

**25<sup>th</sup> September, 2018**

To,  
Deptt. of Corporate Services- Listing  
National Stock Exchange of India Limited  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051.

**Sub: Submission of Voting Results under Regulation 44(3) of SEBI (LODR)  
Regulation, 2015.**

Dear Sir,

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith voting result in respect of the business conducted at the 21<sup>st</sup> Annual General Meeting held on 25<sup>th</sup> September, 2018.

Also attaching herewith copy of the consolidated Scrutinizer's Report on e-voting and poll for the business conducted at the 21<sup>st</sup> Annual General Meeting held on 25<sup>th</sup> September, 2018.

Thanking you,

Yours faithfully,

**For Aurionpro Solutions Limited**

  
**Ninad Kelkar**  
Company Secretary

### REPORT OF SCRUTINIZERS – CONSOLIDATED

Name of the Company	AURIONPRO SOLUTIONS LIMITED
Meeting	21 <sup>ST</sup> ANNUAL GENERAL MEETING
Date and Time	TUESDAY, SEPTEMBER 25, 2018 AT 11:00 A.M.
Venue	HOTEL RAMADA, 156, MILLENNIUM HALL NO. 2, 1 <sup>ST</sup> FLOOR, MILLENNIUM BUSINESS PARK, MIDC, SECTOR 2, MAHAPE, NAVI MUMBAI – 400710

#### **1. APPOINTMENT AS SCRUTINIZERS:**

We, RS & MP Associates were appointed as the Scrutinizers by the Board of Directors of Aurionpro Solutions Limited ('the Company') for the purpose of scrutinizing the remote e-voting as well as the Poll Voting process and ascertaining the requisite majority on the Remote e-voting and Poll Voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including amendments thereof ('the Rules'), on the resolutions contained in the Notice dated: August 28, 2018 convening the 21<sup>st</sup> Annual General Meeting ('AGM') of the Equity Shareholders of the Company, held on Tuesday, September 25, 2018 at 11:00 a.m. at Hotel Ramada, 156, Millennium Hall No. 2, 1<sup>st</sup> Floor, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai – 400710.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting and the Poll Voting process on the resolutions contained in the AGM Notice dated: August 28, 2018. Our responsibility as scrutinizers for the voting process (remote e-voting as well as the Poll Voting process) is restricted to make a Scrutinizer's Report of the votes casted "in favour" or "against" the resolutions stated above, based on the voting on Poll Process conducted at the AGM and reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities and engaged by the Company.



## **2. NOTICE CONVENING THE MEETING:**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:-

- On 1<sup>st</sup> September, 2018 by e-mail to 7065 members who had registered their email IDs with the Company / Depositories.
- On August 31, 2018 by Registered Post to 10 members, by Speed Post to 92 members and by Courier to 2,115 members in physical form.
- The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "The Free Press Journal" and in a Vernacular newspaper "Navshakti" having wide circulation, in their respective editions dated: September 3, 2018.

## **3. CUT-OFF DATE:**

The Voting rights were reckoned as on Tuesday, September 18, 2018, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

## **4. REMOTE E-VOTING:**

- (i) The Company had appointed **National Securities Depository Limited ("NSDL")** as the agency for providing the remote e-Voting platform.
- (ii) Remote e-Voting platform was open from Saturday, September 22, 2018 (9:00 a.m.) to Monday, September 24, 2018 (5:00 p.m.) and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the e-Voting platform provided by NSDL.




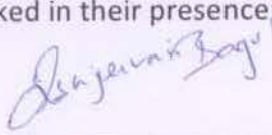
## 5. VOTING AT THE AGM:

- i). The Company had provided the facility for voting through Poll at the AGM and members, who have not casted their vote by remote e-voting were allowed to exercise their right to vote at the meeting.
- ii). The Polling papers in Form MGT-12 as per Section 109(5) of the Act and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014 were distributed to the shareholders present. The shareholders casted their votes in the ballot box kept at convenient places in the venue.
- iii). Item no. 3 for reappointment of Mr. Sanjay Desai as contained in the Notice dated: August 28, 2018 convening the 21<sup>st</sup> AGM was not considered in the duly convened AGM held on September 25, 2018 as Mr. Sanjay Desai resigned from Directorship of the Company w.e.f. w.e.f. September 14, 2018.

## 6. COUNTING PROCESS

- i). The shareholders casted their votes in the ballot box kept at convenient places in the venue. The locked ballot box was subsequently opened before me, in presence of two witnesses who were not in employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
- ii). The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.
- iii). We unblocked the remote e-Voting results on the NSDL e-Voting platform in the presence of Mr. Rajendra Sankpal and Ms. Sanjeevani Bagul (who are not in the employment with the Company) and downloaded the e-Voting results. They have signed below in conformation of the votes being unblocked in their presence;

  
 \_\_\_\_\_  
 Mr. Rajendra Sankpal

  
 \_\_\_\_\_  
 Ms. Sanjeevani Bagul



**7. RESULTS:**

- i). We observed that
  - a) 50 (Fifty) member's folios had casted their votes at the meeting out of which there were no invalid votes.
  - b) 11 (Eleven) members had casted their votes through remote e-Voting.
- ii). The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 21<sup>st</sup> AGM dated August 28, 2018) is annexed herewith and marked as **ANNEXURE - A**.
- iii). Based on the aforesaid results, I report that 2 (Two) Ordinary Resolutions and 1 (One) Special Resolution as contained in Item No. 1, Item No.2 and Item No. 4, of the Notice dated August 28, 2018, have been passed with requisite majority.

For **RS & MP ASSOCIATES**  
Company Secretaries,



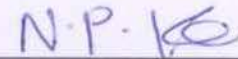
**RAKESH SANGHANI, Partner**  
Scrutinizer  
FCS: 7647  
C.P. No.: 6302

**Dated:** September 25, 2018

**Place:** Navi Mumbai



**Encl:** Annexure - A



Counter signed by the Chairman of AGM/Company Secretary

Annexure - A

**CONSOLIDATED RESULTS****ITEM NO.1 :**

**ORDINARY RESOLUTION - TO RECEIVE, CONSIDER AND ADOPT THE BALANCE SHEET AS AT 31ST MARCH, 2018 AND THE PROFIT & LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED ON THAT DATE ALONG WITH THE REPORT OF THE BOARD OF DIRECTORS & AUDITORS THEREON:**

VOTING METHOD	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
		NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	7,479	9	7,476	99.96%	2	3	0.04%	-	-
VOTING THROUGH POLL	9,321,810	50	9,321,810	100.00%	-	-	-	-	-
<b>TOTAL</b>	<b>9,329,289</b>	<b>59</b>	<b>9,329,286</b>	<b>100.00%</b>	<b>2</b>	<b>3</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>

**ITEM NO.2 :**

**ORDINARY RESOLUTION - TO DECLARE DIVIDEND FOR THE YEAR ENDED 31ST MARCH, 2018:**

VOTING METHOD	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
		NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	7,479	9	7,476	99.96%	2	3	0.04%	-	-
VOTING THROUGH POLL	9,321,810	50	9,321,810	100.00%	-	-	-	-	-
<b>TOTAL</b>	<b>9,329,289</b>	<b>59</b>	<b>9,329,286</b>	<b>100.00%</b>	<b>2</b>	<b>3</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>

**ITEM NO.3 :**

**ORDINARY RESOLUTION - TO APPOINT A DIRECTOR IN PLACE OF MR. SANJAY DESAI (DIN: 00077915) WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:**

*Mr. Sanjay Desai has resigned from Directorship of the Company w.e.f. September 14, 2018.*

*Hence, the Item no. 3 for reappointment of Mr. Sanjay Desai stood infructuous and was not considered in the duly convened AGM held on September 25, 2018*

**ITEM NO.4 :**

**SPECIAL RESOLUTION – APPOINTMENT OF MR. PARESH ZAVERI AS THE MANAGING DIRECTOR:**

VOTING METHOD	TOTAL VALID VOTES	VOTES IN FAVOUR OF THE RESOLUTION			VOTES AGAINST THE RESOLUTION			INVALID VOTES	ABSTAINED VOTES
		NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST	NO. OF FOLIOS	NO. OF SHARES	% OF TOTAL NO. OF VALID VOTES CAST		
REMOTE E-VOTING	7,479	9	7,476	99.96%	2	3	0.04%	-	-
VOTING THROUGH POLL	5,802,509	48	5,802,509	100.00%	-	-	-	-	-
<b>TOTAL</b>	<b>5,809,988</b>	<b>57</b>	<b>5,809,985</b>	<b>100.00%</b>	<b>2</b>	<b>3</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>

