

01<sup>st</sup> October, 2010

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



Dear Sirs,

**Sub: Proceedings of the 13<sup>th</sup> Annual General Meeting – Compliance with Clause 31(d) of the Listing Agreement**

We are pleased to inform you that the following resolutions were passed by the members at the 13<sup>th</sup> Annual General Meeting of the Company held at Hotel Suncity Residency, 16<sup>th</sup> Road, MIDC, Marol, Andheri (East), Mumbai – 400 093 on Thursday, 30<sup>th</sup> September, 2010 at 03.00 p.m. : -

**ORDINARY BUSINESS**

1. The audited Balance Sheet of the Company as at 31<sup>st</sup> March 2010, Profit & Loss Account and Cash Flow Statement for the year ended on that date together with notes and Schedules annexed thereto (Standalone and Consolidated) and reports of the Directors and Auditors were approved and adopted.
2. Dividend @ Rs.2/- per share on 1,47,99,417 fully paid-up equity shares of Rs.10/- each, absorbing a sum of Rs. 3,46,28,834/- (inclusive of tax on dividend of Rs.50,30,000/-) was declared for the year ended 31<sup>st</sup> March 2010.
3. Dr. Mahendra Mehta & Mr. Paresh Zaveri was re-appointed as Director of the Company.

**SPECIAL BUSINESS**

Following Resolutions were passed:

4. M/s. Chaturvedi & Shah, Chartered Accountants, expressed their unwillingness to be re-appointed as statutory auditor of the company, consequently M/s. Chokshi & Chokshi, Chartered Accountants, Mumbai are appointed as Statutory Auditors of the Company for the Financial Year 2010-2011 in place of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai to hold the office till the conclusion of next Annual General Meeting.
5. The members approved appointment of Mr. Vishwanath Prabhu as a director of the company who is liable to retire by rotation.

6. Through the Special resolution the members approved the agreement between Company and Mr. Amit Sheth for the purpose of re-appointment of Mr. Amit Sheth, as Managing Director of the Company, for a period of 5 (Five) years w.e.f. 01<sup>st</sup> April, 2010, on the terms and conditions including remuneration as mentioned in the said agreement, with liberty to Board of Directors to alter and vary the terms and conditions and/or remuneration.
7. Through the Special resolution the members approved the agreement between Company and Mr. Sanjay Desai for the purpose of re-appointment of Mr. Sanjay Desai, as an Executive Chairman of the Company, for a period of 5 (Five) years w.e.f. 01<sup>st</sup> April, 2010, on the terms and conditions including remuneration as mentioned in the said agreement, with liberty to Board of Directors to alter and vary the terms and conditions and/or remuneration.
8. The members approved the ESOP Scheme (The ASL ESOS - 2010), pursuant to which up to 14,79,941 equity shares of the Company could be allotted to the employees of the Company. The said resolution was passed as Special resolution.
9. The members also approved the issue of Equity Shares to the employees of the subsidiary companies in the ESOP Scheme (The ASL ESOS- 2010). The said resolution was passed as Special resolution.
10. The members approved resolution relating to raising funds for the Company in a manner as may be decided by the Board of Directors of the Company. The said resolution was passed as Special resolution.
11. Through Special resolution the members gave their approval to change the terms of utilization of the balance IPO funds of Rs. 23.92 lacs as on 30<sup>th</sup> June, 2010 towards working capital purpose.

Kindly take note of the above proceedings.

Thanking you,  
Yours faithfully,  
For **Aurionpro Solutions Limited**



**Amit Sheth**  
Managing Director