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Chartered Accountants

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STRICTLY PRIVATE & CONFIDENTIAL

May 08, 2017

The Board of Directors
Aurionpro Solutions Limited
35th Floor, Sunshine Tower,
Tulsi Pipe Road, Dadar (West)
Mumbai – 400 013.

The Board of Directors
Trejhara Solutions Limited
Unit No. 601, Sigma IT Park,
T.T.C Industrial Estate, Rabale,
Navi Mumbai, Thane – 400 701.

Re: Report on recommendation of Share Entitlement Ratio for issue of equity shares of Trejhara Solutions Limited to the shareholders of Aurionpro Solutions Limited in consideration for the demerger of "Demerged Undertaking" of Aurionpro Solutions Limited into Trejhara Solutions Limited

Dear Sirs,

We have been requested by the management of Aurionpro Solutions Limited (hereinafter referred to as "ASL") and Trejhara Solutions Limited (hereinafter referred to as "TSL"), (hereinafter collectively referred to as "Companies") to recommend a share entitlement ratio for the proposed demerger of "Demerged Undertaking" of ASL into TSL with effect from appointed date of March 31, 2017 (close of business hours).

1. BACKGROUND

1.1 Aurionpro Solutions Limited

1.1.1 ASL, incorporated on October 31, 1997 has its registered office at 35th floor, Sunshine tower, Tulsi Pipe Road, Dadar (West), Mumbai – 400 013 is engaged in the business of providing solutions in corporate banking, treasury, fraud prevention and risk management, Internet banking governance and compliance.

1.1.2 ASL also provides self-service technologies which enables financial institutions, utility, telecom and government organization to migrate, automate and managed customer facing business process to self-service channels through its following core business verticals:



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- **Enterprise Security:** This vertical provides Identity and Access provisioning, Cyber security (including malware protection), Cloud and Mobile Security & Security Info and Event Management. ASL has recently acquired Spike Security, which enabled the Company to acquire a significant IP through "ISLA", a pioneering malware isolation product.
- **Banking & Fintech:** This vertical includes product such as Cash Management, Loan Origination and Alternate Lending, Digital Innovation, smart kiosks, digital signage, video walls and digital payments. Of the above, certain products are offered to various top banks in Asia and Middle East. Further, the vertical also includes Digital Experience (DX) platform, Digital Payments platform and Government Solutions.

1.1.3 The equity shares of ASL are listed on BSE Limited ("BSE") and National Stock Exchange ("NSE").

1.1.4 The brief background of Demerged Undertaking is as follows:

Demerged Undertaking: The demerged undertaking is engaged in providing consulting and has also developed solutions which are available on cloud and on SAAS (Software as a Service) and PAAS (Platform as a Service) models. The following business verticals fall under the said consulting and solution providing business on cloud and on SAAS and PAAS models:

- **Consulting:** Under this vertical, the Company provides IT consulting and resources to corporations in Asia. The consultants provide bespoke development, infrastructure management, database management and analytics services. Following subsidiaries of ASL are also engaged in consulting business and are part of Demerged Undertaking:
 - Aurionpro Solutions SPC., Bahrain
 - Auroscient Outsourcing Limited, India
- **Interactive Customer Communication (Interact DX):** Interact DX is an advanced customer communication product suite that provides any business with the ability to create all forms of customer communication that can be delivered across print, email, mobile and web. Interact DX product currently has customers across the industry spectrum including Banking, Telecom, Media etc.
- **Supply Chain Solutions:** Supply Chain Management product provides end-to-end integrated logistics solutions to its key customers. It covers all the aspects of Supply



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Chain Management including Sea & Air Freight, Land Freight & Distribution, Warehousing, Project logistics, Express logistics, Industry standard SOPs and in-built SCM analytics. This product is sold through a wholly owned subsidiary of ASL, Aurionpro Solutions SCM Pte Ltd., Singapore which is also the part of Demerged Undertaking.

1.2 Trejhara Solutions Limited

TSL, incorporated on March 10, 2017 and has its registered office at Unit No. 601, Sigma IT Park, Plot No. R-203, R-204 T.T.C. Industrial Estate, Rabale, Navi Mumbai. Thane 400 701. TSL is a wholly owned subsidiary of ASL. We have been informed that currently TSL does not undertake any substantial business activity.

- 1.3 The demerger is proposed to be carried out through a scheme of arrangement under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, including rules and regulations made thereunder (hereinafter referred to as "Scheme"). Under the Scheme, Demerged Undertaking of ASL will be transferred to TSL and in consideration, equity shares of TSL would be issued to the equity shareholders of ASL. Further, the existing equity shares held by ASL in TSL would be cancelled pursuant to the demerger. We are informed that demerger will be in accordance with the provisions of section 2(19AA) of the Income Tax Act, 1961.

2. SOURCES OF INFORMATION

For the purpose of this exercise, we have relied upon the following sources of information as provided by the management of the Companies (hereinafter referred to as the "Management"):

- (a) Audited Financial statement of ASL as on March 31, 2016
- (b) Management Certified position of assets and liabilities of Demerged Undertaking of ASL as on March 31, 2017 prepared in compliance with section 2(19AA) of the Income Tax Act, 1961.
- (c) Draft Scheme of Arrangement.
- (d) Such other information and explanations as we required and which have been provided by the Management.



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3. LIMITATIONS & EXCLUSIONS

- 3.1 Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.
- 3.2 No investigation on the Companies claims to title of assets has been made for the purpose of this report and their claim to such rights has been assumed to be valid. Therefore, no responsibility is assumed for matters of a legal nature.
- 3.3 Our work does not constitute certification of the historical financial statements including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Our analysis and results are specific to the purpose of this report as per agreed terms of our engagement. It may not be valid or used for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 3.4 We have not carried out audit of the information provided for the purpose of this engagement. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.
- 3.5 Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed demerger and transfer with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed demerger and transfer.
- 3.6 Any third person/party intending to provide finance/invest in the shares/businesses of any of the Companies/Demerger Undertaking, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 3.7 It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed transfer as aforesaid or pursuant to a legal or regulatory requirement, can be done only with our prior permission in writing.
- 3.8 This report is prepared only in connection with the proposed demerger and transfer exclusively for the use of the Companies and for submission to any regulatory/statutory



authority as may be required under any law.

- 3.9 SSPA & Co., nor its partners, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which this report is being issued. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in this report.

4. BASIS FOR RECOMMENDATION OF ENTITLEMENT RATIO

- 4.1 As per Management Certified statement of assets and liabilities as at March 31, 2017 of the Demerged Undertaking, the Net Assets Value as on March 31, 2017 is **INR 257.71 crores.**

Particulars	(INR Crores)	
	Amount	Amount
Fixed Assets		5.52
Non Current Investments		77.07
Long Term loans and advances		8.99
Current Assets		
- Trade receivables	9.60	
- Cash and bank balances	0.03	
- Short-term loans and advances	162.70	
- Other current assets	0.05	
Total (A)	172.38	
Less: Current Liabilities		
- Trade payables	2.29	
- Other current liabilities	3.32	
- Short Term provisions	0.17	
Total (B)	5.77	
Net Current Assets (A-B)		166.61
Long Term Provisions		(0.33)
Short Term Borrowings		(0.15)
Net Assets Value of the Demerged Undertaking		257.71

- 4.2 Based on discussions with the Management and keeping in mind the future equity servicing capacity and minimum share capital requirement of TSL, the equity share entitlement ratio has been recommended.



5. RECOMMENDATION OF ENTITLEMENT RATIO

5.1 Based on our review, information made available to us, work performed and discussions with the Management of ASL, in our opinion, the following share entitlement ratio in consideration for the demerger of Demerged Undertaking would be reasonable:

1 (One) equity share of TSL of INR 10 each fully paid up for every 2 (Two) equity shares of ASL of INR 10 each fully paid up.

5.2 We believe that the above ratio is fair considering that all the shareholders of ASL are and will, upon demerger, be the ultimate beneficial owners of TSL in the same ratio (inter se) as they hold shares in ASL.

Thank you,
Yours faithfully,



SSPA & Co.
Chartered Accountants
Firm Registration Number: 128851W

Place: Mumbai

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July 19, 2017

The Board of Directors
Aurionpro Solutions Limited
35th Floor, Sunshine Tower,
Tulsi Pipe Road, Dadar (West)
Mumbai – 400 013.

The Board of Directors,
Trejhara Solutions Limited
Unit No. 601, Sigma IT Park,
T.T.C Industrial Estate, Rabale,
Navi Mumbai, Thane – 400 701.

Sub: Addendum to Report dated May 08, 2017 In connection with proposed demerger of "Demerged Undertaking" of Aurionpro Solutions Limited into Trejhara Solutions Limited

This is an Addendum to the report dated May 08, 2017 for the proposed demerger of "Demerged Undertaking" of Aurionpro Solutions Limited into Trejhara Solutions Limited (hereinafter referred to as "TSL").

We have been informed by the management of Aurionpro Solutions Limited (hereinafter referred to as the "Management") that the net worth of the "Demerged Undertaking" of Aurionpro Solutions Limited (hereinafter referred to as "ASL") has undergone a revision based on the Audited Financial Statement as compared to management certified financial statement as on March 31, 2017.

We have been provided with the Auditor's certified statement of assets and liabilities as at March 31, 2017 for the "Demerged Undertaking" of ASL based on the audited accounts. The Net Asset Value as on March 31, 2017 is **INR 254.61 crores**. The further break-up of Net Asset Value is given in the table below:



Particulars	(INR Crores)	
	Amount	Amount
Fixed Assets		5.52
Non Current Investments		77.07
Long Term loans and advances		8.99
Current Assets		
- Trade receivables	10.06	
- Cash and bank balances	0.03	
- Short-term loans and advances	158.82	
- Other current assets	0.05	
Total (A)	168.95	
Less: Current Liabilities		
- Trade payables	2.29	
- Other current liabilities	2.90	
Total (B)	5.20	
Net Current Assets (A-B)		163.76
Long Term Provisions		(0.58)
Short Term Borrowings		(0.15)
Net Asset Value of the Demerged Undertaking		254.61

Conclusion

All the shareholders of ASL are and will, upon demerger, be the ultimate beneficial owners of TSL in the same ratio (inter se) as they hold shares in ASL.

Considering the above, we are of the view that there would be no change in the share entitlement ratios recommended in our report dated May 08, 2017 even if the Net Asset Value of the Demerged Undertaking is changed from INR 257.71 crores to INR 254.61 crores as on March 31, 2017, as explained above.

Thanks and regards,




SSPA & Co.,
Chartered Accountants,
Firm Registration No: 128851W

Place: Mumbai

