. 11.25/- (Rupees Eleven and Twenty Paise only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to Equity Share(s).

(xi) Intent of the Promoters, Directors or Key Managerial Personnel of the issuer to subscribe to the offer:

Following Promoter/Promoter entities will subscribe to warrants offered:

Name of Persons Belonging to the	Maximum Number of Convertible Equity	Value of Each Convertible Equity	Maximum Amount (In INR) (Upto)

Promoter / Promoter Group	Warrants (Upto)	Warrant	
Viswanath Kompella	1,50,00,000	Rs. 15/-	Rs. 22,50,00,000/-

None of the Directors, Key Managerial Personnel or Senior Management Personnel of the Company intends to subscribe to the proposed Preferential Issue of Convertible Equity Warrants and is not directly or indirectly interested in above subscription.

(xii) Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of the Special Resolution by the Shareholders, provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment shall be completed by the Company within 15 (Fifteen) days from the date of such approval/ permission or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

Proposed Allottees of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 (Fifteen) days from the date of such exercise by the allottee of such Warrants.

(xiii) Listing

The Company will make an application to BSE & NSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, in all respects, including voting rights and dividend.

(xiv) Shareholding pattern of the Company 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)

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		No. of Equity Shares	% of Shares	No. of Convertible Equity Warrants	No. of Equity Shares	% of Shares
A	**PROMOTER SHAREHOLDING**					
(i)	**Indian:**					
a	Individuals/HUF	2,69,89,988	23.95	1,50,00,000	4,19,89,988	27.64
b	Body Corporates/Trust	1,59,37,602	14.14		2,59,87,602	17.10
c	Relatives of Promoters/Directors	0	0.00	0	0	0
	Sub-Total A(i)	**4,29,27,590**	**38.09**	**0**	**6,79,77,590**	**44.74**
(ii)	**Foreign:**					
a	Individuals	15,47,948	1.37	0	15,47,948	1.02
b	Corporate Bodies	0	0.00	0	0	0.00
	Sub-Total A(ii)	**15,47,948**	**1.37**	**0**	**15,47,948**	**1.02**
	TOTAL A – [A(i)+A(ii)]	**4,44,75,538**	**39.46**	**1,50,00,000**	**6,95,25,538**	**45.76**
B	**PUBLIC SHAREHOLDING**					
(i)	**Institutions – Domestic**	0	0	0	0	0
	Sub-Total B(i)	**0**	**0**	**0**	**0**	**0**
(ii)	**Institutions – Foreign**					
a	Foreign Portfolio Investors Category I	0	0	0	0	0
b	Foreign Portfolio Investors Category II	0	0	0	0	0
	Sub-Total B(ii)	**0**	**0**	**0**	**0**	**0**
(iii)	**Central/State Government**	0	0	0	0	0
	Sub-Total B(iii)	**0**	**0**	**0**	**0**	**0**
(iv)	**Non Institutions**					
a	Directors & their Relatives	1,60,000	0.14	0	1,60,000	0.11
b	Key Managerial Personnel	2,47,089	0.22	0	2,47,089	0.16
c	IEPF	2,45,994	0.22	0	2,45,994	0.16
d	Resident Individuals holding upto Rs. 2 Lakhs	2,91,14,718	25.83	0	2,93,14,718	19.29
e	Resident Individuals holding more than Rs. 2 Lakhs	2,61,96,888	23.24	0	2,61,96,888	17.24
f	Non Resident Indians	19,89,870	1.77	0	19,89,870	1.31
g	Foreign Companies	9,91,766	0.88	50,00,000	90,81,290	5.98
h	Bodies Corporate	92,84,709	8.24	0	92,84,709	6.11
i	Clearing Members	800	0	0	800	0.00
J	ESOP	0	0	0	58,90,482	3.88
	Sub-Total B (iv)	**6,82,31,834**	**60.54**	**50,00,000**	**8,24,11,840**	**54.24**
	TOTAL B – [B(i)+B(ii)+B(iii)+B(iv)]	**6,82,31,834**	**60.54**	**50,00,000**	**8,24,11,840**	**54.24**
	TOTAL PROMOTER AND	**11,27,07,372**	**100.00**	**2,00,00,000**	**15,19,37,378**	**100.00**

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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
PUBLIC SHAREHOLDING = (A + B)						

*As on the date of the Notice, 1,33,39,524 convertible warrants (held by Promoters and public shareholders) convertible into 1,33,39,524 equity shares, are pending for exercise. Further 58,90,482 ESOP are outstanding for exercise.

**The post issue paid-up capital is arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis .

(xv) Principal terms of assets charged as securities

Not applicable

(xvi) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure:

The Warrants shall be convertible into equity shares within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters:

a. The Warrant holder shall have the right to convert the Warrants into fully paid-up Equity Shares of the Company 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 Company 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").

b. The conversion ratio is 1 (One) equity share in lieu of 1 (One) Warrant.

c. 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 Company 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.

d. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169 of the SEBI ICDR Regulations from the Warrant Holder(s) and the relevant documents thereof are maintained by the Company as on the date of certification.

e. Upon exercise of the option by Warrant Holder(s) to convert Warrant(s) into the Equity Shares of the Company 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 Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

g. 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 B(a) above.

C. Lock-in:

The Warrants allotted pursuant to this resolution and the resultant Equity Shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into Equity Shares.

(xvii) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

S.No.	Details of Proposed allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	Change in control, if any
1.	Viswanath Kompella	Being a individual, there are no ultimate	Not applicable

		beneficial owners	
2.	IT Peer Technologies LLC	Mr. Rajeshwar Rao Karpe - 100% shareholding in IT Peer Technologies LLC	Not applicable

(xviii) The percentage of the post-preferential issue capital 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.	Viswanath Kompella	Promoter	1,63,70,888	14.53	1,50,00,000	3,13,70,888	20.65
2.	IT Peer Technologies LLC	Public	9,10,476	0.81	50,00,000	90,00,000	5.92

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company, also taking into account 1,33,39,524 convertible warrants (held by Promoter & public shareholders) convertible into 1,33,39,524 equity shares, as on date of this notice and also 58,90,482 ESOPS outstanding for exercise.

(xix) Change in control, if any in the Company that would occur consequent to the preferential offer

There will be no change in the composition of the Board (nor) any change in the control of the Company consequent to the Proposed Preferential Issue.

(xx) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

Viswanath Kompella (Promoter), proposed allottee will subscribe 1,50,00,000 (One Crore Fifty Lakh only) Warrants at price of Rs. 15/- (Rupees Fifteen only) per Warrant.

(xxi) Undertaking

The Company hereby undertakes that:

a. None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;

b. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

c. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;

d. The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;

e. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

(xxii) Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter.

S.No.	Name of the proposed allottees	Current Status	Proposed Status
1.	Viswanath Kompella	Promoter	Promoter
2.	IT Peer Technologies LLC	Public	Public

(xxiii) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

(xxiv) Practicing Company Secretary's Certificate

The certificate from Mr. Vinay Babu Gade, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://www.virinchi.com/pdfDocPrtTwo/complianceCertificate-Reg163_10th-Nov-2026.pdf
Certificate of pricing by the Practicing Company secretary will be accessible at link: https://www.virinchi.com/pdfDocPrtTwo/pricingCertificate_09th-Nov-2026.pdf

(i) In accordance with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the valuation report obtained from the Registered Valuer, Mr. A Someswara Rao, a Practicing Company Secretary and IBBI Registered Valuer, is published on the website of the Company i.e. www.virinchi.com and will be accessible at link: https://www.virinchi.com/pdfDocPrtTwo/valuationReport_10th-Nov-2026.pdf

(ii) **Other disclosures**

a. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

b. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

c. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings, if any, of the Proposed Allottees are already held by them in dematerialized form.

d. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

e. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

f. The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.

g. Person belonging to the promoters / Promoter Group has previously subscribed to warrants of the Company during the last one year.

h. All the Equity Shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form.

i. The justification for the allotment proposed to be made for consideration other than cash is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the Proposed Allottees is being sought by way of a Special Resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the exercise of the rights attached to Warrants would be within the Authorised Share Capital of the Company.

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. 1 of

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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. 1 of this notice except and to the extent of their shareholding in the Company.

By Order of the Board

For **Virinchi Limited**

VIRINCHI LIMITED Hyderabad

K. Ravi.

Place: Hyderabad
Date: November 10, 2026

K Ravindranath Tagore
Company Secretary
M.No: A18894