

Date: 03/09/2016

To

Deputy Manager

Dept. of Corporate Services,

Bombay Stock Exchange Limited

P J Towers, Dalal Street,

Fort, Mumbai – 400001

Sub: Disclosure of Voting Result of the Court Convened Meeting of the Equity shareholders of the Company held on 03.09.2016, E-voting carried out during 31.08.2016 to 02.09.2016 and Postal Ballot & E-voting carried out during 01.08.2016 to 30.08.2016.

Ref: Script Code: 532372, Regulation 44 of the SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 44 (3) of the SEBI (LODR) Regulations, 2015, we hereby inform you that at the Court Convened Meeting of the Equity shareholders of the Company held for obtaining the approval of the members of the Company to the proposed Scheme Amalgamation between Virinchi Limited (Transferee Company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective shareholders and creditors ("Scheme"), the shareholders of the Company have duly approved the Scheme with requisite majority by voting through poll at the Court Convened Meeting, through e-voting carried out during 31.08.2016 to 02.09.2016 and through Postal Ballot & E-voting carried out during 01.08.2016 to 30.08.2016.

Details of the Voting Results and a copy of the Scrutinizer's Reports are attached herewith for your perusal, information and records.

Thanking you,

Yours faithfully,

For Virinchi Limited

K. Ravindra


Ravindranath Tagore K
Company Secretary & Compliance Officer

VOTING RESULTS

Date of the Court Convened Meeting	03 rd Day of September, 2016
Total number of shareholders as on record date	8199 (Eight Thousand One Hundred and Ninety Nine) as on 22.07.2016 and as on 27.08.2016
No. of shareholders present in the meeting either in person or through proxy:	89
Promoters and Promoter Group:	3
Public:	86
No. of Shareholders attended the meeting through Video Conferencing:	NA
Promoters and Promoter Group:	NA
Public:	NA

Details of proposed Resolution: To approve the Scheme Amalgamation between Virinchi Limited (Transferee Company) Bristlecone Hospitals Private Limited (Transferor Company) and their respective shareholders and creditors

Resolution required: (Ordinary/ Special)			Extra - Ordinary Special Resolution (majority in number and special in value)					
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	
	E-Voting		Nil	Nil	Nil	Nil	Nil	
	Poll		651605	13.28	651605	0	100	
	Total		651605	13.28	651605	0	100	
Public Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	
	E-Voting		Nil	Nil	Nil	Nil	Nil	
	Poll		Nil	Nil	Nil	Nil	Nil	
	Total		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	
	E-Voting		53251	0.42	53251	0	100	
	Poll		1392089	11.07	1392089	0	100	
	Total		1470640	11.69	1468378	2262	99.85	0.15
Non - Public Non - Promoter	E-Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	
	E-Voting		Nil	Nil	Nil	Nil	Nil	
	Poll		Nil	Nil	Nil	Nil	Nil	
	Total		Nil	Nil	Nil	Nil	Nil	
Grand Total		17986050	2122245	11.80	2119983	2262	99.89	0.11

For Virinchi Limited



Ravindranath Tagore K.
Company Secretary & Compliance Officer



Regd Office : # 10, SRK Colony, West Marredpally, Secunderabad - 26 T.S. India Tel : +91 (40) 2780 3608/10, Fax : +91 (40) 2780 3612
 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

B.Com, A.C.S.

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 Chairperson,

Virinchi Limited,

10, SRK Colony, West Maredpally,

Secunderabad- 500026, Telangana

Dear Sir/Madam,


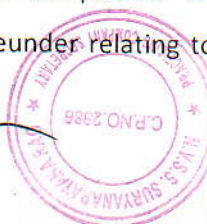
Sub: Report on Voting by Shareholders through Postal Ballot and e-Voting for approval of the Scheme of Amalgamation between Virinchi limited (Transferee Company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors.

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 30th 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.

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 30th 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 30th 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 31th day of August, 2016, at 01.00 p.m.
- 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. 22nd day of August, 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 01st August, 2016 at 10.00. Hours to 30th 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, 31st 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.cdslindia.com.
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
Total	38	23038	91.06

(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
Total	3	2262	08.94



(iii) Total Votes:

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

(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,



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

Place: Secunderabad

Date: 01.09.2016

N.V.S.S. SURYANARAYANA RAO

B.Com, A.C.S.

COMPANY SECRETARY IN PRACTICE

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, as amended]

To
Mrs. KSG Padmavathi,
Chairperson appointed by the Hon'ble High Court
at Hyderabad, Court convened Meeting of the
Equity Shareholders of M/s. Virinchi Limited
Held on 03.09.2016, at 11.00 A.M.,
at Padmashali Kalyana Mandapam, 2-12-66,
Nehru Nagar, West Marredpally,
Secunderabad - 500026, Telangana, India

Dear Madam,

Sub: Report on E-voting conducted during 31st August, 2016 at 09.00. A.M. to 02nd September, 2016 at 05.00 P.M by M/s. Virinchi Limited

1. I, N V S S Suryanarayana Rao, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of Virinchi Limited vide resolution dated 26.07.2016, pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the e-voting process and ascertain the requisite majority on e-voting in respect of the below mentioned resolutions considered at the Court Convened Meeting of the Equity Shareholders of the Company held on Saturday, 3rd day of September, 2016.
2. The Notice dated 26.07.2016, convening Court Convened Meeting of the Equity Shareholders of the Company along with the statement required as per Section 393 of the Companies Act, 1956 and section 102 of the Companies Act, 2013, was sent to the shareholders whose email addresses were registered with the Depositories/RTA.
3. 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.
4. The shareholders holding shares either in physical form or dematerialized form as on the cut-off date i.e. 27th day of August, 2016, were entitled to vote electronically on the proposed resolutions as set out in the Notice convening the Court Convened Meeting of the Equity Shareholders of the Company.
5. The e-Voting platform remained open from Wednesday, 31st August, 2016 at 09.00. A.M. to Friday, 02nd September, 2016 at 05.00 P.M and was blocked thereafter.




6. The votes cast by the shareholders during the aforesaid e-voting period were duly unblocked by me on Saturday, 3rd day of September, 2016, in the presence of two witnesses who were not in the employment of the Company.
7. 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.cdslindia.com and based on such data, the result of e-voting is as under:

ITEM: Extra – Ordinary Special Resolution (majority in number and special in value)

To consider and approve the proposed Scheme of Amalgamation between Virinchi Limited (Transferee company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors of the Company:


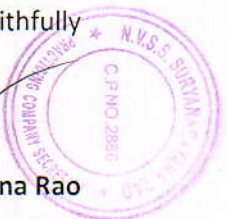
Particulars	No. of members voted	No. of votes cast	% of total no. of valid votes cast
Voted in favor of the resolution	1	53251	100.00
Voted against the resolution	0	0	0.00

Invalid votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
13	7546

Please note that the 13 member's votes have been considered invalid by me since all 13 members have already voted in the Postal Ballot / E-voting.

Thanking you,
Yours faithfully

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

Place: Secunderabad

Date: 03.09.2016

N.V.S.S. SURYANARAYANA RAO

B.Com, A.C.S.

COMPANY SECRETARY IN PRACTICE

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mrs. KSG Padmavathi,
Chairperson appointed by the Hon'ble High Court
At Hyderabad, Court Convened Meeting of the
Equity Shareholders of M/s. Virinchi Limited
Held on 03.09.2016, at 11.00 A.M.,
at Padmashali Kalyana Mandapam, 2-12-66,
Nehru Nagar, West Marredpally,
Secunderabad - 500026, Telangana, India.

Dear Madam,

Sub: Passing of resolution through voting by poll conducted at the Court Convened Meeting of M/s. Virinchi Limited (formerly known as Virinchi technologies limited) on 03rd day of September, 2016.

I, N V S S Suryanarayana Rao, appointed by you as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution, at the court convened meeting of the Equity Shareholders of M/s. Virinchi Limited, held on Saturday the 03rd day of September, 2016, at 11.00 A.M. at Padmashali Kalyana Mandapam, 2-12-66, Nehru Nagar, West Marredpally, Secunderabad -500026, Telangana, India, submit my report as under:

1. After the time fixed for closing of the poll by you, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

To consider and approve the proposed Scheme of Amalgamation between Virinchi Limited (Transferee company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors:




(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
47	2043694	100%

(ii) Voted against the resolution:



Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully



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

Place: Secunderabad
Date: 03.09.2016

N.V.S.S. SURYANARAYANA RAO

B.Com, A.C.S.

COMPANY SECRETARY IN PRACTICE

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108, Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended]

To

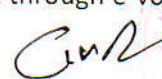
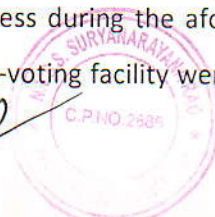
Mrs. KSG Padmavathi,
Chairperson appointed by the Hon'ble High Court
At Hyderabad, Court Convened Meeting of the
Equity Shareholders of M/s. Virinchi Limited held
on 03.09.2016, at 11.00 A.M. at Padmashali
Kalyana Mandapam, 2-12-66,
Nehru Nagar, West Marredpally,
Secunderabad - 500026, Telangana, India

Sub: Consolidated Report on electronic voting carried out during 31st August, 2016 at 09.00. A.M. to 02nd September, 2016 at 05.00 P.M. and on Physical voting conducted through poll at the Court Convened Meeting (CCM) of Equity Shareholders of M/s. Virinchi Limited held on 3rd September, 2016.

Dear Madam,

With reference to the above subject, I, N V S S Suryanarayana Rao, Practising Company Secretary, state that I was appointed as a scrutinizer in terms of a resolution passed by the Board of Directors of the Company, on 22.06.2016, for scrutinizing the E-voting process during 31.08.2016 to 02.09.2016 and by Mrs. KSG Padmavathi, Chairperson, for scrutinizing the poll process at the physical voting conducted through poll at the CCM of the Equity Shareholders at Padmashali Kalyana Mandapam, 2-12-66, Nehru Nagar, West Marredpally, Secunderabad - 500026, Telangana, India, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 26.07.2016. I report as under:

1. The Company availed the services of M/s. **Central Depository Services (India) Limited** (hereinafter referred to as the "Service Provider") to offer the electronic voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on Wednesday, 31st August, 2016 at 9:00 A.M. to Friday, 2nd September, 2016 05:00 P.M. The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 27th day of August, 2016 (i.e. cut - off date) were allowed to participate and vote electronically on all the item of business during the aforesaid period of e-voting. On 3rd day of August, 2016, the votes cast through e-voting facility were duly

unblocked by me in the capacity of the Scrutinizer in the presence of 2 persons who were present as witnesses.

2. At the CCM of the Equity Shareholders of the Company held on Saturday, the 3rd of September, 2016, at 11:00 A.M. at Padmashali Kalyana Mandapam, 2-12-66, Nehru Nagar, West Marredpally, Secunderabad - 500026, Telangana, India, a Poll was conducted at the venue for the shareholders who attended the meeting and did not participate in the E-voting facility provided during 31st August, 2016 at 09.00. A.M. to 02nd September, 2016 at 05.00 P.M. to cast their votes through poll at the CCM.
3. Subsequent to the completion of voting process at the CCM, the votes cast by the shareholders at the CCM were diligently scrutinized by me. The votes cast at the CCM were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and with the authorizations / proxies lodged with the Company.
4. The resolution proposed was passed with requisite majority. I am herewith enclosing the details of votes cast through e-voting during 31st August, 2016 at 09.00. A.M. to 02nd September, 2016 at 05.00 P.M. and details of the voting at the CCM on the resolution is annexed as **Annexure I**.
5. The poll papers and relevant records relating to electronic voting and Poll at CCM were sealed and handed over to the Company Secretary authorized by the Board for safekeeping.

Thanking you,
Yours faithfully



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

Place: Secunderabad
Date: 03.09.2016

ANNEXURE I

To approve the Scheme Amalgamation between Virinchi Limited (Transferee Company) Bristlecone Hospitals Private Limited (Transferor Company) and their respective shareholders and creditors

Resolution required: (Ordinary/ Special)			Extra - Ordinary Special Resolution (majority in number and special in value)					
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
	Poll		651605	13.28	651605	0	100	Nil
	Total		651605	13.28	651605	0	100	Nil
Public Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public Non Institutions	E-Voting	12570395	53251	0.42	53251	0	100	0
	Poll		1392089	11.07	1392089	0	100	0
	Total		1445340	11.49	1445340	0	100	0
Non - Public Non - Promoter	E-Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Grand Total		17986050	2096945	11.66	2096945	0	100	0

Thanking you,
Yours faithfully

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

Place: Secunderabad
Date: 03.09.2016

N.V.S.S. SURYANARAYANA RAO

B.Com, A.C.S.

COMPANY SECRETARY IN PRACTICE

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108, Section 109, 110 of the Companies Act, 2013, read with Rule 20, 21 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To

Mrs. KSG Padmavathi,
Chairperson appointed by the Hon'ble High Court
At Hyderabad, Court Convened Meeting of the
Equity Shareholders of M/s. Virinchi Limited held
on 03.09.2016, at 11.00 A.M. at Padmashali
Kalyana Mandapam, 2-12-66,
Nehru Nagar, West Marredpally,
Secunderabad - 500026, Telangana, India

Sub: Consolidated Report on

- (i) Postal Ballot and electronic voting carried out during 01.8.2016 to 30.08.2016.
- (ii) Electronic voting carried out during 31.08.2016 to 02.09.2016.
- (iii) Physical voting conducted through poll at the Court Convened Meeting (CCM) of Equity Shareholders of M/s. Virinchi Limited held on 03.09.2016.

Ref: please refer to my reports on (i) Postal Ballot and electronic voting carried out during 01.8.2016 to 30.08.2016. (ii) Electronic voting carried out during 31.08.2016 to 02.09.2016. (iii) Physical voting conducted through poll at the Court Convened Meeting (CCM) of Equity Shareholders of M/s. Virinchi Limited held on 03.09.2016.

Dear Madam,

With reference to the above subject, I, N V S S Suryanarayana Rao, Practising Company Secretary, state that I was appointed as a scrutinizer in terms of a resolution passed by the Board of Directors of the Company, on 22.06.2016, for scrutinizing the Postal Ballot and electronic voting carried out during 01.8.2016 to 30.08.2016 and for scrutinizing the E-voting process during 31.08.2016 to 02.09.2016 and I was also appointed as scrutinizer by Mrs. KSG Padmavathi, Chairperson, for scrutinizing the poll process at the physical voting conducted through poll at the Court Convened Meeting of the Equity Shareholders at Padmashali Kalyana Mandapam, 2-12-66, Nehru Nagar, West Marredpally, Secunderabad - 500026, Telangana, India, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the item of business as provided in the notices dated 26.07.2016. I report as under:

Based on my reports on the result of voting by the shareholders of the Company through Postal Ballot and electronic voting carried out during 01.8.2016 to 30.08.2016, Electronic voting carried out during 31.08.2016 to 02.09.2016 and through poll at the Court Convened Meeting (CCM) of Equity Shareholders of M/s. Virinchi Limited held on 03.09.2016, I hereby declare that the resolution (Scheme of Amalgamation between Virinchi Limited (Transferee company) and




Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors of the Company) is passed with requisite majority of the members of the Company.

A consolidated scrutinizer report (summary) on the result of voting by Postal Ballot and electronic voting carried out during 01.8.2016 to 30.08.2016, Electronic voting carried out during 31.08.2016 to 02.09.2016 and by poll at the Court Convened Meeting (CCM) of Equity Shareholders of M/s. Virinchi Limited held on 03.09.2016, is as under:

To approve the Scheme Amalgamation between Virinchi Limited (Transferee Company) Bristlecone Hospitals Private Limited (Transferor Company) and their respective shareholders and creditors

Resolution required: (Ordinary/ Special)			Extra - Ordinary Special Resolution (majority in number and special in value)					
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
	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		651605	13.28	651605	0	100	Nil
	Total		651605	13.28	651605	0	100	Nil
Public Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		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	0
	E-Voting		53251	0.42	53251	0	100	0
	Poll		1392089	11.07	1392089	0	100	0
	Total		1470640	11.69	1468378	2262	99.85	0.15
Non - Public Non - Promoter	E-Voting	508385	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot		Nil	Nil	Nil	Nil	Nil	Nil
	E-Voting		Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Grand Total		17986050	2122245	11.80	2119983	2262	99.89	0.11

Thanking you,

C.V.R.

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

Place: Secunderabad
(Scrutinizer)
Date: 03.09.2016