To,

The Chairman,

Virinchi Technologies Limited

10 SRK Colony,

West Marredpally

Secunderabad - 500026

Sub: Scrutinizer's Report u/s.108 & 110 of Companies Act,2013 for Voting by Equity Shareholders through Postal Ballot/ E-Voting

Dear Sir,

The Board of Directors of the Company at their meeting held on 12th February,2016 have appointed me, NV SS Suryanarayana Rao Company Secretary in Practice as scrutinizer for the postal Ballot and E-Voting process.

Pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and pursuant to Securities and Exchange Board of India Circular No. CIR/CFD/POLICY CELL/2/2014 DATED 17th April, 2014, the company has provided postal ballot and e-voting facility to its shareholders in respect of special resolution stated in the notice dated 12th February, 2016.

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad - 500 035

COMPANY SECRETARY IN PRACTICE

Total Number of shareholders as on cut off date were 8289.

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

The voting through Postal Ballot/e-voting commenced at 10.00 a.m. on 25th April,2016 and ended at 5.00 p.m. on 24th May,2016. Shareholders holding shares on 15th April,2016 were entitled to vote through postal ballot or e- voting.

The E voting Results are unblocked on 24th May,2016 after 5.00 PM in presence of two witness.

Resolution No.1: To lease the Building situated at Pothaipally, Hakimpet, to M/s. Vivo Bio Tech Limited

No of Shareholders Who casted	No of shares voted by	% of Total paid up capital
Vote	them	
46	2187781	12.16

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

The Votes casted in favour of the resolution is 99.83 %

Promoter/		No.of	No.of votes	% of No.of votes	No.of votes	No.of Votes	No. of	%of votes in	%of votes in
Public		shares	polled	polled on	cast in favour	cast against	invalid	favour on	against on votes
		held		outstanding shares			Votes	votes polled	polled
		(1)	(2)	(3)={(2)/(1)*100)	(4)	(5)	(6)	(7)={(4)/(2)}*1 00	(8)={(5)/(2)}*100
Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
and	Postal		Nil	Nil	Nil	Nil	Nil	Nil	Nil
promoter	ballot	4907270							
Group	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public –	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutional Holders	Postal ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12570395	19850	0.15	17498	2352	0	88.15	13.44
	Postal ballot		2167931	17.25	2166681	0	1250	99.94	0
	Total		2187781	17.40	2184179	2352	1250	99.83	0.11
Non Public			Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non			Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter		508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		17986050	2187781	17.40	2184179	2352	1250	99.83	0.11

The Votes casted in favour of the resolution is 99.83 %

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

COMPANY SECRETARY IN PRACTICE

Resolution No. 2: To approve the related party transaction between M/s. Virinchi Limited and M/s. Vivo Bio Tech Limited

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
46	2187781	12.16

Promoter/		No.of	No.of votes	% of No.of	No.of votes cast	No.of	No. of	%of votes in	%of votes in
Public		shares	polled	votes polled	in favour	Votes	invalid	favour on	against on
		held		on outstanding		cast	Votes	votes polled	votes polled
				shares		against			
		(1)	(2)	(3)={(2)/(1)*10	(4)	(5)	(6)	(7)={(4)/(2)}	(8)={(5)/(2)}*100
				0)				*100	
Promoter	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
and	Postal		Nil	Nil	Nil	Nil	Nil	Nil	Nil
promoter	ballot	4907270							
Group	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public –	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutiona	Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
l Holders	ballot								
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	E- Voting		19850		17598	2252	0	88.65	12.80
Others		12570395		0.15					
	Postal		2167931		2166681	0	1250	99.94	0
	ballot			17.25					
	Total		2187781		2166681	2252	1250	99.04	0.10
				17.40					
Non	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter-	Postal		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Public	ballot	508385							
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		17986050	2187781	17.40	2166681	2252	1250	99.04	0.10

The Votes casted in favour of the resolution is 99.04%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

COMPANY SECRETARY IN PRACTICE

Resolution No.3: To increase Authorsied Share Capital from Rs.25 Crores to Rs. 50 Crores

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
46	4441518	24.69%

Promoter/		No.of	No.of votes	% of No.of	No.of votes cast	No.of	No. of	%of votes in	%of votes in
Public		shares	polled	votes polled on	in favour	Votes	invalid	favour on	against on
		held		outstanding		cast	Votes	votes polled	votes polled
				shares		against			
		(1)	(2)	(3)={(2)/(1)*10 0)	(4)	(5)	(6)	(7)={(4)/(2)} *100	(8)={(5)/(2)}*100
Promoter	E- Voting		1602600		1602600	0	0		0
and				32.66				100	
promoter	Postal	4907270	651137		651137	0	0	100	0
Group	ballot			13.27					
	Total		2253737		2253737	0	0	100	0
				45.93					
Public –	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutional	Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Holders	ballot								
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	E- Voting		19850		19848	2	0	99.99	0.01
Others		12570395		0.15					
	Postal		2167931		2166681	0	1250	99.94	0
	ballot			17.25					
	Total		2187781		2186529	2	1250	99.94	0.0001
				17.40					
Non	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter-	Postal		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Public	ballot	508385							
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		17986050	4441518	24.69	4440266	2	1250	99.97	0.00005
TT1 3.7 4	. 1	C 11	1	<u> </u>			_1	1	

The Votes casted in favour of the resolution is 99.97%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

Resolution No.4: To alter Capital Clause of Memorandum of Association of the Company

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
46	4441518	24.69%

Promoter/		No.of	No.of votes	% of No.of	No.of votes cast	No.of	No. of	%of votes in	%of votes in
Public		shares	polled	votes polled on	in favour	Votes	invalid	favour on	against on
		held		outstanding		cast	Votes	votes polled	votes polled
				shares		against			-
		(1)	(2)	(3)={(2)/(1)*10 0)	(4)	(5)	(6)	(7)={(4)/(2)} *100	(8)={(5)/(2)}*100
Promoter and	E- Voting		1602600	32.66	1602600	0	0	100	0
promoter Group	Postal ballot	4907270	651137	13.27	651137	0	0	100	0
	Total		2253737	13.27	2253737	0	0	100	0
	Total		2233737	45.93	2233737	U	U	100	U
Public –	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	0
Institutiona	Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil	0
l Holders	ballot								
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12570395	19850	0.15	19848	2	0	99.99	0.01
	Postal ballot		2167931	17.25	2166681	0	1250	99.94	0
	Total		2187781		2186529	2	1250	99.94	0.0001
				17.40					
Non	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter-	Postal		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Public	ballot	508385							
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		17986050	4441518	24.69	4440266	2	1250	99.97	0.00005

The Votes casted in favour of the resolution is 99.97%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

COMPANY SECRETARY IN PRACTICE

Resolution No.5: To Approve Grant of options to the employees of the company under Virinchi Employees Stock Option Scheme, 2016(VESOS, 2016)

No of Shareh	olders Who	casted Vote		No of shares voted by	them	% of Total paid	up capital			
46	46			4441518		24.69%				
Promoter/ Public		No.of shares held	No.of vote	% of No.of votes polled on outstanding shares	No.of votes of 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)*10 0)	(4)	(5)	(6)	(7)={(4)/(2)} *100	(8)={(5)/(2)}*100	
Promoter and	E- Voting		1602600	32.66	1602600	0	0	100	0	
promoter Group	Postal ballot	4907270	651137	13.27	651137	0	0	100	0	
	Total		2253737	45.93	2253737	0	0	100	0	
Public –	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Institutiona I Holders	Postal ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Public Others	E- Voting	12570395	19850	0.15	19748	102	0	99.49	0.005	
	Postal ballot		2167931	17.25	2166681	0	1250	99.94	0	
	Total		2187781	17.40	2186429	102	1250	99.94	0.005	
Non	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Promoter- Non Public	Postal ballot	508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil	
		17986050	4441518	8 24.69	4440166	102	1250	99.97	0.002	

The Votes casted in favour of the resolution is 99.97%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

Resolution No.6: To Approve Grant of options to the employees of the Subsidiary Companies of the Company under Virinchi Employees Stock Option Scheme, 2016(VESOS, 2016)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
46	4441518	24.69%

Promoter/		No.of	No.of votes	% of No.of	No.of votes cast	No.of	No. of	%of votes in	%of votes in
Public		shares	polled	votes polled	in favour	Votes	invalid	favour on	against on
		held		on outstanding		cast	Votes	votes polled	votes polled
				shares		against			
		(1)	(2)	(3)={(2)/(1)*10 0)	(4)	(5)	(6)	(7)={(4)/(2)} *100	(8)={(5)/(2)}*100
Promoter and	E- Voting		1602600	32.66	1602600	0	0	100	0
promoter Group	Postal ballot	4907270	651137	13.27	651137	0	0	100	0
	Total		2253737	45.93	2253737	0	0	100	0
Public –	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutiona I Holders	Postal ballot	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	12570395	19850	0.15	19748	102	0	99.49	0.005
	Postal ballot		2167931	17.25	2166681	0	1250	99.94	0
	Total		2187781	17.40	2186429	102	1250	99.94	0.005
Non	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter- Non Public	Postal ballot	508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		17986050	4441518	24.69	4440166	102	1250	99.97	0.002

The Votes casted in favour of the resolution is 99.97%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad - 500 035

COMPANY SECRETARY IN PRACTICE

Resolution No7: 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, 2016(VESOS, 2016)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
46	4441518	24.69%

Promoter		No.of	No.of	% of No.of votes	No.of	No.of Votes	No. of invalid	%of votes in	%of votes in
/ Public		shares held	votes	polled on	votes	cast against	Votes	favour on votes	against on
			polled	outstanding	cast in			polled	votes polled
				shares	favour				
		(1)	(2)	(3)={(2)/(1)*100)	(4)	(5)	(6)	(7)={(4)/(2)}*100	(8)={(5)/(2)}*10
Promoter	E-		1602600		1602600	0	0	100	0
and	Voting			32.66					
promoter	Postal	4907270	651137		651137	0	0	100	0
Group	ballot			13.27					
	Total		2253737		2253737	0	0	100	0
				45.93					
Public –	E-		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutio	Voting	Nil							
nal	Postal		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Holders	ballot								
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	E-		19850		19748	102	0	99.49	0.005
Others	Voting	12570395		0.15					
	Postal		2167931		2166681	0	1250	99.94	0
	ballot			17.25					
	Total		2187781	17.40	2186429	102	1250	99.94	0.005
Non	E-		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter	Voting								
-Non	Postal	508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	ballot								
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		17986050	4441518	24.69	4440166	102	1250	99.97	0.002

The Votes casted in favour of the resolution is 99.97%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

COMPANY SECRETARY IN PRACTICE

Resolution No.8: Grant of employee stock options to the employees of the company and that of the subsidiary Company(ies) by way of secondary acquisition under Virinchi Employee stock Option Scheme, 2016(VESOS,2016)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
46	4441518	24.69%

Promoter/		No.of	No.of votes	% of No.of	No.of votes cast	No.of	No. of	%of votes in	%of votes in
Public		shares held	polled	votes polled on	in favour	Votes	invalid	favour on	against on votes
				outstanding		cast	Votes	votes polled	polled
				shares		against			
		(1)	(2)	(3)={(2)/(1)*10	(4)	(5)	(6)	(7)={(4)/(2)}	(8)={(5)/(2)}*100
				0)				*100	
Promoter	E- Voting		1602600		1602600	0	0	100	0
and				32.66					
promoter	Postal	4907270	651137		651137	0	0	100	0
Group	ballot			13.27					
	Total	1	2253737		2253737	0	0	100	0
				45.93					
Public –	E- Voting		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institution	Postal	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
al Holders	ballot								
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public	E- Voting		19850		19748	102	0	99.49	0.005
Others		12570395		0.15					
	Postal		2167931		2166681	0	1250	99.94	0
	ballot			17.25					
	Total		2187781		2186429	102	1250	99.94	0.005
				17.40					
Non	E- Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter-			Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Public	Postal		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	ballot								
		17986050	4441518	24.69	4440166	102	1250	99.97	0.002

The Votes casted in favour of the resolution is 99.97%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

COMPANY SECRETARY IN PRACTICE

Resolution No.9: Approval of Trust Route for the implementations of Virinchi Employees Stock Option Scheme, 2016(VESOS, 2016)

No of Shareholders Who casted Vote	No of shares voted by them	% of Total paid up capital
46	4441518	24.69%

Promoter/		No.of	No.of votes	% of No.of	No.of votes cast	No.of	No. of	%of votes in	%of votes in
Public		shares	polled	votes polled on	in favour	Votes	invalid	favour on	against on votes
		held		outstanding		cast	Votes	votes polled	polled
				shares		against			
		(1)	(2)	(3)={(2)/(1)*10 0)	(4)	(5)	(6)	(7)={(4)/(2)} *100	(8)={(5)/(2)}*100
Promoter and	E- Voting	508385	1602600	32.66	1602600	0	0	100	0
promoter Group	Postal ballot		651137	13.27	651137	0	0	100	0
·	Total		2253737	45.93	2253737	0	0	100	0
Public –	E- Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutional Holders	Postal ballot		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	1	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	508385	19850	0.15	19748	102	0	99.49	0.005
	Postal ballot		2167931	17.25	2166681	0	1250	99.94	0
	Total		2187781	17.40	2186429	102	1250	99.94	0.005
Non	E- Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter-	Postal	1	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Public	ballot								
	Total]	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		17986050	4441518	24.69	4440166	102	1250	99.97	0.002

The Votes casted in favour of the resolution is 99.97%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

COMPANY SECRETARY IN PRACTICE

Resolution No.10: Provision of money by the company for purchase of its own shares by the trust/trustees for the benefit of employees under Virinchi Employees Stock Option Scheme, 2016(VESOS, 2016)

No of Shareholders Who casted Vote		No of shares voted by them	% of Total paid up capital		
46		4441518	24.69%		

Promoter/		No.of	No.of votes	% of No.of	No.of votes cast	No.of	No. of	%of votes in	%of votes in
Public		shares	polled	votes polled on	in favour	Votes	invalid	favour on	against on votes
		held		outstanding		cast	Votes	votes polled	polled
				shares		against			
		(1)	(2)	(3)={(2)/(1)*10 0)	(4)	(5)	(6)	(7)={(4)/(2)} *100	(8)={(5)/(2)}*100
Promoter and	E- Voting	508385	1602600	32.66	1602600	0	0	100	0
promoter Group	Postal ballot		651137	13.27	651137	0	0	100	0
	Total		2253737	45.93	2253737	0	0	100	0
Public –	E- Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutional Holders	Postal ballot		Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public Others	E- Voting	508385	19850	0.15	17498	2352	0	88.15	11.85
	Postal ballot		2167931	17.25	2166681	0	1250	99.94	0
	Total		2187781	17.40	2184179	2352	1250	99.84	0.11
Non	E- Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Promoter-	Postal	-	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Public	ballot								
	Total		Nil	Nil	Nil	Nil	Nil	Nil	Nil
		17986050	4441518	24.69	4437916	2352	1250	99.92	0.05

The Votes casted in favour of the resolution is 99.92%

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

The Votes casted in favour of the resolution is 99.97

27/05/2016

The above said resolutions are passed with requisite majority.

Hyderabad (NVSS SURYANARAYANA RAO)

PRACTICING COMPANY SECRETARY C.P.NO. 2886



Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035

Cell: 09849567451

Place:

Date: