

22<sup>nd</sup> August, 2025

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

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

Dear Sir/Madam,

**Subject : Outcome of the Board Meeting – Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

With reference to the above cited subject and our letter dated 18<sup>th</sup> August, 2025 we bring to your kind notice that the Board of Directors of the Company at their meeting held today, i.e. 22<sup>nd</sup> August, 2025, inter-alia, considered and approved the following:

1. The transfer of the SaaS (Software as a Service) business of the Company, effective April 1, 2025, on a slump sale basis, to a wholly owned subsidiary that is proposed to be incorporated (“NewCo”), with the intention of taking NewCo to an IPO immediately thereafter, subject to SEBI and stock exchange approvals.
2. Appointment of advisors and valuers for assisting in the process of slump sale, advising on tax matters, and arriving at the net asset value of the SaaS business undertaking to be transferred to NewCo.
3. The Board approved the subsequent listing of NewCo shares at the earliest, as permitted by SEBI and stock exchange regulations, through a combination of offer-for-sale by Virinchi Limited and a fresh issue by NewCo, and further noted that, subject to applicable SEBI regulations, the proposed IPO may be undertaken through the confidential pre-filing route, thereby providing flexibility in timing and structuring of the IPO while ensuring full regulatory scrutiny..
4. Appointment of M/s. Arihant Capital Markets Limited as Advisor/ Lead Manager/ Merchant Bankers for the proposed IPO of NewCo, and to also act as Advisor for pre-IPO placement and other related activities.
5. The Board noted that the valuation report to be prepared for the Business Transfer Agreement (BTA) is primarily for tax, accounting and regulatory purposes and will not

impact the economic interest of Virinchi Limited shareholders, since the SaaS undertaking will continue to remain 100% owned through the subsidiary.

It is clarified that this compliance valuation for the BTA may be very different from the market valuation of the new company at the time of pre-IPO placement or IPO, when external investors are inducted. The real economic valuation for shareholders will be established only at that stage.

The valuation report for BTA purposes is expected within 30-45 days, after which the BTA will be executed and placed before the Board for approval, with due disclosures to the Stock Exchanges.

6. Re-appointment of Mr. Satyanarayana Vedula (DIN: 09070986) as Vice-Chairman and Executive Director of the Company, subject to the approval of shareholders in the ensuing Annual General Meeting.

7. Re-appointment of Mr. M.V. Srinivasa Rao (DIN: 00816334), who retires by rotation.

8. Directors' Report including the Corporate Governance Report for the financial year ended 31st March, 2025.

9. Convening of the 36th Annual General Meeting of the Company on Tuesday, 30th September, 2025, through Video Conferencing / Other Audio-Visual Means.

10. Appointment of Mr. G. Vinay Babu, Practicing Company Secretary, as Secretarial Auditor at the ensuing Annual General Meeting.

The detailed disclosures as required under SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 and such other applicable circulars, in respect of the aforesaid matters, are enclosed as Annexure – I & II.

The meeting commenced at 01:00 p.m. and concluded at 02:15 p.m.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Virinchi Limited**

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

**Annexure – I**

**Disclosure as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.**

**A. Slump Sale and Transfer of SaaS Business**

Name of the entity whose business is being transferred	Virinchi Limited ("the Company")
Details of the business being transferred	SaaS (Software as a Service) business including assets, liabilities, employees, contracts, IP and goodwill
Mode of transfer	Slump Sale on a going concern basis
Proposed transferee	Wholly Owned Subsidiary of the Company to be incorporated ("NewCo")
Appointed date of transfer	April 1, 2025
Rationale for transfer	Unlock shareholder value by creating a dedicated SaaS entity, enabling focused growth and IPO fundraising via offer for sale and fresh issue by the New Co
Consideration	To be determined based on valuation report by appointed advisor/valuer
Timeline for completion	Valuation report within 35-40 days; Business Transfer Agreement to be executed and approved in subsequent Board Meetings and approval of shareholders
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Yes, the transaction is a related party transaction.  The transaction is at arms-length basis the fair value to be determined by an independent registered valuer.
Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of Listing Regulations;	Yes, the transaction is outside the Scheme of Arrangement.  Regulation 37(A)(1) of the Listing Regulations is not applicable as the transaction is on slump sale basis by a listed entity (Virinchi Limited) to its wholly owned subsidiary (New WOS) whose accounts are consolidated with such listed entity:

**Virinchi Limited (Formerly Virinchi Technologies Limited)**

CIN NO. L72200TG1990PLC011104

**Registered & Corporate Office Address:**

8-2-672/5&6, 4<sup>th</sup> Floor, Ilyas Mohammed Khan Estate, Road No. 1, Banjara Hills,  
Hyderabad - 500 034, Telangana, India, Tel: 91 (40) 4372 8111  
Email: investors@virinchi.com

**Global Development Centre:**

Sy.No: 121, Behind Hakimpet Airforce Academy, Pothaipally,  
Hakimpet, Hyderabad - 500 014, Telangana, India, Tel: +91 83744 55003  
Email: info@virinchi.com

## B. IPO and Listing of NewCo

Proposed corporate action	Initial Public Offering (IPO)
Mode of listing	Combination of Offer for Sale by Virinchi Limited and Fresh Issue of shares by NewCo
Objective	<p>(i) Offer for Sale (by Virinchi Limited): The proceeds from the Offer for Sale of shares of NewCo by Virinchi Limited are intended to be utilised for debt reduction at the parent company level and for investments in the Health Care vertical of Virinchi Limited, thereby strengthening the balance sheet and supporting expansion in healthcare.</p> <p>(ii) Fresh Issue (by NewCo): The proceeds from the Fresh Issue of equity shares by NewCo shall be used for growing the SaaS business, both through organic expansion (customer acquisition, technology upgrades, and new product development) and inorganic opportunities (strategic acquisitions, partnerships, and alliances).</p>
Merchant Banker	M/s. Arihant Capital Markets Limited appointed as Advisor/ Lead Manager/ Merchant Bankers for IPO and Advisor for pre-IPO placement
Expected timeline	IPO to be undertaken at the earliest post SEBI and stock exchange approvals

## Annexure – II

Disclosures relating to re-appointments of directors and auditors

### A. Re-appointment of Mr. Satyanarayana Vedula

Reason for change	Re-appointment
Date of re-appointment & term	Effective from 22 <sup>nd</sup> February, 2026, for a period of 5 years, subject to the approval of shareholders
Brief profile	Experienced in corporate leadership and strategic growth across IT and healthcare domains
Relationship with directors	Not related to any other Director

### B. Re-appointment of Mr. M.V. Srinivasa Rao

Reason for change	Re-appointment as Director, liable to retire by rotation
Date of re-appointment & term	With effect from conclusion of ensuing AGM, subject to shareholders' approval
Brief profile	Experienced in management, administration, and corporate affairs
Relationship with directors	Not related to any other Director

### C. Appointment of Mr. G. Vinay Babu, Practicing Company Secretary as Secretarial Auditor

Reason for change	Appointment as Secretarial Auditor in compliance with Section 204 of the Companies Act, 2013
Date of appointment & term	Subject to the approval of shareholders in the ensuing Annual General Meeting for a period of 5 years
Brief profile	PCS with 18+ years of experience in corporate laws, secretarial audits, compliance management, and governance advisory
Relationship with directors	Not applicable