

05th September, 2017

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 20th Annual General Meeting is scheduled to be held on Tuesday, 26th September, 2017, at 11 a.m. at Hotel Ramada, Millennium hall no.4, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai-400710

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, 23rd September, 2017 to Tuesday, 26th September, 2017 (both days inclusive), due to declaration of dividend, if any.

Further we have made arrangements for providing remote e-voting facilities to the shareholders of the Company for voting for the resolutions proposed at the 20th AGM scheduled to be held on 26th September, 2017 as per following schedule:

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

Cut-off Date for remote e-voting: 19th September, 2017

Date of commencement of e-voting: 23rd September, 2017
Start Time: 09.00 A.M.

Date of end of e-voting: 25th September, 2017
End Time: 05.00 P.M.

Notice of AGM is enclosed herewith.

Thanking you,

Yours faithfully,

For AURIONPRO SOLUTIONS LIMITED


Ninad Kelkar

Company Secretary

Notice of Annual General Meeting

Notice is hereby given that, the Twentieth Annual General Meeting of Aurionpro Solutions Limited will be held at Hotel Ramada, Millennium Hall No. 4, 156, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai – 400710 on Tuesday, 26th September, 2017, 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, 2017, 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, 2017.
2. To appoint a Director in place of Mr. Paresh Zaveri (DIN 01240552), who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment.

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Chokshi & Chokshi LLP, Chartered Accountants, (Firm Registration No. 101872W / W100045), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till conclusion of the fourth consecutive AGM (subject to ratification of the appointment by the Members at every AGM held herein after) on such remuneration as may be determined by the Chairman of Board of Directors ("the Board") in consultation with the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

Ninad Kelkar
Company Secretary

Navi Mumbai, 28 August, 2017
Registered Office:
Synergia IT Park, Plot No. R-270,
T.T.C. Industrial Estate, Near Rabale
Police Station, Navi Mumbai -400701

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. Paresh Zaveri, who is liable to retire by rotation and being eligible offered himself for reappointment, has been given in the Corporate Governance section of the Annual Report.
3. The Members/Proxies should bring attendance slip sent herewith, duly filled in, for attending the meeting. The Members, who wish to 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, 23rd September, 2017 to Tuesday, 26th September, 2017, both days inclusive.
5. Dividend for the year ended 31st March, 2017, 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, 22nd September, 2017, 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, 22nd September, 2017, 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 123 of the Companies Act, 2013, 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., Big Share Services Pvt. Ltd, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri (E) Mumbai - 400059.
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 rsmp.pcs@gmail.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:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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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 Saturday, 23rd September, 2017, and will end at 5.00 P.M. on Monday, 25th September, 2017. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 19th September, 2017, 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 Tuesday, 19th September, 2017.
- 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. Tuesday, 19th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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. Rakesh Sanghani, Practicing Company Secretary and failing him Mr. Marmik 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 two 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

Navi Mumbai, 28 August, 2017
Registered Office:
Synergia IT Park, Plot No. R-270,
T.T.C. Industrial Estate, Near Rabale
Police Station, Navi Mumbai -400701

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**Item No.4**

The Members of the Company has, vide postal ballot resolution dated 23rd March, 2017, appointed M/s. Chokshi & Chokshi LLP (Firm Registration No. 101872W / W100045) Chartered Accountants, as Statutory Auditors of the Company for the financial year 2016 – 17, to fill up casual vacancy caused due to the resignation of M/s. BSR & Co., LLP.

The Members may note that pursuant to section 139(8) of the Companies Act, 2013, the term of the Statutory Auditors appointed to fill up casual vacancy caused due to the resignation shall hold office till the conclusion of the next Annual General Meeting.

In view of the above, the Board of Directors at their meeting held on 28th August, 2017 has recommended appointment of M/s. Chokshi & Chokshi LLP (Firm Registration No. 101872W / W100045) Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the fourth consecutive Annual General Meeting.

M/s. Chokshi & Chokshi LLP, Chartered Accountants, being eligible under section 139(1) and other applicable provisions, as consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The members are requested to consider and approve resolution set out in Item No.4 of the Notice as Ordinary Resolution.

None of the Directors, Key managerial personnel of the Company or their relatives is concerned or interested in the said resolution.

By Order of the Board of Directors

Ninad Kelkar
Company Secretary

Navi Mumbai, 28 August, 2017

Registered Office:

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