



21<sup>st</sup> May, 2024

To, National Stock Exchange of India Limited Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. <b>NSE SYMBOL: AURIONPRO</b>	To, The BSE Limited, 25 <sup>th</sup> Floor, P. J. Towers, Fort, Mumbai: 400 001. <b>SCRIP CODE: 532668</b>
---	---

Dear Sir/Madam,

**Sub: Notice of Extra-Ordinary General Meeting ("EGM") & E-voting**

We would like to inform you that the Extra-Ordinary General Meeting is scheduled to be held on Friday, 14<sup>th</sup> June, 2024, at 11.00 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

Further, we have sent EGM notice through electronic mode to those members who are registered on the record date i.e. Friday, 17<sup>th</sup> May, 2024 and made arrangements for providing e-voting facilities to the shareholders of the Company.

The e-Voting details are mentioned below:

Cut-off Date for remote e-voting	Friday, 07 <sup>th</sup> June, 2024.
Date of commencement of remote e-voting	Tuesday, 11 <sup>th</sup> June, 2024 Start Time: 09.00 A.M.
Date of end of remote e-voting	Thursday, 13 <sup>th</sup> June, 2024 End Time: 05.00 P.M.
E-voting at the web-site of NSDL	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>

The aforesaid Notice of the EGM is also available on the website of the company at [www.aurionpro.com](http://www.aurionpro.com).

Notice of EGM is enclosed herewith.

Thanking you,

Yours faithfully,

**For Aurionpro Solutions Limited**

**Ninad Kelkar  
Company Secretary**



## Notice

### Notice of Extra-Ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting ("EGM") of Aurionpro Solutions Limited ("Aurionpro") will be held on Friday, 14<sup>th</sup> June, 2024 at 11.00 a.m.(IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), as per the detailed instructions stated hereinafter, to transact the following business:

#### **SPECIAL BUSINESS:**

#### **TO CAPITALIZE THE RESERVES AND ISSUE BONUS SHARES TO THE MEMBERS OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued from time to time by SEBI and/or the Reserve Bank of India ("RBI") and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 27,60,67,650/- (Rupees Twenty-Seven Crore Sixty Lakh Sixty-Seven Thousand Six Hundred Fifty only) from and out of the Capital Redemption Reserve and/or Securities Premium Account and/or other permitted Reserves and/or a combination of both, as per the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2024, for the purpose of issuance and allotment of bonus equity shares of Rs.10/- (Rupees Ten only) each, to be credited as fully paid up shares to the existing Members of the Company holding fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each of the Company and whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the 'Record Date' (to be decided by the Board), in the proportion of 1 (One) new fully paid-up bonus equity share of Rs.10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each held by the Members of the Company and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company.

**"RESOLVED FURTHER THAT** the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company as on the Record Date.

**"RESOLVED FURTHER THAT** the Board or its constituted Committee be and is hereby authorised to make appropriate adjustments due to the aforesaid issue of Bonus shares with respect to the employee stock purchase scheme of the Company, effective as on the 'Record Date', pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time., such that the exercise price for all outstanding shares (vested but not exercised and unvested shares including lapsed and forfeited shares available for re-issuance), the number thereof and the number of shares available for future offer as on the Record Date (to be determine by the Board) shall be proportionately adjusted under the Aurionpro Solutions Limited- ESPS 2022 of the Company.

Aurionpro Solutions Limited

Synergia IT Park, Plot No. R-270 T.T.C.  
Industrial Estate, Gautam Nagar, Near  
Rabale Police Station, Rabale, Navi  
Mumbai 400701. MH-India.

Phone +91 22 4040 7070  
Fax +91 22 4040 7080

investor@aurionpro.com  
www.aurionpro.com  
CIN: L99999MH1997PLC111637



**“RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the New Equity Shares shall be credited in compliance with the guidelines issued SEBI and relevant authorities, in this regard.”

**“RESOLVED FURTHER THAT** the issue and allotment of the said bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), Persons of Indian Origin (‘PIO’) / Overseas Corporate Bodies (‘OCBs’) and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.”

**“RESOLVED FURTHER THAT** for the purposes of giving effect to the issuance of bonus equity shares resolved hereinbefore, the Board including any Committee of the Board or any other person authorised by the Board be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, to file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities applying and seeking necessary listing approvals from the Stock Exchange(s), in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board and /or Key Managerial Personnel of the Company be and are hereby authorized to take all other steps as may be necessary to give effect to this resolution and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution, and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding.”

**By Order of the Board of Directors**

**Sd/-**

**Ninad Kelkar**

**Company Secretary**

Place: Navi Mumbai

Date: 14<sup>th</sup> May, 2024

Registered Office:

Synergia IT Park, Plot No-R-270,

T.T.C. Industrial Estate, Near Rabale Police Station,

Rabale, Navi Mumbai -400701.



## NOTES:

The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special business mentioned in the Notice of this Extra- Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.

Pursuant to General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and SEBI/HO/CFD-PoD-2/P/CIR/2023/167 Dated 7<sup>th</sup> October, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") permitted the holding of the EGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above and the relevant provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the EGM of the Company is being held through VC / OAVM.

Since the EGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.

The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023, the Notice calling the EGM has been uploaded on the website of the Company at [www.aurionpro.com](http://www.aurionpro.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023.

In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).

In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.



The Company has designated an exclusive email address [investor@aurionpro.com](mailto:investor@aurionpro.com) which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressed.

SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.

In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.

Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.

The Board of Directors in their meeting held on 14<sup>th</sup> May, 2024 have appointed CS Harshvardhan Tarkas (ACS 30701) Practicing Company Secretary, to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the EGM, 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 working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor 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 forth with.

The Result declared along with the report of the scrutinizer shall be placed on the website of the Company [www.aurionpro.com](http://www.aurionpro.com) and on the website of RTA the results shall simultaneously be communicated to the Stock Exchanges.

The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date i.e. Friday, 07<sup>th</sup> June, 2024.

Any persons, 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. Friday, 07<sup>th</sup> June, 2024, may obtain the login ID and password by sending a request at Issuer/ RTA.

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 attended the EGM.

A member may participate in the EGM even after exercising his right to vote through remote e- voting but shall not be allowed to vote again at the EGM.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Tuesday, 11<sup>th</sup> June, 2024 at 09:00 A.M. and ends on Thursday, 13<sup>th</sup> June, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 07<sup>th</sup> June, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 07<sup>th</sup> June, 2024.

How do I vote electronically using NSDL e-Voting system?



The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

**Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 09<sup>th</sup> December,2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

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. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 App Store  Google Play





<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>





Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

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.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP 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.*

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***

Password details for shareholders other than Individual shareholders are given below:

Aurionpro Solutions Limited

Synergia IT Park, Plot No. R-270 T.T.C.  
Industrial Estate, Gautam Nagar, Near  
Rabale Police Station, Rabale, Navi  
Mumbai 400701. MH-India.

Phone +91 22 4040 7070  
Fax +91 22 4040 7080

[investor@aurionpro.com](mailto:investor@aurionpro.com)  
[www.aurionpro.com](http://www.aurionpro.com)  
CIN: L99999MH1997PLC111637



If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

How to retrieve your 'initial password'?

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'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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](http://www.evoting.nsdl.com).

Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

Now you are ready for e-Voting as the Voting page opens.

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.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders



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 cshtarkas@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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.nsd.com to reset the password.

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.nsd.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and



Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS:**

As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their question/queries in advance mentioning their name, demat account number/folio number, email id, mobile number at [investor@aurionpro.com](mailto:investor@aurionpro.com) . The questions/queries received by the Company till 5.00 p.m. on Friday, 07<sup>th</sup> June, 2024 shall be considered and responded during the EGM.

By Order of the Board of Directors  
Sd/-

**Ninad Kelkar**  
**Company Secretary**

Place: Navi Mumbai  
Date: 14<sup>th</sup> May, 2024.  
Registered Office:  
Synergia IT Park, Plot No-R-270,  
T.T.C. Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai -400701.

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

### **Item Number 1**

In appreciation of the ongoing support from the Company's shareholders and to promote the engagement of retail investors over the long term while enhancing the market liquidity of equity shares of the Company, the Board of Directors, at its meeting held on 14<sup>th</sup> May, 2024 approved and recommended issue of bonus equity shares in the ratio of 1:1, subject to the consent of the Members of the Company, i.e. 1 (One) new fully paid-up equity share of Rs.10/- each be issued for every 1 (One) existing fully paid-up equity share of Rs. 10/- each held by members whose names appear on the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Record Date (to be decided by the Board) in this regard for allotment of shares, aggregating to Rs. 27,60,67,650/- (Rupees Twenty-Seven Crore Sixty Lakh Sixty-Seven Thousand Six Hundred Fifty only) divided into 2,76,06,765 (Two Crore Seventy-Six Lakhs Six Thousand Seven Hundred Sixty-Five) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.

The Bonus Shares will be issued to the members of the Company by capitalizing a sum not exceeding Rs. 27,60,67,650/- (Rupees Twenty-Seven Crore Sixty Lakh Sixty-Seven Thousand Six Hundred Fifty only) from and out of the Capital Redemption Reserve, Securities Premium Account and/or other permitted Reserves and/or a combination of both, as per the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024.

Post issue of Bonus Shares, the Issued and Paid-up Equity Share Capital of the Company will be Rs. 55,21,35,300/- (Rupees Fifty-Five Crore Twenty-One Lakhs Thirty-Five Thousand Three Hundred Only) divided into 5,52,13,530 (Five Crores Fifty-Two Lakhs Thirteen Thousand Five Hundred and Thirty) Equity Shares of Rs.10/- each.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus equity shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Article 170 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company along with capitalization of the amount standing to the credit of General reserves and/ or Retained earnings and/ or Securities premium account requires the approval of the Members of the Company.



None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives, are in any way concerned or interested (financially or otherwise), in the proposed Resolution set out in the Notice. The Directors and / or Key Managerial Personnel of the Company and / or their relatives, may be deemed to be concerned or interested in Resolution set out in the Notice relating to the issue of the Bonus Shares to the extent of their shareholdings in the Company and ESPS held by them in the Company, if any or to the extent of the shareholdings of the companies/institutions/trust of which they are directors, employees, members or trustees without any beneficial interest.

By Order of the Board of Directors  
Sd/-

**Ninad Kelkar**  
**Company Secretary**

Place: Navi Mumbai

Date: 14<sup>th</sup> May, 2024.

Registered Office:

Synergia IT Park, Plot No-R-270,

T.T.C. Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai -400701