

AURIONPRO SOLUTIONS LIMITED

Regd Office: Office No. 35, Sunshine Towers, Tulsi Pipe Road, Dadar- (West), Mumbai – 400 013.

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Shareholders of the Company will be held at 11.00 a.m. on Wednesday, 17th April, 2013, at 1st Floor, Amartara Plastic Compound, Opp. Saki Vihar Telephone Exchange, Saki Vihar Road, Andheri (E), Mumbai - 400072 to transact the following business: -

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s) the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed, Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI (ICDR) Regulations”**) as amended from time to time, and other applicable Regulations/ Guidelines including Foreign Exchange Management Act, 1999, wherever applicable, subject to such other approvals, permissions, sanctions, consents as may be necessary or expedient under the applicable laws, rules and regulations and subject to such terms, conditions, alterations and modifications as may be considered appropriate by the Board of Directors, (hereinafter referred to as “Board” which shall include any Committee of Directors) consent of the Company be and is hereby accorded to the Board to offer, issue and allot, on preferential basis, equity shares of the Company as enumerated below and the Board be and is hereby authorised to:

Create, offer and allot on cash basis up to 3,00,000 (Three Lacs) equity shares at a price of Rs. 180/- (Rupees One Hundred and Eighty only) per share, including a premium of Rs. 170/- (One Hundred and Seventy only) per share, to following applicant:

S.N.	Name of Applicant (Proposed Allottee)	Category	No. of Equity Shares proposed to be allotted
1	Nirav Shah (Trustee on behalf of Aurionpro Employees Trust)	Non-Promoter	3,00,000

RESOLVED FURTHER THAT the “Relevant Date” as per Regulation 71 of SEBI (ICDR) Regulations for preferential issue of Equity Shares for the purpose of determining the issue price under Regulation 76 of SEBI ICDR Regulations shall be 18th March, 2013 i.e. 30 days prior to the date of passing this Resolution.

RESOLVED FURTHER THAT the equity shares so issued and allotted shall rank pari passu with then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to agree, make and accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including, condition(s), modifications(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalise and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise all matters incidental thereto as it may in its absolute discretion think fit, in accordance with all applicable laws, rules and regulations for the time being in force issue and allot the Equity shares and apply for listing of such securities on the Stock Exchanges where the



Equity shares of the Company are already listed as and when the Equity shares are issued and allotted through this resolution."

2. To consider and if thought fit, to pass with or without modification(s) the following Resolution as Special Resolution:

"RESOLVED THAT in accordance with the provisions of article 136 of the Articles of Association of the Company and provisions of sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in partial modification of members resolution dated 30th September, 2011, dealing with payment of remuneration of Mr. Amit Sheth, Managing Director of the Company, the Company hereby accords its approval for revision of remuneration with effect from 01st April, 2013 for the residual period of his current term of office upto 31st March 2015, on the terms as mentioned herein below:

Remuneration will be upto Rs. 1.50 Crores per annum (Rupees One Crore Fifty Lacs Only), and would be eligible for following perquisites, commission and other facilities:

- Medical Benefits, Group Hospitalisation Benefits, personal accident insurance
- Leave Travel Allowance
- Privileged Leave and encashment of unutilized privileged Leave upon the end of the term
- Bonus and such other perquisites as determined by the Board from time to time and as per rules of the Company prescribed in this regard.

Commission: 1% Commission on Net profits calculated pursuant to provisions of Section 349 & 350 of the Companies Act, 1956.

Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as per schedule XIII of the Companies Act, 1956.

All other terms and conditions of remuneration remain unchanged.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary in this regard."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 read with Regulation 73 of ICDR Regulations is annexed hereto.
3. The Company will obtain certificate from the Statutory Auditors of the Company that above issue is being made in accordance with the requirements contained in the aforesaid SEBI (ICDR) Regulations, a copy of which shall be made available and placed before the meeting. Further the Memorandum & Articles of Association of the Company and other documents referred to in the proposed resolutions and in the Explanatory statement are open for inspection at the registered office of the company on any working day except Public Holidays, Saturdays and Sundays between 3.00 PM to 5.00 PM upto the date of the EGM.

By Order of the Board of Directors

Mehul Raval
Company Secretary

Mumbai, 19th March, 2013



Registered Office:

35th Floor, Sunshine Towers,
Tulsi Pipe Road, Near India Bulls Office,
Dadar- (West), Mumbai – 400 013.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956 AND REGULATION 73 OF SEBI (ICDR) REGULATIONS, 2009.

Item No.1: Preferential Issue of Equity Shares

As per section 81(1A) of the Companies Act, 1956 and Regulation 72(1)(a) of ICDR regulations, approval of shareholders in the General Meeting, by way of special resolution is required for:

1. Allotment & issue up to 3,00,000 equity shares to Non-Promoter on preferential basis.

Hence, the resolution is placed before the shareholders. The Directors recommend the resolution for your approval.

The following disclosures for the preferential issue of equity shares are made in accordance with the provisions of Chapter VII of ICDR Regulations:

I. Objects of the issue through Preferential Offer

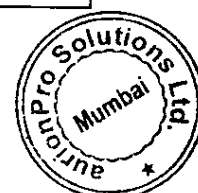
In order to create long-term incentive plans through stock pool, it is proposed to issue equity shares to Aurionpro Employee Trust on preferential basis. The proceeds of the proposed allotment of equity shares will augment the capital base of the company. These funds may be utilized as additional working capital.

II. The proposal of the promoters, directors or key management personnel to subscribe to the offer:

None of the promoters, directors or other key management personnel intends to subscribe to this offer.

III. Shareholding pattern before and after the Preferential Issue

Sr. No	Category	Pre - Preferential issue Shareholding		Post-allotment Shareholding	
		No. of shares	%	No. of shares	%
	Promoter's Holding				
	(i) Indian Promoters				
	(a) Individual/HUF	2654655	16.66	2654655	16.35
	(b) Bodies Corporate				
	(c) Others				
	(ii) Foreign Promoters				
	- Individual	1840301	11.55	1840301	11.33
	- Bodies Corporate ..	774047	4.86	774047	4.77
	Sub Total (i) + (ii)	5269003	33.07	5269003	32.45
	Non Promoters Holding				
	Mutual Fund/UTI	489720	3.07	489720	3.02
	FIs/Banks	230957	1.45	230957	1.42
	FIIIs	0	0	0	0
	Bodies Corporate	2636512	16.55	2636512	16.24
	Residents Individuals	4099044	25.72	4099044	25.25
	NRI	1925644	12.08	1925644	11.86
	Foreign Nationals	107714	0.68	107714	0.66
	Overseas Corporate Bodies	600000	3.77	600000	3.69
	Clearing Members	4667	0.03	4667	0.03



Sr. No	Category	Pre - Preferential issue Shareholding		Post-allotment Shareholding	
	Directors/Relatives	568065	3.56	568065	3.50
	Employees	4101	0.03	4101	0.02
	Foreign Trusts	0	0	300000	1.85
	Sub Total	10666424	66.93	10966424	67.55
	Grand Total (A+ B)	15935427	100	16235427	100

Note: The above shareholding pattern is prepared as on 15th March, 2013.

IV. Proposed time within which the allotment shall be completed

The allotment and issue of shares are proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at the general meeting or where the approval of any statutory authority is pending or required, the allotment will be completed within 15 days from date of such approval.

V. Identity of the proposed allottee and the percentage of post preferential issue capital

Sr. No.	Name of allottee	Security proposed to be issued	No of securities to be allotted	% of post issue equity capital (including pre-issue holding)
1	Nirav Shah (Trustee on behalf of Aurionpro Employees Trust)	Equity Shares	300000	1.85

The proposed allottee have not sold any shares during the six months period prior to the relevant date.

VI. Undertaking

The Company undertakes to re-compute the price of the specified securities in terms of the provisions of SEBI (ICDR) Regulations.

The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the equity shares shall continue to be locked in till the time such amount is paid by the allottees.

VII. Lock In period

In terms of the SEBI (ICDR) Regulations, Equity Shares allotted on preferential basis shall be subject to prescribed lock-in-period.

VIII. Issue Price

The price at which each equity shares to be issued will not be less than the minimum price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations.

IX. Statutory Auditor's Certificate

The Company is obtaining certificate from the Statutory Auditor of the Company that above issue is being made in accordance with the requirements contained in the aforesaid SEBI (ICDR) Regulations. A copy of which shall be placed before the meeting.

Section 81 of the Companies Act, 1956 provides, inter alia, that when it is proposed to increase the subscribed capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company unless shareholders in general meeting decide otherwise by passing a special resolution. Hence, consent of the shareholders by way of a Special Resolution is being sought.

The proposed allotment on preferential basis, if made, will not result in change in management or control of the Company as per the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereof.



Your Board of Directors recommends the passing of the Special Resolution as set out at Agenda item No. 1 in the above Notice in the interest of the Company.

None of the Directors, are in any way concerned or interested in the said resolution.

ITEM NO.2: Increase in Remuneration of Managing Director

At the Annual General Meeting of the company held on 30th September, 2010, the members re-appointed Mr. Amit Sheth as Managing Director for a period of 5 years till 31st March 2015.

Considering an all-round improvement in performance of the company and keeping up with comparable compensation in the industry, the board of directors ('board') deemed it necessary for renewal of remuneration payable to Mr. Amit Sheth, Managing Director. The board has therefore, as per the recommendations of Remuneration/Compensation committee of the directors has renewed the terms of remuneration from 01st April, 2013 for the residual period of his current term of office upto 31st March 2015.

All other terms and conditions of the appointment of Mr. Amit Sheth as approved earlier by the members shall remain unchanged.

Your directors, therefore, recommend the resolution for your approval.

Copies of earlier resolutions relating to his appointment and remuneration are open for inspection to the members at the registered office of the company between 11.00 a.m. and 1.00 p.m. on any working day excluding Saturdays, Sundays & public holidays up to the date of ensuing EOGM on 17th April, 2013.

Mr. Amit Sheth is interested in the resolution pertaining to the revision in the terms of his remuneration as aforesaid.

The above explanatory statement shall be considered as disclosure pursuant to section 302 of the Companies Act, 1956, to the members, of the terms of the contract with the director or any variation thereof and no separate disclosure shall be issued to the members for the same.

None of the other directors, are concerned or interested in the resolution.

By Order of the Board of Directors

Mumbai, 19th March, 2013

Mehul Raval
Company Secretary

Registered Office:

35th Floor, Sunshine Towers,
Tulsi Pipe Road, Near India Bulls Office,
Dadar- (West), Mumbai – 400 013.



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AURIONPRO SOLUTIONS LTD.

Registered Office: Office no.35, 35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (W), Mumbai – 400 013

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
Joint shareholders may obtain additional Attendance Slip on request.

DP ID*	
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Master Folio No.	
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Client ID*	
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No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company held on Wednesday, 17th April, 2013 at 11.00 A.M. at 1st Floor Amartara Plastic Compound, Opp. Saki Vihar Telephone Exchange, Saki Vihar Road, Andheri (E), Mumbai - 400072.

* Applicable for investors holding shares in dematerialised form.

Signature of the Shareholder or proxy

AURIONPRO SOLUTIONS LTD.

Registered Office: Office no.35, 35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (W), Mumbai – 400 013

DP ID*	
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Master Folio No.	
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Client ID*	
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No. of Shares	
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I/We _____ of _____ being a member/members of Aurionpro Solutions Limited hereby appoint Mr. _____ or failing him Mr. _____ of _____

as my/our proxy to vote for me/us and on my/our behalf at the **EXTRA ORDINARY GENERAL MEETING** of the Company to be held on Wednesday, 17th April, 2013 at 11.00 A.M. at 1st Floor Amartara Plastic Compound, Opp. Saki Vihar Telephone Exchange, Saki Vihar Road, Andheri (E), Mumbai – 400072 or at any adjournment thereof.

Signed.....day of.....2013.

Affix a Rs.1 revenue stamp & sign across

*Applicable for investors holding shares in dematerialised form.

Signature of the Shareholder

NOTE:

1. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
2. Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. Company shall provide additional forms on request.



Book-Post

To,

If undelivered, please return to :

aurionPro™

AURIONPRO SOLUTIONS LTD.

Regd Office:

Office No. 35, Sunshine Towers,
Tulsi Pipe Road, Dadar-(West),
Mumbai – 400 013.

