

CIN NO:U67120MH2005PLC155188

DCS/AMAL/JS/24(f)/094/2014-15

June 19, 2014

The Company Secretary
Aurionpro Solutions Limited
Office No. 35, 35th Floor,
Sunshine Towers, Tulsi Pipe Road,
Near Flower Market, Dadar (West) – 400 013

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Amalgamation/Arrangement involving merger of Intellvisions Software Limited (ISL) with the Aurionpro Solutions Limited.

We are in receipt of draft Scheme of Arrangement involving Scheme of Amalgamation/Arrangement involving merger of Intellvisions Software Limited (ISL) with the Aurionpro Solutions Limited.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated May 02, 2014 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 20, 2013; SEBI has vide its letter dated June 6, 2014 given the following comment(s) on the draft scheme of arrangement:

- ***Company to ensure that the information submitted to stock exchanges along with various documents are disseminated from the date of this letter on the websites of the listed company & the stock exchanges along with various documents submitted to the Circular(s).***
- ***The company shall duly comply with various provisions of the Circulars.***

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,


Nitin Pujari
Manager


Bhuvana Sriram
Deputy Manager