

June 12, 2026

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 - 400051
Symbol: VIRINCHI

Dear Sir/Madam,

Subject : Notice of Postal Ballot

Reference : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot & E -Voting, together with the Explanatory Statement thereto, seeking approval of the Members for the following Special Businesses as set out in the said Notice:

S.No.	Special Resolution(s)
1.	Approval for giving loans under Section 185 of the Companies Act, 2013
	Ordinary Resolution(s)
2.	To approve the Material Related Party Transactions with M/s. Virinchi Health Care Private Limited
3.	To approve the Material Related Party Transactions with M/s. Vivo Bio Tech Limited

The aforementioned Notice is being sent by electronic mode today i.e., June 12, 2026, to all the Members, who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agents of the Company viz., Aarthi Consultants Private Limited and whose names appear in the Register of Members / list of Beneficial Owners as on Friday, June 05, 2026.

The Notice of Postal Ballot & E-Voting is also available on the website of the Company viz., www.virinchi.com.

The remote e-voting will commence on Monday, June 15, 2026 at 9.00 a.m. (IST) and end on Tuesday, July 14, 2026 at 5.00 p.m. (IST), and the result thereof will be declared on or before Thursday, July 16, 2026.

This is for your information and records.

Thanking you,
Yours faithfully,
For Virinchi Limited

K
RAVINDRANATH
H TAGORE

Digitally signed by K
RAVINDRANATH TAGORE
Date: 2026.06.12 15:28:36
+05'30'

K Ravindranath Tagore
Company Secretary
M.No.A18894
Encl. as above

Virinchi Limited (Formerly Virinchi Technologies Limited)

CIN NO. L72200TG1990PLC011104

Registered & Corporate Office Address:

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

VIRINCHI LIMITED

Regd Office: 8-2-672/5&6, 4th Floor, Ilyas Mohammed Khan Estate Road No.1,
Banjara Hills, Hyderabad- 500034, Telangana.

Tele: 040-43728111, Website: www.virinchi.com, Email: 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	VOTING ENDS ON
Monday, June 15, 2026 at 9.00 a.m. (IST)	Tuesday, July 14, 2026 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, 09/2024 dated September 19, 2024 and latest Circular being, General Circular No. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs ("MCA Circulars"), and SEBI Circulars dated January 05, 2023, October 07, 2023 and October 03, 2024 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) Monday, June 15, 2026 till 05:00 p.m. (IST) on Tuesday, July 14, 2026, 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.

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 Special Resolution(s), 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, Thursday, July 16, 2026. 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, the website of Aarthi Consultants Private Limited (RTA), at 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 and www.nseindia.com.

SPECIAL BUSINESS:

Item No. 1

Approval for giving loans under Section 185 of the Companies Act, 2013.

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 Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof authorised by the Board to exercise the powers conferred by this resolution), to advance loan(s), including loans represented by book debts, and/or give guarantee(s), and/or provide security(ies) in connection with any loan(s) taken or to be taken and/or credit facilities availed or to be availed by M/s. Virinchi Health Care Private Limited, a subsidiary of M/s. Virinchi Limited (“Borrowing Company”), in one or more tranches, in which certain Directors of the Company may be deemed to be interested, for an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only), on such terms and conditions as the Board may deem fit and in the best interests of the Company, provided that the aforesaid loans shall be utilised by the Borrowing Company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient for the purpose of giving effect to this resolution, including settling any questions, difficulties or doubts that may arise in this regard.”

Item No. 2

To approve the Material Related Party Transactions with M/s. Virinchi Health Care Private Limited.

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

“RESOLVED THAT pursuant to Regulation 23, Regulation 2(1)(zc) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Company’s Policy on Related Party Transactions, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof), to enter into contract(s), arrangement(s) or transaction(s) (whether by way of an individual transaction or a series of transactions taken together), between M/s. Virinchi Limited (“Company”) and M/s. Virinchi Health Care Private Limited (“VHCPL”), a subsidiary of M/s. Virinchi Limited and a related party of the Company under Section 2(76) of the Act and in terms of Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the parties, for an aggregate value not exceeding INR 60,00,00,000/- (Rupees Sixty Crores only) covering transaction in the nature of (a) availing or rendering of services not exceeding INR 10,00,00,000/- (Rupees Ten Crores only), (b) transfer of any resources, services or obligations not exceeding INR 50,00,00,000/- (Rupees Fifty Crores only) (“Related Party Transactions”), to be entered into on such material terms and conditions as detailed in the explanatory statement to this resolution pursuant to Section 102 of the Act and other applicable provisions, and as may be deemed fit by the Board in its absolute discretion, notwithstanding the fact that the aggregate value of all such transaction(s) may exceed the prescribed thresholds under the Listing Regulations, provided that such Related Party Transactions shall be at arm’s length and in the ordinary course of business.

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 deem fit, including finalising and executing necessary contracts, agreements and other documents, and to take all such steps as may be required, including seeking necessary approvals, and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director(s), Key Managerial Personnel or any other officer or authorised representative of the Company, as it may deem fit.

RESOLVED FURTHER THAT all actions taken by the Board and/or the Audit Committee and/or any person so authorised by the Board in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”

Item No. 3

To approve the Material Related Party Transactions with M/s. Vivo Bio Tech Limited.

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

“RESOLVED THAT pursuant to Regulation 23, Regulation 2(1)(zc) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Company’s Policy on Related Party Transactions, and based on the recommendation and approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof), to enter into contract(s), arrangement(s) or transaction(s) (whether by way of an individual transaction or a series of transactions taken together), between M/s. Virinchi Limited (“Company”) and M/s. Vivo Bio Tech Limited (“vivo”), one of the members of promoter group of M/s. Virinchi Limited and a related party of the Company under Section 2(76) of the Act and in terms of Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the parties, for an aggregate value not exceeding INR 30,00,00,000/- (Rupees Thirty Crores only) covering transaction in the nature of (a) rendering of services not exceeding INR 10,00,00,000/- (Rupees Ten Crores only), (b) transfer of any resources, services or obligations not exceeding INR 20,00,00,000/- (Rupees Twenty Crores only) (“Related Party Transactions”), to be entered into on such material terms and conditions as detailed in the explanatory statement to this resolution pursuant to Section 102 of the Act and other applicable provisions, and as may be deemed fit by the Board in its absolute discretion, notwithstanding the fact that the aggregate value of all such transaction(s) may exceed the prescribed thresholds under the Listing Regulations, provided that such Related Party Transactions shall be at arm’s length and in the ordinary course of business.

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 deem fit, including finalising and executing necessary contracts, agreements and other documents, and to take all such steps as may be required, including seeking necessary approvals, and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director(s), Key Managerial Personnel or any other officer or authorised representative of the Company, as it may deem fit.

RESOLVED FURTHER THAT all actions taken by the Board and/or the Audit Committee and/or any person so authorised by the Board in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”

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

**Place: Hyderabad
Date: 28th May, 2026**

**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(s) 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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ("MCA Circulars"), and SEBI Circulars dated January 05, 2023, October 07, 2023 and October 03, 2024, 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, June 05, 2026 (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 and on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and NSE Limited - 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.
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, June 05, 2026. 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 resolution(s) 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 Monday, June 15, 2026 till 05:00 p.m. (IST) on Tuesday, July 14, 2026 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 Thursday, July 16, 2026 and will also be displayed on the website of the Company at www.virinchi.com besides being communicated to the Stock Exchanges.
9. The Resolution(s) proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, July 14, 2026, 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(s), invalid votes and whether the resolution(s) 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.
12. **The instructions of shareholders for remote e-voting:**
 - Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Monday, June 15, 2026 at 9.00 a.m. (IST) and ends on Tuesday, July 14, 2026 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, June 05, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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' resolution(s). 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.

- (iv) 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 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	<ol style="list-style-type: none"> 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 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 & 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) Tab and then click on registration option. 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 & 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	<ol style="list-style-type: none"> 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

	<p>service provider website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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.</p> <p>4) For OTP based login you can click on 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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 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.

(v) Login method for Remote 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 resolution(s) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution(s) contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 & 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.
 - 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 & 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.

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 & 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 or contact at toll free no. 1800 21 09911

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, 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 at toll free no. 1800 21 09911

General Instructions:

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

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/. 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.

2. The Remote E-voting period commences from 9:00 a.m. (IST) on Monday, June 15, 2026 till 05:00 p.m. (IST) on Tuesday, July 14, 2026. 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, June 05, 2026 may cast their vote electronically. Once the vote on a resolution(s) 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 Resolution(s) shall be deemed to be passed on the last date of voting i.e., on Tuesday, July 14, 2026. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at 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, 4th Floor, Ilyas Mohammed Khan Estate, Road No.1, Banjara Hills, Hyderabad - 500034, Telangana State, India, Email: 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.

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: 28th May, 2026**

**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 & 2 as set out in the Notice of Postal Ballot.

Item No.: 1

As per Section 185 of the Companies Act, 2013 (the "Act"), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that a Special Resolution is passed by the company in general meeting, and the loans are utilised by the borrowing company(ies) for its principal business activities.

Any person in whom any of the Director of the Company is interested means:

- (a) any Private Company of which any such director is a director or member,
- (b) any body corporate at a general meeting of which not less than twenty-five per cent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or
- (c) anybody corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending Company.

The Company is expected to render support by way of advancing loans, including any loan represented by a book debt, or by giving guarantees or providing security in connection with the loans taken by M/s. Virinchi Health Care Private Limited (hereinafter referred to as the "Borrowing Company") in which certain Directors of the Company are interested, and the proposed financial assistance is intended to meet the growing business requirements, including expansion, working capital needs, and other requirements related to its principal business activities.

Pursuant to the said provisions of the Act, the Board of Directors, at their meeting held on 28th May 2026, approved the proposal, subject to Members approval, to provide financial assistance as above and recommends the Special Resolution set out at Item No. 1 of this Notice for approval by the shareholders.

Save and except the Directors holding position of Directorship, none of the other Directors, Key Managerial Personnel, or their relatives are, in any manner, financially or otherwise, concerned or interested in the Special Resolution set out as item No. 1 of the Notice.

Item No.: 2

Context of Resolution:

Pursuant to Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') Related Party Transaction ('RPT') includes a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 read with Scheduled XII of the SEBI Listing Regulations, in case of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, is up to Rs. 20,000 crore, any transaction with a related party shall be considered "material", if the transaction(s) entered into/to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. In terms of Regulation 23 of the SEBI Listing Regulations, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at arm's length basis.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, SEBI Circular no. SEBI /HO /CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 October 13, 2025 (collectively referred to as 'SEBI Circular') has mandated "Minimum Information" on the related party transaction in specified format ("Industry Standards") to be provided by listed entity to the Audit Committee and to the shareholders, while seeking their approval on the RPTs.

It is in the above context that, resolution at Item no.2 dealing with material related party transactions ("Material RPTs") between M/s. Virinchi Limited ("Company") and M/s. Virinchi Health Care Private Limited ("VHCPL"), a subsidiary of M/s. Virinchi Limited, is placed for the

approval of the Members of the Company along with necessary details on the proposed Material RPTs provided in this Statement.

We further disclose that as per regulation 23 of the SEBI (LODR) Regulations 2015, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

For the purpose of calculating the total amount of proposed Material RPTs (as provided in resolution at Item no.2) as a percentage of annual consolidated turnover of the Company and / or annual standalone turnover of the subsidiary company and/or annual standalone turnover of the related party (as applicable) as of the immediately preceding financial year, we have considered annual consolidated turnover of the Company as at 31st March 2026 as the 'preceding financial year'.

M/s. Virinchi Limited's consolidated turnover for F.Y. 2025-26 stands at INR 28,436.40 Lakhs, any proposed related party transaction the value of which is exceeding INR 28.44 Crore during a financial year (For convenience INR 28 Crore is being considered for this threshold) is being treated as material in nature and is being put forth by the Board for the approval of shareholders.

Company's related party transaction framework:

The Company has established a formal policy and procedure for the approval of Related Party Transactions (RPTs), which undergo periodic review. This Policy specifies the information that must be submitted to the Audit Committee to facilitate the review and approval of proposed transactions with related parties, including the rationale for such transactions. Furthermore, the Company ensures that the Audit Committee receives all information mandated by applicable Standards. In addition, the Audit Committee is provided with quarterly updates detailing the actual related party transactions carried out during each quarter.

The Audit Committee comprises of Independent Directors as its members, which helps in providing an objective judgement to all transactions proposed for approval.

Any material related party transaction is placed before the shareholders for its prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The Indian healthcare industry has witnessed significant growth over the past few years, driven by increased capacity expansion, rising demand for quality healthcare services, enhanced participation by private equity investors, and successful listings of hospital platforms in the capital markets.

In this context, it is noted that several healthcare companies in India have attracted investments and achieved valuations that reflect favourable industry dynamics, improved operating metrics, and scalability of business models.

Virinchi Limited, through its subsidiary, Virinchi Health Care Private Limited, has been engaged in the healthcare business for over a decade. The Company continues to evaluate opportunities in line with industry developments.

Any potential value creation for the Company and its shareholders will be subject to, inter alia, business performance, market conditions, regulatory approvals, and strategic decisions that may be undertaken by the Company from time to time. However, there can be no assurance regarding the timing or quantum of any such value realization.

Audit Committee has reviewed the certificate provided by CFO as required under the RPT Industry Standards.

All the proposed Material Related Party Transactions (material RPT) have been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.

As per the estimates, the undermentioned are Related Party Transactions that are expected to exceed INR 28 Crore thresholds for a financial year.

The relevant details required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

S.No.	Particulars	Details
1.	Name of the Related Party	M/s. Virinchi Health Care Private Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	Not applicable
3.	Nature of Relationship	Subsidiary of M/s. Virinchi Limited
4.	Nature, material terms, monetary value, and particulars of the contract or arrangement	<p>The proposed transactions are in the nature of (a) availing or rendering of services including availing of medical services, rendering of software consultancy services and leasing of business assets, property or equipment; and (b) transfer of resources, services or obligations including giving intercorporate loans and providing corporate guarantees / securities.</p> <p>The transactions shall be entered into in the ordinary course of business and on an arm's length basis. The aggregate value of such transactions shall not exceed INR</p>

		60,00,00,000/- (Rupees Sixty Crores only) during Financial Year 2026-27. Inter-corporate loans, if any, shall carry an interest rate of approximately 9% per annum, shall be unsecured, and shall be repayable within a period of 12 months from the date of disbursement, with an option to extend for a further period as may be mutually agreed between the parties.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed transactions are necessary for efficient utilization of resources, seamless business operations and to support the operational and financial requirements of the subsidiary. All transactions shall be subject to prior approval of the Audit Committee and shall be reviewed on a periodic basis. The transactions are in the best interest of the Company and its stakeholders.
6.	Valuation Report or other external party report made available on the Company's website and will be accessible at	The transactions are proposed to be entered into at arm's length and in the ordinary course of business. Accordingly, no valuation report or external party report has been obtained.

Minimum information to the Shareholders for approval of Related Party Transactions as per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026:

PART A:

S.No.	Particulars of the information	Information provided by management
1.	Name of the related party	Virinchi Health Care Private Limited (VHCPL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Health Care Services
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following- <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction 	Virinchi Limited is the Holding Company and Virinchi Health Care Private Limited (VHCPL) is Subsidiary. Virinchi Limited holds approximately 51% of the paid-up share capital in VHCPL

	<p>involving the subsidiary), whether direct or indirect, in the related party</p> <ul style="list-style-type: none"> • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 																			
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>S.No.</th> <th>Nature of Transactions</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Availing medical services</td> <td>Nil</td> </tr> <tr> <td>2</td> <td>Rendering software consultancy services</td> <td>Nil</td> </tr> <tr> <td>3</td> <td>Giving lease of business assets, property or equipment</td> <td>Nil</td> </tr> <tr> <td>4</td> <td>Giving intercorporate loans to VHCPL</td> <td>Nil</td> </tr> <tr> <td>6</td> <td>Giving corporate guarantee/security for loans taken by VHCPL</td> <td>Nil</td> </tr> </tbody> </table>	S.No.	Nature of Transactions	FY 2025-26	1	Availing medical services	Nil	2	Rendering software consultancy services	Nil	3	Giving lease of business assets, property or equipment	Nil	4	Giving intercorporate loans to VHCPL	Nil	6	Giving corporate guarantee/security for loans taken by VHCPL	Nil
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1	Availing medical services	Nil																		
2	Rendering software consultancy services	Nil																		
3	Giving lease of business assets, property or equipment	Nil																		
4	Giving intercorporate loans to VHCPL	Nil																		
6	Giving corporate guarantee/security for loans taken by VHCPL	Nil																		
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<table border="1"> <thead> <tr> <th>S.No.</th> <th>Nature of Transactions</th> <th>FY 2026-27</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Giving intercorporate loans to VHCPL</td> <td>Nil</td> </tr> </tbody> </table>	S.No.	Nature of Transactions	FY 2026-27	1	Giving intercorporate loans to VHCPL	Nil												
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1	Giving intercorporate loans to VHCPL	Nil																		
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default made by VHCPL																		
8.	Amount of the proposed transactions being placed for approval in the	On a consolidated basis involving availing or rendering of services; transfer of any																		

	meeting of the Audit Committee/ shareholders.	resources, services or obligations upto INR 60 Crore during a financial year									
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes									
10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approximately 21.10 %									
11.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable									
12.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Approximately 36.15 %									
13.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>82,99,05,452</td> </tr> <tr> <td>Profit after tax</td> <td>(33,26,04,681)</td> </tr> <tr> <td>Networth</td> <td>(26,35,87,102)</td> </tr> </tbody> </table>	Particulars	FY 2025-26	Turnover	82,99,05,452	Profit after tax	(33,26,04,681)	Networth	(26,35,87,102)	
Particulars	FY 2025-26										
Turnover	82,99,05,452										
Profit after tax	(33,26,04,681)										
Networth	(26,35,87,102)										
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	a. Availing or rendering of services; b. Transfer of any resources, services or obligations									
15.	Details of each type of the proposed transaction	1. For availing or rendering of services: <ol style="list-style-type: none"> Availing medical services Rendering software consultancy services Giving lease of business assets, property or equipment 2. For transfer of any resources, services or obligations									

		<p>a. Giving intercorporate loans to VHCPL</p> <p>b. Giving corporate guarantee / security for loans taken by VHCPL</p>
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval of the Shareholders is being taken for transactions during a financial year
17.	Whether omnibus approval is being sought?	Yes
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	On a consolidated basis involving availing or rendering of services; transfer of any resources, services or obligations upto INR 60 Crore during a financial year
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The Indian healthcare industry has witnessed significant growth over the past few years, driven by increased capacity expansion, rising demand for quality healthcare services, enhanced participation by private equity investors, and successful listings of hospital platforms in the capital markets.</p> <p>In this context, it is noted that several healthcare companies in India have attracted investments and achieved valuations that reflect favourable industry dynamics, improved operating metrics, and scalability of business models.</p> <p>Virinchi Limited, through its subsidiary, Virinchi Health Care Private Limited, has been engaged in the healthcare business for over a decade. The Company continues to evaluate opportunities in line with industry developments.</p> <p>Also to ensure seamless procurement and supply of healthcare-related services and efficient utilization of group resources.</p>
20.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or	The directors and KMP are interested to the extent of their shareholding in Virinchi Limited. Other than that there is no other interest.

	indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<table border="1"> <thead> <tr> <th>Name of Director / KMP</th> <th>Shareholding</th> </tr> </thead> <tbody> <tr> <td>Mr. M V Srinivasa Rao</td> <td>1,60,000 equity shares</td> </tr> <tr> <td>Mr. K Ravindranath Tagore</td> <td>2,47,089 equity shares</td> </tr> </tbody> </table>	Name of Director / KMP	Shareholding	Mr. M V Srinivasa Rao	1,60,000 equity shares	Mr. K Ravindranath Tagore	2,47,089 equity shares	
Name of Director / KMP	Shareholding								
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Mr. K Ravindranath Tagore	2,47,089 equity shares								
21.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<p>The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business.</p> <p>No valuation report or any other external party report is being considered.</p>							
22.	Other information relevant for decision making.	Please refer to aforementioned details							

PART B(1):

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S.No.	Particulars of the information	Information provided by management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Proposed transactions are routine in nature and in the ordinary course of business and at arm's length. The terms of the proposed transactions are as per the market practice and beneficial to the company and its stakeholders
2.	Basis of determination of price.	Market rates
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	As per standard industry practice

PART B(2):

Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by management
1.	Source of funds in connection with the proposed transaction.	Operational funds from internal accrual
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is incurred to give loan, inter-corporate loan.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note: Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	Bank borrowing rate of the company is approximately 9 %
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9 %
5.	Maturity / due date	Inter-corporate loans shall mature 12 months from the date of disbursement. Upon maturity, the tenure may be extended for such further period as may be mutually agreed between the parties.
6.	Repayment schedule & terms	Inter-corporate loans may be repaid at any time prior to the original date of maturity or within such extended tenure, as may be mutually agreed between the parties.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Inter-corporate loans given is for the operational requirements of VHCPL and repayment of the existing Inter-corporate loans by VHCPL

PART B(3):

Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	Guarantee/security is provided for loans availed by VHCPL from banks/financial institutions. Giving guarantee/security for loans availed by VHCPL would create a legally binding obligation on company.
2.	Material covenants of the proposed transaction including: (i) Commission, if any to be received by the listed entity or its subsidiary; (ii) Contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	There are no other Material covenants in the proposed transaction. There is no commission that the company will receive under the proposed transaction. Monies paid in case of guarantee(s) provided is/are invoked by banks / financial institutions will be recovered from VHCPL as per covenants of the intercorporate loan agreements.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiaries shall also be specified.	The Listed Entity ie. Virinchi Limited will take full value of obligations in respect of the guarantees given to VHCPL No provision is required to be made in the books of account of the company.

PART C(1):

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by management
1.	<p>Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	<p>VHCPL - Bank Loan Ratings dated 05/02/2025 ACUITE BB+ Stable Reaffirmed (long term rating) ACUITE A4+ Reaffirmed (short term rating)</p>
2.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>a) No defaults on borrowing have been reported by VHCPL over the last three financial years.</p> <p>b) No account of VHCPL has been classified as a non-performing asset by any of its bankers.</p> <p>c) VHCPL has not been declared a wilful defaulter by any of its bankers.</p> <p>d) VHCPL is neither undergoing nor facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>e) VHCPL does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>

PART C(2):

Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p><i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p><i>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p>VHCPL - Bank Loan Ratings dated 05/02/2025</p> <p>ACUITE BB+ Stable Reaffirmed (long term rating)</p> <p>ACUITE A4+ Reaffirmed (short term rating)</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	<p>VHCPL is solvent in the last three financial years and is a going concern.</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>The Listed Entity ie. Virinchi Limited will take full value of obligations in respect of the guarantees given to VHCPL</p> <p>No provision is required to be made in the books of account of the company as Virinchi Healthcare generates sufficient cash from business to service all its external loan obligations.</p>
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to</i></p>	<p>a) No defaults on borrowing have been reported by VHCPL over the last three financial years.</p> <p>b) No account of VHCPL has been</p>

<p><i>the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>classified as a non-performing asset by any of its bankers.</p> <p>c) VHCPL has not been declared a wilful defaulter by any of its bankers.</p> <p>d) VHCPL is neither undergoing nor facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>e) VHCPL does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>
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The Board recommends the resolution(s) at Item No. 2 of 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(s) as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

Item No.: 3

Context of Resolution:

Pursuant to Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) Related Party Transaction (‘RPT’) includes a transaction involving transfer of resources,

services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 read with Scheduled XII of the SEBI Listing Regulations, in case of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, is up to Rs. 20,000 crore, any transaction with a related party shall be considered “material”, if the transaction(s) entered into/to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. In terms of Regulation 23 of the SEBI Listing Regulations, material related party transactions require prior approval of the shareholders through ordinary resolutions, even if such transactions are in the ordinary course of business of the Company and at arm’s length basis.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, SEBI Circular no. SEBI /HO /CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 October 13, 2025 (collectively referred to as ‘SEBI Circular’) has mandated “Minimum Information” on the related party transaction in specified format (“Industry Standards”) to be provided by listed entity to the Audit Committee and to the shareholders, while seeking their approval on the RPTs.

It is in the above context that, resolution at Item no.3 dealing with material related party transactions (“Material RPTs”) between M/s. Virinchi Limited (“Company”) and M/s. Vivo Bio Tech Limited (“Vivo”), which forms part of Promoter Group of M/s. Virinchi Limited, is placed for the approval of the Members of the Company along with necessary details on the proposed Material RPTs provided in this Statement.

We further disclose that as per regulation 23 of the SEBI (LODR) Regulations 2015, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity.

For the purpose of calculating the total amount of proposed Material RPTs (as provided in resolution at Item no.3) as a percentage of annual consolidated turnover of the Company and / or annual standalone turnover of the subsidiary company and/or annual standalone

turnover of the related party (as applicable) as of the immediately preceding financial year, we have considered annual consolidated turnover of the Company as at 31st March 2026 as the 'preceding financial year'.

M/s. Virinchi Limited's consolidated turnover for F.Y. 2025-26 stands at INR 28,436.40 Lakhs, any proposed related party transaction the value of which is exceeding INR 28.44 Crore during a financial year (For convenience INR 28 Crore is being considered for this threshold) is being treated as material in nature and is being put forth by the Board for the approval of shareholders.

Company's related party transaction framework:

The Company has established a formal policy and procedure for the approval of Related Party Transactions (RPTs), which undergo periodic review. This Policy specifies the information that must be submitted to the Audit Committee to facilitate the review and approval of proposed transactions with related parties, including the rationale for such transactions. Furthermore, the Company ensures that the Audit Committee receives all information mandated by applicable Standards. In addition, the Audit Committee is provided with quarterly updates detailing the actual related party transactions carried out during each quarter.

The Audit Committee comprises of Independent Directors as its members, which helps in providing an objective judgement to all transactions proposed for approval.

Any material related party transaction is placed before the shareholders for its prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

Audit Committee has reviewed the certificate provided by CFO as required under the RPT Industry Standards.

All the proposed Material Related Party Transactions (material RPT) have been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.

As per the estimates, the undermentioned are Related Party Transactions that are expected to exceed INR 28 Crore thresholds for a financial year.

The relevant details required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

S.No.	Particulars	Details
1.	Name of the Related Party	M/s. Vivo Bio Tech Limited
2.	Name of the Director or Key Managerial Personnel who is related, if any	Not applicable
3.	Nature of Relationship	M/s. Vivo Bio Tech Limited forms part of Promoter Group of M/s. Virinchi Limited
4.	Nature, material terms, monetary value, and particulars of the contract or arrangement	<p>The proposed transactions are in the nature of (a) rendering of software consultancy services; and (b) transfer of resources, services or obligations including giving/taking intercorporate loans.</p> <p>The aggregate value of such transactions shall not exceed INR 30,00,00,000/- (Rupees Thirty Crores only) during Financial Year 2026-27.</p> <p>Inter-corporate loans, if any, shall carry an interest rate of approximately 9% per annum, shall be unsecured, and shall be repayable within a period of 12 months from the date of disbursement, with an option to extend for a further period as may be mutually agreed between the parties.</p>
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed transactions are necessary for efficient utilization of resources, seamless business operations and to support the operational and financial requirements of the subsidiary. All transactions shall be subject to prior approval of the Audit Committee and shall be reviewed on a periodic basis. The transactions are in the best interest of the Company and its stakeholders.
6.	Valuation Report or other external party report made available on the Company's website and will be accessible at	The transactions are proposed to be entered into at arm's length and in the ordinary course of business. Accordingly, no valuation report or external party report has been obtained.

Minimum information to the Shareholders for approval of Related Party Transactions as per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026:

PART A:

S.No.	Particulars of the information	Information provided by management									
1.	Name of the related party	Vivo Bio Tech Limited (Vivo)									
2.	Country of incorporation of the related party	India									
3.	Nature of business of the related party	preclinical Contract Research Organization (CRO)									
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following- <ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>M/s. Vivo Bio Tech Limited forms part of Promoter Group of M/s. Virinchi Limited.</p> <p>M/s. Vivo Bio Tech Limited holds 59,50,000 Equity Shares (5.38%) and 1,00,50,000 Convertible Warrants (convertible in to equity shares) in M/s. Virinchi Limited.</p>									
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>S.No.</th> <th>Nature of Transactions</th> <th>FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Rendering software consultancy services</td> <td>Nil</td> </tr> <tr> <td>2</td> <td>Giving intercorporate loans to Vivo</td> <td>Nil</td> </tr> </tbody> </table>	S.No.	Nature of Transactions	FY 2025-26	1	Rendering software consultancy services	Nil	2	Giving intercorporate loans to Vivo	Nil
S.No.	Nature of Transactions	FY 2025-26									
1	Rendering software consultancy services	Nil									
2	Giving intercorporate loans to Vivo	Nil									

		3	Taking intercorporate loans from Vivo	Nil
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	S.No.	Nature of Transactions	FY 2026-27
		1	Rendering software consultancy services	Nil
		2	Giving intercorporate loans to Vivo	Nil
		3	Taking intercorporate loans from Vivo	Nil
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default made by Vivo		
8.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	On a consolidated basis involving availing of services; transfer of any resources, services or obligations not exceeding INR 30,00,00,000/- (Rupees Thirty Crores only) during a financial year		
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approximately 10.55 %		
11.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable		
12.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated	Approximately 56.25 %		

	turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.									
13.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars (Standalone)</th> <th>FY 2025-26 (in Crore)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>52.57</td> </tr> <tr> <td>Profit after tax</td> <td>-193.61</td> </tr> <tr> <td>Net Worth</td> <td>93.22</td> </tr> </tbody> </table>	Particulars (Standalone)	FY 2025-26 (in Crore)	Turnover	52.57	Profit after tax	-193.61	Net Worth	93.22
Particulars (Standalone)	FY 2025-26 (in Crore)									
Turnover	52.57									
Profit after tax	-193.61									
Net Worth	93.22									
14.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"> a. Availing or rendering of services; b. Transfer of any resources, services or obligations 								
15.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> 1. For availing or rendering of services: <ul style="list-style-type: none"> a. Rendering software consultancy services 2. For transfer of any resources, services or obligations <ul style="list-style-type: none"> a. Giving intercorporate loans to Vivo b. Taking intercorporate loans from Vivo 								
16.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval of the Shareholders is being taken for transactions during financial year 2026-27								
17.	Whether omnibus approval is being sought?	Yes								
18.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	On a consolidated basis involving rendering of services; transfer of any resources, services or obligations not exceeding INR 30,00,00,000/- (Rupees Thirty Crores only) during a financial year								
19.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are necessary for seamless business operations and to support the operational and financial requirements of the company. All transactions shall be subject to prior approval of the Audit Committee and shall be reviewed on a periodic basis. The transactions are in the best interest of the Company and its stakeholders.								

20.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>The directors and KMP are interested to the extent of their shareholding in Virinchi Limited. Other than that there is no other interest.</p> <table border="1" data-bbox="890 387 1401 663"> <thead> <tr> <th data-bbox="890 387 1145 465">Name of Director / KMP</th> <th data-bbox="1145 387 1401 465">Shareholding</th> </tr> </thead> <tbody> <tr> <td data-bbox="890 465 1145 544">Mr. M V Srinivasa Rao</td> <td data-bbox="1145 465 1401 544">1,60,000 equity shares</td> </tr> <tr> <td data-bbox="890 544 1145 663">Mr. K Ravindranath Tagore</td> <td data-bbox="1145 544 1401 663">2,47,089 equity shares</td> </tr> </tbody> </table>	Name of Director / KMP	Shareholding	Mr. M V Srinivasa Rao	1,60,000 equity shares	Mr. K Ravindranath Tagore	2,47,089 equity shares
Name of Director / KMP	Shareholding							
Mr. M V Srinivasa Rao	1,60,000 equity shares							
Mr. K Ravindranath Tagore	2,47,089 equity shares							
21.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business.</p> <p>No valuation report or any other external party report is being considered.</p>						
22.	<p>Other information relevant for decision making.</p>	<p>Please refer to aforementioned details</p>						

PART B(1):

Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S.No.	Particulars of the information	Information provided by management
1.	<p>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</p>	<p>Proposed transactions are routine in nature and in the ordinary course of business and at arm's length. The terms of the proposed transactions are as per the market practice and beneficial to the company and its stakeholders</p>
2.	<p>Basis of determination of price.</p>	<p>Market rates</p>
3.	<p>In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the</p>	<p>As per standard industry practice</p>

	related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	
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PART B(2):

Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by management
1.	Source of funds in connection with the proposed transaction.	Operational funds from internal accrual
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is incurred to give loan, inter-corporate loan.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note: Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	Bank borrowing rate of the company is approximately 9 %
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9 %
5.	Maturity / due date	Inter-corporate loans shall mature 12 months from the date of disbursement. Upon maturity, the tenure may be extended for such further period as may be mutually agreed between the parties.
6.	Repayment schedule & terms	Intercorporate loans may be repaid at any time prior to the original date of maturity or within such extended tenure, as may be mutually agreed between the parties.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security	Not applicable

	coverage ratio	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Intercorporate loans given is for the operational requirements of Vivo

PART B(3):

Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by management
1.	Material covenants of the proposed transaction	There are no other Material covenants in the proposed transaction.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	9 %
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	Bank borrowing rate of the company is approximately 9 %
4.	Maturity / due date	Inter-corporate loans shall mature 12 months from the date of disbursement. Upon maturity, the tenure may be extended for such further period as may be mutually agreed between the parties.
5.	Repayment schedule & terms	Intercorporate loans may be repaid at any time prior to the original date of maturity or within such extended tenure, as may be mutually agreed between the parties.
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Intercorporate loans taken is for the operational requirements of the Company

PART C(1):

Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S.No.	Particulars of the information	Information provided by management
1.	<p>Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	<p>Vivo - Bank Loan Ratings dated 17/11/2025 ACUITE BBB- Stable Reaffirmed (long term rating) ACUITE A3 Reaffirmed (short term rating)</p>
2.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>a) No defaults on borrowing have been reported by Vivo over the last three financial years.</p> <p>b) No account of Vivo has been classified as a non-performing asset by any of its bankers.</p> <p>c) Vivo has not been declared a wilful defaulter by any of its bankers.</p> <p>d) Vivo is neither undergoing nor facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>e) Vivo does not suffer from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>

The Board recommends the resolution(s) at Item No. 3 of 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(s) as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

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

**Place: Hyderabad
Date: 28th May, 2026**

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