

Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Aurionpro Solutions Limited
17th Annual General Meeting of the Equity Shareholders of
Held on 30th September, 2014 at Hotel Suncity Residency,
MIDC, Andheri, Mumbai – 400093.

Dear Sir,

I, Milind Nirkhe, Company Secretary in Practice have been appointed by the Board of directors of Aurionpro Solutions Limited (the Company) as Scrutinizer(s) for the purpose of the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 17th Annual General Meeting of the Equity Shareholders of Aurionpro Solutions Limited, held on 30th September, 2014 at Hotel Suncity Residency, MIDC, Andheri, Mumbai – 400093, submit our report as under

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 17th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting systems provided by National Securities Depository Limited, the authorised agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under:-

i. The e-voting period remained open from Tuesday, 23rd September, 2014 to Thursday, 25th September, 2014.

ii. The members of the Company as on the "cut-off" date i.e. 29th August, 2014 were entitled to vote on the resolutions (items no.1 to 7 as set out in the notice of the 17th AGM of the Company).

iii. The votes case were unblocked on 26th September, 2014 in the presence of 2 witness, Sangeeta Milind Nirkhe and Prathamesh Milind Nirkhe who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Sangeeta Milind Nirkhe


Name: Prathamesh Milind Nirkhe

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iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited, i.e. <http://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

Item No.1.

To receive, consider, approve & adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2014, along with 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)
10	1214062	6.67%

(ii) Voted against the resolution:

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

(iii) Invalid Votes:

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

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Item No 2.

To declare a dividend for the year ended 31st March, 2014.

(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)
10	1214062	6.67%

(ii) Voted against the resolution:

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

(iii) Invalid Votes:

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



Item No. 3

To appoint a Director in place of Mr. Sanjay Desai 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)
08	1177512	6.46%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
2	36550	0.20%

(iii) Invalid Votes:

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



Item No. 4

To Appoint 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)
10	1214062	6.67%

(ii) Voted against the resolution:

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

(iii) Invalid Votes:

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

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Item No.5

To consider the Appointment of Dr. Nikunj Kapadia as an Independent Director:

(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)
08	1177512	6.46%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
02	36550	0.20%

(iii) Invalid Votes:

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

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Item No.6.

To consider the Appointment of Mr. Sandeep Daga as an Independent Director:

(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)
09	1213992	6.66%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
01	70	0.0004%

(iii) Invalid Votes:

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

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Item No.7

To consider the Appointment of Dr. Mahendra Mehta as an Independent Director:

(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)
08	1177512	6.46%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
02	36550	0.20%

(iii) Invalid Votes:

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

Thanking You,
Yours Faithfully,



Milind Nirkhe
Practising Company Secretary
FCS No:4156
CP No: 2312
Place: Mumbai
Date: 30.09.2014

MILIND NIRKHE
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Form No. MGT-13

Report of Scrutinizer

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

To,

The Chairman of the 17th Annual General Meeting of the Equity Shareholders of Aurionpro Solutions Limited (the Company) held on Tuesday, 30th September, 2014 at Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri (East), Mumbai – 400 093 at 11.00 a.m.

Dear Sir,

I, Milind Nirkhe, Proprietor of Milind Nirkhe & Associates, Company Secretaries, Mumbai have been appointed as a Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 17th Annual General Meeting of the Equity Shareholders Aurionpro Solutions Limited (the Company) held on Tuesday, 30th September, 2014 at Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri (East), Mumbai – 400 093 at 11.00 a.m.

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box was kept for polling locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar & Share Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

(a)Resolution No. 1:

To receive, consider, approve & adopt the Balance Sheet as at 31st March, 2014, the Profit and Loss Account for the financial year ended on that date, along with the report of the Board of Directors & Auditors thereon. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting(in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
39	7829652	42.98%

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(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

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

(b)Resolution No. 2:

To declare dividend for the year ended 31st March, 2014. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting (in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
39	7829652	42.98%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

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



(c)Resolution No. 3:

To appoint a Director in place of Mr. Sanjay Desai, who retires by rotation at this Annual General Meeting, being eligible has offered himself for re-appointment. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting(in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
39	7829652	42.98%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

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

(d)Resolution No. 4:

To appoint M/s. B S R & Co., LLP Chartered Accountants (LLP Registration No. AAB-8181), as the Statutory Auditors of the Company to hold office for a period of 4 years. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting(in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
39	7829652	42.98%

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(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

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

(e)Resolution No. 5:

To consider the appointment of Dr. Nikunj Kapadia as an Independent Director of the Company. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting(in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
39	7829652	42.98%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

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

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(f)Resolution No. 6:

To consider the appointment of Mr. Sandeep Daga as an Independent Director of the Company. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting(in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
38	7511904	41.24%

(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

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

(g)Resolution No. 7:

To consider the appointment of Dr. Mahendra Mehta as an Independent Director of the Company. [Ordinary Resolution]

(i) Voted in favour of the resolution.

Number of members present and voting(in person or by proxy) Voted	Number of votes cast by them	% of total number of valid votes cast
38	7551814	41.46%

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(ii) Voted against the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
NIL	NA	NA

(iii) Invalid Votes:

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

Thanking You,
Yours Faithfully,



Milind Nirkhe
Practicing Company Secretary
FCS No:4156
CP No: 2312
Place: Mumbai
Date: 30.09.2014