

01st September, 2018

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.
NSE CODE: AURIONPRO

Respected Sir,

Sub: Notice of Annual General Meeting ,Book Closure & E-voting

We would like to inform you that the 21st Annual General Meeting is scheduled to be held on Tuesday, 25th September, 2018, at 11 a.m. at Hotel Ramada, 156, Millennium Hall no.2 1st Floor, 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, 22nd September, 2018 to Tuesday, 25th September, 2018 (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 21st AGM scheduled to be held on 25th September, 2018 as per following schedule:

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

Cut-off Date for remote e-voting: 18th September, 2018

Date of commencement of e-voting: 22nd September, 2018
Start Time: 09.00 A.M.

Date of end of e-voting: 24th September, 2018
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 Twenty First Annual General Meeting of Aurionpro Solutions Limited will be held at Hotel Ramada, 156, Millennium Hall No. 2, 1st Floor, Millennium Business Park, MIDC, Sector 2, Mahape, Navi Mumbai – 400710 on Tuesday, 25th September, 2018, 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, 2018, and 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, 2018.
3. To appoint a Director in place of Mr. Sanjay Desai (DIN 00077915), who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Paresh Zaveri as the Managing Director**

If thought fit, to pass, with or without modification(s) the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("including any statutory modification(s) or re-enactment thereof, for the time being in force") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the Central Government and such other consents and permissions as may be required, Mr. Paresh Zaveri, (DIN 01240552), be and is hereby appointed as the Managing Director of the Company on the following terms.:

A. Period:

5 years w.e.f. 1st September 2018 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration and Perquisite:

Mr. Zaveri will not draw any remunerations from the Company, however, he may be entitled for the perquisite, allowances, re-imbursements and such other benefits to be determined by the Board of Directors, within the limits and parameters prescribed under Schedule V of the Companies Act 2013.

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and is hereby authorized to decide at its absolute discretion from time to time, all the terms and conditions of the appointment of

Mr. Paresh Zaveri and obtain necessary approvals including from the Central Government for the purpose of the appointment."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors

Ninad Kelkar
Company Secretary
 28 August, 2018
 Navi Mumbai
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/Proxies to attend and vote on a poll instead of himself/herself. Such a proxy/proxies need not be a Member of the Company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The brief profile of Mr. Sanjay Desai who is liable to retire by rotation and being eligible offers himself for reappointment, has been given in the Corporate Governance section of the Annual Report. The profile of Mr. Paresh Zaveri has been covered in the explanatory statement to the Resolution.
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, 22nd September, 2018 to Tuesday, 25th September, 2018, both days inclusive.
5. Dividend for the year ended 31st March, 2018, 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, 21st September, 2018, 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, 21st September, 2018, in respect of shares held in physical form.
 - c. The members are advised to encash dividend warrants promptly.
6. Members are advised to avail of nomination facility in respect of shares held by them.
7. 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.
8. 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.
9. Members, who hold shares in electronic form, are requested to bring their Client ID and DP ID numbers at the meeting for easier identification.
10. In terms of Section 124 of the Companies Act, 2013,
- a. the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to the Investor Education and Protection Fund; and
 - b. the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to the Investor Education and Protection Fund;
- Therefore, the members who have not encashed 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.
11. 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).

12. Instructions for remote e-voting are as under:

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' 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 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use 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.
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
13. Other Instructions:
 - a. 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.
 - b. 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).
 - c. The remote e-voting period will commence at 9.00 a.m. on Saturday, 22nd September, 2018, and will end at 5.00 P.M. on Monday, 24th September, 2018. 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, 18th September, 2018, 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.

- d. 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, 18th September, 2018.
- e. 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, 18th September, 2018, 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.
- f. 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.
- g. 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.
- h. 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.
- i. 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.
- j. 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.

- k. 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.
- l. As per the Companies (Amendment) Act 2017, the requirement of ratification of the appointment as aforesaid has been omitted with effect from 7th May, 2018. Therefore, the ratification of the appointment of Statutory Auditors by the shareholder of the Company in this AGM is not required and also not presented in this notice.
- m. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- n. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their address, telephone number, e-mail id, nominees or joint holders, as the case may be.
- o. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Company's Registrar in this regard.

By Order of the Board of Directors

Ninad Kelkar
Company Secretary
28 August, 2018
Navi Mumbai
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****Appointment of Mr. Paresh Zaveri as the Managing Director**

Mr. Paresh Zaveri is the Chairman of the Board of Directors. He co-founded the company in 1997 and has been the strategic architect of its growth ever since. Mr. Zaveri led the formulation of Aurionpro's incisive corporate strategy that included a balanced combination of organic and inorganic growth and was instrumental in identifying the markets to expand into and the acquisition targets that would both fit within the Company's corporate culture and targeted growth plans. Having successfully performed several corporate roles, Mr. Zaveri now focuses on providing executive, financial, operational, and strategic oversight to the senior leadership team.

Mr. Zaveri brings 20+ years of experience in corporate finance, supply chain, general management, and strategic planning to his role with Aurionpro, and is also influential in advising a number of industry-related organizations and enterprises. Based in Singapore, Paresh holds a degree in engineering as well as an MBA in finance.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Zaveri as Managing Director of the Company.

The terms and conditions of Mr. Zaveri's appointment as Managing Director as set out in the resolution is subject to your approval.

Mr. Zaveri is not related to any other Director and Key Managerial Personnel of the Company.

The additional detailed information as per Section – II of Schedule V is as follows:

Sr. No.	Particulars	Information
I	General Information:	
1.	Nature of industry	IT- Service
2.	Date or expected date of commencement of commercial production.	Business commenced in 1997, since the Company is into service sector, hence there is no date of commercial production
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators.	Financial year 2017-18 (Standalone):- Gross Revenue: ₹ 7,427.45 lakhs Profit after Tax: ₹ 255.32 lakhs Rate of Dividend: 20% on face value i.e. ₹ 2 per share Earnings per Share: ₹ 1.09
5.	Foreign investments or collaborators, if any	The Company has subsidiaries and joint ventures abroad as published in its Annual report
II	Information about the appointee:	
6.	Background details	Mr. Paresh Zaveri is the Chairman of the Board of Directors. He co-founded the company in 1997 and has been the strategic architect of its growth ever since. Mr. Zaveri led the formulation of Aurionpro's incisive corporate strategy that included a balanced combination of organic and inorganic growth and was instrumental in identifying the markets to expand into and the acquisition targets that would both fit within the Company's corporate culture and targeted growth plans. Having successfully performed several corporate roles, Mr. Zaveri now focuses on providing executive, financial, operational, and strategic oversight to the senior leadership team. Mr. Zaveri brings 20+ years of experience in corporate finance, supply chain, general management, and strategic planning to his role with Aurionpro, and is also influential in advising a number of industry-related organizations and enterprises. Based in Singapore, Paresh holds a degree in engineering as well as an MBA in finance.
7.	Past remuneration	Nil
8.	Recognition or awards	-



Sr. No.	Particulars	Information
9.	Job profile and his suitability	He will be the Managing Director of the Company and will devote his attention to the management of the affairs of the Company and will exercise powers under the supervision and superintendence of the Board of the Company
10.	Remuneration proposed	Mr. Paresh is on the Board of our subsidiary in Singapore and is drawing a monthly remuneration of S\$ 25,000 per month from the said Subsidiary. He may continue to receive remuneration and other allowances / perquisites from the said subsidiary in Singapore.
11.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	NA
12.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Does not have any pecuniary relationship with the Company except receipt of dividend
III	Other information:	
13.	Reasons of loss or inadequate profits	NA
14.	Steps taken or proposed to be taken for improvement	NA
15.	Expected increase in productivity and profits in measurable terms	The market outlook for IT Industry is positive and the Company is best placed to tap the opportunities and accelerate growth momentum.
Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment		
16.	Name	Mr. Paresh Zaveri
17.	Qualifications	MBA finance
18.	Experience	20+ years
19.	Terms and conditions of appointment or reappointment	<p>a. Tenure: 5 years w.e.f. 1st September, 2018 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.</p> <p>b. The Managing Director of the Company is shall not be liable to retire by rotation.</p> <p>c. The Managing Director shall be entitled to such other privileges, allowance, facilities and amenities in accordance with rules and regulations as may be applicable to other employees of the Company and as may be decided by the Board of Directors, within the overall limits prescribed under the Companies Act, 2013</p> <p>d. The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder</p> <p>e. The separation from this engagement could be effected by either party giving three months' notice</p>
20.	Last drawn remuneration	Nil
21.	Date of first appointment on the Board	September 25, 2000
22.	No. of share held as on 30th June, 2018	35,19,301
23.	Relationship with Directors, Managers & KMP	Not related
24.	Number of Board Meeting attended during FY 2017-18.	Three

Sr. No.	Particulars	Information												
25.	Other Directorship (The Directorship held by the Directors as mentioned, do not include alternate directorships, directorships of foreign companies.)	a. QUEST SOFTECH (INDIA) LIMITED b. AURIONPRO SOLUTIONS LIMITED c. FORTUNE STONES LIMITED d. MEGA CAPITAL BROKING PRIVATE LIMITED e. AUROFIDEL OUTSOURCING LIMITED f. TREJHARA SOLUTIONS LIMITED g. SENA SYSTEMS PRIVATE LIMITED h. AUROSCIENT OUTSOURCING LIMITED												
26.	Chairman/ Member of the Committees of Boards of other companies (only listed company has been considered)	<table><tr><th>Sr. No.</th><th>Name of the Company</th><th>Committee</th><th>Designation</th></tr><tr><td>1</td><td>QUEST SOFTECH (INDIA) LIMITED</td><td>Audit Committee</td><td>Member</td></tr><tr><td>2</td><td>QUEST SOFTECH (INDIA) LIMITED</td><td>Stakeholder Relationship Committee</td><td>Member</td></tr></table>	Sr. No.	Name of the Company	Committee	Designation	1	QUEST SOFTECH (INDIA) LIMITED	Audit Committee	Member	2	QUEST SOFTECH (INDIA) LIMITED	Stakeholder Relationship Committee	Member
Sr. No.	Name of the Company	Committee	Designation											
1	QUEST SOFTECH (INDIA) LIMITED	Audit Committee	Member											
2	QUEST SOFTECH (INDIA) LIMITED	Stakeholder Relationship Committee	Member											

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Zaveri and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in this item of this Notice is accordingly commended for your approval.

By Order of the Board of Directors

Ninad Kelkar
Company Secretary
 28 August, 2018
 Navi Mumbai
Registered Office:
 Synergia IT Park, Plot No. R-270,
 T.T.C. Industrial Estate, Near Rabale
 Police Station, Navi Mumbai -400701



Route map to the venue of the AGM

Hotel Ramada

156, Millennium Hall No. 2,
1st Floor, Millennium Business Park,
MIDC, Sector 2, Mahape,
Navi Mumbai – 400710

