

Date:28/09/2017

Deputy Manager
Dept. of Corporate Services,
Bombay Stock Exchange Limited
P J Towers, Dalal Street,
Fort, MUMBAI – 400001

Dear Sir/Madam,

Sub: Outcome of 28th Annual General meeting ('AGM') and voting results of Virinchi Limited
Ref: Regulation 30& 44 of SEBI (LODR) Regulations, 2015; Script Code# 532372

With reference to subject cited above we hereby enclosing following:

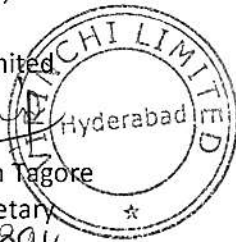
- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
- (3) Report of Scrutinizer dated 28th September, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014. This is for your record and reference.

Thanking you,

Yours faithfully,

For Virinchi Limited


K Ravindranath Tagore
Company Secretary
M.No. A18894



PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF M/S. VIRINCHI LIMITED HELD ON THURSADY, THE 28TH DAY OF SEPTEMBER 2017 AT 12.30 PM AT 8-2-672/5&6, 3RD FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD TG 500034

DIRECTORS PRESENT:

- | | |
|-------------------|---------------------------|
| 1. M Santhi Priya | CFO & Whole Time Director |
| 2. K Sri Kalyan | Whole Time Director |
| 3. M Ramam Madu | Independent Director |
| 4. K Krishna | Independent Director |

IN ATTENDANCE

- | | |
|------------------------------|--------------------|
| 5. K Viswanath Kompella | Founder & Promoter |
| 6. K Ravindranath Tagore | Company Secretary |
| 7. P Murali Mohan Rao | Statutory Auditor |
| 8. V. Chandra Sekhar Patnaik | Scrutinizer |
| 9. M V Srinivasa Rao | President |

MEMBERS PRESENT:

- | | | |
|-----------|---|------------|
| In Person | : | 62 Members |
| Proxy | : | NIL |

Ms. M Santhi Priya, Chairperson of the Board chaired the meeting.

The meeting commenced at 12.30 PM

The Chairperson welcomed the members of the Company to the 28th AGM of the Company. Thereafter, Chairperson introduced her colleagues on the dais and further informed that Mr. Kunasingam V Sittampalam and Mr. Samad A Momin, Directors of the Company could not attend the meeting due to their prior commitments.

Chairperson declared that as the requisite quorum being present, the meeting is called to order.

With permission of the shareholders the notice and Auditors Report sent to shareholders was taken as read

Thereafter, Mr.M V Srinivasa Rao, President delivered his speech which included operational and financial highlights of the Company.

After conclusion of his speech, Chairperson informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting by means of a physical ballot. It was further informed that there would be no voting by show of hands.

The chairperson requested Mr. K Ravindranath Tagore, Company Secretary of the company to brief the items of the notice of AGM dated 28th August,2017 .

Mr. K Ravindranath Tagore, Company Secretary briefed the items to be transacted at the AGM.

The details of the resolutions set forth voting for approval of the shareholders are as follows:

ORDINARY BUSINESS:

1. To Consider and adopt audited financial statements as at 31.03.2017 and statement of profit and loss accounts for the year ended and the reports of the board
2. To appoint a Director in place of Mr. K Sri Kalyan who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and approve appointment of. Chandra Babu Naidu & Co, Chartered Accountants as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 33rd AGM to be held in the year 2022 (subject to ratification of their appointment at every AGM if so required under the Act).

SPECIAL BUSINESS:

4. To Approve Grant of options to the employees of the company under Virinchi Employees Stock Option Scheme, 2016(VESOS, 2016).
5. To rescind the resolution No.8, 9& 10 passed on 27th May, 2016 vide postal ballot notice dated 12th February, 2016.
6. Amendment of Virinchi Employees Stock Option Scheme.
7. Appointment of Ms. K. Kalpana as Director of the Company
8. Appointment of Mr. M.V. Srinivasa Rao as Director of the Company
9. Appointment of Ms. K. Kalpana as Independent Director.
10. Appointment of Mr. M.V. Srinivasa Rao as Executive Director of the company

The chairperson informed that the Board of Directors had appointed V Chandra Sekhar Patnaik, Practicing Company Secretary as the Scrutinizer to supervise the e - voting and ballot voting process. The Chairperson authorized the Company secretary to declare the results of voting.

The Scrutinizer Report was received and all results were declared as passed by requisite majority.

The chairperson requested Mr. K Sri Kalyan ,Whole Time Director of the Company to Extend vote of thanks.

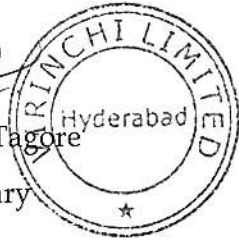
Mr. K Sri Kalyan extended vote of thanks to all the members, all directors and staff of the company for their continued support to the organization.

Thereafter the chairperson declared that meeting was closed at 1:15:00 PM

For Virinchi Limited

K. Rang

K Ravindranath Tagore
Company Secretary

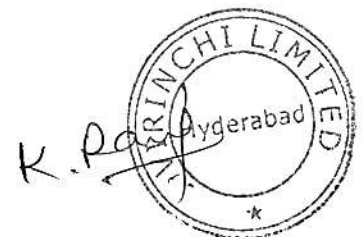


Date:28/09/2017

Place: Hyderabad

Details of Voting Results

Date of AGM	28 th September ,2017
Total Number shareholders on record date(i.e. 21 st September,2017- cutoff date for e-voting purpose):	11437
No. of shareholders present in the meeting in person or through proxy:	62
Promoter and Promoter Group:	1
Public:	61
Promoter and Promoter Group (Voted through E-Voting)	4
Public: (Voted through E-Voting)	23
No. of shareholders attended through Video conferencing:	NA
Promoter and Promoter Group:	
Public:	



Agenda – Wise Details:
 Resolution No.1: Consider and adopt audited financial statements as at 31.03.2017 and statement of profit and loss accounts for the year ended and the reports of the board of Directors and Auditors (Ordinary Resolution)

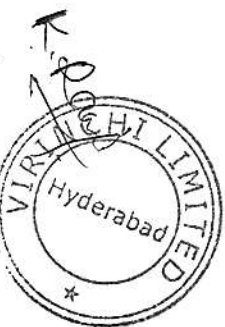
Promoter/ Public	No. of shares held	No. of votes polled	% of No. of votes polled on outstanding shares (3)={2}/(1)*100	No. of votes cast in favour	No. of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled (7)={(4)/(2)}*100	%of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	13425300	E- Voting Poll	3121655	23.25	3121655	Nil	100	Nil
		Total	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional Holders	Nil	E- Voting Poll	3121655	23.25	3121655	Nil	100	Nil
		Total	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	12780865	E- Voting Poll	12557	0.10	12557	Nil	100	Nil
		Total	466822	3.65	466822	Nil	100	Nil
Non Public Non Promoter	478385	E- Voting Poll	479379	3.75	479379	Nil	100	Nil
		Total	Nil	Nil	Nil	Nil	100	Nil
	26684550		3601034	13.49	3601034	Nil	100	Nil

Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034; CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com



Resolution No. 2: To appoint a Director in place of Mr. K Sri Kalyan who retires by rotation, and being eligible, offers himself for re-appointment (Ordinary Resolution)

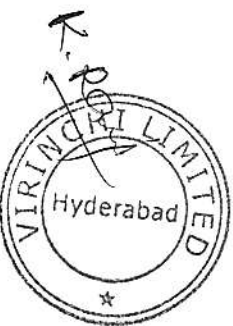
Promoter/ Public	No. of shares held	No. of votes polled	% of No. of votes polled on outstanding shares (3)={{(2)/(1)*100}}	No. of votes cast in favour	No. of Votes cast against	No. of invalid Votes	% of votes in favour on votes polled (7)={{(4)/(2)}*100}	% of votes in against on votes polled (8)={{(5)/(2)}*100}
Promoter and promoter Group	E- Voting	3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	13425300	3121655	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12557	0.10	12547	10	Nil	99.998	0.002
	Poll	466822	3.65	466822	Nil	Nil	100	Nil
	Total	12780865	479379	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	0.002
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil
	Total	478385	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	3601024	10	Nil	99.9997	0.0003



Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034; CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com

Resolution No: 3: To consider and approve appointment of. Chandra Babu Naidu & Co, Chartered Accountants as statutory auditors of the Company (Ordinary Resolution)

Promoter/ Public	No. of shares held	No. of votes polled	% of No. of votes polled on outstanding shares (3)={(2)/(1)*100}	No. of votes cast in favour	No. of Votes cast against	No. of invalid votes	% of votes in favour on votes polled (7)={(4)/(2)}*100	% of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional Holders	Nil	3121655	23.25	3121655	Nil	Nil	100	Nil
		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	12780865	12557	0.10	12547	10	Nil	99.998	0.002
		466822	3.65	466822	Nil	Nil	100	0.002
Non Public Non Promoter	478385	479379	3.75	479369	10	Nil	99.998	0.002
		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter	26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003
		Nil	Nil	Nil	Nil	Nil	Nil	Nil



Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034; CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com

Resolution No: 4 To Approve Grant of options to the employees of the company under Virinchi Employees Stock Option Scheme, 2016(VESOS, 2016) (Special Resolution)

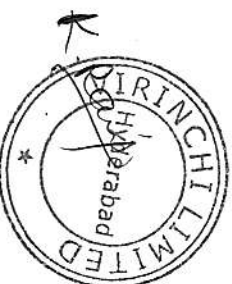
Promoter/ Public	No. of shares held	No. of votes polled	% of No. of votes polled on outstanding shares (3)={(2)/(1)*100}	No. of votes cast in favour	No. of Votes cast against	No. of invalid Votes	% of votes in favour on votes polled (7)={(4)/(2)}*100	% of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional Holders	Nil	3121655	23.25	3121655	Nil	Nil	100	Nil
		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	12780865	12557	0.10	12547	10	Nil	99.998	0.002
		466822	3.65	466822	Nil	Nil	100	Nil
Non Public Non Promoter	478385	479379	3.75	479369	10	Nil	99.998	0.002
		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	26684550	3601034	13.49	3601024	10	Nil	99.997	0.003
		Nil	Nil	Nil	Nil	Nil	Nil	Nil



Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034;CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com

Resolution No: 5 To rescind the resolution No.8, 9& 10 passed on 27th May, 2016 vide postal ballot notice dated 12th February, 2016.
(Special Resolution)

Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled	% of No. of votes polled on outstanding shares (3)={(2)/(1)*100}	No. of votes cast in favour	No. of Votes cast against	No. of invalid Votes	% of votes in favour on votes polled (7)={(4)/(2)}*100	% of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting Poll	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional Holders	E- Voting Poll	Nil	3121655	23.25	3121655	Nil	Nil	100	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting Poll	12780865	12557	0.10	12547	10	Nil	99.998	0.002
	Total		466822	3.65	466822	Nil	Nil	100	Nil
Non Public Non Promoter	E- Voting Poll	478385	479379	3.75	479369	10	Nil	99.998	0.002
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003



Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034; CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com

Resolution No: 6 Amendment of Virinchi Employees Stock Option Scheme. (Special Resolution)

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of No. of votes polled on outstanding shares (3)={(2)/(1)*100}	No. of votes cast in favour (4)	No. of Votes cast against (5)	No. of invalid votes (6)	% of votes in favour on votes polled (7)={(4)/(2)}*100	% of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12780865	12557	0.10	12547	10	Nil	99.998	0.002
	Poll		466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003



Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILVAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034; CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com

Resolution No: 7 Appointment of Ms. K. Kalpana as Director of the Company. (Ordinary Resolution)

Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled	% of No. of votes polled on outstanding shares	No. of votes cast in favour	No. of Votes cast against	No. of invalid votes	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter and promoter Group	E-Voting	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E-Voting	12780865	12557	0.10	12547	10	Nil	99.998	0.002
	Poll		466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E-Voting	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003



Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034. CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com

Resolution No: 8 Appointment of Mr. M.V. Srinivasa Rao as Director of the Company. (Ordinary Resolution)

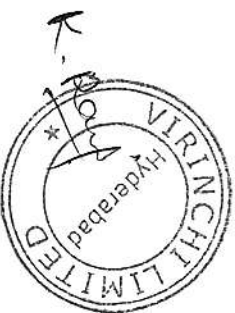
Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled	% of No. of votes polled on outstanding shares (3)={(2)/(1)*100}	No. of votes cast in favour	No. of Votes cast against	No. of invalid Votes	% of votes in favour on votes polled (7)={(4)/(2)}*100	% of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12780865	12557	0.10	12547	10	Nil	99.998	0.002
	Poll		466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003



Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034; CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com

Resolution No: 9: Appointment of Ms. K. Kalpana as Independent Director. (Ordinary Resolution)


Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of No. of votes polled on outstanding shares (3)={(2)/(1)*100}	No. of votes cast in favour (4)	No. of Votes cast against (5)	No. of invalid Votes (6)	% of votes in favour on votes polled (7)={(4)/(2)}*100	% of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting		3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting		12557	0.10	12547	10	Nil	99.998	0.002
	Poll	12780865	466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

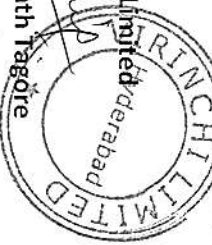


Resolution No:10: Appointment of Mr. M.V. Srinivasa Rao as Executive Director of the company. (Ordinary Resolution)

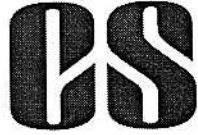
Promoter/ Public	Mode of Voting	No. of shares held	No. of votes polled	% of No. of votes polled on outstanding shares (3)={2}/(1)*100	No. of votes cast in favour	No. of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled (7)={4}/(2)*100	%of votes in against on votes polled (8)={5}/(2)*100
Promoter and promoter Group	E- Voting		3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12780865	12557	0.10	12547	10	Nil	99.998	0.002
	Poll		466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

Note : All the aforesaid Resolutions are passed with requisite majority

For Virinchi Limited Hyderabad

 K Ravindranath Tagdire
 Company Secretary



Registered Office Address: 8-2-672/5&6, 4TH FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD, TELANGANA-500034; CIN: L72200TG1990PLC011104; Email Id- investors@virinchi.com



PATNAIK & ASSOCIATES

Company Secretaries

CONSOLIDATED SCRUTINIZER'S REPORT ON THE RESULTS OF THE E-VOTING PROCESS AND THE POLL CONDUCTED AT THE 28TH ANNUAL GENERAL MEETING HELD ON 28TH DAY OF SEPTEMBER, 2017 AT 12.30 P.M AT 8-2-672/5&6, 3RD FLOOR, ILYAS MOHAMMED KHAN ESTATE ROAD NO.1, BANJARA HILLS HYDERABAD TG 500034

To,

The Chairman,

Virinchi Limited

8-2-672/5&6, 4th Floor, Ilyas Mohammed Khan Estate

Road No.1, Banjara Hills

Hyderabad-500034

Dear Sir,

1. The Board of Directors of the Company have appointed me, V Chandra Sekhar Patnaik, Company Secretary in Practice as scrutinizer for the purpose of :
 - i. Scrutinizing the e- voting process(remote e- voting) under the provisions of Section 108 of the Companies Act,2013(the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules), and
 - ii. Poll taken under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolution contained in the Notice of 28th Annual General Meeting held on 28th Day of September, 2017 at 8-2-672/5&6, 3rd Floor, Ilyas Mohammed Khan Estate ,Road No.1, Banjara Hills ,Hyderabad-500034.

2. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and Rules relating to voting through electronic means and through Poll on the resolutions contained in the Notice of 28th Annual General Meeting of Members of the Company.

Address: Flat No.301, 2nd Block, Prajaya Gruhatara Apartments, Kompally, Secunderabad, Telangana-14; Ph.No.+91 9848286307



PATNAIK & ASSOCIATES

Company Secretaries

3. The Company has authorized M/s. Central Depository Systems (India) Limited (CDSL) ,the agency authorized under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to provide e- voting facilities to the members from 9.00 A.M. on 25th September,2017 to 5.00 P.M. on 27th September,2017
4. My Responsibility as a Scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to making Consolidated Scrutinizer's Report of the votes cast " in favour" or "against" the resolution stated in the Notice, based on the report generated from e-voting Systems provided by CDSL and based on the Poll taken at the AGM.
5. Separate Scrutinizers E-voting Reports of even date have been issued on the remote e- voting and the Poll conducted at the AGM on the resolutions contained in the notice of the AGM. I submit a Consolidated Scrutinizer's Report on the results of the voting by remote e- voting and Poll taken at the AGM as Annexure to the Report.

Date:28/09/2017
Place: Hyderabad

For PATNAIK & ASSOCIATES
Company Secretaries

V. CHANDRA SEKHAR PATNAIK
COMPANY SECRETARY IN PRACTICE
COP No. 16619
ACS. 45479

V Chandrasekar Patnaik
M.No. 45479
C P No. 16619

Address: Flat No.301, 2nd Block, Prajaya Gruhatara Apartments, Kompally,
Secunderabad, Telangana-14; Ph.No.+91 9848286307



PATNAIK & ASSOCIATES

Company Secretaries


Annexure to Scrutinizer report

Total Number of shareholders as on cut-off date were 11437.

The result of e-voting together with Poll forms is as under:

The voting through Postal Ballot/e-voting commenced at 9.00 a.m. on 25th September,2017 and ended at 5.00 p.m. on 27th September,2017..Shareholders holding shares on 21st September,2017 were entitled to vote through postal ballot or e- voting.

The E voting Results are unblocked on 28th September, 2017 in presence of two witnesses.


V. CHANDRA SEKHAR PATNAIK
COMPANY SECRETARY IN PRACTICE
COP No. 16619
ACS. 45479

Address: Flat No.301, 2nd Block, Prajaya Gruhatara Apartments, Kompally, Secunderabad, Telangana-14; Ph.No.+91 9848286307

**Agenda – Wise Details:
Resolution No.1: Consider and adopt audited financial statements as at 31.03.2017 and statement of profit and loss accounts for the year ended and the reports of the board of Directors and Auditors (Ordinary Resolution)**

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	No.of shares held	No.of votes polled	% of No.of votes polled on outstanding shares	No.of votes cast in favour	No.of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled	%of votes in against on votes polled
	(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)	(7)={(4)/(2)}*100	(8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting	3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	13425300	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12557	0.10	12557	Nil	Nil	100	Nil
	Poll	466822	3.65	466822	Nil	Nil	100	Nil
	Total	479379	3.75	479379	Nil	Nil	100	Nil
Non Public Non Promoter	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil
	Total	26684550	13.49	3601034	Nil	Nil	100	Nil

Resolution No. 2: To appoint a Director in place of Mr. K Sri Kalyan who retires by rotation, and being eligible, offers himself for re-appointment (Ordinary Resolution)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	No.of shares held	No.of votes polled	% of No.of votes polled on outstanding shares	No.of votes cast in favour	No.of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled	%of votes in against on votes polled
	(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)	(7)={4}/(2)*100	(8)={5}/(2)*100
Promoter and promoter Group	E-Voting	3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E-Voting	12557	0.10	12547	10	Nil	99.998	0.002
	Poll	466822	3.65	466822	Nil	Nil	100	Nil
	Total	479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil
	Total	478385	Nil	Nil	Nil	Nil	Nil	Nil
	26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

Resolution No: 3: To consider and approve appointment of. Chandra Babu Naidu & Co, Chartered Accountants as statutory auditors of the Company (Ordinary Resolution)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	No.of shares held	No.of votes polled	% of No.of votes polled on outstanding shares (3)={(2)/(1)*100}	No.of votes cast in favour	No.of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled (7)={(4)/(2)}*100	%of votes in against on votes polled (8)={(5)/(2)}*100
	(1)	(2)	(3)={(2)/(1)*100}	(4)	(5)	(6)	(7)={(4)/(2)}*100	(8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting Poll Total	3121655 NIL 3121655	23.25 NIL 23.25	3121655 NIL 3121655	Nil Nil Nil	Nil Nil Nil	100 NIL 100	Nil Nil Nil
Public – Institutional Holders	E- Voting Poll Total	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
Public Others	E- Voting Poll Total	12557 466822 479379	0.10 3.65 3.75	12547 466822 479369	10 Nil 10	Nil Nil Nil	99.998 100 99.998	0.002 Nil 0.002
Non Public Non Promoter	E- Voting Poll Total	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
		3601034	13.49	3601024	10	Nil	99.9997	0.0003

Resolution No: 4 To Approve Grant of options to the employees of the company under Virinchi Employees Stock Option Scheme, 2016(VESOS, 2016) (Special Resolution)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	No.of shares held	No.of votes polled	% of No.of votes polled on outstanding shares	No.of votes cast in favour	No.of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled	%of votes in against on votes polled
	(1)	(2)	(3)={2}/(1)*100	(4)	(5)	(6)	(7)={4}/(2)*100	(8)={5}/(2)*100
Promoter and promoter Group	E- Voting	3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12557	0.10	12547	10	Nil	99.998	0.002
	Poll	466822	3.65	466822	Nil	Nil	100	Nil
	Total	479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil
	Total	478385	Nil	Nil	Nil	Nil	Nil	Nil
		3601034	13.49	3601024	10	Nil	99.9997	0.0003

**Resolution No: 5 To rescind the resolution No.8, 9& 10 passed on 27th May, 2016 vide postal ballot notice dated 12th February, 2016.
(Special Resolution)**

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	Mode of Voting	No.of shares held	No.of votes polled	% of No.of votes polled on outstanding shares (3)={(2)/(1)*100}	No.of votes cast in favour	No.of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled (7)={(4)/(2)}*100	%of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting		3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	13425300	3121655		3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil		Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting		12557	0.10	12547	10	Nil	99.998	0.002
	Poll	12780865	466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

Resolution No: 6 Amendment of Virinchi Employees Stock Option Scheme. (Special Resolution)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of No.of votes polled on outstanding shares (3)={(2)/(1)*100}	No.of votes cast in favour (4)	No.of Votes cast against (5)	No. of invalid Votes (6)	%of votes in favour on votes polled (7)={(4)/(2)}*100	%of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting		3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting		12557	0.10	12547	10	Nil	99.998	0.002
	Poll	12780865	466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

Resolution No: 7: Appointment of Ms. K. Kalpana as Director of the Company. (Ordinary Resolution)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled	% of No. of votes polled on outstanding shares (3)={2/(1)*100}	No. of votes cast in favour	No. of Votes cast against	No. of invalid Votes	% of votes in favour on votes polled (7)={4/(2)}*100	% of votes in against on votes polled (8)={5/(2)}*100
Promoter and promoter Group	E- Voting		3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		NIL	NIL	NIL	Nil	Nil	NIL	Nil
	Total	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting		12557	0.10	12547	10	Nil	99.998	0.002
	Poll	12780865	466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

Resolution No: 8: Appointment of Mr. M. V. Srinivasa Rao as Director of the Company. (Ordinary Resolution)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	Mode of Voting	No.of shares held	No.of votes polled	% of No.of votes polled on outstanding shares (3)={2}/(1)*100	No.of votes cast in favour	No.of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled (7)={4}/(2))*1 00	%of votes in against on votes polled (8)={5}/(2))*100
Promoter and promoter Group	E- Voting		3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting		12557	0.10	12547	10	Nil	99.998	0.002
	Poll	12780865	466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

Resolution No: 9: Appointment of Ms. K. Kalpana as Independent Director. (Ordinary Resolution)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of No.of votes polled on outstanding shares (3)={(2)/(1)*100}	No.of votes cast in favour (4)	No.of Votes cast against (5)	No. of invalid Votes (6)	%of votes in favour on votes polled (7)={(4)/(2)}*100	%of votes in against on votes polled (8)={(5)/(2)}*100
Promoter and promoter Group	E- Voting		3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		NIL	NIL	NIL	Nil	Nil	NIL	Nil
	Total	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting		12557	0.10	12547	10	Nil	99.998	0.002
	Poll	12780865	466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

Resolution No: 10: Appointment of Mr. M.V. Srinivasa Rao as Executive Director of the company. (Ordinary Resolution)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
28	3601034	13.49

Promoter/ Public	Mode of Voting	No.of shares held	No.of votes polled	% of No.of votes polled on outstanding shares $(3)=\{(2)/(1)*100\}$	No.of votes cast in favour	No.of Votes cast against	No. of invalid Votes	%of votes in favour on votes polled $(7)=\{(4)/(2)*100\}$	%of votes in against on votes polled $(8)=\{(5)/(2)*100\}$
Promoter and promoter Group	E- Voting		3121655	23.25	3121655	Nil	Nil	100	Nil
	Poll		NIL	NIL	NIL	Nil	Nil	NIL	Nil
	Total	13425300	3121655	23.25	3121655	Nil	Nil	100	Nil
Public – Institutional Holders	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting		12557	0.10	12547	10	Nil	99.998	0.002
	Poll	12780865	466822	3.65	466822	Nil	Nil	100	Nil
	Total		479379	3.75	479369	10	Nil	99.998	0.002
Non Public Non Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	478385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		26684550	3601034	13.49	3601024	10	Nil	99.9997	0.0003

The above said resolutions are passed with requisite majority

For PATNAIK & ASSOCIATES

Company Secretaries **V. CHANDRA SEKHAR PATNAIK**
 **COMPANY SECRETARY IN PRACTICE**

V Chandrasekar Patnaik
M.No. 45479
C P No. 16619

COP No. 16619

ACS. 45479

Place: Hyderabad

Date: 28th September, 2017