

09th May 2017

To,

Department 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: Scheme of Arrangement

Dear Sir,

This is to inform you that the Board of Directors at their meeting held today has approved the Scheme of Arrangement for the demerger of some of its non-core business divisions into its wholly owned subsidiary Trejhara Solutions Limited subject to the receipt of the requisite approvals under the applicable laws.

The rationale for such demerger and the information required to be disclosed pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been enclosed herewith.

We request you to kindly disseminate this to the public.

For Aurionpro Solutions Limited


Ninad Kelkar

Company Secretary



Disclosure under regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

1) Aurionpro Business Profile & details of business to be demerged

Over the years, Aurionpro Solutions Limited ("Aurionpro" or "the Company") has evolved to help businesses accelerate digital innovation securely and efficiently. Aurionpro has invested heavily on key technologies and business offerings and has incubated and nurtured them to get a critical volume, market leadership and become self-sustainable business. While some of the businesses have reached maturity, Aurionpro is simultaneously investing in future technologies & businesses.

The business divisions consisting of Enterprise Security, Digital Innovation, Banking & Fintech and Government Solutions, which are core business strengths (hereinafter referred to as "Core Businesses") of the Company, have grown into well-established business units with high growth rates and self-sustainable cash flows. Aurionpro is well positioned in the market for these Core Businesses. Aurionpro has also been investing significantly in Research and Development (R&D) and in developing cloud mobile social and analytics capabilities. Aurionpro is also providing consulting services in these areas and has also developed IP which is available on cloud as SAAS (Software as a Service) and PAAS (Platform as a Service) models. These businesses have a distinctly different business models, skill sets, operating margins, cash flow profile, investment needs, sales and revenue cycle from the Core Businesses and are at investment stage. These businesses (herein after referred to as the "Demerged Businesses") have potential to grow exponentially in future. The details of such Demerged Businesses is as under:

- i) **Consulting** – This includes providing consultancy services on cloud, social, mobile & analytics.
- ii) **Interactive Customer Communication (Interact DX)** - The Interact DX is an advanced customer communication product suite, available on cloud as SAAS / PAAS that provides any business with the ability to create all forms of customer communication that can be delivered across print, email, mobile and web.
- iii) **Supply Chain Solutions (Logistics)** - The Supply Chain Management product, through cloud as SAAS / PAAS provides end-to-end integrated logistics solutions to its key customers across the globe.

Pursuant to the Scheme of Arrangement it is proposed to demerge the Demerged Businesses of Aurionpro into Trejhara Solutions Limited ("Resulting Company") a wholly owned subsidiary of Aurionpro.



2) Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year.

- The turnover of the demerged division is INR 143.95 crores.
- Percentage of the turnover of the demerged division to the total turnover of the Company is 20.00%.

3) Rational for demerger.

The Core Businesses and Demerged Business has distinct characteristics with different business models and are at a different maturity stages in their life cycles. The difference is not only in their revenue cycles but require different sales approach and methodologies, have varied technology skill sets & cash flow profiles. Thus, both the businesses have different risk profiles and growth opportunities and both of them have a distinct attractiveness to divergent set of investors. In order to unlock the true potential, the businesses would require undiluted management bandwidth to execute the respective vision. Therefore, it may be prudent that Demerged Business may be transferred into a separate Company and whose shares would also be listed on the stock exchange after the demerger. Upon such demerger, the Aurionpro would continue to carry on the Core businesses and Resulting Company will continue to carry on the Demerged Business and would have their own independent management teams and Board of Directors, who can independently chart out their strategies to maximize value creation for their respective stakeholders.

The Board believes that the proposed demerger will create enhanced value for shareholders and would enable focused strategy in operations, which would be in the best interest of the Aurionpro, its shareholders, creditors and all persons connected with the Aurionpro.

4) Brief details of change in shareholding pattern (if any) of all entities.

There are two entities are involved in the proposed demerger:

- **Aurionpro:** There shall be no change in the shareholding pattern of the Aurionpro.
- **The Resulting entity:** The Resulting Entity is a Wholly Owned Subsidiary of the Aurionpro. As a consideration for the proposed demerger, the Resulting Entity shall issue and allot Equity Shares of the face value of Rs. 10/- each (Rupees Ten each) credited as fully paid-up to the Members of AURIONPRO (the Aurionpro) whose name appears in the Register of Members of the Aurionpro on the Record Date in the ratio of 1 (One) Equity share of Resulting Company of the Face Value of Rs. 10/- (Rupees Ten each) credited as fully paid up for every 2 (Two) Equity Shares of Rs. 10/- each (Rupees Ten each) fully paid held by each such Member in the Aurionpro.

Simultaneously, with such issuance, in the books of Resulting Entity, all the shares issued by the Resulting Entity to the Aurionpro shall stand cancelled and extinguished.



5) In case of cash consideration – amount or otherwise share exchange ratio.

There shall be no cash consideration in the proposed demerger. The shareholders of Aurionpro will be issued shares in the Resulting Company as per the exchange ratio stated under clause 4 above.

6) Whether listing would be sought for the Resulting Entity.

Equity Shares of the Resulting Entity shall be listed on the BSE Limited and the National Stock Exchange of India Limited.

For Aurionpro Solutions Limited


Ninad Kelkar

Company Secretary

