



**PIPLANI & ASSOCIATES**  
*Company Secretaries*

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SCRUTINIZER'S COMBINED REPORT FOR POSTAL BALLOT AND E-VOTING  
[Pursuant to section(s) 110 and 108 the Companies Act, 2013 read with Rule 22 and 20 of Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman  
Aurum Soft Systems Limited  
City Centre Plaza, 3<sup>rd</sup> Floor  
Room No.48, Anna Salai,  
Chennai - 600020

Evoting start date: Tuesday, December 19, 2017 at 09.00 a.m.

Evoting end date: Thursday, January 18, 2018 at 5:00 p.m.

Last date for receipt of postal ballot forms: Thursday, January 18, 2018 at 5:00 p.m.

Dear Sir,

Subject: Combined Scrutinizer's Report on:

- Voting through Postal ballot conducted in pursuance to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules and amendments made thereof from time to time.

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- E-Voting conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereof from time to time as amended by Companies (Management and Administration) Rules, 2014 Companies (Management and Administration) Rules, 2015 and amendments made thereof from time to time

I, Meghna Piplani, Proprietor of Piplani & Associates, Practicing Company Secretaries having office at 93 Indra Vihar, 3<sup>rd</sup> Floor, Near B.B.M Bus Depot, Delhi-110009, appointed as the Scrutinizer by the Board of Directors of Aurum Soft Systems Limited having its registered office at City Centre Plaza, 3<sup>rd</sup> Floor, Room No. 7/48 Anna Salai Chennai Chennai-600020 in their meeting held on 8<sup>th</sup> November, 2017 for the purpose of scrutinizing the voting through postal ballot process (which includes voting through e-voting process as well) as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management & Administration) Rules 2014, do hereby report as under.

**Notes on Postal ballot:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to voting through Postal ballot on the resolutions contained in the Notice dated 8<sup>th</sup> November, 2017. My responsibility, as a Scrutinizer for the Postal ballot, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the Postal ballot papers received by me through the Shareholders.

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2. The dispatch of postal ballot forms to the Members of the Company whose name(s) appeared on the Register of Members as on 15<sup>th</sup> December, 2017, along with postage prepaid envelop was completed on 18<sup>th</sup> December, 2017. The shareholders of the Company holding shares as on the "cut-off" date of 15<sup>th</sup> December, 2017, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 4 in the Notice dated 8<sup>th</sup> November, 2017.
3. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
4. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
5. The ballot box was opened at 10.00 AM on 19<sup>th</sup> January, 2018 in my presence.
6. The postal ballot forms were duly opened and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company, as provided to me, as on 15<sup>th</sup> December, 2017.
7. All postal ballot forms received up to 5.00 pm on 18<sup>th</sup> January, 2018, the last date fixed for receipt of the forms, were considered for my scrutiny.
8. Till the signing of this Report, no envelope containing postal ballot forms was received after 5.00 pm on 18<sup>th</sup> January, 2018.
9. I did not find any defaced or mutilated ballot paper.
10. The postal ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. 0 (ZERO) such postal ballot papers were found.



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**NOTES on E-voting:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to e-voting on the resolutions contained in the Notice dated 8<sup>th</sup> November, 2017. My Responsibility, as a Scrutinizer for the E-voting Process, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the report generated from the E-Voting System offered by Central Depository Services (India) Limited ("CDSL").
2. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting by the Shareholders of the Company.
3. The voting period for e-voting commenced on Tuesday, December 19, 2017 at 09.00 a.m. and ended on Thursday, January 18, 2018 and the CDSL e-voting platform was blocked thereafter.
4. The votes cast under e-voting facility were then unblocked on January 19, 2018, in the presence of two witnesses.
5. I have scrutinized and reviewed the voting process through electronic means and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited ("CDSL") as per e-voting system.

I hereby submit my Consolidated Report on the Result of the Postal ballot together with that of the E-voting in respect of the said Resolution(s), as under;



**Item No. 1-Special Resolution**

**Change in the name of the Company from 'Aurum Soft Systems Limited' to 'Five Core Exim Limited':**

| Resolution (1)   |                |                    |                     |   |                          |                        |                                      |                                    |
|--|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                |                    |                     | SPECIAL RESOLUTION  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                |                    |                     | Change in the name of the Company from 'Aurum Soft Systems Limited' to 'Five Core Exim Limited' |                          |                        |                                      |                                    |
| Category   | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares   | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                | (1)                | (2)                 | (3)=[(2)/(1)]*100   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting       | 36594107           | 35073507            | 95.84%  | 35073507                 | 0                      | 100.00%                              | 0.0000                             |
|  | Poll           |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |



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|   |                               |                 |          |        |          |       |         |        |
|---|-------------------------------|-----------------|----------|--------|----------|-------|---------|--------|
|   | Postal Ballot (if applicable) | 0               | 0        | 0.0000 | 0        | 0     | 0       | 0      |
|   | <b>Total</b>                  | 36594107        | 35073507 | 95.84% | 35073507 | 0     | 100.00% | 0.0000 |
| <b>Public- Institutions</b>               | E-Voting                      | 7866977         | 0        | 0      | 0        | 0     | 0.0000  | 0.0000 |
|   | Poll                          |                 | 0        | 0      | 0        | 0     | 0.0000  | 0.0000 |
|   | Postal Ballot (if applicable) |                 | 0        | 0      | 0        | 0     | 0.0000  | 0.0000 |
|   | <b>Total</b>                  | 7866977         | 0        | 0.0000 | 0        | 0     | 0.0000  | 0.0000 |
| <b>Public- Non Institutions</b>           | E-Voting                      |                 | 244386   | 1.18%  | 231785   | 12601 | 94.84%  | 5.15%  |
|   | Poll                          | 20638916        |          |        |          | 0     | 0.00    | 0.0000 |
|   | Postal Ballot (if applicable) |                 | 4749993  | 23.01% | 4749993  | 0     | 100.00% | 0      |
|   | <b>Total</b>                  | 20638916        | 4994379  | 24.19% | 4981778  | 12601 | 94.84%  | 5.15%  |
| <b>Total</b>                              |                               | <b>65100000</b> | 40067886 | 61.54% | 40055285 | 12601 | 99.96%  | 0.03%  |
| <b>Whether resolution is Pass or Not.</b> |                               |                 |          |        |          |       | Yes     |        |



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**Item No. 2-Special Resolution:**

**Increase of borrowing limit not exceeding a sum of Rs. 500.00 Crores (Rupees Five Hundred Crores only) or equivalent amount in foreign currency**

| Resolution (2)   |                               |                    |                     |   |                          |                        |                                      |                                    |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                               |                    |                     | SPECIAL RESOLUTION  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No  |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | Increase of borrowing limit not exceeding a sum of Rs. 500.00 Crores (Rupees Five Hundred Crores only) or equivalent amount in foreign currency |                          |                        |                                      |                                    |
| Category   | Mode of voting                | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares   | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                               | (1)                | (2)                 | (3)=[(2)/(1)]*100   | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting                      | 36594107           | 35073507            | 95.84%  | 35073507                 | 0                      | 100.00%                              | 0.0000                             |
|  | Poll                          |                    | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |
|  | Postal Ballot (if applicable) | 0                  | 0                   | 0.0000  | 0                        | 0                      | 0                                    | 0                                  |

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|   |                                      |                 |          |        |          |       |         |        |
|---|--------------------------------------|-----------------|----------|--------|----------|-------|---------|--------|
|   | <b>Total</b>                         | 36594107        | 35073507 | 95.84% | 35073507 | 0     | 100.00% | 0.0000 |
| <b>Public- Institutions</b>               | <b>E-Voting</b>                      | 7866977         | 0        | 0      | 0        | 0     | 0.0000  | 0.0000 |
|   | <b>Poll</b>                          |                 | 0        | 0      | 0        | 0     | 0.0000  | 0.0000 |
|   | <b>Postal Ballot (if applicable)</b> |                 | 0        | 0      | 0        | 0     | 0.0000  | 0.0000 |
|   | <b>Total</b>                         | 7866977         | 0        | 0.0000 | 0        | 0     | 0.0000  | 0.0000 |
| <b>Public- Non Institutions</b>           | <b>E-Voting</b>                      |                 | 244386   | 1.18%  | 231785   | 12601 | 94.84%  | 5.15%  |
|   | <b>Poll</b>                          | 20638916        |          |        |          | 0     | 0.00    | 0.0000 |
|   | <b>Postal Ballot (if applicable)</b> |                 | 4749993  | 23.01% | 4749993  | 0     | 100.00% | 0      |
|   | <b>Total</b>                         | 20638916        | 4994379  | 24.19% | 4981778  | 12601 | 94.84%  | 5.15%  |
| <b>Total</b>                              |                                      | <b>65100000</b> | 40067886 | 61.54% | 40055285 | 12601 | 99.96%  | 0.03%  |
| <b>Whether resolution is Pass or Not.</b> |                                      |                 |          |        |          |       | Yes     |        |



**Item No. 3- Special Resolution**

**Authority to mortgage, hypothecate, pledge, charge, create security in favor of financial institutions, Banks, body corporate or any other lender to secure fund based and non-fund based facilities**

| –Resolution (3)  |                |                    |                     |  |                          |                        |                                      |                                    |
|--|----------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                |                    |                     | SPECIAL RESOLUTION   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                |                    |                     | Authority to mortgage, hypothecate, pledge, charge, create security in favor of financial institutions, Banks, body corporate or any other lender to secure fund based and non-fund based facilities |                          |                        |                                      |                                    |
| Category   | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares  | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                | (1)                | (2)                 | (3)=[(2)/(1)]*100  | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group  | E-Voting       | 36594107           | 35073507            | 95.84%   | 35073507                 | 0                      | 100.00%                              | 0.0000                             |
|  | Poll           |                    | 0                   | 0.0000   | 0                        | 0                      | 0                                    | 0                                  |



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|---|-------------------------------|-----------------|----------|--------|----------|-----|---------|---------|
|   | Postal Ballot (if applicable) | 0               | 0        | 0.0000 | 0        | 0   | 0       | 0       |
|   | <b>Total</b>                  | 36594107        | 35073507 | 95.84% | 35073507 | 0   | 100.00% | 0.0000  |
| <b>Public- Institutions</b>               | E-Voting                      | 7866977         | 0        | 0      | 0        | 0   | 0.0000  | 0.0000  |
|   | Poll                          |                 | 0        | 0      | 0        | 0   | 0.0000  | 0.0000  |
|   | Postal Ballot (if applicable) |                 | 0        | 0      | 0        | 0   | 0.0000  | 0.0000  |
|   | <b>Total</b>                  | 7866977         | 0        | 0.0000 | 0        | 0   | 0.0000  | 0.0000  |
| <b>Public- Non Institutions</b>           | E-Voting                      | 20638916        | 244386   | 1.18%  | 244185   | 201 | 99.91%  | 0.08%   |
|   | Poll                          |                 |          |        |          | 0   | 0.00    | 0.0000  |
|   | Postal Ballot (if applicable) |                 | 4749993  | 23.01% | 4749993  | 0   | 100.00% | 0       |
|   | <b>Total</b>                  | 20638916        | 4994379  | 24.19% | 4994178  | 201 | 99.99%  | 0.004%  |
| <b>Total</b>                              |                               | <b>65100000</b> | 40067886 | 61.54% | 40067685 | 201 | 99.99%  | 0.0005% |
| <b>Whether resolution is Pass or Not.</b> |                               |                 |          |        |          |     | Yes     |         |

**Item No. 4- Special Resolution**

**Authority to give any guarantee or provide security and acquire by way of subscription, purchase the securities of any other body corporate, upto a sum not exceeding Rs. 500.00 Crore, (Rupees Five Hundred Crores only) excluding interests and other costs attached thereto**

| Resolution (4)   |                |                    |                     |  |                          |                        |                                      |                                    |
|--|----------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special)                                |                |                    |                     | SPECIAL RESOLUTION   |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                |                    |                     | No   |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                |                    |                     | Authority to give any guarantee or provide security and acquire by way of subscription, purchase the securities of any other body corporate, upto a sum not exceeding Rs. 500.00 Crore, (Rupees Five Hundred Crores only) excluding interests and other costs attached thereto |                          |                        |                                      |                                    |
| Category   | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares  | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
|  |                | (1)                | (2)                 | (3)=[(2)/(1)]*100  | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and   | E-Voting       | 36594107           | 35073507            | 95.84%   | 35073507                 | 0                      | 100.00%                              | 0.0000                             |
|  |                |                    |                     |  |                          |                        |                                      |                                    |



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|---|-------------------------------|----------|----------|----------|----------|--------|---------|--------|
| Promoter Group                            | Poll                          |          | 0        | 0.0000   | 0        | 0      | 0       | 0      |
|   | Postal Ballot (if applicable) | 0        | 0        | 0.0000   | 0        | 0      | 0       | 0      |
|   | <b>Total</b>                  | 36594107 | 35073507 | 95.84%   | 35073507 | 0      | 100.00% | 0.0000 |
| Public- Institutions                      | E-Voting                      | 7866977  | 0        | 0        | 0        | 0      | 0.0000  | 0.0000 |
|   | Poll                          |          | 0        | 0        | 0        | 0      | 0.0000  | 0.0000 |
|   | Postal Ballot (if applicable) |          | 0        | 0        | 0        | 0      | 0.0000  | 0.0000 |
|   | <b>Total</b>                  | 7866977  | 0        | 0.0000   | 0        | 0      | 0.0000  | 0.0000 |
| Public- Non Institutions                  | E-Voting                      |          | 244386   | 1.18%    | 241336   | 3050   | 98.75%  | 1.24%  |
|   | Poll                          | 20638916 |          |          |          | 0      | 0.00    | 0.0000 |
|   | Postal Ballot (if applicable) |          | 4749993  | 23.01%   | 4749993  | 0      | 100.00% | 0      |
|   | <b>Total</b>                  | 20638916 | 4994379  | 24.19%   | 4991329  | 3050   | 99.93%  | 0.06%  |
| <b>Total</b>                              | <b>65100000</b>               | 40067886 | 61.54%   | 40064836 | 3050     | 99.99% | 0.007%  |        |
| <b>Whether resolution is Pass or Not.</b> |                               |          |          |          |          |        | Yes     |        |



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All the special resolutions stand Passed, as per combined voting through the Postal ballot and the E-voting process, with the requisite majority.

The postal ballots and all other relevant records have been sealed and will be handed over to Ms. Swati Srivastava, Company Secretary & CS-Manager, authorized by the Board for safe keeping.

Thanking You

**For Piplani & Associates,  
Practicing Company Secretaries**



Meghna Piplani, Scrutinizer  
ACS - 45447, CP No. - 16652

Date: 20.01.2018

Place: New Delhi

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