



RAKESH SANGHANI

Practising Company Secretary

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CONSOLIDATED SCRUTINIZERS' REPORT

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

To,

The Chairman of 18th Annual General Meeting of the members of Aurionpro Solutions Limited held on Tuesday, September 22, 2015 at 11.00 a.m. at Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri (East), Mumbai – 400 093, Maharashtra, India.

Sub: Consolidated Scrutinizers' Report.

Ref: 18th Annual General Meeting of members of Aurionpro Solutions Limited.

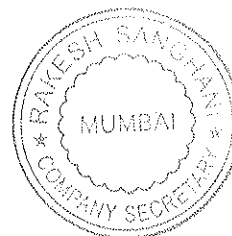
Dear Sir,

At the 18th Annual General Meeting ('AGM') of Aurionpro Solutions Limited ('the Company') held on Tuesday, September 22, 2015, the Chairman of the meeting had call for a Poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the poll process. The Chairman had appointed:

- 1). Undersigned, Mr. Rakesh Sanghani, Practising Company Secretary and;
- 2). Mr. Mehul C. Chatrola, member of the Company, Client ID No.: 1201260000153123

as the Scrutinizers for the poll as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 conducted at the AGM. A separate Scrutinizers' report dated: September 22, 2015, on results of voting through poll at AGM has been issued.

The Company had appointed undersigned, Mr. Rakesh Sanghani, Practising Company Secretary as Scrutinizer for the remote electronic voting (remote e-voting) held between Saturday, September 19, 2015 (9.00 a.m.) to Monday, September 21, 2015 (5.00 p.m.) as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.



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R. Sanghani

The Company had appointed M/s. National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility of remote e-voting to the Shareholders of the Company from Saturday, September 19, 2015(9.00 a.m.) to Monday, September 21, 2015 (5.00 p.m.). A separate Scrutinizers' report dated September 22, 2015 on results of voting through remote e-voting has been issued.

I submit herewith consolidated Scrutinizers' Report on the results of voting through remote e-voting together with that of the Poll as under:

Item No. 1:-

Ordinary Resolution to consider, approve and adopt the Balance Sheet as at March 31, 2015, the Profit and Loss Account for the financial year ended on that date, alongwith the report of the Board of Directors & Auditors thereon:

i). Voted **in favour** of the resolution:

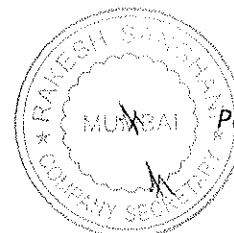
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
47	8,779,408	99.99%

ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	472	0.01%

iii). **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475



Item No. 2:-

Ordinary Resolution to declare dividend for the year ended March 31, 2015:

i). Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
48	8,779,880	100.00%

ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

iii). **Invalid** votes

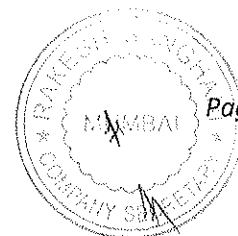
Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475

Item No. 3:-

Ordinary Resolution to appoint a Director in place of Mr. Samir Shah (DIN 06651914), who retires by rotation at this Annual General Meeting, being eligible has offered himself for re-appointment:

i). Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
44	8,465,398	99.99%



ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
2	482	0.01%

iii). **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475

Item No. 4:-

Ordinary Resolution to ratify the appointment of B S R & Co. LLP, Chartered Accountants as Statutory Auditors and fix their remuneration:

i). Voted **in favour** of the resolution:

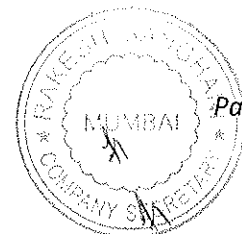
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
47	8,779,408	99.99%

ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	472	0.01%

iii). **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475



Item No. 5:-

Ordinary Resolution for appointment of Ms. Carol Realini (DIN: 01372377) as an Independent Director of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation:

i). Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
47	8,779,870	100.00%

ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	10	0.00%

iii). **Invalid votes**

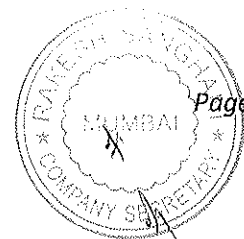
Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475

Item No. 6:-

Ordinary Resolution for appointment of Mr. Frank Osusky (DIN: 06986838) as an Independent Director of the Company for a term of 5 (five) consecutive years, not liable to retire by rotation:

i). Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
46	8,779,398	99.99%



ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
2	482	0.01%

iii). **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475

Item No. 7:-

Ordinary Resolution for appointment of Mr. Sambhashiva Hariharan (Hari Murthy) (DIN: 01561575) as Director of the Company whose office is liable to retire by rotation:

i). Voted **in favour** of the resolution:

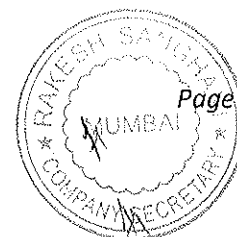
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
47	8,779,398	99.99%

ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	472	0.01%

iii). **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475



Item No. 8:-

Special Resolution for re-appointment of Mr. Amit Sheth (DIN: 01561575) as Co-Chairman & Managing Director of the Company for a period of five years with effect from April 1, 2015:

i). Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
46	7612604	99.99%

ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	472	0.01%

iii). **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475

Item No. 9:-

Special Resolution for alteration of Articles of Association of the Company:

i). Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
47	8,779,408	99.99%



ii). Voted **against** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	472	0.01%

iii). **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475

Item No. 10:-

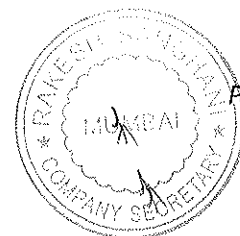
Special Resolution to offer, issue and allot on preferential basis, 25,03,714 equity shares and 12,40,000 warrants convertible into equity shares of the Company:

i). Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
44	4,134,256	99.99%

ii). Voted **against** of the resolution:

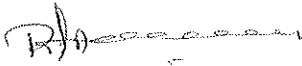
Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	472	0.01%



iii). **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	869,475

Thanking You,
Yours faithfully,



Rakesh Sanghani
Practicing Company Secretary
Membership No. 7647
CP: 6302

Place: Mumbai

Date: September 22, 2015



Counter signed by the Chairman of AGM

RAKESH SANGHANI
COMPANY SECRETARY
FCS: 7647 CP No. 6302