

VIRINCHI TECHNOLOGIES LIMITED

Regd Off: Plot No.10, SRK Colony, West Marredpally, Secunderabad, Telangana-500026

CIN: L72200TG1990PLC011104

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given 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 Special Resolutions appended below to be passed by Postal Ballot/electronic voting (E-Voting) for the following:

1. To change the name of the Company from Virinchi Technologies Limited to Virinchi Limited.
2. To alter Object Clause of Memorandum of Association of the Company.
3. Adoption of new Articles of Association of the Company.

An Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons for the proposal is annexed. The said Special Resolutions, Explanatory Statement, the Postal Ballot Form (the 'Form') and a self-addressed postage pre-paid envelope are being sent along with the Notice for your consideration.

The Board of Directors of the company has appointed Mr. N V S S Suryanrayana Rao, Company Secretary in Practice (Membership No. A5868 & Certificate of Practice No 2886), Hyderabad, as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process thereto in accordance with the provisions of the Act and Rules made thereunder, in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed with your assent (for) or dissent (against), in the enclosed self-addressed pre-paid envelope, so as to reach the Scrutinizer before 6.00pm, 24th December 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder.

In Compliance with Clause 35B of the Listing Agreement and provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility as an alternate, to all its shareholders, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in the notes to this Notice. The voting through Postal Ballot/e-voting will commence at 10.00 a.m. on 25th November,2015 and end at 6.00 p.m. on 24th December, 2015.

The Scrutinizer will submit his report to the Chairman or any other Director/Officer so authorized by the Chairman of the Company, after completion of the scrutiny. The results of Postal Ballot will be announced by the Chairman or any Director/Officer, so authorized by the Chairman on 25th December, 2015 at 11.30 a.m. at the registered office of the Company. The results and the report of the scrutinizer of the Postal Ballot will also be displayed at the registered office of your Company and communicated to the stock exchanges where your Company's shares are listed. The results will also be put on the Company's website i.e. www.virinchi.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.

Special Business:

Item No.1: To change the name of the Company from Virinchi Technologies Limited to VIRINCHI LIMITED.

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

“RESOLVED THAT pursuant to Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and any other applicable provisions or rules of Companies Act, 2013 thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of Central Government and other regulatory authorities as may be necessary, consent of the members be and is hereby given for the change of name of the Company from “VIRINCHI TECHNOLOGIES LIMITED” to “VIRINCHI LIMITED”.

RESOLVED FURTHER THAT the name “VIRINCHI TECHNOLOGIES LIMITED” wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name “VIRINCHI LIMITED”.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirable or expedient to give effect to the above resolution.”

Item No.2: To alter Main Object Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, consent of the members be and is hereby given for the alteration of main objects clause of the Memorandum of Association of the Company by adding following objects after main objects III(A)4:

5. To establish, maintain, conduct, provide, procure or make available services of every kind including Commercial, Statistical, Medical, Financial, Legal, Healthcare, Accountancy, Management, Educational, Engineering, Data Processing, Communication, Entertainment, Media, Infrastructure, Hospitality and other technological social or other services

6. To carry on the business as importer, exporter, buyer, lesser, and sellers of and dealers in all types of electronic components and equipment necessary for attaining the above objects.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things on behalf of the Company, as may be necessary, desirable or expedient to give effect to the above resolution.”

Item no. 3-Adoption of new Articles of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For **Virinchi Technologies Limited**
Sd/-
K. Ravindranath Tagore
Company Secretary

Date : 14-11-2015

Place : Secunderabad

Notes:-

1. The Explanatory statement setting out the material facts relating to Special Businesses at the meeting pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. The Notice is being sent to all shareholders by the prescribed mode under the Rules, whose names appear in the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Securities Depository Limited (CDSL) as on 13th November,2015. The voting rights shall also be reckoned on the paid up value of shares registered in the name of the member(s) as on the said date. The Notice is also uploaded on the website of the Company (www.virinchi.com).
3. All documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto 24th December,2015
4. The Company has appointed Mr N V S S Suryanarayana Rao, Company Secretary in Practice (M No.A5868 and CP No:2886) to act as Scrutinizer for conducting the postal ballot and electronic voting process in fair & transparent manner.
5. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrar and Transfer Agents/ Depositories in order to receive the Company's Annual Report and other communications electronically.
6. A member who has not received the postal ballot form may request the company for a duplicate form or download the same from the Company's website www.virinchi.com.
7. A Member cannot exercise his/her vote by proxy on postal ballot.
8. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
9. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter together with the specimen signature of the Authorised Signatories.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.1

Virinchi Technologies Limited has delivered a Revenue CAGR of more than 30% over the last 16 years from IPO while delivering value to all its stake holders, providing software solutions to its client base across industries. As an IT products and services company running mission critical applications that actually drive the revenues of the client companies, Virinchi has had great learning of the complete business dynamics in the domains of Lending management, Health care, Digital media and related large e-aggregation and e-distribution business models.

The vision of the company has now transcended from primarily being a Software solution provider to a Business Solution provider in Healthcare & Life Sciences in India, while IT Products & Services shall continue to be the focus for the developed markets.

The name change to Virinchi Limited reflects the future business aspiration of being a Business solutions provider in Healthcare & Life Sciences in India.

Pursuant to the provisions of Section 13(2) of the Companies Act, 2013, any alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals. The Board of Directors had proposed the name of the Company be changed from "VIRINCHI TECHNOLOGIES LIMITED" to "VIRINCHI LIMITED". Availability of proposed new name has been confirmed by the Registrar of Companies, Hyderabad vide their letter dated 05th November, 2015.

The Board recommends passing of the Special Resolution set out in Item no. 1 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the Special Resolution, except as shareholders of the Company.

All documents referred to in this Notice and the explanatory statement are open for inspection at the registered office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto 24th December, 2015.

Item No.2

The main objects proposed to be added are in line with the focus of your Company's business. Proposed alteration in the main objects clause will enable the Company to carry out business activities in a better way.

Pursuant to Section 13 of the Companies Act, 2013, members' approval by way of special resolution is required to alter the Object Clause of Memorandum of Association of the Company.

As per the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 the resolution for altering the Object Clause of Memorandum of Association of the Company can be passed by the Company only through Postal Ballot process.

The Board recommends the Resolution set out at Item No.2 of this Notice for approval of the Members as Special Resolution. Memorandum of Association with the proposed alteration in the Object Clause shall be available for inspection to the members during business hours up to the date of declaration of result of E-voting and Postal Ballot. And the same will also be available at the company's website at www.virinchi.com

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the Special Resolution, except as shareholders of the Company.

Item No.3

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares. While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety. The proposed draft of new Articles of Association is available on the Company's website at www.virinchi.com for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.3 of the Notice. The Board recommends the Special Resolution set out at item No.3 of the Notice for approval by the Members.

All documents referred to in the accompanying Notice and Statement pursuant Section 102(1) of the Companies Act 2013 will be available for inspection at the Registered Office of the Company during working hours on all working days during business hours up to the date of declaration of result of E-voting and Postal Ballot.

By Order of the Board
For **Virinchi Technologies Limited**
Sd/-
K. Ravindranath Tagore
Company Secretary

Date : 14-11-2015
Place : Secunderabad

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th November, 2015 at 10am and ends on 24th December, 2015 at 6pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 13th November, 2015, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 (Which is printed on address label) in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
DIVIDEND BANK ACCOUNT DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the bank company records for the said demat account or folio. Please enter the DOB or Details Dividend Bank Details in order to login. If the details are not recorded With the depository or company please enter the folio/client id.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Members holding shares in physical form will then directly reach the Company selection screen. Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for Remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for Virinchi Technologies Limited.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at under help section or write an email to helpdesk.evoting@cdslindia.com

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Tel.: +91 (40) 27803608/12
CIN: L72200TG1990PLC011104

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Postal Ballot Form No. :

Name and Registered Address of the Sole /
First Named Shareholder (IN BLOCK LETTERS)

Name(s) of Joint shareholders, if any
(IN BLOCK LETTERS)

Registered Folio No. / DP ID No.*/ Client ID No.*
(*Applicable to Investors holding shares in dematerialized form)

Number of equity Shares held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the special business stated in the Notice of the Company dated 14th November,2015 by sending my/our assent/dissent to the said Resolutions by marking () in the appropriate box below :

Item No	Description	Number of equity Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Special Resolution under section 13 of the Companies Act, 2013 for changing the name of the Company from “Virinchi Technologies Limited” to Virinchi Limited”			
2.	Special Resolution under section 13 of the Companies Act, 2013 to alter Main Object Clause of the Memorandum of Association of the Company			
3.	Special Resolution under Section 14 of the Companies Act, 2013 for adoption of new Articles of Association of the company.			

Place:
Date:

Signature of the Shareholder