

AURIONPRO SOLUTIONS LTD.

Regd Office: Office No. 35, 35th floor, Sunshine Towers, Tulsi Pipe Road, Dadar- (West), Mumbai – 400 013.

NOTICE is hereby given that an Extra Ordinary General Meeting of the Shareholders of the Company will be held at 10.00 A.M. on Wednesday, 30th April, 2014, at 35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (W), Mumbai - 400013 to transact the following business: -

SPECIAL BUSINESS:

1. INCREASING THE FII AND NRIS/ PIOS INVESTMENT LIMITS UNDER PORTFOLIO INVESTMENT SCHEME.

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

"RESOLVED THAT pursuant to applicable provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and the Companies Act, 1956 and the Companies Act, 2013 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company the consent of the Company be and is hereby accorded for investments by Foreign Institutional Investors (hereinafter referred to as "the FIIs") in the shares of the Company, by purchase or acquisition from the market under the Portfolio Investment Scheme, upto 100 per cent of the paid up equity share capital of the company".

"RESOLVED Further that pursuant to the provisions of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and applicable Master Circulars, the total holding of securities in the Company by all NRIs put together, be limited to 24% of the aggregate paid up share capital of the company."

"FURTHER RESOLVED that such increased limits of the holdings of FIIs/sub accounts of FIIs and NRIs be subject to such conditions as may be imposed by Reserve Bank of India or any other Statutory Authority whose permission or sanction may be required under any Law."

"RESOLVED FURTHER THAT the Mr. Amit Sheth, Vice Chairman & Managing Director or Mr. Mehul Raval, Company Secretary, be and is hereby authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to this resolution and for the matters connected therein or incidental thereto."

2. BORROWING POWERS

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders in the Annual General Meeting of the Company held on 30th September, 2009, consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 / Companies Act, 1956 and the Articles of Association of the Company for borrowing, whether by way of Term Loan/Equipment Finance/Cash Credit facilities or the like, from time to time, any sum or sums of money at its discretion from National/International Financial Institutions/ Banks or from Public/Bodies Corporate or from Government Body/Corporation or Govt. of India or by way of issue of Bonds from Domestic/International sources, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) shall not exceed in the aggregate at any time `Rs. 500 Crore (Rupees Five Hundred Crores Only)."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

3. CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS.

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

RESOLVED that pursuant to Section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and any applicable provisions of the Companies Act, 1956 or any other law for the time being in force, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 500 crores."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
3. For the convenience of members and proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip, enclosed with this notice. Members/proxies are requested to duly fill the attendance slips and hand it over at the entrance of the meeting to attend the meeting.

By Order of the Board of Directors

Mehul Raval
Company Secretary

Mumbai, 27th March, 2014

Registered Office:

35th Floor, Sunshine Towers,
Tulsi Pipe Road, Near India Bulls Office,
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No.1:

In terms of the provisions of Portfolio Investment Scheme under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, (including any statutory modification or re-enactment thereof for the time being in force) the ceiling for overall investment for Foreign Institutional Investors (FIIs) is 24 per cent of the paid up capital of the company and 10 percent for Non Resident Indians (NRIs) and Person of India Origin (PIOs). The ceiling of 24 per cent for FIIs investment can be raised up to sectoral cap/statutory ceiling and the ceiling of 10 percent for NRIs/ PIOs can be raised to 24 percent of the equity paid up capital of the Company, subject to the approval of the board and the general body of the company by passing a special resolution to that effect.

The resolution set out in the accompanying Notice will enable the FIIs and NRIs/PIOs to acquire shares of the Company through authorized dealers within the revised ceiling under the Portfolio Investment Scheme.

Hence, the Board of Directors recommends the special resolution set out in the Notice for your approval.

It may be noted that Directors/Managers and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the company to the same extent as that of every other member of the Company.

Item No.2 and 3:

The Shareholders of the Company had by an Ordinary Resolution, at the 12th Annual General Meeting of the Company held on 30th September, 2009, authorised the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.500 Cr. and above the paid up capital of the Company and its free reserves, for the business of the Company.

At the same Annual General Meeting of the Company, the shareholders had accorded consent to the Board of Directors for creation of mortgages, charges and hypothecations etc. to secure aforesaid borrowings.

However, Section 180(1) of the Companies Act, 2013, provides that the Board of Directors of the Company shall exercise the said power only with the consent of the Company by a special resolution. Hence, the special resolution at item no.2 and 3 is intended for this purpose.

It may be noted that Directors/Managers and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution only to the extent of their respective shareholding in the company to the same extent as that of every other member of the Company.

By Order of the Board of Directors

Mehul Raval
Company Secretary

Mumbai, 27th March, 2014

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