Valuation Report

Of

VIRINCHI LIMITED

CIN:

L72200TG1990PLC011104

Prepared by:
A. SOMESWARA RAO
(IBBI REGISTERED VALUER)

Registration No: IBBI/RV/02/2019/11544

Report Date: 10/11/2026
UDIN: A018979H002197089

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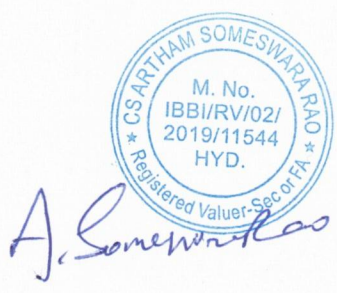


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C.S.ARTHAM SOMESWARA RAO * Registered Valuer - Sec. of FA * M. No. IBBI/RV/02/2019/11544 HYD.

A. Someswara Rao

Date: 10/11/2026

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

Dear Sir/Madam,

Subject: Valuation of Equity Shares of Virinchi Limited (VIRINCHI)

I. Purpose:

We have been engaged by Virinchi Limited having Registered office at 8-2-672/5&6, 4th Floor, Ilyas Mohammed Khan Estate, Road no.1, Banjara Hills, Hyderabad, Telangana, India, 500034 for the purpose of valuationof equity shares of **Virinchi Limited** ("**VIRINCHI**"/"**Company**").

VIRINCHI is evaluating the fair market value of equity shares under preferential issue of shares under the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR 2018). Since, the Board of the Directors proposed to issue equity shares more than 5% to some of the proposed allottees, VIRINCHI requires Valuation of its shares for issuing shares in terms of the amended regulation 166A(1) of SEBI ICDR 2018.

Accordingly, as per the request received from the Company, we are valuing the Equity Shares of the Company.

The information contained herein and our report is confidential. It is intended only for the sole use for VIRINCHI, and only in connection with the purpose mentioned above. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the purpose as aforesaid, can be done only with our prior permission in writing.

II. About the Valuer:

Mr. A. Someswara Rao is an Independent valuer and he is registered with Insolvency and Bankruptcy Boardof India ("IBBI") with Registration No.: IBBI/RV/02/2019/11544 for the purpose of carrying out the said valuation of equity shares.

Background/Information about VIRINCHI

Virinchi Limited ("**VIRINCHI**"/ "**Company**") was incorporated on 13th March 1990 as a Limited Company. The Registered office of the company is situated at 8-2-672/5&6, 4th Floor, Ilyas Mohammed Khan Estate, Road no.1, Banjara Hills, Hyderabad, Telangana, India, 500034.

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HYD
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A. Someswara Rao

The Share Capital of the Company, on a fully diluted basis, as on 30th September 2026 is as under:

Particulars	Amount in INR
Issued, subscribed and paid up Capital 11,27,07,372 Equity Share of INR 10 each fully paid-up	112,70,73,720

(*Source: Shareholding Pattern as provided by the Company)*

IV. Shareholding Pattern of VIRINCHI

Shareholding pattern as on 30th September, 2026.

Particulars	No of Equity Shares	% of Holding
Promoter & Promoter Group	4,44,75,538	39.46
Other than Promoter & Promoter Group	6,82,31,834	60.54
Total	**11,27,07,372**	**100.00**

(*Source: Shareholding Pattern as provided by the Company*)

V. Appointing Authority:

We were assigned with this project of valuation of the Equity shares of the Company by the Audit Committee of Board (ACB) of the Board of Directors of the Company.

VI. Disclosure of Valuer's Interest/ Conflict:

The Valuer is not related to the VIRINCHI or its promoters or its Director or their relatives. The valuer does not have any interest or conflict of interest with respect to the valuation under consideration.

VII. ources of Information:

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We were provided with the following information by VIRINCHI for the valuation purpose as aforesaid:

- ☐ Brief background of the business of the Company;
- ☐ Audited Financial Statements of last 3 years;
- ☐ Information available in the Public Domain;
- ☐ Latest Shareholding Pattern on 30th September, 2026;
- ☐ Memorandum and Articles of Association of the Company; and
- ☐ Market prices available on BSE & NSE Website.

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VIII. Approach Considered in our Value Analysis:

General Principle for Valuation

There is no single definition of the term 'Value' that is suitable for all purposes or at all times. The value of a particular asset may vary according to different valuation methodologies that are adopted to ascertain the value for a specific purpose. Valuation of securities is an inexact science. It may sometimes involve a set of judgments and assumptions that may be subject to certain uncertainties.

Broadly there are three approaches of Valuations which are as follows:

a. "Net Asset Approach"
b. "Profit Earning Capacity Value"- PECV approach
c. "Market" Approach

IN SUMMARY:

The application of any method of valuation depends on the purpose for which the valuation exercise is performed; relevance of each method under the circumstances of the case and other factors as determined appropriate. The brief methodology in each of the three approaches as mentioned above is as mentioned hereunder:

- **Net Asset Approach:** This method takes into account the value of the assets of the business or the net worth as represented in the financial statements of the Company. For the purposes of arriving at net asset value per share, the net worth so arrived at shall be divided by the number of equity shares issued and paid-up.

- **Profit Earning Capacity Value (PECV) Approach**: This method of valuation presumes the continuity of the business and uses the past earnings to arrive at an estimate of future maintainable profits (FMP). For the purpose of the calculating PECV of shares, commonly accepted approach is to capitalize weighted average of past earnings, at an appropriate rate of capitalization, to arrive at the fair value per share.

- **Market Approach:** The market approach is a method of determining the value of shares based on the quoted price in the respective stock exchange where the shares have been listed.

Selection of Valuation Methodology

The objective of the valuation process is to make a best reasonable judgment of the value of the Equity Shares of the Company. The Company's Equity shares are presently listed on BSE & NSE and are also frequentlytraded. Since highest traded volume in respect of equity shares has been recorded during the preceding 90 trading days prior to the relevant date in NSE, NSE shall be considered as "Stock Exchange", for calculating relevant Value per Share as per Regulation 164 of SEBI ICDR 2018.

Further, since the Company proposed to issue shares more than 5% to some of the allottees, in terms of the provisions of Regulation 166A(1)of SEBI ICDR 2018, as amended, VIRINCHI requires Valuationof its Equity shares for issuing Equity shares on preferential basis. Accordingly, the minimum price shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164 or the price determined by the Valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer.

Therefore, for the evaluation of fair valuation, we, being an independent Valuer, have considered best reasonable judgment to value the equity shares through weighted average of Market Approach (Closing Market Price as on November 08, 2026 i.e. the day immediately preceding the relevant date) and Net Asset Value and Price Earning Capacity Value (PECV).

Further, the Equity Shares of the Company is frequently traded at the BSE & NSE and Price in terms of sub- regulation (1), (2) or (4) of regulation 164 of SEBI ICDR 2018 has been determined considering November 09, 2026 as relevant date in terms of SEBI ICDR 2018 as follows:

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Minimum of the Higher of the price determined through following methods was considered:

- Price determined under sub-regulation (1), (2) or (4) of regulation 164 of SEBI ICDR Regulations as per following provisions i.e. price shall be not less than higher of the following:

    - The 90 (ninety) Trading days volume weighted average price of the related equity shares quotedon the recognized stock exchange preceding the relevant date; or
    - The 10 (ten) Trading days volume weighted average price of the related equity shares quotedon the recognized stock exchange preceding the relevant date

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The minimum price per Equity Share in accordance with Regulation 164 of the SEBI (ICDR) Regulations is calculated at Rs. 14.52 per equity share as per ***Annexure I*** and we, being an Independent Valuer, have calculated Rs. 14.92/- per equity shares as the fair value price of each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations as per **Annexure II**.

Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Following is the summary of the Valuation:

Value per Share as per Regulation 164 of SEBI ICDR 2018 - ***as per Annexure-I.***	**Rs. 14.52**
Fair Value per Share- ***as per Annexure-II.***	**Rs. 14.92**
Price Calculated as per Articles of Association of the Company	N.A.
Whichever is higher as above	
Minimum price per Equity Share as per regulation 166A of SEBI ICDR 2018	**Rs. 14.92**

Valuation & Conclusion:

In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors.

The Fair Market Value per equity share of VIRINCHI as per above methodology is INR Rs. 14.92 /- (Indian Rupees Fourteen and Ninety Two Paisa only).

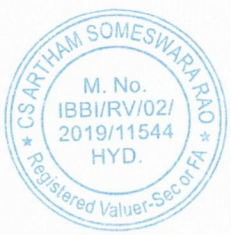
Limitations & Disclaimers:

- Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.
- Valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While we have provided an assessment of the value based on the information available, application of certain formulae and within the scope and constraints of our engagement, others may place a different value to the same.
- Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, review, due diligence or examination of any of the historical or prospective information used and therefore, does not express any opinion with regards to the same.

- No investigation on the Company's claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the liabilities in the books. Therefore, no responsibility is assumed for matters of a legal nature.
- Our work does not constitute an audit or certification of the historical financial statements/prospective results including the working results of the Company referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Valuation analysis and results are specific to the purpose of valuation mentioned in the report is as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- In the course of the valuation, we were provided with both written and verbal information. We have however, evaluated the information provided to us by the Company through broad inquiry, analysis and review but have not carried out a due diligence or audit of the information provided for the purpose of this engagement. Our conclusions are based on the assumptions, forecasts and other information given by the Company. We assume no responsibility for any errors in the above information furnished by the Company and consequential impact on the present exercise.
- A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the Management has drawn our attention to all the matters, which they are aware of concerning the financial position of the Company and any other matter, which may have an impact on our opinion, on the fair value of the Equity shares of the Company including any significant changes that have taken place or are likely to take place in the financial position of the Company. We have no responsibility to update this report for events and circumstances occurring after the date of this report.
- Any person/party intending to provide finance/invest in the shares/business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- The decision to carry out the transaction (including consideration thereof) on the basis of this valuation lies entirely with VIRINCHI and our work and our finding shall not constitute a recommendation as to whether or not the VIRINCHI / Company should carry out the transaction.
- Our report is meant for the purpose as mentioned and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared.
- Neither Valuer, nor its partners/directors, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

A. Someswara Rao

A.Someswara Rao
(Registered Valuer)
IBBI/RV/02/2019/11544



Date: 10/11/2026
Place: Hyderabad

Annexure-I

Calculation of Price as per regulation 164 of SEBI ICDR, 2018.

As per SEBI ICDR 2018, the Company's Equity shares are Frequently Traded at BSE & NSE. If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shallbe not less than higher of the following:

Market Price (90 trading days volume weighted average price quoted at NSE during the 90 trading days preceding the relevant date i.e. 09th November, 2026)	Rs. 14.52
Market Price (10 trading days volume weighted average price quoted at NSE during the 10 trading days preceding the relevant date i.e. 09th November, 2026)	Rs. 13.84
Whichever is higher as above	**Rs. 14.52**

Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

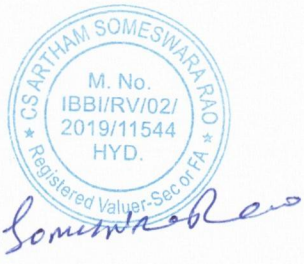
Market Price (90 trading days volume weighted average price quoted at NSE during the 90 trading days preceding the relevant date i.e. 09th November, 2026)

Sl.no	Date	Volume	Value
1	8-Nov-26	17,778	2,58,986
2	6-Nov-26	19,924	2,81,339
3	5-Nov-26	1,09,264	16,01,822
4	4-Nov-26	1,83,668	25,87,649
5	3-Nov-26	45,922	5,93,766
6	2-Nov-26	55,060	7,02,358
7	30-Oct-26	8,920	1,10,130
8	29-Oct-26	9,402	1,18,330
9	28-Oct-26	16,685	2,11,742
10	27-Oct-26	8,944	1,15,065
11	26-Oct-26	66,741	8,59,065
12	23-Oct-26	50,282	6,12,088
13	22-Oct-26	55,896	6,96,906
14	21-Oct-26	96,990	12,15,556
15	19-Oct-26	59,075	7,72,428
16	16-Oct-26	38,845	5,36,740
17	15-Oct-26	2,46,057	34,42,849
18	14-Oct-26	17,912	2,30,713
19	13-Oct-26	79,179	10,02,971
20	12-Oct-26	52,652	6,76,106
21	9-Oct-26	73,082	93,8,174
22	8-Oct-26	46,640	5,98,691
23	7-Oct-26	67,989	8,95,277

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24	6-Oct-26	39,744	5,17,982
25	5-Oct-26	63,452	8,19,121
26	1-Oct-26	44,029	5,80,688
27	30-Sep-26	60,617	8,16,335
28	29-Sep-26	78,601	10,56,883
29	28-Sep-26	33,201	4,56,712
30	25-Sep-26	38,149	5,29,919
31	24-Sep-26	39,412	5,48,414
32	23-Sep-26	59,083	8,25,878
33	22-Sep-26	26,065	3,64,665
34	21-Sep-26	28,467	3,97,903
35	18-Sep-26	62,548	8,72,252
36	17-Sep-26	34,921	4,88,571
37	16-Sep-26	67,481	9,36,750
38	15-Sep-26	76,595	10,65,952
39	11-Sep-26	30,033	4,26,155
40	10-Sep-26	55,005	7,78,078
41	9-Sep-26	36,907	5,23,043
42	8-Sep-26	1,33,932	18,93,512
43	7-Sep-26	1,63,647	23,55,652
44	4-Sep-26	1,15,200	1,68,7087
45	3-Sep-26	50,726	7,54,681
46	2-Sep-26	1,48,532	22,20,565
47	1-Sep-26	69,549	10,19,078
48	31-Aug-26	78,258	11,60,173
49	28-Aug-26	66,728	10,05,335
50	27-Aug-26	90,020	13,46,290
51	26-Aug-26	34,930	5,33,400
52	25-Aug-26	48,453	7,43,188
53	24-Aug-26	116768	17,76,155
54	21-Aug-26	29,659	4,52,573
55	20-Aug-26	38,065	5,76,540
56	19-Aug-26	38,360	5,85,585
57	18-Aug-26	53,428	8,07,323
58	17-Aug-26	46,547	6,99,463
59	14-Aug-26	59,473	8,93,573
60	13-Aug-26	41,574	6,34,232
61	12-Aug-26	83,123	12,62,924
62	11-Aug-26	69,865	10,72,397
63	10-Aug-26	26,330	4,12,863
64	7-Aug-26	45,034	7,09,607
65	6-Aug-26	87,375	13,56,768
66	5-Aug-26	55,368	8,70,163
67	4-Aug-26	42,817	6,71,182
68	3-Aug-26	69,383	10,61,304
69	31-Jul-26	43,889	6,75,010
70	30-Jul-26	32,255	5,02,656



71	29-Jul-26	63,697	9,92,331
72	28-Jul-26	26,155	4,06,512
73	27-Jul-26	40,417	6,27,355
74	24-Jul-26	32,597	5,03,421
75	23-Jul-26	22,912	3,59,202
76	22-Jul-26	26,582	4,18,784
77	21-Jul-26	35,662	5,68,373
78	20-Jul-26	84,911	13,72,241
79	17-Jul-26	40,133	6,20,752
80	16-Jul-26	36,294	5,59,281
81	15-Jul-26	53,783	8,40,292
82	14-Jul-26	62,651	10,02,056
83	13-Jul-26	42,590	6,84,976
84	10-Jul-26	96,717	15,49,252
85	9-Jul-26	76,791	11,81,026
86	8-Jul-26	46,150	7,20,006
87	7-Jul-26	58,308	9,31,749
88	6-Jul-26	51,188	8,29,093
89	3-Jul-26	69,642	11,38,802
90	2-Jul-26	4,624	7,66,42
	Total	5,288,131	76,781,996
Price		14.52	

Market Price (10 trading days volume weighted average price quoted at NSE during the 10trading days preceding the relevant date i.e. 09th November, 2026)

S.No.	Date	No.of Shares	Total Turnover (Rs.)
1	8-Nov-26	17,778	2,58,986
2	6-Nov-26	19,924	2,81,339
3	5-Nov-26	1,09,264	16,01,822
4	4-Nov-26	1,83,668	25,87,649
5	3-Nov-26	45,922	5,93,766
6	2-Nov-26	55,060	7,02,358
7	30-Oct-26	8,920	1,10,130
8	29-Oct-26	9,402	1,18,330
9	28-Oct-26	16,685	2,11,742
10	27-Oct-26	8,944	1,15,065
	Total	4,75,567	6,581,188
Price			13.84

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A. Someswara Rao

Annexure II

Calculation of Fair Value

1. **Net Asset Value Approach (NAV)**
2.

Particulars	**Amt in INR Lakhs**
Equity Shares Capital as on March 31, 2026	10,879.68
Add: Other Equity	34.957.47
Net worth as on March 31, 2026 being the latest available Financials	**45,768.24**
Equity Shares Capital as on March 31, 2026 (No of Shares)	10,87,96,896
Book Value per Share (Rs.)	**42.07**

**** Rounded off upto two decimal places.**

2. **Market Approach:** Closing Market Price on November 08, 2026 (i.e. the day immediately precedingthe relevant date) is Rs. 14.52 per Equity Share ***(Source:*** www.nseindia.com)

3. Price Earning Capacity Value

B] PECV METHOD	**PAT (INR Lakhs)**	**Weights**	**Product**
2026	1,397.85	1	1,397.85
2025	1,603.90	1	1,603.90
2024	1,108.09	1	1,108.09
2023	1,242.97	1	1,242.97
2022	1,236.71	1	1,236.71
TOTAL			6,589.52
AVG		**5**	**1,317.90**
Capitalization @ 15%	8,786		
Number of Equity Shares	108796896		
Value per equity share	8.08		

Fair Value -Closing Market Price as on relevant date as follow:

Weighted Average	**Price per Share (Rs.)**	**Weights**	**Product**
NAV	Rs. 42.07	05%	2.10
Closing Market Price as on 08th November, 2026	Rs. 14.52	80%	11.61
PECV	Rs. 8.08	15%	1.21
	Average Price (Rs.)		**14.92**

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A. Someswara Rao

Notes:

A. Under the PECV method – *Price Earning Capacity Value* method – the financials are typically calculated on a standalone basis, not on a consolidated basis.

1. Purpose of PECV:

   PECV is used primarily for valuation of a specific company, especially in cases like:
   - Valuation for mergers, acquisitions, or buyouts
   - Regulatory purposes (e.g., SEBI-compliant valuations in India)
   - Share allotments

2. Standalone Basis Preferred:
   - The method looks at the earnings capacity of the company being valued, not the entire group.
   - Consolidated financials include performance of subsidiaries and associates, which may not be relevant for valuation of a single standalone entity.

3. Exception - If the subject is the group:
   If the entire group (holding + subsidiaries) is being valued as a whole – for example, in the case of group restructuring – then consolidated financials might be used. But this is less common in PECV valuations.

B. In determining the fair value of equity shares, we have adopted a weighted average approach, assigning weights to three standard valuation methodologies: Net Asset Value (NAV), Market Price Method, and Price Earning Capacity Value (PECV). The basis for assigning 05% to NAV, 80% to Market Price, and 15% to PECV is detailed below:

1. Market Price Method - 80% Weight

- The company's equity shares are listed and actively traded on a recognized stock exchange.
- The closing market price reflects the current perception of investors and the broader market, incorporating both company-specific and industry-wide developments.
- The higher weight is given due to the price being determined by an arm's length market mechanism, assuming no manipulation or abnormal trading volumes.
- Market price is therefore considered the most objective and real-time indicator of value.
- The SEBI Regulations also recommends taking Market price method

2. Net Asset Value (NAV) Method - 05% Weight

- This method reflects the underlying book value of assets and liabilities, adjusted where necessary for revaluation or fair value estimates.
- A 05% weight has been assigned as the company does have significant tangible assets, but it is not an asset-intensive business where NAV alone would represent true value.
- NAV serves as a baseline or floor value, ensuring the valuation reflects the minimum worth based on balance sheet fundamentals.

3. Price Earning Capacity Value (PECV) Method - 15% Weight

- PECV considers the company's sustainable profitability and earnings capacity based on historical performance.
- While important, it has been assigned a moderate 15% weight since:
  - There may be earnings volatility due to market or sector-specific factors.

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- The market already incorporates forward-looking expectations in the stock price.
- PECV helps smooth out temporary market fluctuations and offers a long-term perspective, making it an essential secondary indicator.

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