aurionpro

20th June,2018

To,
Deptt. 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: Dispatch of Postal Ballot Notice.

Dear Sir/Madam,

This is to inform you that pursuant to section 110 of the Companies Act, 2013 ("Act") and other applicable provisons of the Act, the Company has completed on 19th June 2018 the physical and electronic dispatch of the postal ballot notice dated 14th June, 2018, along with postal ballot form to all the Members whose names appears in the register of members/list of beneficial owners as on 08th June, 2018, (cut off date). the Postal ballot notice has been uploaded on the website of the Company www.aurionpro.com.

In Compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Notice sent to the shareholders, seeking approval through Postal Ballot is enclosed herewith.

Kindly published the same on website of the Stock Exchange.

For Aurionpro Solutions Limited

Ninad Kelkar
Company Secretary

AURIONPRO SOLUTIONS LIMITED

Aurionpro Solutions Limited Synergia IT Park, Plot No. R-270, T.T.C. Industrial Estate, Gautam Nagar, Near Rabale Police Station, Rabale, Navi Mumbai - 400 701. MH - INDIA
phone +91 22 4040 7070
fax +91 22 4040 7080
info@aurionpro.com
www.aurionpro.com
CIN L99999MH1997PLC111637

AURIONPRO SOLUTIONS LTD.

(CIN: L99999MH1997PLC111637)

Registered Office: Synergia IT Park, Plot No-R-270, T.T.C. Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai-400701, Maharashtra
Tel: +91 22 4040 7070; **Fax:** +91 22 4040 7080 • **Email:** investor@aurionpro.com; • **Website:** www.aurionpro.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the **"Act"**) if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, for obtaining assent of the Members of the Company on the resolution appended below and the same is proposed to be passed by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the **"Form"**), for your consideration.

The Board of Directors has appointed M/s. RS & MP Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility for its Members. For this purpose, the Company has made an arrangement with National Securities Depository Ltd (NSDL) for facilitating e-voting as an alternate for the Members to enable them to cast their votes electronically.

Members are requested to read the instructions printed on the Form for voting via physical ballot/ electronic mode. The Members who opt for voting via physical ballot are requested to return the Form in original duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Registrar and Transfer Agent, not later than the close of working hours i.e. 5.00 pm on 19th July 2018.

The Notice of the Postal Ballot has also been uploaded on the Company's website www.aurionpro.com under 'Investors Section'.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or the Company Secretary. The result of the voting conducted through postal ballot will be announced by Chairman or the Company Secretary of the Company on or before 24th July , 2018 at the Registered Office of the Company.

PROPOSED RESOLUTION

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

RE-CLASSIFICATION OF THE SHAREHOLDING OF CERTAIN PROMOTERS OF AURIONPRO SOLUTIONS LIMITED:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), provisions of the Companies Act, 2013 (including rules made thereunder) and any other laws and regulations as may be applicable, the relevant provisions of the Articles of Association of the Company and subject to the approval of the Stock Exchanges, and such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to re-classify the below named persons, by removing them from the category of "Promoter and Promoter" group and classifying them under the appropriate segment of "Non-Promoter" / Public" category in the shareholding pattern of the Company :

Name	Category
Bhavesh Rameshchandra Talsania	Promoter
Sanjay Anantrai Desai	Promoter
Anantrai Dayalji Desai (HUF)	Promoter Group [Person Acting in Concert for Sanjay Desai]
Anantrai Dayalji Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]
Arti Sanjay Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]
Jagrat Sanjay Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]

"RESOLVED FURTHER THAT upon receipt of the approval of the Stock Exchanges and other requisite approvals, the Company shall effect such re-classification, with immediate effect, in the Statement of Shareholding Pattern and in all other filings to be made by the Company including those under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and under any other applicable provisions."

"RESOLVED FURTHER THAT Mr. Amit Sheth, Director and Mr. Ninad Kelkar, Company Secretary, be and are hereby authorized severally to perform and execute all such acts, deeds, matters and things including but not limited to making timely intimation to Stock Exchange(s), and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolutions."

Registered Office:
Synergia IT Park,Plot No. R-270, T.T.C.Industrial Estate,
Near Rabale Police Station,Rabale,Navi Mumbai -400701
CIN: L99999MH1997PLC111637
Tel: +91 22 4040 7070 • Fax: +91 22 4040 7080
E-mail: investor@aurionpro.com
Website: www.aurionpro.com
Date: 14th June, 2018
Place: Navi Mumbai

By Order of the Board
For Aurionpro Solutions Limited

Ninad Kelkar
Company Secretary

NOTES AND INSTRUCTIONS:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Resolution and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on 08th June, 2018, and a person who ceases to be a Member after the said date, should treat this Notice for information purposes only. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 08th June, 2018. A member cannot exercise his/ her vote by proxy on Postal Ballot.
3. As per Section 110 of the Act, read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Postal Ballot Notice may be served on the members through electronic means, or by registered post/speed post or through courier service. Accordingly, Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any Member has requested for a physical copy of the same. Members who have not registered their e- mail address will receive this Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode.
4. The date of dispatch of the Postal Ballot Notice shall be announced through advertisement in the following newspapers:
   (i) Navshakti – Marathi News Paper (Regional Language),
   (ii) The Freepress Journal- English newspaper
5. The Postal Ballot Notice is uploaded on the website of the Company, www.aurionpro.com and on the website of NSDL, i.e. www.evoting.nsdl.com.
6. Voting Period commences on 20th June, 2018 at 9.00 am and ends on 19th July , 2018 at 5.00 pm.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
8. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
9. In case a Member has not received the Postal Ballot Form and is desirous of obtaining a duplicate Ballot Form or who has been sent this Postal Ballot Form electronically does not want to avail e-voting facility organized by National Securities Depository Ltd., may write to the Company at the registered office of the Company or Email: investor@aurionpro.com mentioning their folio/DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach not later than the date and time specified in instructions at Serial No. A(ii) below.
10. M/s. RS & MP Associates, Company Secretaries, has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
11. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit report to the Chairman or the Company Secretary of the Company. The results of the Postal Ballot will be declared on or before 24th July 2018. The said result along with scrutinizer's report(s) will be displayed on the Company's website viz., www.aurionpro.com and the website of National Securities Depository Limited viz., www.evoting.nsdl.com. The results shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited.
12. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
13. The said Resolutions will be deemed to have been passed on the date of declaration of results, if approved, by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the Rules made there under.
14. The Applications received from the Promoters will be available for inspection at the registered office of the Companies.
15. **Instructions for voting:**

A. Voting through physical Ballot Form

(i) A Member desiring to exercise vote by Physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Company's Registrar and Transfer Agent in the closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.

(ii) The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre- paid postage Business Reply Envelope to the Company's Registrar and Transfer Agent so as to reach their before 5.00 pm on 19th July, 2018. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted/ accepted.

(iii) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Voting through electronic means:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/CSI Member' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 108443 then user ID is 108443001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a ".pdf file". Open the . ".pdf file". The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The ".pdf file" contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your "initial password" is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select E-voting Event Number "EVEN" of Aurionpro Solutions Limited which is 108443
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsmp.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

C. Other Instructions:

(i) The e-voting period commences on 20th June, 2018 at 9.00 am and ends on 19th July, 2018 at 5.00 pm (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently. (Note: e-Voting shall not be allowed beyond the said time.)

(ii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 8th June, 2018 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e. NSDL and CDSL.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Regulation 31A of the The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") has provided a regulatory mechanism for the re-classification of the persons from the Promoters & Promoter group to Non-Promoter / Public Shareholders, subject to the fulfilment of conditions as provided therein.

In this regard, the Company has received applications, dated 11th June,2018 from/ on behalf of the persons ("Applicants") as set out below pursuant to Regulation 31A of the Listing Regulations, requesting re-classification of them and respective shareholdings in the Company, by removing them and the Persons Acting in Concert with them, from the "Promoter and Promoter Group" category to the appropriate segment of "Non-Promoter/Public" category in the Shareholding Pattern.

The details of shareholding of the Applicants, on the date of this Notice is as under:

Name	Category	No of Shares held	% of Holding
Bhavesh Rameshchandra Talsania	Promoter	484240	2.05
Sanjay Anantrai Desai	Promoter	422631	1.78
Anantrai Dayalji Desai (HUF)	Promoter Group [Person Acting in Concert for Sanjay Desai]	6920	0.02
Anantrai Dayalji Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]	15360	0.06
Arti Sanjay Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]	160395	0.67
Jagrat Sanjay Desai	Promoter Group [Person Acting in Concert for Sanjay Desai]	11000	0.04

The Applicant are neither the 'immediate relatives' nor are they controlled by the remaining Promoters of the Company. The Applicants are financially independent persons, who take independent investment decisions and are no way related to any of the business carried out by the Company. None of the above mentioned Applicants hold any key managerial position or executive representations on the Board of Directors of the Company. Mr. Sanjay Desai is a non-executive Director. None of the abovementioned Applicants is engaged in management or day to day affairs of the Company and none of them have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding. None of their act influences the decision taken by the Company and they do not have any special right through, formal or informal arrangements with the Company or with any other Promoters of the Company.

In consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company, have approved the applications received from the Applicants, subject to approval by the Members and relevant regulatory authorities.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the Company as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with the Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the Shareholders of the Company, for the said reclassification.

The Board recommends the passing of the resolutions as set out in the notice for the approval of the Members as a Special Resolution, through postal ballot.

Except Mr. Sanjay Desai, as stated above, none of the Directors or Key managerial personnel is concerned or interested in the said resolutions except to the extent and manner set out in the resolution.

You are requested to communicate your assent or dissent for the aforesaid proposed resolution, in accordance with the instructions set out herein.

Registered Office:
Synergia IT Park,Plot No. R-270, T.T.C.Industrial Estate,
Near Rabale Police Station,Rabale,Navi Mumbai -400701
CIN: L99999MH1997PLC111637
Tel: +91 22 4040 7070 • Fax: +91 22 4040 7080
E-mail: investor@aurionpro.com
Website: www.aurionpro.com

By Order of the Board
For Aurionpro Solutions Limited

Ninad Kelkar
Company Secretary

Date: 14th June, 2018
Place: Navi Mumbai