

17th May 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 the physical and electronic dispatch of the postal ballot notice dated 09th May, 2017, along with postal ballot form to all the Members whose names appears in the register of members/list of beneficial owners as on 05th May, 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 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, at its meeting held on 09th May, 2017, has appointed Mr. Rakesh Sanghani, Practicing Company Secretary, 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 15th June, 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 22nd June, 2017 at the Registered Office of the Company.

PROPOSED RESOLUTION:**SHIFTING OF REGISTERED OFFICE OUTSIDE LOCAL LIMITS OF CITY (FROM MUMBAI TO NAVI MUMBAI) WITH IN STATE OF MAHARASHTRA.****To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 12(5)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), the Board of Directors (“the Board”) be and is hereby authorised to shift the Registered office of the Company from **“35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (west), Mumbai-400013”** to **“Synergia IT Park, Plot No - R - 270, T.T.C Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai – 400701”** within the state of Maharashtra, from such date as may be determined by the Board.”

“RESOLVED FURTHER THAT Mr. Amit Sheth Co-Chairman & Director of the Company, be and is hereby authorised 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.”

“RESOLVED FURTHER THAT 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:35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar

(W), Mumbai - 400013

CIN: L99999MH1997PLC111637

Tel: +91 22 6617 2600

Fax: +91 22 6617 2666

E-mail: investor@aurionpro.com

Website: www.aurionpro.com

By Order of the Board

For Aurionpro Solutions Limited**Ninad Kelkar**

Company Secretary

Date: 09th May, 2017

Place: 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 05th May, 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 17th May, 2017 at 9.00 am and ends on 15th June, 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, 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 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. Mr. Rakesh Sanghani, Practicing Company Secretary, 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 22nd June, 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 15th June, 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 106145.
- (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 rakesh@csrakeshsanghani.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 17th May, 2017 at 9.00 am and ends on 15th June, 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 05th May, 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

SHIFTING OF REGISTERED OFFICE OUTSIDE LOCAL LIMITS OF CITY (FROM MUMBAI TO NAVI MUMBAI) WITH IN STATE OF MAHARASHTRA.

Presently, the Company's registered office is located at Mumbai, in the State of Maharashtra. The Board of Directors of the Company at their meeting held on 09th May, 2017 has decided to shift the Registered office from the **“35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (west), Mumbai-400013”** to the **“Synergia IT Park, Plot No - R - 270, T.T.C Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai – 400701”** to carry on the business of the Company more economically and efficiently and with better operational convenience.

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

None of the Directors, Key managerial personnel of the Company or their relatives is concerned or interested in the said resolution.

Registered Office:

35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar
(W), Mumbai - 400013
CIN: L99999MH1997PLC111637
Tel: +91 22 6617 2600
Fax: +91 22 6617 2666
E-mail: investor@aurionpro.com
Website: www.aurionpro.com

By Order of the Board
For Aurionpro Solutions Limited

Ninad Kelkar
Company Secretary

Date: 09th May, 2017
Place: Mumbai



AURIONPRO SOLUTIONS LTD.

(CIN: L99999MH1997PLC111637)

Registered Office: 35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (W), Mumbai – 400013, Maharashtra.

Tel: +91 22 6617 2600; **Fax:** +91 22 6617 2666 • **Email:** Investor@aurionpro.com; • **Website:** Www.aurionpro.com

POSTAL BALLOT FORM

1. Name & Registered Address of the Sole / First named Member	:-	
2. Name (s) of the Joint Holders (s), (If any)	:-	
3. Registered folio No./DP ID No./Client/ ID No.* *(Applicable to Investors holding shares in dematerialize form)	:-	
4. Number of Share (s) held	:-	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice and Explanatory Statement annexed thereto by sending my/our assent (**FOR**) or dissent (**AGAINST**) to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	Nature of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To shift the Registered office of the Company from “35 th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (west), Mumbai-400013” to “Synergia IT Park, Plot No - R - 270, T.T.C Industrial Estate, Near Rabale Police station, Rabale, Navi Mumbai – 400701” within the state of Maharashtra.	Special Resolution			

Place:

Date:-

Signature

ELECTRONIC VOTING PARTICULARS

(EVEN) E VOTING EVENT NUMBER	User ID	Password
106145		

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

Process and manner for Members opting for voting using the physical Postal Ballot Form are as under:

1. Please complete the Postal Ballot Form in all respects and send it to the Company's Registrar and Transfer Agent in the attached self-addressed business reply envelope which shall be properly sealed with adhesive tape. Postage will be borne and paid by the Company, if posted in India. However, envelopes containing Postal Ballot Form, if sent by courier or any other secure mode at the expense of the Member but using the postage pre-paid envelope will also be accepted.

2. The self-addressed envelope bears the name and address of the Bigshare Services Pvt. Ltd., Registrar and Transfer Agent of the Company and is to the attention of the Scrutinizer appointed by the Board of Directors of the Company.

The Postal Ballot Form should be signed by the Member as per specimen registered with the Company. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and his/ her absence, by the next named Member.

Where the Postal Ballot Form has been signed by the Authorized Representatives of a Company/ Body Corporate/ Trust/ Society, where the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority Letter together with attested specimen signature(s) of the duly authorized representatives. The holder of Power of Attorney (POA) on behalf of a Member may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. The exercise of vote by Postal Ballot is not permitted through proxy.

3. The Votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent/ dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
4. Votes will be considered invalid on the following grounds:
 - a) If the signature of the Member does not tally with the signature registered with the Company.
 - b) If the Member has marked all his/her shares both in favour and also against the Resolution.
 - c) Neither assent nor dissent is mentioned in the Postal Ballot Form.
 - d) If the Postal Ballot Form is received torn or defaced or mutilated to an extent that is difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked on one or more of the above.
 - e) If Voting is done through any other form or photocopy of the Postal Ballot Form.
 - f) If the Postal Ballot Form is unsigned.
 - g) If the envelope containing the Postal Ballot Form is received after the voting period ends.
 - h) If the Postal Ballot Form is received incomplete, improper or incorrect.

5. A member need not use all his/ her votes nor cast all his/ her votes in the same way. The Total number of shares in assent/ dissent taken together should not exceed the Member's total shareholding.
6. Duly completed Postal Ballot Forms should reach the Registrar and Transfer Agent not later than the 5.00 P.M on June 15, 2017. Postal Ballot Forms received after that will be strictly treated as if reply from such Member has not been received.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Registrar and Transfer Agent not later than the date specified at Sr. No. 6 above.
8. The Voting shall be reckoned on the paid up value of shares registered in the name of the Member(s) as on May 05, 2017 ("Cut Off Date") as per the Register of Member of the Company and as informed to the Company as Beneficial Owners by the Depositories as on Cutoff Date.
9. The enclosed self-addressed business reply envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the Members for sending any other correspondence to the Company.
10. Members are requested not to send any paper (other than the Board Resolution/ Authority Letter as mentioned under Sr. No. 2 above) along with the Postal Ballot in the enclosed self-addressed business reply envelope. All business reply envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every Registered Folio/ Client ID irrespective of the number of Joint Member(s).
12. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.
13. The result of the voting on the Resolution will be declared on or before June 22, 2017, at the Registered Office of the Company. The result will be thereafter be published in newspaper(s) and website of the company and communicated to the Stock Exchanges.
14. Any query in relating to the Resolutions proposed to be passed by Postal Ballot may be addressed in writing to the Company Secretary, Aurionpro Solutions Ltd, 35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (West) Mumbai – 400013. E-mail: investor@aurionpro.com .

Notes:

1. **For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot and e-voting.**
2. **The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot to declare the final result for the Resolution placed for voting by the Company.**
3. **A Member can opt for only one mode of voting i.e., either by physical ballot form or through e-voting. In case of Member(s) who cast their votes via both modes i.e., physical ballot form as well as e-voting, then voting done through a valid physical ballot form shall prevail and e-voting of that Member shall be treated as invalid.**