

07th August, 2017

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 provisions of the Act, the Company has completed on 04th August 2017 the physical and electronic dispatch of the postal ballot notice dated 27th July, 2017, along with postal ballot form to all the Members whose names appears in the register of members/lisf of beneficial owners as on 28th July, 2017, (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



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 shareholders of the Company on the resolutions appended below and the same is proposed to be passed by way of postal ballot/e-voting. The explanatory statement pertaining to the said resolutions 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, at its meeting held on 27th July, 2017, 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.

The 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 03rd September 2017.

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 Company Secretary. The result of the voting conducted through postal ballot would be announced by Chairman or the Company Secretary of the Company on or before 09th September, 2017 at the Registered Office of the Company.

PROPOSED RESOLUTIONS

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

ITEM NO. 1**APPROVAL OF THE EMPLOYEE SHARE PURCHASE SCHEME FOR THE EMPLOYEES OF AURIONPRO SOLUTIONS LIMITED:**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, including the relevant circulars and notifications issued by the Reserve Bank of India ("the RBI"), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the SEBI Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, and the Memorandum of Association and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Members be and is hereby granted to the 'Employee Share Purchase Scheme' (hereinafter referred to as the “ESPS 2017”/“Scheme”) and the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Compensation Committee, constituted to exercise its powers, including the powers, conferred by this resolution) be authorized to create, offer, entitle, issue, allot and cancel the shares, under the Scheme to

- a. such employees, who are in permanent employment of the Company, whether working in India or out of India
- b. such employees who are directors of the Company, including Whole-time Director or otherwise;
- c. such employees of the Company, who are citizen of the countries to whom issue/ grant of shares is restricted under the foreign exchange rules and regulations in India, upon obtaining prior permission of the Reserve Bank of India or such other authority, as may be applicable
- d. such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time.

hereinafter referred to as “Eligible Employee(s)”

but excluding

- i. an employee of the Company who is a Promoter or belongs to the Promoter Group

- ii. a director of the Company who either by himself or through his relatives or through any body-corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company
- iii. Independent Director of the Company

RESOLVED FURTHER THAT the maximum number of Equity Shares to be earmarked under the Scheme shall not exceed 5% of the issued capital of the Company (as adjusted for any changes in the capital structure, from time to time) (hereinafter referred to as “Earmarked Shares”) and the Board be and is hereby authorized to offer the Equity Shares to Eligible Employees from time to time not exceeding the Earmarked Shares, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the Scheme, SEBI Regulations or other provisions of the law prevailing from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares to the Eligible Employees of the Company upon exercise of Offer from time to time in accordance with the Scheme, and/or any subsisting already available in the pool at such price or prices in one or more tranches on such terms and conditions as may be in accordance with the ESPS 2017 and the Act, the SEBI Regulations and Applicable laws.

RESOLVED FURTHER THAT the number of shares that may be offered to any Eligible Employee of the Company, in any financial year and in aggregate under the Scheme shall not exceed 1% of the paid-up share capital of the Company unless the issuance of shares exceeding 1% of the paid-up share capital to any Eligible Employees has been approved by the shareholders at their meeting.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Offeree under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board, be and are hereby authorized to make any modifications, changes, variations, alterations or revisions to the ESPS 2017, as it may deem fit, from time to time and/ or amend, modify, alter, vary, suspend, withdraw or revise the ESPS 2017 from time to time in conformity with the provisions of the Act, the SEBI Regulations and other Applicable Laws, circulars and guidelines, provided that such variation, amendment, modification or alteration is not detrimental to the material interest of the employees of the Company with regard to the shares that may have already been offered.

RESOLVED FURTHER THAT Mr. Paresh Zaveri -Chairman , Mr. Amit Sheth -Co-Chairman & Director and Mr. Ninad Kelkar -Company Secretary be and are hereby authorized severally to take necessary steps for listing of the securities allotted under ESPS 2017 on the Stock Exchanges as per the provisions of the "Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Applicable Laws.”

RESOLVED FURTHER THAT Mr. Paresh Zaveri Chairman, Mr. Amit Sheth Co-Chairman & Director and Mr. Ninad Kelkar Company Secretary of the Company, be and is hereby authorised severally to file necessary e- forms & documents to Registrar of Companies – Mumbai and other concerned departments and to take all such necessary actions and do all such things as may be required in this regard.”

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 the above resolution from time to time and 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.

ITEM NO. 2

APPROVAL OF THE EMPLOYEE SHARE PURCHASE SCHEME FOR THE EMPLOYEES OF THE SUBSIDIARY COMPANIES OF AURIONPRO SOLUTIONS LIMITED:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, including the relevant circulars and notifications issued by the Reserve Bank of India ("the RBI"), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("the SEBI Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum of Association and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the Members be and is hereby accorded to the Employee Share Purchase Scheme' (hereinafter referred to as the “ESPS 2017”/“Scheme”) and the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Compensation Committee, constituted to exercise its powers, including the powers, conferred by this resolution”) be authorized to create, offer, entitle, issue, allot and cancel the shares under the Scheme to such employees, who are in permanent

- a. employment of the subsidiaries of the Company (“Subsidiary Company”) whether in India or abroad;
- b. such employees who are directors of the such Subsidiary Company, including Whole-time Director or otherwise;
- c. such employees of the Subsidiary Company, who are citizen of the countries to whom issue/ offer of shares is restricted under the foreign exchange rules and regulations in India, upon obtaining prior permission of the Reserve Bank of India or such other authority, as may be applicable
- d. such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time.

hereinafter referred to as “Eligible Employees of the Subsidiary Company”

but excluding

- i. an employee of the Subsidiary Company who is a Promoter or belongs to the Promoter Group
- ii. a director of the Subsidiary Company who either by himself or through his relatives or through any body-corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company.
- iii. Independent Director of the Subsidiary Company

hereinafter referred to as “Eligible Employee of the Subsidiary”

RESOLVED FURTHER THAT the maximum number of Equity Shares to be earmarked under the Scheme shall not exceed the overall limit of 5% of the issued capital of the Company (as adjusted for any changes in the capital structure, from time to time) (hereinafter referred to as “Earmarked Shares”) as mentioned in Resolution [1] above and the Board be and is hereby authorized to offer the Equity Shares to Eligible Employees of the Subsidiary from time to time not exceeding the Earmarked Shares, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board, in accordance with the Scheme, SEBI Regulations or other provisions of the law prevailing from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot Equity Shares to the Eligible Employees of the Subsidiary upon exercise of Offer from time to time in accordance with the Scheme, and/or any subsisting already available in the pool at such price or prices in one or more tranches on such terms and conditions as may be in accordance with the ESPS 2017 and the Act, the SEBI Regulations and Applicable laws.

RESOLVED FURTHER THAT the number of shares that may be offered to any Eligible Employee of the Subsidiary, in any financial year and in aggregate under the Scheme shall not exceed 1% of the paid-up share capital of the Company unless the issuance of shares exceeding 1% of the paid-up share capital to any Eligible Employee of the Subsidiary has been approved by the shareholders at their meeting.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of Shares to be allotted and the exercise price payable by the Offeree under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board, be and are hereby authorized to make any modifications, changes, variations, alterations or revisions to the ESPS 2017, as it may deem fit, from time to time and/ or amend, modify, alter, vary, suspend, withdraw or revise the ESPS 2017 from time to time in conformity with the provisions of the Act, the SEBI Regulations and other Applicable Laws, circulars and guidelines, provided that such variation, amendment, modification or alteration is not detrimental to the material interest of the employees of the Company with regard to the shares that may have already been offered.

RESOLVED FURTHER THAT Mr. Paresh Zaveri - Chairman, Mr. Amit Sheth- Co-Chairman & Director and Mr. Ninad Kelkar-Company Secretary, be and are hereby authorized severally to take necessary steps for listing of the securities allotted under ESPS 2017 on the Stock Exchanges as per the provisions of", Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other Applicable Laws.”

“RESOLVED FURTHER THAT Mr. Paresh Zaveri Chairman, Mr. Amit Sheth Co-Chairman & Director and Mr. Ninad Kelkar Company Secretary of the Company, be and is hereby authorised severally to file necessary e- forms & documents to Registrar of Companies – Mumbai and other concerned departments and to take all such necessary actions and do all such things as may be required in this regard.”

“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 the above resolution from time to time and 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.

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 3001 7001
Fax: +91 22 3001 7000
E-mail: investor@aurionpro.com
Website: www.aurionpro.com

By Order of the Board

For Aurionpro Solutions Limited

Ninad Kelkar

Company Secretary

Date: 27th July, 2017
Place: Navi Mumbai

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 28th July, 2017.
3. The 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 05th August, 2017 at 9.00 am and ends on 03rd September, 2017 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, 2015 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 organised 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 Company Secretary of the Company. The results of the Postal Ballot will be declared on or before 09th September 2017. 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. 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 03rd September, 2017. 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:

In case a Member receives an e-mail of Postal Ballot Notice from NSDL (for Members whose e-mail addresses are registered with the Company/Depository Participant(s)):

- (i) Open email and the attached PDF file viz., “Aurionpro.pdf ” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file “Aurionpro.pdf ”.

- (ii) Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- (iii) Click on “Shareholder - Login”.
- (iv) Put User ID and password as initial password noted in step B (i) above and Click Login.
- (v) The Password Change Menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Kindly take note of your 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) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
 - In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (vii) Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select E-voting Event Number (“EVEN”) of 'Aurionpro Solutions Limited' Which is 106663.
- (ix) Now you are ready for “e-Voting” as “Cast Vote” page opens.
- (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
- (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are also 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 to rsmp.pcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- (xiv) In case a Member receives physical copy of the Postal Ballot Notice (for Members whose email addresses are not registered with the Company/Depositories Participant(s) or requesting physical copy):
 - (a) Initial password is provided in the enclosed Ballot Form.
 - (b) Please follow all steps from Sr. No. B (ii) to Sr. No. B (xiii) above, to cast vote.
 - (c) 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 Downloads section of www.evoting.nsdl.com.
- (xv) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

C. Other Instructions:

- (i) The e-voting period commences on 05th August, 2017 at 9.00 am and ends on 03rd September, 2017 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 cast 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 28th July, 2017 as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e. NSDL and CDSL.
- (iii) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call toll free no: 1800 222 990 or contact Mr. Rajiv Ranjan, Asst. Manager, National Securities Depository Limited, Trade World, A Wing, 4th and 5th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400 013 at the designated email ids: evoting@nsdl.co.in or rajivr@nsdl.co.in or at telephone no. +91 22 2499 4738 who will also address grievances connected with the voting by electronics means.

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

Item No. 1 & 2

The Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Compensation Committee, constituted to exercise its powers conferred on it) have approved, the 'Employee Share Purchase Scheme' (hereinafter referred to as the "ESPS 2017"/"Scheme") at their Meeting held on 27th July 2017 with an objective to attract and retain talent in the Company.

The ESPS 2017 provides for offer of shares of the Company to the Eligible Employees as identified and selected by the Board on the basis of their performance evaluation.

The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("Regulations") prescribe inter-alia that all listed companies intending to offer shares to its employees under an employee stock purchase scheme have to comply with these Regulations. Further, SEBI vide its Circular dated June 16, 2015 has specified the necessary guidelines relating to disclosure/ process requirements under the Regulations.

The Resolutions set out as Item No. 1 & 2 are being proposed accordingly for the consideration of the Members for the approval of the ESPS 2017 by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the proposed Resolutions except to the extent of shares that may be offered to them under ESPS 2017.

The details of ESPS 2017 pursuant to Rule 6 of the Regulations read with SEBI's circular dated June 16, 2015 are as follows:

a.	Brief description of the Scheme	The Company has instituted ESPS 2017 with a view to allow qualified, talented and competent personnel to participate in wealth creation of the Company and grant employees of the Company and its Subsidiary long-term incentive compensation in the form of Equity Shares in the Company in addition to compensation and enhance the ability of the Company to attract and retain qualified employees by identifying their interest with those of the Company and its shareholders.
b.	The total number of shares or benefits, as the case may be, to be granted	The total number of shares to be offered in aggregate shall not exceed 5% of the issued capital of the Company, at any point of time.
c.	Identification of classes of employees entitled to participate and be beneficiaries in the Scheme	Eligible Employees for participation shall be any person as determined by the Board including such other select personnel shortlisted from amongst (i) the Employees and/ or (ii) if and to the extent, permitted by Applicable Laws any other personnel, from time to time. "Employee" shall mean (i) a permanent employee of the Company working in India or overseas or (ii) a director of the Company being whole time or non-executive or (iii) an employee, as defined in sub-rules (i) or (ii) in this definition, of Branch Offices or of its Subsidiary Company, in India or overseas but excludes: - an employee of the Company or its Subsidiary Company who is a Promoter or belongs to the Promoter Group; - a director of the Company or its Subsidiary Company who either by himself or through his relatives or through any body-corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company. - Independent director of the Company or its Subsidiary Company. Any person working on a contract or sub-contract basis for any period will be ineligible for consideration for the Scheme.
d.	Requirements of vesting and period of vesting	There is no requirement of vesting/period of vesting in the Scheme.
e.	Lock – In of Equity Shares	The Equity Shares allotted in terms of this Scheme to the Offerees shall not be transferred for a period of one (1) year from the Date of Allotment thereof or such other period as may be prescribed under the applicable laws.
f.	Exercise price/purchase price or pricing formula;	Equity Shares shall be offered to such Employees of the Company ("Offeree") as decided by the Board in accordance with the Scheme from time to time based on the recommendation of the management of the Company at the Offer Price which shall be not less than the face value of Equity Share of the Company.
g.	Exercise period and process of exercise	An Offeree can subscribe to the Equity Shares of the Company within a period of 1 (one) year from the Date of Offer of Equity Shares in one or more tranches.

h.	The appraisal process for determining the eligibility of employees for the Scheme	The Board shall consider the following criteria for determining the eligibility of employees for the Scheme: 1. contribution that may be made by an Employee in future to the growth of the Company as perceived by the Board; 2. contribution of an Employee to the Company's growth in the past as perceived by the Board; and 3. position of an Employee in the Company hierarchy. The Board shall at its discretion call for inputs on the performance of such Employees from the human resource department or from such persons as it may deem fit before recommending Offer of Equity Shares
i.	Maximum number of shares, as the case may be, to be issued per employee and in aggregate	The Board shall normally determine the number of Shares to be Offered for an Eligible Employee, within the maximum limits applicable as per Regulations. Currently the maximum limits applicable is that the number of Share offered for an individual Eligible Employee, during any year, shall be less than 1% of the paid-up equity share capital of the Company at the time of issue of shares, unless approved by way of a Special Resolution passed by the members of the Company.
j.	Maximum quantum of benefits to be provided per employee under the Scheme	Same as point (i) above.
k.	Whether the Scheme is to be implemented and administered directly by the company or through a trust;	Scheme is to be implemented and administered directly by the Company for which it has created a Pool (ESPS Pool).
l.	Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both	ESPS 2017 involves only new issue of shares by the Company.
m.	The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, e.t.c.	The Company has not created any separate implementing agency like a Trust and thus this point is not applicable to the Company and the Scheme.
n.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme	No secondary market acquisition is envisaged for EPS 2017.
o.	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company shall conform to the accounting policies specified in Regulation 15.
p.	The method which the company shall use to value its Options/SARs;	Since the Company is not granting any Options/SARs thus this point is not applicable to the Company.
q.	Statement of confirmation	In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the Company shall also be disclosed in the Directors' Report.

The Members are requested to consider and approve resolutions set out in the Notice as Special Resolutions.

None of the Directors, Key managerial personnel of the Company or their relatives is concerned or interested in the said 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
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Fax: +91 22 3001 7000
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Date: 27th July, 2017
Place: Navi Mumbai

By Order of the Board
For Aurionpro Solutions Limited

Ninad Kelkar
Company Secretary