

BRIEF PROCEEDINGS OF THE COURT CONVENED MEETING OF THE MEMBERS OF M/S. VIRINCHI LIMITED HELD ON SATURDAY, THE 3<sup>RD</sup> DAY OF SEPTEMBER, 2016, AT 11.00 A.M AT PADMASHALI KALYANA MANDAPAM, 2-12-66, NEHRU NAGAR, WEST MARREDPALLY, SECUNDERABAD – 500026, TELANGANA, INDIA.

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**Following persons were present:**

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|----------------------------|----------------------------|
| 1. Mrs. KSG Padmavathi     | Chairperson of the meeting |
| 2. Mr. Santhi Priya Myana  | Whole - Time Director,     |
| 3. Mr. Sri Kalyan Kompella | Executive Director         |
| 4. Mr. Ramam Madu          | Independent Director       |
| 5. Mr. Krishna Kanaparthi  | Independent Director       |

**In attendance:**

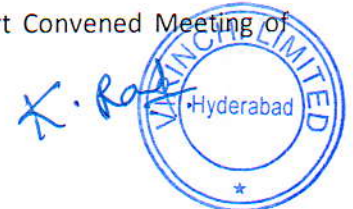
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|-------------------------------|------------------------------|
| Mr. Ravindranath Tagore K     | Company Secretary            |
| Mr. N V S S Suryanarayana Rao | Practicing Company Secretary |

Mr. Kunasingam V Sittampalam & Mr. Samad A Momin, Independent Directors could not attend the meeting due to their pre – occupation.

The Court Convened Meeting commenced at 11:00 A.M. (IST) and concluded at 11.45 A.M. (IST)

Mr. Ravindranath Tagore K, Company Secretary welcomed the shareholders and requested Mrs. KSG Padmavathi, Chairperson, to chair the meeting and commence the proceedings of the Court Convened Meeting of Equity Shareholders of the Company.

Mrs. KSG Padmavathi, Advocate, who was appointed as Chairperson, by the Hon'ble High court of judicature for the state of Telangana and the state of Andhra Pradesh vide its order dated 21<sup>st</sup> July, 2016 for conducting the Court Convened Meeting of Equity Shareholders of the Company, took the chair and greeted the members, directors and others present at the Court Convened Meeting of Equity Shareholders of the Company.



Upon verifying the attendance register of the members and of the proxies, the chairperson informed that the required Quorum (i.e. 30 members present in person or through proxy) fixed by the Hon'ble High Court at Hyderabad, is present and called the meeting to order. The court convened meeting was attended by 35 members in person and 12 members through proxy.

The Notice of the Court Convened Meeting and the Scheme of Amalgamation between Virinchi Limited (Transferee Company) and Bristlecone Hospitals Private Limited (Transferor Company) and their respective Shareholders and Creditors was taken as read with the permission of the Members present at the Meeting since the notice was sent to the members well in advance.

Upon the instructions of the Chairperson, Mr. Ravindranath Tagore K, Company Secretary of Company, explained briefly the Scheme of Amalgamation to the members and the question submitted to the said meeting was whether the Shareholders of the Company approve the Scheme of Amalgamation as submitted to the meeting and agree thereto?

The Chairperson invited the members to raise their queries, if any.

The Chairperson along with the other directors present responded to the queries from the members. The members were satisfied with the replies made by the Chairperson and presentation made by the management of the Company.

Thereafter, the Chairperson informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company had arranged for e-voting facility to its members in respect of the businesses to be transacted at the Court Convened Meeting of the Company to cast their votes electronically during 31.08.2016 (9:00 hours) to 02.09.2016 (17:00 hours). The members holding shares as on 27.08.2016, were eligible to cast their vote either at the Court Convened Meeting on 03.09.2016 or through e-voting facility provided by the Company during 31.08.2016 to 02.09.2016.

K. Ray  


The Chairperson further informed the members that pursuant to the SEBI Circular dated 30.11.2011, the Company had also provided the facility of postal ballot and e-voting to its shareholders enabling them to cast their vote either electronically or through post during 01.08.2016 to 30.08.2016, as per the provisions of section 110 & 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR) Regulations, 2015. The members holding shares as on 22.07.2016, were eligible to cast their vote through post or through e-voting facility provided by the Company during 01.08.2016 to 30.08.2016.

The Chairperson appointed Mr. N V S S Suryanarayana Rao, Practising Company Secretary, as scrutinizer to scrutinize poll process in a fair and transparent manner.

Prior to the commencement of polling at the instructions of the Chairperson, an empty ballot box was shown to the members and proxies present. The ballot box was sealed in the presence of scrutinizer.

As instructed by Mr. N V S S Suryanarayana Rao, polling papers were distributed to all the members and proxies present.

The Company Secretary instructed the members to cast their votes at poll if they have not already cast their votes through e-voting facility or postal ballot in respect of the resolution proposed in the notice.

The members dropped the duly filled in polling papers in the ballot box.

Thereafter, the Chairperson announced that the result of voting will be declared within 48 hours after considering the votes cast through postal ballot and e-voting and after submission of the scrutinizer report and that the result shall be intimated to the Stock Exchange and will be posted on the website of the Company i.e. at [www.virinchi.com](http://www.virinchi.com).

Place: Secunderabad

Date: 03.09.2016

  
Ravindranath Tagore K

Company Secretary

