

<b>General information about company</b>	
Scrip code	532372
NSE Symbol	
MSEI Symbol	
ISIN	INE539B01017
Name of the entity	VIRINCHI LTD
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SURESH JUTHUGA	AHUPJ6157C	08369715	Non-Executive - Independent Director	Not Applicable		28-02-2019		60	0	0	0		
2	Mr	Ramam Madu	AGVPM7458F	02566258	Non-Executive - Independent Director	Not Applicable		30-09-2014		60	1	2	2		
3	Mr	Sri Kalyan Kompella	AMWPK3948H	03137506	Executive Director	Not Applicable		30-09-2016			1	2	0		
4	Mrs	Santhi Priya Myana	AJBPM3026E	03114319	Executive Director	Chairperson		30-09-2016			1	0	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	KUNDA KALPANA	BBBPK7848D	07328517	Non-Executive - Independent Director	Not Applicable		28-08-2017		60	3	2	0		
6	Mr	MADDALA VEERA SRINIVASA RAO	ABOPS9467L	00816334	Executive Director	Not Applicable		12-11-2018			1	0	0		
7	Mr	Kunasingam V Sittampalam	ZZZZZ9999Z	00518881	Non-Executive - Independent Director	Not Applicable		30-09-2014	22-03-2019	60	2	0	0	Textual Information(2)	

<b>Text Block</b>	
Textual Information(1)	mr. Kunasingam V Sittampalam, Independent Director of the company resigned with effect from 22nd March,2019

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02566258	RAMAM MADU	Non-Executive - Independent Director	Chairperson	11-05-2011		
2	03137506	SRI KALYAN KOMPELLA	Executive Director	Member	12-08-2013		
3	07328517	KUNDA KALPANA	Non-Executive - Independent Director	Member	29-08-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02566258	RAMAM MADU	Non-Executive - Independent Director	Chairperson	11-05-2011		
2	07328517	KUNDA KALPANA	Non-Executive - Independent Director	Member	28-08-2017		
3	08369715	SURESH JUTHUGA	Non-Executive - Independent Director	Member	28-02-2019		
4	00518881	KUNASINGAM V SITTAMPALAM	Non-Executive - Independent Director	Member	29-08-2018	22-03-2019	

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02566258	RAMAM MADU	Non-Executive - Independent Director	Chairperson	11-05-2011		
2	03137506	SRI KALYAN KOMPELLA	Executive Director	Member	12-08-2013		
3	07328517	KUNDA KALPANA	Non-Executive - Independent Director	Member	29-08-2018		

<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks



<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02566258	RAMAM MADU	Non-Executive - Independent Director	Chairperson	11-11-2016		
2	03137506	SRI KALYAN KOMPELLA	Executive Director	Member	11-11-2016		
3	07328517	MYANA SANTHI PRIYA	Executive Director	Member	11-11-2016		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

<b>Annexure 1</b>				
<b>Annexure 1</b>				
<b>III. Meeting of Board of Directors</b>				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	12-11-2018			
2		11-02-2019	90	
3		28-02-2019	16	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Name of other committee	Reason for not providing date
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)		
1	Audit Committee	11-02-2019	Yes		12-11-2018	90		
2	Audit Committee	28-02-2019	Yes		12-11-2018	107		
3	Nomination and remuneration committee	11-02-2019	Yes		12-11-2018	90		
4	Stakeholders Relationship Committee	12-02-2019	Yes		13-11-2018	90		
5	Corporate Social Responsibility Committee	12-02-2019	Yes		13-11-2018	90		

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	No	The company has sent postal ballot notice dated 28th February,2019 on 16th March, 2019 and evoting begins on 18th March , 2019 and ends on 16th April, 2019
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	K RAVINDRANATH TAGORE
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://corporate.virinchi.com/index.php#grc">http://corporate.virinchi.com/index.php#grc</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://virinchi.com/pdf/terms_and_Conditions_of_Appointment_of_Independent_Directors.pdf">http://virinchi.com/pdf/terms_and_Conditions_of_Appointment_of_Independent_Directors.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://corporate.virinchi.com/others.php#parentHorizontalTab2">http://corporate.virinchi.com/others.php#parentHorizontalTab2</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://corporate.virinchi.com/policies.php">http://corporate.virinchi.com/policies.php</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://virinchi.com/pdf/whistleBlowersPolicy.pdf">http://virinchi.com/pdf/whistleBlowersPolicy.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://virinchi.com/pdf/criteria-of-making-payments-to-Non-Executive-Directors.pdf">http://virinchi.com/pdf/criteria-of-making-payments-to-Non-Executive-Directors.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://virinchi.com/pdf/policyOfRelatedPartyTransaction.pdf">http://virinchi.com/pdf/policyOfRelatedPartyTransaction.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://virinchi.com/pdf/materialityPolicy.pdf">http://virinchi.com/pdf/materialityPolicy.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://virinchi.com/pdf/familiarisation-programme-to-independent-directors.pdf">http://virinchi.com/pdf/familiarisation-programme-to-independent-directors.pdf</a>



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://corporate.virinchi.com/contactCompliance.php">http://corporate.virinchi.com/contactCompliance.php</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://corporate.virinchi.com/contactCompliance.php">http://corporate.virinchi.com/contactCompliance.php</a>
12	Financial results	Yes		<a href="http://corporate.virinchi.com/quarterlyResults.php">http://corporate.virinchi.com/quarterlyResults.php</a>
13	Shareholding pattern	Yes		<a href="http://corporate.virinchi.com/shareHoldingPattern.php">http://corporate.virinchi.com/shareHoldingPattern.php</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	NA	

**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	K RAVINDRANATH TAGORE
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	K RAVINDRANATH TAGORE
2	Designation	Company Secretary and Compliance Officer

<b>Signatory Details</b>	
Name of signatory	K RAVINDRANATH TAGORE
Designation of person	Company Secretary and Compliance Officer
Place	HYDERABAD
Date	09-04-2019



