

May 21, 2024

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

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Bandra-Kurla
Complex, Bandra (E), Mumbai - 400 051
Symbol: VIRINCHI

Dear Sir/Madam,

Subject : Annual Secretarial Compliance Report for the year ended March 31, 2024
Reference : Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Annual Secretarial Compliance Report for the year ended March 31, 2024.

This is for your information and records.

Thanking You,

Yours faithfully

For Virinchi Limited

K Ravindranath Tagore
Company Secretary
M.No.A18894

Encl as above

Virinchi Limited (Formerly Virinchi Technologies Limited)

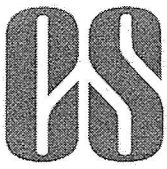
CIN NO. L72200TG1990PLC011104

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



Annual Secretarial Compliance Report of M/s. Virinchi Limited for the financial year ended 31st March, 2024

I, G. Vinay Babu, Company Secretary in Practice have examined

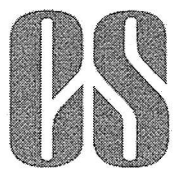
- (a) All the documents and records made available to me and explanation provided by M/s. Virinchi Limited (the "Listed entity").
- (b) The filings/ submissions made by the listed entity to the stock exchange.
- (c) Website of the listed entity.
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification.

For the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable to the Company during the review period.**)
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

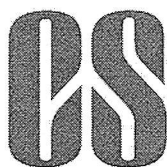


- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (h) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- (i) And circulars/guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
1	listing of equity shares within 7 working days from the date of grant of listing approval pursuant to preferential issue.	SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018, Circular: SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019	Company has not approached to the Exchange for listing of equity shares within 7 working days from the date of grant of listing approval pursuant to	National Stock Exchange of India Limited vide letter Ref: NSE/LIST/37217 dated September 13, 2023, for application no. 37217	Fine	-	47,200	-	-	-
2				National Stock Exchange of India Limited vide letter Ref: NSE/LIST/37217 dated September 13, 2023, for application no. 37218	Fine	-	47,200	-	-	-
3				National Stock Exchange of India Limited vide letter Ref: NSE/LIST/37217 dated September 13, 2023, for	Fine	-	47,200	-	-	-



VINAY BABU GADE_{ACS, LLB}

Company Secretary in Practice

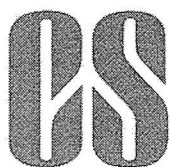
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			preferential issue	application no. 37219						
4				BSE Ltd, for application no. 183735	Finance	-	47,200	-	-	-
5				BSE Ltd, for application no. 183731	Finance	-	47,200	-	-	-
6				BSE Ltd, for application no. 183726	Finance	-	47,200	-	-	-

- b. The listed entity was not required to take any actions on compliance matters as there were no observations made in previous report issued for the financial year 2022-23.

ADDITIONAL AFFIRMATIONS:

S.No	Particulars	Compliance Status	Observations /Remarks of PCS
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	Nil
3	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the	Yes	Nil

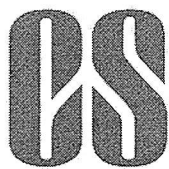


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S.No	Particulars	Compliance Status	Observations /Remarks of PCS
	website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.		
4	Disqualification of Director: None of the Director of the Company is disqualified under Section 164 of Companies Act, 2013.	Yes	Nil
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	Nil
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.	Yes	Nil
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Nil
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	Yes	Nil

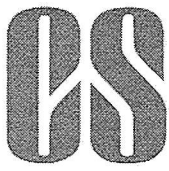


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S.No	Particulars	Compliance Status	Observations /Remarks of PCS
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.		
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	Nil
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by the listed entity.	NA	There was no instance of resignation of Statutory Auditor of the Company or its material subsidiaries during the review period.



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Company Secretary in Practice

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S.No	Particulars	Compliance Status	Observations /Remarks of PCS
13	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Nil




Vinay Babu Gade
Company Secretary in Practice
M. No: A20592
CP. No: 20707
UDIN: A020592F000407451

Place: Hyderabad
Date: May 20, 2024