VINAY BABU GADE ACS, LLB
Company Secretary in Practice

Mobile: 9160999526
Email: cs.gvinay@gmail.com

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), PART III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modifications thereof)

Date: 10th November, 2026

To,
The Board of Directors
Virinchi Limited
8-2-672/5&6, 4th Floor,
Ilyas Mohammed Khan Estate,
Road no.1, Banjara Hills, Hyderabad,
Telangana, India, 500034,

1. I, Vinay Babu Gade, Practicing Company Secretary, having office H.No. 3-10-442/304, Sree Laxmi Venkateswara Residency, LB Nagar, Hyderabad, Telangana, India - 500074, have been requested by the management ("Management") of Virinchi Limited (CIN: L72200TG1990PLC011104) ("**Company**") to certify that the proposed preferential issue of up to 2,00,00,000 (Two Crore) warrants, each convertible into 1 (one) equity share of the Company of face value ₹10 (Rupees Ten only) each ("**Warrants**") to Viswanath Kompella, Promoter of the Company and IT Peer Technologies LLC, Non-promoter company (the "**Proposed Allottees**"), at an issue price of ₹ 15 (Rupees Fifteen only) per Warrant (including a premium of ₹ 5 (Rupees Five only) per equity share of the Company of face value ₹10 (Rupees Ten only) each ("**Equity Share**")) ("**Proposed Preferential Issue**"), is in compliance with the requirements of Chapter V - Preferential Issue of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").

2. The Proposed Preferential Issue has been approved by the Board of Directors of the Company ("**Board**") in its meeting held on November 10th, 2026, and is subject to approval of the shareholders of the Company.

3. As per the requirement of Regulation 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the members of the Company considering the Proposed Preferential Issue and accordingly be annexed to the extra-ordinary general meeting ("**EGM**") notice dated November 10th, 2026 ("**EGM Notice**"), being dispatched to the members for convening an EGM to seek their approval for the Proposed Preferential Issue. Further, this certificate shall also be placed on the Company's website at the link specified in the EGM Notice.

VINAY BABU GADE ACS, LLB
Company Secretary in Practice

Mobile: 9160999526
Email: cs.gvinay@gmail.com

Practicing Company Secretary's Responsibility

4. Pursuant to the requirements of Regulation 163(2) of Chapter V of the SEBI ICDR Regulations, it is our responsibility to certify that the Proposed Preferential Issue of Warrants to Proposed Allottee as mentioned above, is being made in accordance with the requirements of Chapter V - Preferential Issue of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Companies Act, 2013 ("**Act**") and rules framed thereunder.

Verification

5. We have performed the following procedures to confirm the compliance with required conditions:

(a) Reviewed the Memorandum of Association ("**MoA**") and Articles of Association ("**AoA**") of the Company, and accordingly verified that the Proposed Preferential Issue is being made in compliance with the provisions of MoA and AoA of the Company.

(b) Reviewed the present capital structure including the details of the authorized, subscribed, issued, paid up share capital of the Company along with the shareholding pattern.

(c) Reviewed the statutory registers of the Company and the list of shareholders issued by the Registrar and Transfer Agent of the Company: (i) to note that the Equity Shares of the Company are fully paid up; and (ii) to verify there is no pre-preferential shareholding held by the Proposed Allottee in the Company.

(d) Obtained a certified copy of resolutions of the Board of Directors of the Company (the "**Board**") dated November 10th, 2026 approving the Proposed Preferential Issue.

(e) Reviewed the disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by the Proposed Allottee, during the 90 (ninety) trading days preceding the Relevant Date (as defined below), and obtained confirmation from the Registrar and Transfer Agent of the Company that the Proposed Allottee and the promoter group of the Company have not sold or transferred any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date and till the execution of this certificate, [(except as permitted under Regulation 159 of the SEBI ICDR Regulations for inter-se transfers)].

(f) Obtained and read the EGM Notice seeking approval of the members of the Company for the Proposed Preferential Issue by way of a special resolution and the corresponding explanatory statement under Section 102 of the Act and verified that:

(i) the disclosure in the Explanatory Statement is as required under the Act, the Companies (Share Capital and Debentures) Rules, 2014, Regulation 163(1) of the SEBI ICDR Regulations and Rule 14 of the Companies (Prospectus and Allotment of

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

Securities) Rules, 2014, and compliance with the other requirements of the Act;

(ii) the lock-in period is stipulated in accordance with Regulation 167 of the SEBI ICDR Regulations;

(iii) the terms for payment of consideration and allotment are in accordance with Regulation 169 of the SEBI ICDR Regulations;

(iv) the relevant date is November 09th, 2026 ("**Relevant Date**") for the purpose of determination of the floor price for the issue and allotment of Warrants in accordance with the SEBI ICDR Regulations, which is the date 30 (thirty) days prior to the date on which the shareholders' meeting is held to consider the Proposed Preferential Issue i.e. 10th December 2026;

(v) the minimum issue price for the Proposed Preferential Issue of the Company, based on Chapter V of the SEBI ICDR Regulations, has been worked out at ₹ 14.92 (Rupees Fourteen and Ninety-Two paise only) per Warrant, basis the pricing certificate dated November 10th, 2026 issued by Vinay Babu Gade, to the Company, determining the floor price for the Proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164(1) of Chapter V of the SEBI ICDR Regulations;

(vi) verified that the Proposed Preferential Issue will not result in a change in control or management of the Company but allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company;

(vii) confirmed that the payment of annual listing fees for the financial year 2025-2026 in respect of Equity Shares of the Company listed on BSE Limited and National Stock Exchange of India Limited has been made;

(viii) verified the Permanent Account Number ("**PAN**") of the Proposed Allottee and its ultimate beneficial owner(s) from the copy of PAN; and

(ix) verified the relevant statutory records of the Company to confirm that: (a) it has no outstanding dues to SEBI, the stock exchanges or the depositories except those which are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant court, tribunal or authority; and (b) it is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchange where the Equity Shares of the Company are listed and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, and any circular or notification issued thereunder.

It is the responsibility of the Management of the Company to comply with the requirements of the

VINAY BABU GADE ACS, LLB
Company Secretary in Practice

Mobile: 9160999526
Email: cs.gvinay@gmail.com

SEBI ICDR Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing and implementing internal control relevant to preparation of the EGM Notice and explanatory statement, determination of relevant date and minimum price of the Warrants and making estimates that are reasonable in the circumstances.

Assumptions & Limitations of Scope and Review:

(i) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the Management of the Company.

(ii) We are not expressing any opinion on the price computed/calculated and/or the price at which the shares are being issued by the Company in this certificate.

(iii) Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

(iv) This certificate is for the intended purpose of compliance in terms of the SEBI ICDR Regulations and the Act and for your information, and is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid SEBI ICDR Regulations and Act.

Certification

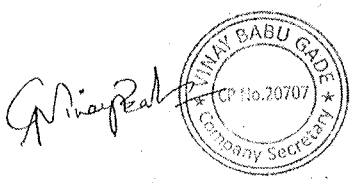
Based on our examination of such information/documents and to the best of our knowledge and belief, we hereby certify that the Proposed Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, particularly: (i) the Proposed Preferential Issue is being made in compliance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Sections 42 and 62 of the Act, Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of the Act; (ii) the Proposed Preferential Issue is being made in compliance with the provisions of the MoA and AoA of the Company; (iii) the price of the Warrants of the Company has been determined based on the pricing formula prescribed under Regulation 164(1) of Chapter V of the SEBI ICDR Regulations; (iv) the total allotment to the Proposed Allottee acting in concert in the present preferential issue or in the same financial year i.e., 2026-27 is more than 5% of the post-issue fully diluted share capital of the Company; and (v) the Proposed Allottees have not sold any Equity Shares of the Company during the 90 (ninety) trading days preceding the Relevant Date.

VINAY BABU GADE ACS, LLB
Company Secretary in Practice

Mobile: 9160999526
Email: cs.gvinay@gmail.com

Thanking you,

Yours faithfully,



G Vinay Babu
Company Secretary in Practice
ACS No.: 20592.CP No.: 20707
UDIN: A020592H002197635
Date: 10/11/2026
Place: Hyderabad

H.No. 3-10-442/304, Sree Laxmi Venkateswara Residency, LB Nagar, Hyderabad, Telangana, India - 500074