Confirmation Certificate by the Practicing Company Secretary

To,
The Chief General Manager
Listing Operation,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment 2,00,00,000 Convertible Equity Warrants on Preferential Basis to certain identified Promoter and Non-promoter entities under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, **Vinay Babu Gade, Practicing Company Secretary** have verified the relevant records and documents of **"Virinchi Limited"** with respect to the proposed preferential issue by the Company as per Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 [SEBI (ICDR) Regulations, 2018] and certify that:

a) None of the proposed allottee(s) has/ have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the Company during the 90 trading days preceding the relevant date.

b) Vivo Bio Tech Limited and IT Peer Technologies LLC (allottee(s)) does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.

c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from October 15, 2025 (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

1. Promoter/Promoter Group:

Name of the Proposed Allottee	DP Id/Client Id*	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Vivo Bio Tech Limited	12044700/28815171	-	-	-	-	-

2. Non-Promoter/Public:

Name of the	DP Id/Client	Pre-	Lock-in details	Pledged	Pledg

VINAY BABU GADE ACS, LLB
Company Secretary in Practice
Mobile: 9160999526
Email: cs.gvinay@gmail.com

Proposed Allottee	Id*	preferential holding	From		with	e end date
IT Peer Technologies LLC	IN303622/ 10117097	-	-	-	-	-

(*) client id/ folio no in case allottee hold the securities in physical form.

d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.

e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.

f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. ~~It is further confirmed that for the proposed preferential issue, the price of the equity shares of the Company has been determined in compliance with the valuation requirement as mentioned in the AoA of the Company."~~

g) The total allotment to the allottee or allottees acting in concert in the present preferential issue ~~or in the same financial year i.e.~~ ______ is more than 5% of the post issue fully diluted share capital of the issuer.

~~OR~~

~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. _____ is less than 5% of the post issue fully diluted share capital of the issuer.~~

VINAY BABU GADE ★ CP No.20707 ★ Company Secretary

Vinay Babu Gade,
Company Secretary in Practice
COP. No: 20707, M.No: 20592
UDIN: A020592G001576181
Date: 15/10/2025