

December 05, 2024

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

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

Dear Sir/Madam,

**Subject : Notice of Postal Ballot**

**Reference : Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot & E -Voting, together with the Explanatory Statement thereto, seeking approval of the Members for the following Special Businesses as set out in the said Notice:

<b>S.No.</b>	<b>Special Resolution</b>
1.	Approval of Virinchi Employees Stock Option Scheme, 2024 (“VESOS, 2024”) and Grant of Employees Stock Options to employees of the Company thereunder.
2.	Grant of Employee Stock Options to the Eligible Employees of the Subsidiary(ies) of the Company under Virinchi Employees Stock Option Scheme, 2024.
3.	To Approve Grant of options to equal to or exceeding one per cent but not exceeding four per cent of the issued Capital of the Company during any one financial year to identified employees under Virinchi Employees Stock Option Scheme, 2024 (VESOS, 2024).

The aforementioned Notice is being sent by electronic mode today i.e., December 05, 2024, to all the Members, who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agents of the Company viz., Aarthi Consultants Private Limited and whose names appear in the Register of Members / list of Beneficial Owners as on Friday, November 29, 2024.

The Notice of Postal Ballot & E-Voting is also available on the website of the Company viz., [www.virinchi.com](http://www.virinchi.com).

The remote e-voting will commence on Friday, December 06, 2024 at 9.00 A.M. IST and end on Saturday, January 04, 2025 at 5.00 P.M. IST, and the result thereof will be declared on or before Tuesday, January 07, 2025.

This is for your information and records.

Thanking you,  
Yours faithfully,  
**For Virinchi Limited**

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

**Encl. as above**

**VIRINCHI LIMITED**

Regd Office: 8-2-672/5&6, 4<sup>th</sup> Floor, Ilyas Mohammed Khan Estate Road No.1,  
Banjara Hills, Hyderabad- 500034, Telangana.

Tele: 040-43728111, Website: [www.virinchi.com](http://www.virinchi.com), Email: [investors@virinchi.com](mailto: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),

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Friday, December 06, 2024 at 9.00 a.m. (IST)	Saturday, January 04, 2025 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 19<sup>th</sup> September, 2024 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) on Friday, December 06, 2024 till 05:00 p.m. (IST) on Saturday, January 04, 2025, 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.

The Board of Directors of the Company, at their meeting held on Thursday, November 21, 2024, approved the Virinchi Employees Stock Option Scheme, 2024 (“VESOS, 2024”) for grant of stock options to eligible Directors and Employees of the Company and its Group Company(ies) including its Subsidiary / Associate Company(ies) (Present and Future, if any), subject to the approval of the Members of the Company by way of Special Resolution, as per SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEBSE) Regulations, 2021”].

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 a Special Resolutions, 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, Tuesday, January 07, 2025. 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](http://www.virinchi.com), the website of Aarthi Consultants Private Limited (RTA), at [www.aarthiconsultants.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

## PROPOSED RESOLUTIONS

### SPECIAL BUSINESS:

#### Item No. 1

#### **Approval of Virinchi Employees Stock Option Scheme, 2024 (“VESOS, 2024”) and Grant of Employees Stock Options to employees of the Company thereunder.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEBSE) Regulations, 2021”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) (collectively referred as “SEBI Regulations”), the Foreign Exchange Management Act, 1999, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), as may be applicable, and subject to any approvals, sanctions and permissions as may be necessary from any/various regulatory authority(ies), and subject to condition(s) or modification(s) as may be prescribed or imposed by such authorities while granting such approvals, sanctions and permissions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred as the “Board”, which term shall include Nomination and Remuneration Committee or any other committee that may be constituted by the Board to exercise the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer and grant from time to time up to 1,00,00,000 (One Crore only) Employee Stock Options (“Options”/“ESOPs”/“Stock Options”) under ‘Virinchi Employees Stock Options Scheme, 2024’ (“VESOS, 2024”) (hereinafter referred to as the “VESOS, 2024”/“Scheme”/“ESOP Scheme”) in one or more tranches, to the employees as designated by the Company who are exclusively working in India or outside India, and/or to the directors of the Company as may be allowed under SEBI (SBEBSE) Regulations, 2021 (herein collectively referred as “Eligible Employees”), except an employee/director who is a promoter or a person belonging to the promoter group, an Independent director or a director who either himself/herself or through his/her relative or through any body corporate, directly or

indirectly, holds more than 10% of the outstanding equity shares of the Company, exercisable into 1,00,00,000 (One Crore) Equity Shares of face value INR 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the ESOP Scheme.

**RESOLVED FURTHER THAT** the 'Virinchi Employees Stock Options Scheme, 2024' ("VESOS, 2024") will be implemented by the company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares to the eligible employees and Directors of the Company upon exercise of Options from time to time in accordance with VESOS, 2024 for the implementation of the Scheme as per applicable laws and regulations.

**RESOLVED FURTHER THAT** the number of Options that may be granted to any employee and director of the Company, during any one year under the VESOS, 2024 shall not exceed 1% of the Issued Capital of the Company.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the grant of Option shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Board or Committee from time to time in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

**RESOLVED FURTHER THAT** the total ESOPs to be created, offered and granted and further conversion in shares on exercise of ESOPs, shall not exceed 1,00,00,000 (One Crore only) ESOPs/ shares or such expanded number of ESOPs/shares, which has been revised due to any corporate action(s).

**RESOLVED FURTHER THAT** in case of any change in capital structure such as Rights issue/ bonus issue, subdivision or consolidation, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the VESOS, 2024 on the Stock Exchanges,

where the Shares of the Company are listed and to determine all other terms which for the purpose of giving effect to any offer, issue or allotment of Equity Shares or securities or instruments representing the same, as described above under VESOS, 2024 and to do all such acts, deeds and things and to execute all such deeds, documents, instruments and writings as it may at its sole and absolute discretion deem necessary or expedient and to settle any questions, difficulty or doubt that may arise in this behalf without being required to seek further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the Scheme from time to time including but not limited to suspend, withdraw, terminate or revise the VESOS 2024 as it may deem fit, from time to time at its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 and any other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary to appoint Merchant Bankers, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of VESOS, 2024 and also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

**Item No. 2:**

**Grant of Employee Stock Options to the Eligible Employees of the Subsidiary(ies) of the Company under Virinchi Employees Stock Option Scheme, 2024.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”) and all other applicable provisions, if any, of the Act and the rules notified



thereunder, the Memorandum and Articles of Association of the Company, pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEBSE) Regulations, 2021”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) (collectively referred as “SEBI Regulations”), the Foreign Exchange Management Act, 1999, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), as may be applicable, and subject to approvals, sanctions and permissions as may be necessary from any/various regulatory authority(ies), and subject to condition(s) or modification(s) as may be prescribed or imposed by such authorities while granting such approvals, sanctions and permissions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred as the “Board”, which term shall include Nomination and Remuneration Committee or any other committee that may be constituted by the Board to exercise the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer and grant from time to time up to 1,00,00,000 (One Crore only) Employee Stock Options (“Options”/“ESOPs”/“Stock Options”) to the eligible employees, existing and future directors, including the Whole-time Directors (but excluding the Independent Director) of the existing and future Subsidiary Company(ies) of the Company whether in or outside India (Including the permanent employees, existing and future directors, including the Whole-time Directors (but excluding the Independent Director) of Virinchi Limited, under the ‘Virinchi Employees Stock Options Scheme, 2024’ (“VESOS, 2024”) (hereinafter referred to as the “VESOS, 2024”/“Scheme”/“ESOP Scheme”), as may be decided solely by the Board under the Scheme, exercisable into 1,00,00,000(One Crore only) Equity Shares of face value of Rs. 10/- each fully paid up by the Company, at such price or prices, in one or more tranches, on such terms and in such manner as the Board may decide in accordance with the provisions of the law or guidelines issued by the relevant authorities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot Equity Shares to the eligible employees and Directors of the Company upon exercise of Options from time to time in accordance with VESOS, 2024 for the implementation of the Scheme as per applicable laws and regulations.

**RESOLVED FURTHER THAT** the number of Options that may be granted to any employee and director of the Company, during any one year under the VESOS, 2024 shall not exceed 1% of the Issued Capital of the Company.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.



**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling of 1,00,00,000 (One Crore only) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

**RESOLVED FURTHER THAT** the grant of Option shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Committee from time to time in accordance with the SEBI Regulations.

**RESOLVED FURTHER THAT** in case of any change in capital structure such as Right issue/bonus issue, subdivision or consolidation, then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Equity Shares allotted under the VESOS, 2024 on the Stock Exchanges, where the Shares of the Company are listed and to determine all other which for the purpose of giving effect to any offer, issue or allotment of Equity Shares or securities or instruments representing the same, as described above under VESOS, 2024 and to do all such acts, deeds and things and to execute all such deeds, documents, instruments and writings as it may at its sole and absolute discretion deem necessary or expedient and to settle any questions, difficulty or doubt that may arise in this behalf without being required to seek further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of the Employee Stock Options or of the Scheme from time to time including but not limited to suspend, withdraw, terminate or revise the VESOS, 2024 as it may deem fit, from time to time at its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI (Shares Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement

Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of VESOS, 2024 as also to prefer applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

**Item no. 3:**

**To Approve Grant of options to equal to or exceeding one per cent but not exceeding four per cent of the issued Capital of the Company during any one financial year to identified employees under Virinchi Employees Stock Option Scheme, 2024 (VESOS, 2024).**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “Act”) and all other applicable provisions, if any, of the Act and the rules notified thereunder, the Memorandum and Articles of Association of the Company, pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEBSE) Regulations, 2021”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”) (collectively referred as “SEBI Regulations”), the Foreign Exchange Management Act, 1999, and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), as may be applicable, and subject to approvals, sanctions and permissions as may be necessary from any/various regulatory authority(ies), and subject to condition(s) or modification(s) as may be prescribed or imposed by such authorities while granting such approvals, sanctions and permissions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred as the “Board”, which term shall include Nomination and Remuneration Committee or any other committee that may be constituted by the Board to exercise the powers conferred by this resolution), notwithstanding ceiling limit for Grant of Employee Stock Options (“Options”/“ESOPs”/“Stock Options”) during any one Financial Year

to any employee or director of the Company not exceeding one per cent of the issued Capital of the Company the approval of the members of the Company be and is hereby accorded respectively to the ‘Virinchi Employees Stock Options Scheme, 2024’ (“VESOS, 2024”) and to the Board for Grant of option to identified employees, during any one year, equal to or exceeding one per cent but not exceeding four per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of option in one or more tranches, on such terms and in such manner in the ‘Virinchi Employees Stock Options Scheme, 2024’ (“VESOS, 2024”) (hereinafter referred to as the “VESOS, 2024”/“Scheme”/“ESOP Scheme”).

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**Place: Hyderabad  
Date: November 21, 2024**

**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 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 and 09/2024 dated September 19, 2024 (“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, November 29, 2024 (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](http://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](http://www.bseindia.com) and NSE Limited – [www.nseindia.com](http://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](mailto: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, November 29, 2024. 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 resolutions 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 Friday, December 06, 2024 till 05:00 p.m. (IST) on Saturday, January 04, 2025 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 Tuesday, January 07, 2025 and will also be displayed on the website of the Company at [www.virinchi.com](http://www.virinchi.com) besides being communicated to the Stock Exchanges.

9. The Resolutions proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on Saturday, January 04, 2025, 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, invalid votes and whether the resolution 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](mailto:investors@virinchi.com).
12. **The instructions for E-Voting:**
  - a) Company is not getting the Postal Ballot Notice and Form printed and dispatched. The approval of Members is being sought through Remote E-voting only.
  - b) You are requested to carefully read the instructions before exercising the vote and complete the E-voting between 9:00 a.m. (IST) on Friday, December 06, 2024 till 05:00 p.m. (IST) on Saturday, January 04, 2025.
  - c) The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
  - d) Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs need to send an email to [info@arthiconsultants.com](mailto:info@arthiconsultants.com) along with supporting documents and they would get an email with the link to participate in Remote E-voting.
  - e) **Voting through electronic means**

In terms of the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, General Circular No. 11/2022 dated December 28, 2022 and General Circular No 9/2023 Dated September 25, 2023 (“MCA Circulars”), issued by Ministry of Corporate Affairs (“MCA Circulars”), and SEBI Circular dated January 05, 2023, October 7<sup>th</sup> 2023 the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on Friday, November 29, 2024 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the Evoting platform provided by CDSL.

- f) The voting period begins on 9:00 a.m. (IST) on Friday, December 06, 2024 till 05:00 p.m. (IST) on Saturday, January 04, 2025. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, November 29, 2024 the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- g) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 resolutions.

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.

- h) 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.
- i) 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 <b>CDSL</b>	<p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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-</p>



Type of shareholders	Login Method
	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

j) Login method for 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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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 resolutions 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.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - 11) 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.
  - 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - 13) 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.
  - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - 16) 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.
- k) **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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [cs.gvinay@gmail.com](mailto:cs.gvinay@gmail.com) with a copy marked to [investors@virinchi.com](mailto: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/RTA.**

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 RTA email id [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

### 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/](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](mailto:info@arthiconsultants.com).

2. The Remote E-voting period commences from 9:00 a.m. (IST) on Friday, December 06, 2024 till 05:00 p.m. (IST) on Saturday, January 04, 2025. 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, November 29, 2024 may cast their vote electronically. Once the vote on a resolution 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 Resolutions shall be deemed to be passed on the last date of voting i.e., on Saturday, January 04, 2025. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.virinchi.com](http://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, 4<sup>th</sup> Floor, Ilyas Mohammed Khan Estate, Road No.1, Banjara Hills, Hyderabad - 500034, Telangana State, India, Email: [investors@virinchi.com](mailto: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](http://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: November 21, 2024**

**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 to 3 as set out in the Notice of Postal Ballot.

**Item# 1, 2 & 3**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. Your Company believes in rewarding its employees including Directors of the Company as well as that of the Subsidiary Company(ies) for their continuous hard work, dedication and support, which has led the Company and the Subsidiary Company(ies) on the growth path. The objective of the VESOS, 2024 is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Accordingly the Board of Directors (“the Board”) of the Company at its meeting held on Thursday, November 21, 2024 approved introduction of the VESOS, 2024 subject to the Approval of the members and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEBSE) Regulations, 2021”], and authorised the Nomination & Remuneration Committee constituted under Section 178 of the Companies Act, 2013 to formulate the detailed terms and conditions of the VESOS, 2024 and to administer and implement the VESOS, 2024 in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEBSE) Regulations, 2021”],

Approval of the members is being sought for issue of Stock Option to the eligible employees of the Company and its subsidiary Company (in or outside India), including its Managing and/or Whole Time Directors, based on the recommendations from the Whole Time Director and Chairperson of the Company (except in the case of issuance of stock options to Whole Time Director and Chairperson where the decision shall be taken by Nomination and Remuneration Committee).



The VESOS, 2024 is formulated in accordance with SEBI Regulations.

The main features of the VESOS, 2024 which is as under:

1. Total number of Options to be granted: 1,00,00,000 (One Crore only) Options exercisable into an aggregate of 1,00,00,000 (One Crore only) of Equity Shares in the Company of face value of Rs. 10/- each fully paid-up, would be available for grant to the eligible employees of the Company and eligible employee of the Subsidiary Company(ies) aggregately under VESOS, 2024, in one or more tranches. Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of VESOS, 2024.

The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [“SEBI (SBEBSE) Regulations, 2021”], require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling Shares shall be deemed to be increased to the extent of such additional equity shares issued.

2. **Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):**

Following classes of employees are entitled to participate in the VESOS, 2024:

- a) Employees of the Company working in India or out of India;
- b) Directors of the Company; and whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director
- c) Employees and Directors of the Subsidiary Company(ies) / working with respective subsidiary company or on deputation with any other company.

**Following persons are not eligible:**

- a) An Employee who is a Promoter or belongs to the Promoter Group; or
- b) A Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company, and Independent Directors.

### 3. Terms of the scheme:

(1) The company shall not vary the terms of the schemes in any manner, which may be detrimental to the interests of the employees: Provided that the company shall be entitled to vary the terms of the schemes to meet any regulatory requirements.

(2) Subject to the proviso to sub-regulation (1), the company may by special resolution in a general meeting vary the terms of the schemes offered pursuant to an earlier resolution of the general body but not yet exercised by the employee provided such variation is not prejudicial to the interests of the employees.

(3) The notice for passing special resolution for variation of terms of the schemes shall disclose full details of the variation, the rationale therefore, and the details of the employees who are beneficiaries of such variation.

(4) A company may re-price the options as the case may be which are not exercised, whether or not they have been vested if the schemes were rendered unattractive due to fall in the price of the shares in the stock market:

Provided that the company ensures that such re-pricing shall not be detrimental to the interest of the employees and approval of the shareholders in general meeting has been obtained for such re-pricing.

### 4. Transferability of Employee Stock Options:

(1) The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.

(2) In the event of resignation or termination of the employee, all the options which are granted and yet not vested as on that day shall lapse.

(3) In the event that an employee who has been granted benefits under a scheme is transferred or deputed to an associate/subsidiary company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation.

### 5. Requirements of Vesting and period of Vesting

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising.

In case of	All Unvested Securities/options	All Vested Securities/options
Death*	Immediately vest - have to get exercised within 1	Have to get exercised within 12 months from such vest*

	year from such vesting	
Permanent incapacitation	Immediately vest - have to get exercised within 1 year from such vesting	Have to get exercised within 12 months from such vest
Retirement	Vesting continues during remaining term specified	24 months to exercise
Voluntary Resignation	Forfeited/Lapse	3 months to exercise
Termination for cause as defined in the Scheme	Forfeited/Lapse	Forfeited/Lapse
Termination without cause as defined in the Scheme	Forfeited/Lapse	3 months to exercise

\* Option shall vest in and exercised by legal heirs of the deceased employee.

The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

**The Vesting period shall be as follows:**

The Options granted shall vest so long as an employee continues to be in the employment of the Company or the Subsidiary Company as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

**6. Maximum period within which the Options shall be vested:**

Options granted under VESOS, 2024 would vest subject to maximum period of 5 years from the date of grant of such Options as per the terms and conditions mentioned in the VESOS scheme 2024

**7. Exercise price or pricing formula:**

The Exercise Price shall be the price not being less than the face value of an Equity Share as determined by the Nomination and Remuneration Committee.

**8. Exercise period and the process of Exercise:**

The vested Options shall be eligible for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 60 months from the date of vesting of such Options. The vested Option shall be exercisable by the Employees by a

written application to the Company/ Nomination and Remuneration Committee expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

**9. Appraisal process for determining the eligibility of employees under VESOS 2024:**

The appraisal process for determining the eligibility of the employees will be decided by the Nomination and Remuneration Committee from time to time. The employees would be granted Options under the VESOS, 2024 based on various parameters such as work performance, period of service, rank or designation and such other parameters as may be decided by the Compensation Committee from time to time.

**10. Maximum number of Options to be issued per employee and in aggregate:**

The number of Options that may be granted to any specific employee under the scheme shall not exceed the number of Shares equivalent to 1% of the Issued Share Capital of the Company per grant and in aggregate it shall not exceed 4% of the issued capital as per the specific approval received by the company through special resolution.

**11. Maximum quantum of benefits to be provided per employee under the Virinchi Employees Stick Option Scheme, 2024**

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares as on the exercise date.

**12. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust**

The VESOS, 2024 will be implemented and administered directly by the company.

**13. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;**

The scheme VESOS, 2024 involves new issue of shares by the company.

**14. Certificate from secretarial auditors:**

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

**15. Disclosure and Accounting Policies:**

(1) Any company implementing any of the share based schemes shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

(2) Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

**16. Method of Option valuation:**

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on EPS of the company shall also be disclosed in the Directors' report.

As the VESOS, 2024 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEBSE) Regulations, 2021"].

A copy of the scheme shall be kept for inspection by the members at the Registered Office during office hours from December 06, 2024 to January 04, 2025.

**17. Rights of the option holder.**

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

**18. Consequence of failure to exercise option**

All unexercised options shall lapse if not exercised on or before the exercised period ends. The amount payable by the employee, if any, at the time of grant of option, - (a).may be forfeited by the company if the option is not exercised by the employee within the exercise period; or (b).may be refunded to the employee if the options are not vested due to non-fulfilment of conditions relating to vesting of option as per the ESOS.

**19. Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the Scheme**

Since VESOS, 2024 will be implemented and administered directly by the company, secondary acquisition is not applicable in the present Scheme.

**20. The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms etc.,**

Since VESOS, 2024 will be implemented and administered directly by the company, no loan will be provided to the trust.

**21. Period of lock-in**

The equity shares allotted upon exercise of stock options under the VESOS, 2024 are not subject to any lock in period.

**22. Terms & conditions for buy-back, if any, of specified securities covered under these regulations; the amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms etc.,**

Not applicable in the present Scheme.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 1, 2 & 3 except to the extent of their existing shareholding entitlements, if any, under the ESOP Scheme.

The Board of Directors recommends passing of the resolutions as Special Resolutions by the Shareholders of the Company.

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

**Place: Hyderabad  
Date: November 21, 2024**

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