

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
Sunday, July 12, 2026 at 9.00 a.m. (IST)	Monday, August 10, 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) Sunday, July 12, 2026 till 05:00 p.m. (IST) on Monday, August 10, 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 Ordinary 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, Wednesday, August 12, 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 Acquisition of the Primary and Secondary Healthcare Business Division under Bristlecone Hospitals Brand from Virinchi Health Care Private Limited, a Material Subsidiary of the Company, on a Slump Sale Basis

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“Act”) and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the relevant rules under the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act, the rules issued under the Act, the Listing Regulations and the Articles of Association of the Company, in each case including any statutory modifications, amendments or re-enactment thereof, for the time being in force, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities/other concerned bodies, if any, and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company (“Board”), which expression shall also include a committee thereof duly constituted by the Board, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Virinchi Limited (Company) to purchase the Primary and Secondary Healthcare Business Division under Bristlecone Hospitals Brand (Undertaking) from “Virinchi Health Care Private Limited”, (VHCPL) being a material subsidiary of the Company, as a going concern by way of Slump Sale at fair market value as determined by independent registered valuer, in accordance with the provisions of Section 77 of the Income Tax Act, 2025, read with the relevant rules and applicable regulatory provisions governing slump sale transactions, **with effect from April 1, 2026 (“Effective Date”)**, on such terms and conditions as may be mutually agreed upon between the Company and VHCPL and set out in the definitive agreements and other transaction documents.

RESOLVED FURTHER THAT the acquisition shall include transfer of assets, liabilities, contracts, licenses, employees, permits and obligations relating to the said business undertaking as set out in the Business Transfer Agreement (“BTA”) to be entered by the Company and VHPL for a lumpsum consideration of Rs. 100 Crores (One Hundred Crores) on an arm’s length basis, which consideration has been determined on the basis of the independent business valuation reports issued by Mr. A. Someswara Rao, bearing Registration # IBBI/RV/02/2019/11544 (Registered Valuer).

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.”

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company without further referring to the Members of the Company for approval, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company in this regard.

RESOLVED FURTHER THAT all the actions taken by the Board of Directors and/or Audit Committee in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respect

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

**Place: Hyderabad
Date: July 09, 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, July 03, 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, July 03, 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 Sunday, July 12, 2026 till 05:00 p.m. (IST) on Monday, August 10, 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 Wednesday, August 12, 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 Monday, August 10, 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 Sunday, July 12, 2026 at 9.00 a.m. (IST) and ends on Monday, August 10, 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, July 03, 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	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 cdsi 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	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

	service provider website for casting your vote during the remote e-Voting period. 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 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. 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. 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 Sunday, July 12, 2026 till 05:00 p.m. (IST) on Monday, August 10, 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, July 03, 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 Monday, August 10, 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: July 09, 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 as set out in the Notice of Postal Ballot.

Item No.: 1

Approval for Acquisition of the Primary and Secondary Healthcare Business Division under Bristlecone Hospitals Brand from Virinchi Health Care Private Limited, a Material Subsidiary of the Company, on a Slump Sale Basis

Background and Object of the Proposed Transaction:

Executive Summary

The Board proposes the transfer, by way of a slump sale, of the Group's primary and secondary healthcare business operating under the Bristlecone Hospitals brand to Virinchi Limited. This restructuring is intended to establish a dedicated AI-first healthcare platform while enabling Virinchi Hospitals to remain focused on tertiary and quaternary care. The proposal reflects the Board's assessment that the future of community healthcare will be increasingly driven by Artificial Intelligence, digital operating systems, standardized clinical pathways and scalable delivery models. The Board considers this restructuring proactive and aligned with long-term industry evolution. It enables disciplined investment in AI, software engineering, analytics, interoperability, digital patient engagement, operational excellence and standardized clinical governance. The resulting platform is expected to improve patient outcomes, physician productivity, affordability, scalability, quality assurance and international competitiveness. Virinchi Limited will also be able to leverage common technology assets across multiple hospitals, continuously refine AI models using validated clinical workflows, and build exportable intellectual property. The strategy supports responsible innovation while maintaining the highest standards of patient safety, ethics, transparency and regulatory compliance. The long-term aspiration is to establish Bristlecone Hospitals as one of the world's leading AI-enabled community healthcare brands originating from India.

Strategic Context

Healthcare worldwide is entering a structural transformation. Artificial Intelligence is reshaping patient access, diagnostics, clinical decision support, documentation, workflow automation, preventive medicine and hospital operations. Primary and secondary care

provide the greatest opportunity because they involve high patient volumes and repeatable evidence-based clinical pathways. AI can improve consistency, affordability, productivity and quality while allowing physicians to retain complete responsibility for diagnosis and treatment.

Why Virinchi Limited

Virinchi Limited is fundamentally a technology-led enterprise with expertise in enterprise software, cloud platforms, data engineering, AI, cybersecurity and digital transformation. These capabilities are essential to creating an AI-native healthcare platform. Housing Bristlecone Hospitals within Virinchi Limited allows healthcare professionals and technology teams to innovate together, shorten development cycles, validate products rapidly and commercialize globally.

Distinct Business Models

Primary and secondary hospitals emphasize accessibility, standardized care, rapid rollout, lower capital intensity and community presence. Tertiary hospitals emphasize super-specialties, critical care, complex surgeries, advanced equipment and academic excellence. Separate governance and capital allocation enable each business to maximize performance and strategic focus.

Franchise led growth

The Company intends to validate the model through company-owned hospitals before expanding through franchising and managed services. Virinchi Limited will retain ownership of the brand, AI platforms, operating manuals, governance standards and digital architecture while partners expand the network under centralized oversight.

Global Vision

The platform is designed from inception for deployment across North America, Europe, the Middle East, Southeast Asia, Africa, Australia and other international markets. The objective is to build globally deployable intellectual property comprising AI-enabled clinical workflows, digital hospital systems, operating protocols and software platforms. Expansion may occur through owned hospitals, franchises, licensing, managed services and strategic partnerships.

Shareholder Value

The restructuring is expected to improve strategic clarity, accelerate innovation, strengthen governance, optimize capital allocation, create scalable intellectual property and unlock long-term value through healthcare services, software, Artificial Intelligence and global expansion.

Governance

AI will function solely as a clinical decision-support system. Medical decisions will remain with qualified practitioners. Robust governance covering ethics, validation, cybersecurity, privacy, regulatory compliance and continuous quality monitoring will underpin the platform.

Conclusion

The Board believes this proposal positions the Group for the next generation of healthcare delivery by combining Virinchi Limited's technology capabilities with Bristlecone Hospitals' community healthcare model. It creates two complementary growth engines and lays the foundation for a globally scalable healthcare technology enterprise.

Manner of Determination of Consideration:

The consideration for the Business Transfer has been determined on an arm's length basis and was arrived at by the Board after considering various inputs and factors, including independent valuation reports from A. Someswara Rao, Registered Valuer (dated July 9, 2026) valuations are based on internationally accepted valuation methodologies on an arm's length basis and comply with the Act.

Valuation Methodologies

Following are the valuation methodologies adopted by the respective valuers for the valuation of the Business:

FMV – Fair Market Value of the undertaking transferred using Asset Approach method.

Material Related Party Transaction

In this context, dealing with material related party transactions ("Material RPTs") between M/s. Virinchi Limited ("Company") and M/s. Virinchi Health Care Private Limited ("VHCPL"), a material 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.1) as a percentage of annual consolidated turnover of the Company and / or annual standalone turnover of the material 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.

RELATED PARTIES EXCLUDED FROM VOTING [Regulation 23(4) SEBI LODR]: In terms of the proviso to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circulars on RPT Industry Standards (November 11, 2024 and January 30, 2026), all entities/persons who are related parties to this material related party transaction shall NOT vote on Resolution No. 1 in the Postal Ballot / e-voting process. Accordingly, all promoters and promoter group entities of Virinchi Limited who are related parties to this transaction are required to abstain. Their votes, if cast, shall not be counted by the Scrutinizer.

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 material 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 100 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 ("VHCPL")
2.	Name of the Director or Key Managerial Personnel who is related, if any	Virinchi Limited and Virinchi Health Care Private Limited have common Directors and Key Managerial Personnel. Mr. M. V. Srinivasa Rao, Mr. Sri Kalyan, Mr. T. Shyam Sunder and Ms. Priya Rajender are common Directors on the Boards of both Virinchi and VHCPL. Further, Mr. K. Ravindranath Tagore acts as the Company Secretary of both Virinchi and VHCPL. None of the aforesaid Directors or Key Managerial Personnel has any interest, whether direct or indirect, in the proposed transaction, except to the extent of their respective shareholding, if any, in Virinchi.
3.	Nature of Relationship	Material Subsidiary of M/s. Virinchi Limited.
4.	Nature, material	Purchase of the Primary and Secondary Healthcare

	terms, monetary value, and particulars of the contract or arrangement	Business under Bristlecone Hospitals Brand from “VHCPL” as a going concern, on a ‘slump sale’ basis for a lump sum consideration of Rs. 100 Crores/- (Rupees Hundred Crores only)
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

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	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee as specified in the RPT Industry Standards is enclosed as Annexure I .
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Please refer to the headings Background and Object of the Proposed Transaction:
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any	The proposed material related party transaction has been approved by the Audit Committee and the Board

	material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	on 9 th July 2026 The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 1 for your approval by way of an Ordinary resolution
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	The Company has obtained the following business valuation report for the Hospital Business: Website detail for valuation report: https://virinchi.com/pdfDocPrtTwo/RV_Virinchi_Slump%20sale.pdf While approving the proposed Business Transfer, the Audit Committee has considered the Business Valuation Reports to determine the consideration on an arm's length basis.
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not applicable.
7.	Any other information that may be relevant.	None.

The Board recommends the resolution(s) at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Ordinary 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 Ordinary resolution(s) as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

Annexure – I

Minimum information to be provided for Review of the Audit Committee and Board for Approval of Purchase of Hospital Business

S.No	Particulars of the information	Information provided by the management
Basic details of the related party		
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	Healthcare Services
Relationship and ownership of the related party		
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: - 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).	VHCPL is a material subsidiary of Virinchi Limited, at the time of the proposed sale of Hospital Business. Virinchi holds 51% paid up capital of VHCPL - Nil - Nil

	Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	
Details of previous transactions with the related party		Amt in INR Lakhs
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary	For Financial Year 2025-2026, The company has received Interest Income INR 884.78 Lakhs and Purchase of Service INR 300 Lakhs from the Subsidiary, VHCPL.
2	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.	Virinchi Limited has provided loan to VHCPL amounting to Rs.3,03,94,90,094 as on 30/06/2026,
3	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.	Not applicable
Amount of the proposed transaction(s)		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders	INR 100 Crores

2	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								
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e., audited turnover for the FY April 2025 to March 2026).	35%								
4	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, since Virinchi Limited, being the listed entity, is a direct party to the proposed transaction.								
6	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	35%								
7	Financial performance of the related party for the immediately preceding financial year: <i>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</i>	For VHCPL: <table><tr><td>Particulars</td><td>FY 2025-26 (₹ in Lakhs)</td></tr><tr><td>Turnover</td><td>8,299.05</td></tr><tr><td>Profit/(Loss) after tax</td><td>(3,326.05)</td></tr><tr><td>Net Worth</td><td>(2,811.06)</td></tr></table>	Particulars	FY 2025-26 (₹ in Lakhs)	Turnover	8,299.05	Profit/(Loss) after tax	(3,326.05)	Net Worth	(2,811.06)
Particulars	FY 2025-26 (₹ in Lakhs)									
Turnover	8,299.05									
Profit/(Loss) after tax	(3,326.05)									
Net Worth	(2,811.06)									

Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase of Primary and Secondary healthcare business under Bristlecone Hospitals Brand,
2	Details of each type of the proposed transaction	Purchase of healthcare business by way of a slump sale on a going concern basis.
3	Value of the proposed transaction during a financial year. <i>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</i>	Value of the transaction is Rs. 100 Crores. The transaction is proposed to be completed during the current financial year itself
4	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One time transaction, expected to be completed during the current financial year, subject to the requisite approvals, including approval of the shareholders
5	Whether omnibus approval is being sought?	No
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The business primarily comprises community healthcare services focused on primary and secondary care. The restructuring is intended to create a dedicated AI-first healthcare platform while enabling Virinchi Hospitals to continue focusing on tertiary and quaternary healthcare services. The Board believes that the global healthcare industry is undergoing a structural transformation driven by Artificial Intelligence (AI), digital technologies and standardized clinical pathways. Detailed note on the rationale for the proposed transaction is presented in the section "Background and Object of the Proposed Transaction".

7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control	Virinchi Limited and Virinchi Health Care Private Limited have common Directors and Key Managerial Personnel. Mr. M. V. Srinivasa Rao, Mr. Sri Kalyan, Mr. T. Shyam Sunder and Ms. G. Priya Rajender are Common Directors on the Boards of both Virinchi and VHCPL. Further, Mr. K. Ravindranath Tagore acts as the Company Secretary of both Virinchi and VHCPL. None of the aforesaid Directors or Key Managerial Personnel has any interest, whether direct or indirect, in the proposed transaction, except to the extent of their respective shareholding, if any, in Virinchi.
	a. Name of the director / KMP	Apart from the above Mr. Viswanath Kompella is the common promoter for both Virinchi and VHCPL.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The consideration for the Purchase has been determined on the basis of the valuation report issued by Mr. A. Someswara Rao, IBBI Registered Valuer.
9	Other information relevant for decision making	Not applicable
B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate		
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	Not Applicable. No bidding or other competitive process was undertaken, as the proposed transaction is an acquisition by Virinchi Limited from its material subsidiary, Virinchi Health Care Private Limited. The transaction consideration has been determined based on an independent valuation report and is subject to the requisite approvals under the applicable provisions of law.
2	Basis of determination of price.	Independent Valuation Report from Mr. A. Someswara Rao, IBBI Registered Valuer
3	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of	The business primarily comprises community healthcare services focused on primary and secondary care. The restructuring is intended to create a dedicated AI-first healthcare platform while enabling Virinchi Hospitals to continue

	subsidiary or associate.	focusing on tertiary and quaternary healthcare services. The Board believes that the global healthcare industry is undergoing a structural transformation driven by Artificial Intelligence (AI), digital technologies and standardized clinical pathways			
4	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years	Partic- ulars (₹ in lakhs)	FY 2023- 24	FY 2024- 25	FY 2025- 26
		Turnover	13,314.85	10,414.98	8,299.05
		Profit/(loss) After Tax	(359.82)	(3,615.03)	(3,326.05)
		Net worth	3167.31	(93.12)	(2,811.06)
5	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.				
	a. Expected impact on turnover	NIL impact in FY 26			
	b. Expected impact on net worth	NIL impact in FY26			
	c. Expected impact on net profits	The proposed transaction will result in positive contribution to the consolidated net profits of the Company going forward.			
C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate					
1	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months	None			
2	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details	No. The Company (listed entity) shall not be issuing any securities or give any consideration in kind VHCPL. Loans and advances from Virinchi Limited to VHCPL will be adjusted against the consideration to be paid by Virinchi Limited to VHCPL.			

3	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary ?	No
4	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No, the transfer of relevant assets and relevant liabilities in relation to the Primary and Secondary Healthcare Business under Bristlecone Hospitals Brand shall not result in transfer of key intangible assets or key customers which are critical for continued business of the Company or any of the subsidiaries of the Company
5	Are there any other major non-financial reasons for going ahead with the proposed transaction?	None other than stated in this explanatory statement

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

**Place: Hyderabad
Date: July 09, 2026**

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