

07th September, 2016

To,
The Secretary,
The National Stock Exchange of India Ltd,
Exchange Plaza,
Plot no C/1, G Block, Bandra-Kurla Complex,
Bandra(E), Mumbai - 400 051.

Respected Sir,

Sub: Notice of Annual General Meeting ,Book Closure & E-voting

ISIN : INE132H01018

We would like to inform you that the 19th Annual General Meeting is scheduled to be held on Thursday, 29th September, 2016, at 11 a.m. at Hotel Suncity residency, 16th Road, MIDC, Marol, Andheri (E) Mumbai -400093.

We further inform you that, pursuant to Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2016 to Thursday, 29th September, 2016 (both days inclusive), due to declaration of dividend, if any.

Further we have made arrangements for providing remote e-voting facilities from 09.00 AM to 05.00 PM to the shareholders of the Company for voting for the resolutions proposed at the 19th AGM scheduled to be held on 29th September, 2016 as per following schedule:

E-voting at the web-site of NSDL: www.evoting.nsdl.com

Cut-off Date for remote e-voting: 22nd September, 2016

Date of commencement of e-voting: 26th September, 2016

Date of end of e-voting: 28th September, 2016

Notice of AGM is enclosed herewith.

Thanking you,

Yours faithfully,

For **AURIONPRO SOLUTIONS LIMITED**


Amit Sheth

Co-Chairman & Managing Director



Notice of Annual General Meeting

Notice is hereby given that, the Nineteenth Annual General Meeting of Aurionpro Solutions Limited will be held at Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri (E), Mumbai – 400093 on Thursday, 29th September, 2016, at 11.00 A.M to transact the following businesses:

Ordinary Business:

1. To receive, consider, approve & adopt the Balance Sheet as at 31st March, 2016, the Profit and Loss Account for the financial year ended on that date, along with the report of the Board of Directors & Auditors thereon.
2. To declare dividend for the year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Amit Sheth (DIN 00122623), who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment.
4. To ratify the appointment of Auditors and to fix their remuneration and to pass the following resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies

Act, 2013, and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s B S R & Co., LLP, Chartered Accountants (LLP Registration No. AAB-8181), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the second consecutive Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

By Order of the Board of Directors

Ninad Kelkar
Company Secretary

Mumbai, 12th August, 2016

Registered Office:

35th Floor,
Sunshine Tower,
Tulsi Pipe Road, Dadar (W),
Mumbai – 400 013.





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 instrument(s) appointing the proxy, shall be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting except to vote on poll.
2. The brief profile of Mr. Amit Sheth, who is liable to retire by rotation and being eligible offered himself for reappointment, has been given in the Annual Report.
3. The Members/Proxies should bring attendance slip sent herewith, duly filled in, for attending the meeting. The Members, who wish send their authorized representatives to attend and vote at the meeting are required to enclose necessary authorization in the form of Board Resolution, Letter of Authority, Power of Attorney.
4. The Register of Members and the Share Transfer Register shall remain closed from Saturday, 24th September, 2016 to Thursday, 29th September, 2016, both days inclusive.
5. Dividend for the year ended 31st March, 2016, if declared at the Annual General Meeting, shall be paid within the prescribed time limit, to those members, whose names appear:
 - a. As beneficial owners at the end of business day on Friday, 23rd September, 2016, as per lists furnished by NSDL and CDSL in respect of shares held in electronic form.
 - b. On the register of members of the Company as on Friday, 23rd September, 2016, in respect of shares held in physical form.
6. The members are advised to encash dividend warrants promptly.
7. The members are advised to avail of nomination facility in respect of shares held by them.
8. Members are requested to:
 - a. Intimate the Registrar and Share Transfer Agents of the Company – Bigshare Services Pvt. Ltd., of any changes, in their registered addresses at an early date for shares held in physical form. For shares held in electronic form, changes if any may be communicated to respective DPs.
 - b. Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.
 - c. To avoid inconvenience, get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee.
- d. Bring with them at the meeting a copy of the Annual Report and Attendance Slip.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company, are requested to address their communications to the Registered Office of the Company, so as to reach at least seven days before the date of the meeting, so that the required information can be made available at the meeting, to the extent possible.
10. Members, who hold shares in electronic form, are requested to bring their Client ID and DP ID numbers at the meeting for easier identification.
11. In terms of Section 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Therefore, the members who have not en-cashed the dividend warrants for the previous financial years are requested to send back their warrants or make their claims to our Registrar & Share Transfer Agent viz., Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Andheri (East), Mumbai – 400 072.
12. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (the "AGM") by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (the "remote e-voting") will be provided by National Securities Depository Limited (NSDL).

Instructions for remote e-voting are as under:

- (A) In case of shareholders receiving e-mail from NSDL:
 - (i) Open email and open PDF file viz; "Aurionpro Solutions Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to



share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Aurionpro Solutions Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at amit@csakta.com with a copy marked to evoting@nsdl.co.in
- B. (1) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (2) Voting at AGM: The members who have not casted their vote by remote e-Voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regard at the AGM Venue.
- Other Instructions:
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in

the user profile details of the folio which may be used for sending future communication(s).

- IV. The remote e-voting period will commence at 9.00 a.m. on Monday, 26th September, 2016, and will end at 5.00 P.M. on Wednesday, 28th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 22nd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 22nd September, 2016.
 - VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 22nd September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.com. by mentioning their Folio No./DP ID and Client ID No.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - IX. Mr. Amit Trivedi, Practicing Company Secretary and failing him Mr. Ashish Patel, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XI. The Results declared along with the report of the Scrutinizer





shall be placed on the website of the Company www.aurionpro.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

13. All documents referred to in the Notice shall be open for inspection at the Registered Office of the Company on all working days (except Saturday) between 11 A.M. to 1 P.M. up to the date of the meeting.

By Order of the Board of Directors

Ninad Kelkar
Company Secretary

Mumbai, 12th August, 2016

Registered Office:
35th Floor,
Sunshine Tower,
Tulsi Pipe Road, Dadar (W),
Mumbai – 400 013.

