# Praneeth Rudy 8 Co Chartered Accountants 

Form MGT 13<br>REPORT OF SCRUTINIZER

(Pursuant to section 109 of the companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules 2014)
To

The Chairman,
Virinchi Technologies Limited
10, SRK Colony, West Marredpally,

## Secunderabad - 500026

Dear Sir,
I, M Praneeth Reddy, Practicing Chartered Accountant, Hyderabad was appointed as Scrutinizer for the purpose of scrutinizing the poll taken on the below mentioned resolution at the $25^{\text {th }}$ Annual General Meeting held on $30^{\text {th }}$ September, 2014 at Padmashali Kalyana Mandapam, West Marredpally, Hyderabad at 12.30 P M.
We submit our Report as under:

1. After the time fixed for closing of the poll by the chairman, the ballot boxes were opened in my presence and the 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 company.

2. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. $\backslash$
3. The result of poll is as per the Annexure II.

Thanking You
Yours faithfully,
M.Praneeth Kumar Ready

Practicing Chartered Accountant
Membership No. 224706
Place: Hyderabad
Date: $1^{\text {st }}$ October, 2014
Annexure-II to the Scrutinizer's Report.

| Resolution | Resolution Description | Mode | Ballots Received | Total Votes | Favour |  |  | Against |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  | Ballots | Votes | \% of total valid votes | Ballots | Votes | \% of total valid votes |
| 1 | Adoption of : <br> (a)The Audited Profit and loss account for the financial year ended $31^{\text {st }}$ March, 2014 and the Balance Sheet as on that date together with the report of the Board of Directors and Auditors thereon and cash flow statement: and | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2 | To appoint a Director in place of M Kalyan Ram holding DIN: 02012580 who retires by rotation, and being eligible, offers himself for re-appointment (Ordinary Resolution) | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 3 | Re-appointment of M/s P.Murali \& Co., Chartered Accountants, as Statutory Auditors of the Company for (Ordinary Resolution) | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 4 | Appointment of Mr. Sunder Kanaparthy (holding DIN 00914869). <br> (Ordinary Resolution) | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 5 | Appointment of Kunasingam V <br> Sittampalam (holding DIN 00518881 as an <br> Independent <br> Director of the Company (Ordinary <br> Resolution) | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 6 | Appointment of Mr. Mr.Hariharan R | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 |  |


|  | (holding DIN 06883959 (Ordinary Resolution) |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 7 | Approval for Authorising Board of Directors for mortgage and/or create charge on the assets of the Company as per Section 180(1)(a) of Companies Act, 2013 (Special <br> Resolution) | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 8 | Approval for Authorizing Board of Directors for borrowing powers as per Section 180(1)(c) of Companies Act, 2013 (Special Resolution) | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 9 | To Approve preferential allotment of $56,30,000$ warrants to promoter group and strategic investors (Ordinary Resolution) | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10 | Appointment of Mrs. Lakshmi as an Independent Director of the company(holding (DIN: 03115198) | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 11 | To Approve related party transactions under Section 177 of the Companies Act, 2013 | Poll | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

## :

M. Praneeth Reddy
Practicing Chartered Accountant
Membership No. 224706
Place: Hyderabad
Date: $01^{\text {st }}$ October, 2014
Consolidated results of Voting (E Voting and poll) for resolutions number s 1 to 11 of the $25^{\text {th }}$ Annual General Meeting of Virinchi Technologies Limited held on $30^{\text {th }}$ September, 2014 at 12.30 P M

|  | Total Votes Cast |  |  | Voted in Favour of Resolution |  |  |  | Voted Against Resolution |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution No | E- Voting | Poll | Total | EVoting | Poll | Total | Percen tage | EVoting | Poll | Total | Percentage |
| Resolution -1 | 1405892 | 0 | 1405892 | 1405892 | 0 | 1405892 | 100.00 | 0 | 0 | 0 | 0 |
| Resolution-2 | 1405892 | 0 | 1405892 | 1402392 | 0 | 1402392 | 97.76 | 3500 | 0 | 0 | 0.24 |
| Resolution-3 | 1405892 | 0 | 1405892 | 1402392 | 0 | 1402392 | 97.76 | 3500 | 0 | 0 | 0.24 |
| Resolution -4 | 1405892 | 0 | 1405892 | 1405892 | 0 | 1405892 | 100.00 | 0 | 0 | 0 | 0 |
| Resolution -5 | 1405892 | 0 | 1405892 | 1405892 | 0 | 1405892 | 100.00 | 0 | 0 | 0 | 0 |
| Resolution-6 | 1405892 | 0 | 1405892 | 1402392 | 0 | 1402392 | 97.76 | 3500 | 0 | 0 | 0.24 |
| Resolution-7 | 1405892 | 0 | 1405892 | 1402392 | 0 | 1402392 | 97.76 | 3500 | 0 | 0 | 0.24 |
| Resolution-8 | 1405892 | 0 | 1405892 | 1402392 | 0 | 1402392 | 97.76 | 3500 | 0 | 0 | 0.24 |
| Resolution -9 | 1405892 | 0 | 1405892 | 1405892 | 0 | 1405892 | 100.00 | 0 | 0 | 0 | 0 |
| Resolution -10 | 1405892 | 0 | 1405892 | 1405892 | 0 | 1405892 | 100.00 | 0 | 0 | 0 | 0 |
| Resolution -11 | 1405892 | 0 | 1405892 | 1402392 | 0 | 1402392 | 97.76 | 3500 | 0 | 0 | 0.24 |

## Praneeth Reddy 8 Co Chartered Accountants <br> Report of Scrutinizer

(E-VOTING)
[Pursuant to Clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014]

To

The Chairman,
Virinchi Technologies Limited
10, SRK Colony, West Marredpally,

## Secunderabad - 500026

Sub: Passing of Resolution(s) through electronic voting pursuant to Clause 35B of Listing Agreement and pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014

Dear Sir,

Pursuant to the Resolution passed by the Board of Virinchi Technologies Limited (The Company) on August $30^{\text {th }}, 2014$ I have been appointed as Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI Circular dated $17^{\text {th }}$ April, 2014 issued in this regard.

The Company has appointed Central Depository Services (India) Limited as the Service provider, for extending the facility of electronic voting to the shareholders of the Company. Aarthi Consultants Private Ltd are the Registrar and share Transfer Agent (RTA) for the Company. The service provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and special business) sought to be transacted in the $25^{\text {th }}$ Annual General Meeting (AGM) of the Company which is scheduled to be held on Tuesday, the 30th day of September, 2014, at 12.30 P.M. at Padmashali Kalyana Mandapam, West Marredpally, Secunderabad-500026 .The service provider accordingly has set up e-voting facility on their website. The company had uploaded all the items of the business to be transacted on the website of the Company and also its service provider to facilitate their shareholders to cast their vote through e- voting.
As on the cut-off date there were 7916 shareholders of the Company. The service provider had sent the Notices of the AGM by email to 3466 shareholders whose email id was made available by the two depositories and for those holding physical form to the extent it was available with the RTA. In respect of 4450 shareholders the notices were sent by the courier.

The cut- off date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was, $30^{\text {th }}$ August, 2014. As prescribed in the aforesaid Rules, the e-voting facility was kept open for three days from September $16^{\text {th }}, 2014$ at 9.00 A.M. to September $18^{\text {th }}, 2014$ at 6.00 P.M.

At the end of the voting period on September $18^{\text {th }}, 2014$ at 6.00 P.M, the voting portal of the service provider was blocked forthwith. On September19 ${ }^{\text {th }}$, 2014, the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr.E. Pranay Teja and Mr. Ch.Srinivas Reddy who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:
There are in all 9 shareholders holding 1405892 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.
It can be seen that in respect of resolution no. 1 to 11, there are some shareholders who have cast partly in favour and partly against. As a consequence, the total number of votes polled is more by a few numbers than the number of shareholders who actually cast their votes. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website and based on such reports generated, the result of the e-voting is annexed as Annexure I

Thanking You
Yours faithfully,

> M. R又Reddy
> M.Praneeth Kumar Reddy
> Practicing Chartered Accountant

Membership No. 224706
Place: Hyderabad
Date: $1^{\text {st }}$ October, 2014
Annexure-I to the Scrutinizer's Report.

| Resolu tion\# | Resolution Description | Mode | Ballots Received | Total Votes | Favour |  |  | Against |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  | Ballots | Votes | \% of total valid votes | Bal <br> lots | Votes | \% of total valid votes |
| 1 | Adoption of : <br> (a)The Audited Profit and loss account for the financial year ended $31^{\text {st }}$ March, 2014 and the Balance Sheet as on that date together with the report of the Board of Directors and Auditors thereon and cash flow statement: | Electronic | 9 | 1405892 | 9 | 1405892 | Votes | 0 | 0 | 0 |
| 2 | To appoint a Director in place of Mr. Ramam Madu holding DIN: 02566258 who retires by rotation, and being eligible, offers himself for reappointment (Ordinary Resolution) | Electronic | 9 | 1405892 | 8 | 1402392 | 100.00 | 1 | 3500 | 100 |
| 3 | To appoint a Director in place of Datuk Kunasingam V Sittampalam holding DIN: 00518881 )who retires by rotation, and being eligible, offers himself for reappointment (Ordinary Resolution) | Electronic | 9 | 1405892 | 8 | 1402392 | 100.00 | 1 | 3500 | 100 |
| P | $\begin{array}{lllr}\text { Re-appointment } & \text { of } & \mathrm{M} / \mathrm{s} \\ \text { P.Murali } & \& & \text { Co., } & \text { Chartered }\end{array}$ | Electronic | 9 | 1405892 | 9 | 1405892 | 100.00 | 0 | 0 | 0 |


|  | Accountants, as Statutory Auditors of the Company for (Ordinary Resolution) |  |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 5 | Appointment of Mr. K. Krishna (holding DIN 03248010), as an independent Director (Ordinary Resolution) | Electronic | 9 | 1405892 | 9 | 1405892 | 100.00 | 0 | 0 | 0 |
| 6 | Appointment of Kunasingam V Sittampalam (holding DIN 00518881 as an Independent Director of the Company (Ordinary Resolution) | Electronic | 9 | 1405892 | 8 | 1402392 | 100.00 | 1 | 3500 | 100 |
| 7 | Appointment of Mr. Samad A Momin (holding DIN 02531039) as an independent Director (Ordinary Resolution) | Electronic | 9 | 1405892 | 8 | 1402392 | 100.00 | 1 | 3500 | 100 |
| 8 | Appointment of Mr. Ramam <br> Madu (holding DIN <br> 02566258 ) as an independent <br> Director <br> (Ordinary Resolution) | Electronic | 9 | 1405892 | 8 | 1402392 | 100.00 | 1 | 3500 | 100 |
| 9 | Approval for Authorising Board of Directors for mortgage and/or create charge on the assets of the Company as per Section 180(1)(a) of Companies Act, 2013 <br> (Special <br> Resolution) | Electronic | 9 | 1405892 | 9 | 1405892 | 100.00 | 0 | 0 | 0 |
| 10 | Approval for Authorizing Board $\begin{aligned} & \text { of } \\ & \text { Directors }\end{aligned}$ for | Electronic | 9 | 1405892 | 9 | 1405892 | 100.00 | 0 | 0 | 0 |


M. QReddy
M. Praneeth Khmar Reddy
Practicing Chartered Accountant
Practicing Chartered Accountant
Membership No. 224706
Membership No. 224706
Place: Hyderabad
Date: $01^{\text {st }}$ October, 2014

