

Date: 01/09/2016

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

Sub: Regulation 44 of the SEBI (LODR) Regulations 2015-Postal Ballot Result

Ref: Script Code# 532372

With reference to subject cited above, we inform that the company has submitted to the Exchange, Notice of Postal Ballot and e-voting along with Explanatory statement dated 26<sup>th</sup> July, 2016. The postal ballot forms were dispatched to shareholders of the company 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 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, for seeking approval of members for the resolution enumerated in the notice dated 26.07.2016, to be passed by Postal Ballot /electronic voting (E-Voting) for the following:

Approval of the Scheme of Amalgamation between Virinchi Limited (Transferee Company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors

The voting through Postal Ballot/e-voting commenced at 10.00 a.m. on 01st August, 2016 and ended at 5.30 p.m. on 30th August, 2016. Shareholders holding shares as on 22nd July, 2016 were entitled to vote through postal ballot or e- voting.

The Scrutinizer appointed by the Board of Directors has submitted his report dated 01st September, 2016, on outcome of the said postal ballot & e- voting to the chairman of the company. Accordingly, the chairman of the company has declared that the proposed resolution was passed with requisite majority i.e., the votes cast by the public shareholders in favour of the proposed resolution are more than the number of votes cast by the public shareholders against it.

Date of AGM/EGM/Postal Ballot	The Date of passing of resolution through postal Ballot is 01 <sup>st</sup> September, 2016 (i.e., date of declaration of postal ballot results)
Total Number shareholders on record date(i.e. 22 <sup>nd</sup> July,2016 – cut-off date for e-voting purpose):	8199
No. of shareholders present in the meeting in person or through proxy:	NA
Promoter and Promoter Group:	NA
Public:	NA
Promoter and Promoter Group (Voted through E-Voting)	NA
Public: (Voted through E-Voting)	NA
No. of shareholders attended through Video conferencing:	NA
Promoter and Promoter Group:	
Public:	



## FORMAT FOR VOTING RESULTS

Date of the Postal Ballot	01.08.2016 to 30.08.2016
Total number of shareholders as on record date	8199 (Eight Thousand One Hundred and Ninety Nine) as on 22.08.2016
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	NA
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA

Resolution required: (Ordinary/ Special)			Ordinary Resolution by public shareholders					
Whether promoter/ promoter group are interested in the agenda/resolution?			None of the Directors, Key Managerial Personnel, and their relatives is in any way concerned or interested in the proposed Scheme of Amalgamation except to the extent of shares held by them in the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	E-Voting	4907270	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non Institutions	E-Voting	12570395	19286	0.15	17024	2262	88.27	11.73
	Postal Ballot		6014	0.05	6014	0	100.00	0.00
	Total		25300	0.20	23038	2262	91.06	08.94
Public Non Institutions	E-Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Grand Total		17986050	25300	0.20	23038	2262	91.06	08.94

For Virinchi Limited

*K. Ravindranath Tagore*

K Ravindranath Tagore  
Company Secretary



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 Campus : Sy.No: 121, Behind Hakimpet Airforce Academy, Pothaipally, Hakimpet, Hyd - 014. Tel : +91 8374455002 - 08.  
 Corp. Office : A-1, 3rd Floor, Surabhi Plaza, Vikrampuri, Secunderabad - 9. T.S. India. Tel : +91 (40) 2789 0662 - 665, Fax : +91 (40) 2789 0669  
 Web : www.virinchi.com

**CIN NO. L72200TG1990PLC011104**

**N.V.S.S.SURYANARAYANA RAO**  
**COMPANY SECRETARY IN PRACTICE**

**SCRUTINIZER'S REPORT - ON POSTAL BALLOT AND E-VOTING**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman,

Virinchi Limited,

10, SRK Colony, West Maredpally,

Secunderabad- 500026, Telangana

Dear Sir/Madam,

**Sub:** Report on Voting by Shareholders through Postal Ballot and e-Voting for approval of the Scheme of Amalgamation between Virinchi limited (Transferee Company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors.

I, N V S S Suryanarayana Rao, Practising Company Secretary, was appointed as Scrutinizer by the board of directors of the company by passing a resolution at the board meeting held on 26.07.2016, for the purpose of scrutinizing the Postal Ballot and e-Voting process in terms of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in terms of the provisions of SEBI Circular No. CIR/CFD/CMD/16/2015, dated 30<sup>th</sup> November, 2015, issued by the Securities and Exchange Board of India ("SEBI Circular") in respect of the Resolution contained in the Notice of Postal Ballot and e-Voting dated 26.07.2016.

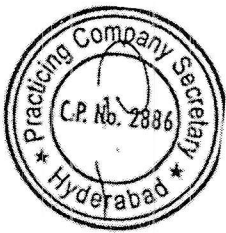
In terms of SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Company (i.e. shareholders other than Promoter and Promoters Group shareholders) in favour of the Resolution are more than the number of votes cast by its Public Shareholders against it through Postal Ballot and e-voting. The Company accordingly sought the consent of the public shareholders for approval of the Scheme by way of voting through postal ballot and e-Voting.

Off: Plot No 232B, Road No. 6, Samathapuri Colony, New Nagole, Hyderabad – 500 035  
Cell : 09849567451

**N.V.S.S.SURYANARAYANA RAO**  
**COMPANY SECRETARY IN PRACTICE**

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder relating to Postal Ballot and e-Voting on the resolution contained in the Notice of Postal Ballot and e-Voting dated 26.07.2016
2. My responsibility as Scrutinizer for the Postal Ballot and e-Voting process is restricted to conduct the Postal Ballot & E-voting process in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" and "against" the resolution stated above, based on the Postal Ballot Forms received and based on the Report downloaded from the e-Voting system provided by Central Depository Services (India) Limited (CDSL).
3. **Postal Ballot:**
  - a) The voting by Postal Ballot commenced on 01st day of August, 2016 and ended on 30<sup>th</sup> day of August, 2016.
  - b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  - c) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
  - d) All postal ballot forms received upto the close of working hours i.e. 5.30 p.m. on Tuesday, the 30<sup>th</sup> day of August, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
  - e) The ballot boxes were opened in my presence on 31<sup>th</sup> day of August, 2016, at 01.00 p.m.



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- f) The postal ballot forms were duly opened in my presence and scrutinized and the shareholding details of the Shareholders who cast their votes through Postal Ballots were verified with the Register of Members of the Company / List of Beneficiaries as on 22.07.2016, being the cut-off date.
- g) I did not find any defaced or mutilated postal ballot form.

**4. E-Voting:**

- a) The Company availed the services of M/s. Central Depository Services (India) Limited (CDSL), for providing the e-voting facility to the shareholders of the Company.
- b) The shareholders holding shares either in physical form or dematerialized form as on the cut-off date i.e. 22<sup>nd</sup> day of July, 2016, were entitled to vote electronically on the proposed resolutions as set out in the Notice dated 26.07.2016.
- c) The e-Voting platform remained open from 01<sup>st</sup> August, 2016 at 10.00. Hours to 30<sup>th</sup> August, 2016 at 17.00 Hours and was blocked thereafter.
- d) The votes cast by the shareholders during the aforesaid e-voting period were duly unblocked by me on Wednesday, 31<sup>st</sup> day of August, 2016, in the presence of two witnesses who were not in the employment of the Company.
- e) The details containing inter alia, list of the Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the e-voting website of Central Depository Services (India) Limited i.e. [www.evotingindia.com](http://www.evotingindia.com).



**N.V.S.S.SURYANARAYANA RAO**  
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5. I report that the result of the voting by Postal Ballot and through electronic means i.e., E-voting system, in respect of the said Resolution is as under:

**Proposed Resolution:** Approval of the Scheme of Amalgamation between Virinchi Limited (Transferee Company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors.

**Nature of Resolution:** Ordinary Resolution to be passed by the Public Shareholders of the Company in terms of the SEBI Circular. The total votes considered for the purpose are the votes cast only by the Public Shareholders in terms of the said SEBI Circular.

(i) Votes in Favor:

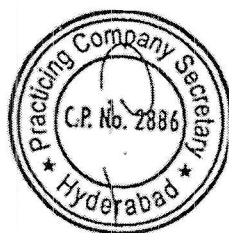
Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Postal Ballot	11	6014	23.77
E-voting	27	17024	67.29
<b>Total</b>	<b>38</b>	<b>23038</b>	<b>91.06</b>

(ii) Votes Against:

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Postal Ballot	0	0	0
E-voting	3	2262	08.94
<b>Total</b>	<b>3</b>	<b>2262</b>	<b>08.94</b>

(iii) Total Votes:

Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
<b>TOTAL VOTES (I + II)</b>	<b>41</b>	<b>25300</b>	<b>100.00</b>



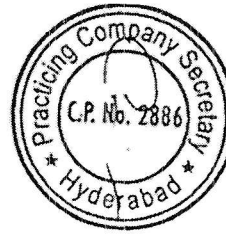
**N.V.S.S.SURYANARAYANA RAO**  
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(iv) Invalid Votes:

Particulars	No. of members voted	No. of votes cast	% of total no. of invalid votes cast
Postal Ballot	0	0	0
E-voting	NA	NA	NA

6. Based on the aforesaid result, I state that the percentage of total valid votes cast in favor of the resolution is 91.06% and the percentage of total valid votes cast against the resolution is 08.94%. Hence the proposed resolution has been passed with requisite majority i.e., the votes cast by the public shareholders in favor of the proposed resolution are more than the number of votes cast by the public shareholders against it.
7. In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to Postal Ballot and e-Voting have been handed over to Mr. K Ravindranath Tagore, Company Secretary of the Company, for safe keeping.

Thanking you,  
Yours faithfully,



A handwritten signature in black ink, appearing to be "N V S S" followed by a flourish.

N V S S Suryanarayana Rao  
Practising Company Secretary  
CP No: 2886  
(Scrutinizer)

Place: Secunderabad  
Date: 01.09.2016