



Aurum Soft Systems Limited

Registered Office: New No. 9, Ground Floor, Venkateswara Nagar, 4th Street, Adyar, Chennai - 600020

Notice for voting through Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014]

Dear Member,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration Rules), 2014 that it is proposed to seek approval of shareholders for winding-up of Wholly Owned Subsidiary through Postal Ballot in order to facilitate wider participation.

Accordingly, the draft of the Special Resolution together with the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, pertaining thereto as appearing below are for your consideration. The attached Postal Ballot Form is to be used for the purpose of exercising your vote in respect of the said Special Resolution.

The said Special Resolution shall be declared as passed, if the votes cast in favour of the resolution are three times more in number than the votes cast against the resolution. Such votes may be cast by postal ballot or remote e-voting and will also include the casting vote of the Chairman.

In terms of Clause 16.6.3 of Secretarial Standard – 2 (“Secretarial Standard on General Meetings”), the resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting (i.e. February 24, 2016).

The Board of Directors has appointed Mr. Aashish Kumar Jain, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

A Member desiring to exercise vote by postal ballot is requested to read carefully the instructions for Postal Ballot and return the Postal Ballot Form duly completed in all respects, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 6 p.m. on February 24, 2016, failing which, it will be strictly treated as if no reply has been received from the Member. Also, envelopes containing Postal Ballot form deposited in person or sent by Post/Courier at the expenses of the member will be accepted.

The Scrutinizer will submit his report to the Chairman/Managing Director of the Company after completion of his scrutiny and the result of the voting by Postal Ballot will be announced at 6 P.M., on February 26, 2016, at the Registered Office of the Company by the Chairman or any other person authorised by the Chairman for this purpose.

The results of the postal ballot will be posted on the Company’s website – <http://www.aurumsoftsystems.com> and will also be displayed in the notice board of the Company at its registered office. The results shall also be communicated to the stock exchanges.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and also in terms of Clause 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members a facility to exercise their right to vote on the postal ballot by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of January 15, 2016. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

Members requiring any clarification may contact Mr. A. Balasubramanian, Manager – Finance & Secretarial at Phone: +91 - 44 - 42187785/94 / Email: balu@aurumsoftsystems.com

Date : January 18, 2016

Place: Chennai

By Order of the Board

**Srikanth Ramanathan
Managing Director**

SPECIAL BUSINESS

1. Approval for Winding-up of Wholly Owned Subsidiary

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including any amendment thereto or re-enactment thereof); the provisions of the Memorandum and Articles of Association of the Company; and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Clause 24 thereof; and subject to the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder and all other applicable statutory provisions and regulations, if any, as amended from time to time, the consent of the Company be and is hereby accorded, for the winding-up of Dicetek (Sing) Pte Limited, Singapore, a wholly-owned subsidiary of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto in relation to winding-up of the wholly-owned subsidiary without further referring to the Members of the Company, including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company or to engage any advisor, consultant or agent, as may be deemed necessary to give effect to this resolution.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

The Company's business is highly people driven and is dependent on ability to hire and retain skilled technology professionals. The economic slowdown and the tightening of the immigration laws and hiring procedures have had an adverse effect on the operations of the Company's subsidiaries. This has also adversely impacted the financial viability of the subsidiaries. Consequent to this, Dicetek (Sing) Pte Limited, Singapore, the Wholly-owned Subsidiary of the Company had disposed of its investment in shares held by it in its wholly owned subsidiaries, Dicetek LLC., Dubai and Dice Technologies Inc., USA and these companies have ceased to be step-down subsidiaries of the Company.

The business of Dicetek (Sing) Pte Limited, Singapore has also plummeted and its financial position is such that it is not viable to continue operations. In view of this, the Company is left with no option but to wind-up the said wholly owned subsidiary. Given the financial position of Dicetek (Sing) Pte Limited, the winding-up would involve significant write-off of investment in the Company's books. The Company in addition to the investment had also advanced loan to said Wholly Owned Subsidiary and final realisation post all expenses may be negligible.

The Board of Directors is of the opinion that the winding-up of the wholly owned subsidiary is in the overall interest of the Company.

As per the provisions of Clause 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disposal (including winding-up) of material subsidiary of the Company requires approval of the shareholders by way of a Special Resolution.

In view of this, approval of members is sought for winding-up of Dicetek (Sing) Pte Limited, Singapore, the wholly-owned subsidiary of the Company including in terms of Section 180(1)(a) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in passing of the Resolution set out at Item No. 1.

The Board of Directors recommends the special resolution set-out in item no. 1 for your approval.

Instructions for Postal Ballot

1. A member desiring to exercise vote by postal ballot is requested to read the instructions for Postal Ballot carefully and return the Postal Ballot Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutiniser on or before the close of working hours (6.00 p.m.) on **Wednesday, February 24, 2016**. A member may request for a duplicate postal ballot form, if required. However, such duplicate postal ballot form should reach the Scrutiniser not later than the date and time specified above.
2. The member(s) may choose to send the postal ballot by courier at their own expense.

3. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope.
4. The form should be duly completed and signed by the member. In case of joint holding, the form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
5. Member cannot vote by post and remote e-voting and if he votes both by post and remote e-voting, his vote by post shall be treated as invalid.
6. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of **January 15, 2016**.
7. A member need not use all his votes and nor does he need to cast all his votes in the same manner.
8. Where postal ballot form is signed by an authorised representative of a body corporate, a *certified copy* of the relevant authorisation / resolution should accompany the postal ballot form.
9. In case the postal ballot form is signed by a Power of Attorney holder, the Power of Attorney registration number intimated by the Company / Registrar & Transfer Agent should be mentioned.
10. Instances under which the postal ballot form will be considered invalid :
 - a. A form other than one issued by the Company has been used.
 - b. It has not been signed by or on behalf of the Member.
 - c. Signature on the postal ballot form doesn't match the specimen signatures with the Company.
 - d. It is not possible to determine without any doubt the assent or dissent of the Member.
 - e. Neither assent nor dissent is mentioned.
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member.
 - g. The envelope containing the postal ballot form is received after the last date prescribed.
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established.
 - j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

Instruction for Remote e-voting

1. The remote e-voting period begins on January 25, 2016 at 10 a.m. (IST) and ends on February 24, 2016 at 6 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. January 15, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 6 p.m. (IST) on February 24, 2016. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
2. Open your web browser and log on to the e-voting website www.evotingindia.com during the voting period.
3. Click on "**Shareholders**" tab.
4. Now, select the **Electronic Voting Sequence Number (EVSN)** pertaining to **AURUM SOFT SYSTEMS LIMITED** from the drop down menu and click on "**SUBMIT**"
5. Now Enter your **User ID** (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company) and **Captcha Code** as displayed and then Click on "**Login**".
6. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

a. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN *	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB #	Enter the Date of Birth as recorded in your demat account or in the Company records in DD/MM/YYYY format.	
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the Company records.	

** Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.*

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the 'Member ID / Folio Number' in the Dividend Bank details field.

- b. After entering these details appropriately, click on “**SUBMIT**” tab.
- c. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- d. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
7. Click on relevant EVSN on which you choose to vote. This will take you to the voting page.
 8. On the voting page, you will see Resolution Description and against the same the option “**YES / NO**” for voting. Select the option “**YES**” or “**NO**” as desired. The option “**YES**” implies that you assent to the Resolution and option “**NO**” implies that you dissent to the Resolution.
 9. If you wish to view the entire Resolution, click on the “**Resolution File Link**”.
 10. After selecting the resolution you have decided to vote, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
 11. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
 12. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 13. If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code, click on Forgot Password and enter the details as prompted by the system.
 14. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the Scrutinizer to verify the vote.
 15. In case you have any queries or issues regarding e-voting, you may refer the **Frequently Asked Questions (“FAQs”)** and e-voting manual available at <https://www.evotingindia.com> under help section or write an email to helpdesk.evoting@cdslindia.com or please contact Mr. A. Balasubramanian, Manager – Finance & Secretarial, Aurum Soft Systems Limited, New No. 9, Ground Floor, Venkateswara Nagar, 4th Street, Adyar, Chennai – 600020, Tel: 044 - 42187785 / 42187794 **E-mail: balu@aurumsoftsystems.com**.