

Compliance report of **Aurionpro Solutions Limited** with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed Scheme of Amalgamation of Intellivisions Software Limited with Aurionpro Solutions Limited.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

| Sr. No. | Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 | Whether Complied or not & How |
|---|--|---|
| 1. | Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI. | Bombay Stock Exchange Limited ("BSE Limited") |
| Compliance as per Part A, Annexure I to the Circular | | |
| 2. | Documents to be submitted: | |
| 2.a | Draft Scheme of arrangement/ amalgamation/ merger / reconstruction / reduction of capital, etc. | Complied: Draft Scheme of Amalgamation submitted to the Exchange which has been duly approved by the Board of Directors in its Meeting held on March 27, 2014. |
| 2.b | Valuation Report from Independent Chartered Accountant | Complied: Valuation Report duly prepared by M/s. M.L. Bhuwania & Co. being Independent Chartered Accountants, submitted to the Exchange which has been duly approved by the Board of Directors in its Meeting held on March 27, 2014. |
| 2.c | Report from the Audit Committee recommending the Draft Scheme | Complied: Report from the Audit Committee recommending the Draft Scheme submitted to the Exchange which has been duly approved by the Board of Directors in its Meeting held on March 27, 2014. |
| 2.d | Fairness opinion by merchant banker | Complied: Fairness opinion by Merchant Banker duly prepared by Chartered Capital and Investment Limited, submitted to the Exchange which has been duly approved by the Board of Directors in its Meeting held on March 27, 2014. |
| 2.e | Pre and post amalgamation shareholding pattern of listed company | Complied: Pre and post amalgamation shareholding pattern prepared as per format prescribed. |
| 2.f | Audited financials of last 3 years (financials not being more than 6 months old) of listed company; | Complied: Audited financials of last 3 years (financials not being more than 6 months old) of listed company prepared as per format prescribed. |
| 2.g | Compliance with Clause 49 of Listing Agreement | Complied: Compliance with Clause 49 of Listing Agreement prepared as per format prescribed (Annexure II). |
| 2.h | Complaints Report | Complied: Will be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme. |
| 3. | The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 | N.A |



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| 4. | At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity. | N.A. |
| 5. | The transferee entity will not issue/reissue any shares, not covered under the Draft scheme. | Complied: No shares shall be issued or reissued which have not been covered under the Draft scheme. |
| 6. | As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (b) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised. | Complied: There are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. |
| 7. | The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period. | Complied: The shares of the transferee entity issued in lieu of the locked-in shares, if any, of the transferor entity shall be subjected to the lock-in for the remaining period. |

For Aurionpro Solutions Limited


Mehul Raval

Company Secretary

Date: 27th March, 2014.

