



27th December, 2024

To, National Stock Exchange of India Limited Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. NSE SYMBOL: AURIONPRO	To, The BSE Limited, 25 th Floor, P. J. Towers, Fort, Mumbai: 400 001. SCRIP CODE: 532668
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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 Wednesday, 22nd January, 2025 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, December 20, 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	Wednesday, 15th January, 2025.
Date of commencement of remote e-voting	Sunday, 19th January, 2025 Start Time: 09.00 A.M.
Date of end of remote e-voting	Tuesday, 21st January, 2025 End Time: 05.00 P.M.
E-voting at the web-site of NSDL	www.evoting.nsdl.com

The aforesaid Notice of the EGM is also available on the website of the company at 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 Wednesday, 22nd January, 2025 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:

1. TO APPROVE AURIONPRO SOLUTIONS LIMITED - EMPLOYEE STOCK OPTION SCHEME 2024 ("ASL ESOP 2024")

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the memorandum and articles of association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "**SEBI Listing Regulations**"), the circulars/ guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), the provisions of the Foreign Exchange Management Act, 1999 (the "**FEMA**") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard from time to time ("**Applicable Law**") and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals or permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee ("**NRC**") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), and upon receipt of recommendation of the NRC Committee, and the Board, approval and the consent of the members of the Company be and is hereby accorded to introduce and implement "Aurionpro Solutions Limited - Employee Stock Options Scheme 2024" ("**ASL ESOP 2024**" / "**Scheme**" / "**Plan**") by primary issuance of fully paid up equity shares of the Company having face value of INR 10 (Indian Rupees Ten) ("**Equity Shares**") upon exercise of employee stock options issued under the Plan ("**Stock Option**"), the salient features of which are furnished in the explanatory statement to this Notice;

RESOLVED FURTHER THAT the Company be and is hereby authorized to create, issue, offer or transfer from time to time, in one or more tranches, not exceeding 30,00,000 (Thirty Lakh only) Equity Shares ("**ESOP Pool**") being 5.43% of the total paid-up equity share capital of the Company as at 30th September, 2024, to

- a) such persons who are an employee of the Company or of a group company, as designated by the Company, who is exclusively working in India or outside India;
- b) including a director, whether whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, (hereinafter referred to as "**Eligible Employees**")

but excluding

- c) employee/director who is a promoter or belongs to the promoter group;
- d) Independent directors and directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company,

at such price or prices and on such terms and conditions as may be decided by the Board and in accordance with the provisions of the ASL ESOP 2024, SEBI SBEB Regulations and in due compliance with other Applicable Laws and regulations;

RESOLVED FURTHER THAT subject to such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the NRC to administer, implement, supervise and alter the Plan, in the manner as it may deem fit, in accordance with the Applicable Law, including but not limited to the SEBI SBEB & SE Regulations, SEBI Listing Regulations (including any statutory amendment, modification(s) or re-enactment of the Companies Act, 2013, SEBI SBEB &

Aurionpro Solutions Limited

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SE Regulations or SEBI Listing Regulations for the time being in force) and other rules, regulations and guidelines, if any, memorandum and articles of associations of the Company, which authority shall include but not limited to, determine the criteria for identifying the Eligible Employee who will be eligible to grant of Stock Options under the Plan, the quantum of Stock Options to be granted to the Eligible Employee, the number of Stock Options to be granted in each tranche, the terms or combination of terms subject to which the said Stock Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such Eligible Employees, the maximum number of Equity Shares that may be issued and allotted by the Company to the Stock Option holder (on exercise of Stock Options in accordance with the terms and conditions of the Plan) at such exercise price, in such manner, at such time and on such terms and conditions as set out in the Plan and as the NRC may in its absolute discretion deem fit, and to do all such acts, deeds and things as may be required, and to execute all such deeds, documents, writings, including but not limited to the letter of grant, award agreement and to give such directions and/or instructions as may be necessary for proper administration and implementation of the Plan and to determine, in its absolute discretion, all the questions of interpretation, disputes, discrepancy or disagreement which shall arise under, or as a result of, or pursuant to, or in connection with the Plan;

RESOLVED FURTHER THAT subject to the Applicable Laws and such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the NRC to create a pool of maximum number of Equity Shares, earmarked under the Scheme, to grant Stock Options (one Stock Option being equivalent to one Equity Share) under the Plan to the Eligible Employees (of both, the Company and any of its group companies, including holding, subsidiary or associate companies) through fresh issue shall not exceed [5.43]% of the total paid-up equity share capital of the Company as of 30th September, 2024, i.e. 30,00,000 (Thirty Lakhs) Equity Shares, except where adjustments, if any, are made by the NRC in respect of Stock Options granted to the Eligible Employees under the Plan on account of any changes in capital structure of the Company and the price or prices at which Stock Options may be exercised by the Eligible Employees shall be as determined by the NRC in its sole and absolute discretion in accordance with the terms of the Plan and Applicable Laws;

RESOLVED FURTHER THAT subject to the Applicable Laws and such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the members of the Company hereby empowers the NRC to make fair and reasonable adjustment to number of Stock Options granted to the Eligible Employees and / or the price at which such Stock Options may be exercised, in its sole and absolute discretion in accordance with Applicable Laws and regulations to the terms of grant made under the Plan in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares or in the event of any change in control event of the employing entity. It is hereby clarified that in making such fair and reasonable adjustment in relation to any corporate action, the above ceiling of 30,00,000 (Thirty Lakhs) Equity Shares i.e. [5.43]% of the total paid-up equity share capital of the Company as on 30th September, 2024 earmarked under the Scheme shall be deemed to be increased to the extent that such excess represents a fair and reasonable adjustment;

RESOLVED FURTHER THAT in case the Equity Shares are either sub-divided or consolidated, then the number of Stock Options to be allotted and the exercise price shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 10/- per Equity Share bears to the revised face value of the Equity Shares after such sub-division or consolidation, without affecting any other rights or obligations of the Eligible Employee;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Company for providing any financial assistance to the Eligible Employees, to acquire, purchase or subscribe to the Equity Shares on exercise of vested Stock Options in accordance with the Scheme;

RESOLVED FURTHER THAT the issue of Stock Options to any non-resident employees shall be subject to such approvals, permissions or consents, if any, as may be laid down by the Reserve Bank of India or any other relevant authority in this regard from time to time;

RESOLVED FURTHER THAT the issuance and allotment of new Equity Shares, when made, upon exercise of vested Stock Options from time to time in accordance with the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the new Equity Shares allotted under Scheme on the stock exchanges where the Equity Shares are listed as per the provisions of the listing agreements with the concerned stock exchanges, the guidelines and other Applicable Laws and regulations;

RESOLVED FURTHER THAT subject to the Applicable Laws, the NRC be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Plan and to modify, change, vary, alter, amend, revise, suspend or terminate the Plan subject to the compliance with the Applicable Laws and regulations including but not limited to, amendment(s) with respect to price, period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan or make variations to the terms of the granted/vested Stock Option pursuant to the Scheme but are not exercised by the Eligible Employee including re-pricing the Stock Options not yet exercised in such manner as the Board may determine in its sole discretion and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to the Equity Shares to be issued pursuant to the proposed Plan without being required to seek any further consent or approval of the members, provided such action is not detrimental to the interests of the Eligible Employees and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee, with the power to further delegate to any executives/ officers of the Company to do all such acts, deeds, matters and things as may be necessary to implement the Scheme, being incidental to the effective implementation and administration of the Scheme as also to submit applications to the appropriate authorities, parties and the institutions for their requisite approvals as also to initiate all necessary actions, if required, with the SEBI/stock exchange(s), Ministry of Corporate Affairs and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT in the event of any corporate actions such as rights issues, bonus issues, reorganization, or restructuring, the NRC is empowered to make appropriate fair and reasonable adjustments to the number of Stock Options or exercise price in accordance with Applicable Laws, SEBI SBEB Regulations, and accounting standards, to ensure equitable treatment for the Eligible Employees without adversely affecting their rights;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other Applicable Laws and regulations to the extent relevant and applicable to the Plan;

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the Scheme, and generally for giving effect to this Resolution, the Board be and are hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard or for the purpose of giving effect to the aforesaid Resolution without requiring the Board to secure any further consent or approval of the Members of the Company."

2. TO GRANT THE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER 'AURIONPRO SOLUTIONS LIMITED - EMPLOYEE STOCK OPTION SCHEME 2024'

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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the memorandum and articles of association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "**SEBI SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "**SEBI Listing Regulations**"), the circulars/ guidelines issued by the Securities and Exchange Board of India ("**SEBI**"), the provisions of the Foreign Exchange Management Act, 1999 (the "**FEMA**") and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard from time to time ("**Applicable Law**") and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals or



permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), and upon receipt of recommendation of the NRC Committee, and the Board, approval and the consent of the members of the Company be and is hereby accorded to introduce and implement "Aurionpro Solutions Limited - Employee Stock Options Scheme 2024" ("**ASL ESOP 2024**" / "**Scheme**" / "**Plan**") by primary issuance of fully paid up equity shares of the Company having face value of INR 10 (Indian Rupees Ten) ("**Equity Shares**") upon exercise of employee stock options issued under the Plan ("**Stock Option**"), the salient features of which are furnished in the explanatory statement to this Notice;

RESOLVED FURTHER THAT the Company be and is hereby authorized to create, issue, offer or transfer from time to time, in one or more tranches, not exceeding 30,00,000 (Thirty Lakh only) Equity Shares ("**ESOP Pool**") being [5.43]% of the total paid-up equity share capital of the Company as at 30th September, 2024, to

- a) such persons who are an employee of the subsidiary company of the Company, as designated by the Company, who is exclusively working in India or outside India;
- b) including a director, whether whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, (hereinafter referred to as "**Eligible Employees**")

but excluding

- c) employee/director who is a promoter or belongs to the promoter group;
- d) Independent directors and directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company,

at such price or prices and on such terms and conditions as may be decided by the Board and in accordance with the provisions of the ASL ESOP 2024, SEBI SBEB Regulations and in due compliance with other Applicable Laws and regulations;

RESOLVED FURTHER THAT subject to such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the NRC to administer, implement, supervise and alter the Plan, in the manner as it may deem fit, in accordance with the Applicable Law, including but not limited to the SEBI SBEB & SE Regulations, SEBI Listing Regulations (including any statutory amendment, modification(s) or re-enactment of the Companies Act, 2013, SEBI SBEB & SE Regulations or SEBI Listing Regulations for the time being in force) and other rules, regulations and guidelines, if any, memorandum and articles of associations of the Company, which authority shall include but not limited to, determine the criteria for identifying the Eligible Employees who will be eligible to grant of Stock Options under the Plan, the quantum of Stock Options to be granted to the Eligible Employee, the number of Stock Options to be granted in each tranche, the terms or combination of terms subject to which the said Stock Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such Eligible Employees, the maximum number of Equity Shares that may be issued and allotted by the Company to the Stock Option holder (on exercise of Stock Options in accordance with the terms and conditions of the Plan) at such exercise price, in such manner, at such time and on such terms and conditions as set out in the Plan and as the NRC may in its absolute discretion deem fit, and to do all such acts, deeds and things as may be required, and to execute all such deeds, documents, writings, including but not limited to the letter of grant, award agreement and to give such directions and/or instructions as may be necessary for proper administration and implementation of the Plan and to determine, in its absolute discretion, all the questions of interpretation, disputes, discrepancy or disagreement which shall arise under, or as a result of, or pursuant to, or in connection with the Plan;

RESOLVED FURTHER THAT subject to the Applicable Laws and such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the NRC to create a pool of maximum number of Equity Shares, earmarked under the Scheme, to grant Stock Options (one Stock Option being equivalent to one Equity Share) under the Plan to the Eligible Employees (of both, the Company and any of its group companies, including holding, subsidiary or associate companies) through fresh issue shall not exceed [5.43]% of the total paid-up equity share capital of the Company as of 30th September, 2024, i.e 30,00,000 (Thirty Lakhs) Equity Shares, except where adjustments, if any, are made by the NRC in respect of Stock Options granted to the Eligible Employees under the Plan on account of any changes in capital structure of the Company and the price or prices at which Stock Options may be exercised by



the Eligible Employees shall be as determined by the NRC in its sole and absolute discretion in accordance with the terms of the Plan and Applicable Laws;

RESOLVED FURTHER THAT subject to the Applicable Laws and such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the members of the Company hereby empowers the NRC to make fair and reasonable adjustment to number of Stock Options granted to the Eligible Employees and / or the price at which such Stock Options may be exercised, in its sole and absolute discretion in accordance with Applicable Laws and regulations to the terms of grant made under the Plan in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares and in making such fair and reasonable adjustment, the above ceiling of 30,00,000 (Thirty Lakhs) Equity Shares i.e. [5.43]% of the total paid-up equity share capital of the Company as of 30th September, 2024 earmarked under the Scheme shall be deemed to be increased to the extent that such excess represents a fair and reasonable adjustment."

3. TO APPROVE ENHANCEMENT OF AURIONPRO SOLUTIONS LIMITED - EMPLOYEE STOCK PURCHASE SCHEME (ESPS) POOL AND MODIFICATION OF DEFINITION OF "ELIGIBLE EMPLOYEES" UNDER THE AURIONPRO SOLUTIONS LIMITED - EMPLOYEE STOCK PURCHASE SCHEME, 2022 ("ASL ESPS 2022")

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

RESOLVED THAT pursuant to the provision of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with rules made thereunder, Regulation 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 ("**SEBI SBEB & SE Regulations**"), as may be modified from time to time read with all the circulars and notifications issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Memorandum and Articles of Association of the Company, and other rules and regulations, as applicable and subject to such other approvals, permissions and sanction, if any, as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) and in line with the recommendation of the Nomination and Remuneration Committee ("Committee") and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to enhance the pool of Aurionpro Solutions Limited Employee Stock Purchase Scheme, 2022 ("**Scheme**") by 12,00,000 (Twelve Lakh) equity shares of the Company having face value of INR 10/- (Indian Rupees Ten) each ("**Equity Shares**") resulting in the revised pool of the Scheme to stand at 32,00,000 (Thirty-Two Lakh) by way of issuance by the Company to the already approved and set up Aurionpro Solutions Limited - Employee Benefit Trust ("**Trust**") for the purpose of implementation of the Scheme as contemplated therein including transferring the same to the Eligible Employees (as defined under the Scheme) in accordance with the terms and conditions of the Scheme;

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to modify the definition of Eligible Employees in order to avoid ambiguity and clearly lay down the eligibility under the Aurionpro Solutions Limited - Employee Stock Purchase Scheme, 2022;

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded authorising the Board to offer, grant, issue and transfer from time to time, in one or more tranches of such number of employee shares under the Scheme within the limit prescribed therein to the eligible employees of any subsidiary company(ies) of the Company whether in or outside India, as may be decided under Scheme or on such terms and in such manner as the Board / Committee may decide in accordance with the provisions of the applicable laws and the provisions of Scheme as amended;

RESOLVED FURTHER THAT Mr. Paresh Zaveri, Director, Mr. Amit Sheth, Director, Mr. Ashish Rai, Director, Mr. Ninad Kelkar, Company Secretary and Compliance Officer and Mr. Vipul Parmar, Chief Financial Officer be and are hereby severally authorised to take necessary steps for listing of the Equity Shares issued and allotted under the ASL ESPS 2022 on the stock exchanges, where the Equity Shares of the Company are listed as per the provisions of the SEBI Listing Regulations and other applicable laws, guidelines, rules and regulations;

Aurionpro Solutions Limited

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RESOLVED FURTHER THAT the NRC be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion, deem necessary including authorizing or directing to appoint various intermediaries, advisors, consultants or representatives for effective implementation and administration of ASL ESPS 2022 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard;

RESOLVED FURTHER THAT subject to the Applicable Laws and such other approvals, consents, permissions and sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the members of the Company hereby empowers the Committee to make fair and reasonable adjustment to number of Equity Shares offered to the Eligible Employees and / or the offer price at which such Equity Shares may be acquired under the Scheme, in its sole and absolute discretion in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares or in the event of any change in control event of the employing entity."

4. TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:

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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), stock exchanges where the shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (hereinafter collectively referred to as, "Stock Exchanges") and/ or any other statutory / regulatory authority/ authorities (hereinafter collectively referred to as "Regulatory Authorities") to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue and allot, on a preferential basis in one or more tranches, upto 96,988 (Ninety Six Thousand Nine Hundred and Eighty Eight) fully paid up equity shares of the Company (hereinafter referred to as the "Subscription Shares") having face value of INR 10/- (Rupees Ten Only) each, at a price of INR 1,806.89/- (Rupees One Thousand Eight Hundred Six and Eighty Nine Paise only) per equity share (including a premium of INR 1,796.89/- (Rupees One Thousand Seven Hundred Six and Eighty Nine Paise only) ("Preferential Allotment Price") which is not less than the price determined in accordance with Chapter V of the ICDR Regulations (hereinafter referred to as the "Floor Price") to the Proposed Allottee mentioned in the Explanatory Statement, for consideration other than cash (i.e., being a full consideration for acquisition of 2,250 (Two Thousand Two Hundred and Fifty) equity shares of INR 10/- (Rupees Ten only) each, representing 8.68% paid-up equity capital of Lithasa Technologies Private Limited ("Target Company"), a subsidiary of the Company (hereinafter referred to as "Swap Shares") whose shares are currently held by the Proposed Allottees ("Purchase Shares"), on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws;

The details of the Proposed Allottee and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Sr. No.	Name of the Proposed Allottee	Category in the Issuer Company	No. of equity shares to be allotted
1.	Deekshith Marla	Non- Promoter	96,988

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the Floor Price of the Subscription Shares to be issued and allotted as per ICDR Regulations and other applicable laws is December 23, 2024, being the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting on which this Special Resolution is proposed to be passed, i.e. January 22, 2025, and the Floor Price for the preferential issue on the aforesaid Relevant Date pursuant to Regulation 164(1) of the ICDR Regulations is INR 1,806.89/- (Rupees One Thousand Eight Hundred Six and Eighty Nine Paise only);

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Subscription Shares to Proposed Allottee(s) on preferential basis shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

1) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

2) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

3) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (fifteen) days from the date of receipt of Members' approval, Provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Limited, BSE Limited and/or SEBI or the Government of India), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

4) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

5) The Subscription Shares to be allotted to the Proposed Allottee shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

6) The Subscription Shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, against swap of Purchase Shares held by the Proposed Allottee in the Target Company and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.

7) The Subscription Shares shall be allotted to the Proposed Allottee subject to receipt of the Purchase Shares from the Proposed Allottee i.e., for consideration other than cash.

8) The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations;

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the Equity Shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other periods as may be mutually agreed by the Company and the Proposed Allottee;

RESOLVED FURTHER THAT if the Proposed Allottee(s) fails to transfer Purchase Shares equity capital held by it in Target Company to the Company or is found not eligible for the Preferential Allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares (i.e., the Subscription Shares) to the Proposed Allottee;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 containing the terms and conditions ("Offer Document") after passing of this resolution and receiving such regulatory approvals, as may be applicable with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited, and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this Resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any Regulatory Authorities or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications/representations to the stock exchanges for obtaining in-principle approvals, (iii) making application for listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (v) filing of requisite documents with the Depositories, (vi) entering into contracts, arrangements, agreements, documents (including for appointment of agencies), intermediaries and advisors for the Issue; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this Resolution, as it may deem fit in its absolute discretion, to any Director(s), committee(s), executive(s), officer(s), Company Secretary or authorized signatory(ies) to give effect to this Resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this Resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard;

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects."

5. TO APPROVE APPOINTMENT OF MR. AJAY KUMAR CHOUDHARY AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

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 Sections 149, 150, 152,161 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, read with Schedule IV to the Act (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors Mr. Ajay Kumar Choudhary (DIN: 09498080), who was appointed as an Additional Director (Non-Executive & Independent) of the Company for a term of 5 (five) consecutive years with effect from 11th November, 2024, and who has given his consent and submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and being eligible, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 11th November, 2024 to 10th November, 2029;



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board of Directors

Sd/-

Ninad Kelkar

Company Secretary

Place: Navi Mumbai

Date: 23rd December, 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.9/2022 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular SEBI/HO/CFD/CFD/PoD-2/P/CIR/2023/167 Dated October 07, 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. 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 and 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

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 which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.



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 14th 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 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. Wednesday, 15th January, 2025.

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. Wednesday, 15th January, 2025, 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 Sunday, January 19, 2025 at 09:00 A.M. and ends on Tuesday, January 21, 2025 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. Wednesday, 15th January, 2025, 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 Wednesday, 15th January, 2025.

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 09th 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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' 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 " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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.

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

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.

4. 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>1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. 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>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>Individual Shareholders (holding securities in demat mode) login through their depository participants</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 & 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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?

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 'Shareholder/Member' section.
3. 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:

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.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 - 132537" in which you are holding shares and whose voting cycle and General Meeting is in active status.

Select "EVEN - 132537" 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 . The questions/queries received by the Company till 5.00 p.m. on Wednesday, January 15, 2025 shall be considered and responded during the EGM.

By Order of the Board of Directors

Sd/-

Ninad Kelkar

Company Secretary

Place: Navi Mumbai

Date: 23rd December, 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 No. 1 & 2

APPROVAL OF AURIONPRO SOLUTIONS LIMITED - EMPLOYEE STOCK OPTION SCHEME 2024 AND TO GRANT THE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER 'AURIONPRO SOLUTIONS LIMITED - EMPLOYEE STOCK OPTION SCHEME 2024:

The Company has always believed in rewarding its employees for their long term association, continuous hard work, dedication and support which has led the Company on a growth path. Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan.

The Company has an existing Employees Shares Purchase Scheme titled Aurionpro Solutions Ltd - Employee Share Purchase Scheme – 2022 which was approved by the Members at an Annual General Meeting held on 26th September 2022, under which shares were offered to employees of the Company and its subsidiaries. The Company proposes to introduce "**Aurionpro Solutions Limited - Employee Stock Option Scheme 2024**" ("**ASL ESOP 2024**" or "**Scheme**" or "**Plan**") for the benefit of

- a) such persons who are an employee of the Company or of a group company, as designated by the Company, who is exclusively working in India or outside India;
- b) including a director, whether whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, (hereinafter referred to as "**Eligible Employees**")
but excluding
- c) employee/director who is a promoter or belongs to the promoter group;
- d) Independent directors and directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company. The Scheme shall be implemented via a fresh issuance of new Equity Shares.

ASL ESOP 2024 shall be implemented by the Company through Board of Directors ("**Board**") and/or Nomination and Remuneration Committee of the Company ("**NRC**") in accordance with the applicable laws.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**") and applicable provisions of the Companies Act, 2013 and rules made thereunder, an Employee Stock Option Scheme requires approval of the shareholders by way of a Special Resolution. The Special Resolutions set out at Item No. 1 and 2 is to seek your approval for the said purpose.

In terms of Reg 6(2) of the SEBI SBEB & SE Regulations read with Part C of Schedule I, the features of the Plan are provided below:

The main features of the ASL ESOP 2024 are as under:

1) Brief Description of the Scheme – ASL ESOP 2024

This proposed Scheme called the **Aurionpro Solutions Limited - Employee Stock Option Scheme 2024**" ("**ASL ESOP 2024**" or "**Scheme**" or "**Plan**") envisages granting of options to Eligible Employees (as selected by the NRC) such as employee stock option scheme ("**ESOP**") which shall entitle them to receive equity shares upon fulfillment of those conditions at such price as is determined by the NRC.

Thus, the Plan is intended to reward the Eligible Employees for their performance and to motivate them to contribute to the growth and profitability of the Company.

The objectives of the Scheme are:

- a) create a sense of ownership and participation amongst the employees;
- b) motivate the employees with incentives and reward opportunities;
- c) drive entrepreneurship mindset of value creation for the organization;



- d) provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
- e) achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the employees with the long-term interests of the Company.

The Company in terms of the said Regulations contemplates to enable the implementation of Scheme by acquiring equity shares directly from the Company.

2) Total number of shares to be offered

The total number of stock options to be granted under Scheme shall not exceed 30,00,000 (Thirty Lakh) stock options. Each stock option when exercised would be converted into one equity share of Rs. 10 each fully paid-up. The stock options shall be granted in one or more tranches, from time to time, as may be determined by the NRC. The NRC shall have the discretion to decide the maximum number of shares that shall be issued and allotted by the Company to the option holder (on exercise of options in accordance with the terms and conditions of the Plan).

The stock options will lapse if not exercised within the specified exercise period as specified under the Scheme. Vested stock options that lapse due to non-exercise or unvested stock options that get cancelled due to resignation of the employees or otherwise, would be available to be re-granted at a future date.

The SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, reorganization of the shares, restructuring of the share capital of the Company, other reorganization of the Company in which the shares are converted into or exchanged, merger and sale of division, and others, a fair and reasonable adjustment be made to the benefits granted to the Eligible Employee under a stock option scheme. Accordingly, a fair and reasonable adjustment shall be made to the above ceiling and/or the exercise price and/or the exercise period and/or the vesting criteria by the NRC subject to compliance of the SEBI SBEB & SE Regulations and other applicable law.

3) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Following classes of employees are entitled to participate in ASL ESOP 2024:

- a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- b) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- c) an employee as defined in clause (a) or (b) of a group company including subsidiary or its associate company, in India or outside India, or of a holding company.;

but does not include:

- a) an employee who is a promoter or a person belonging to the promoter group; or
- b) a director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company;

Before granting the stock options to the employees under the Scheme, the NRC would, apart from evaluating overall group corporate performance, inter alia, take into consideration grade, performance, merit, key position, future potential contribution and conduct of the employees and such other factors as may be deemed appropriate by it.

4) Requirements of vesting/offer and period of vesting/offer

All the stock options granted on any date shall vest in tranches not earlier than one year and not later than five years from the date of grant of stock options as may be determined by the NRC. The NRC may extend, shorten or otherwise vary the vesting period from time to time, in accordance with the applicable law.

The stock options would vest in an employee only if they continue to be in the employment with the Company or its subsidiaries. The NRC has the sole and absolute discretion to determine the vesting criteria which may also include performance-based as well as time-based criteria having regard to the expertise, achievement or expected achievement of key performance indicators by the prospective option holder, terms of employment of the prospective option holder amongst any other factors that it deems fit.

The stock options would vest in a director only if he / she continue to remain a director on the date of vesting of the stock options.

5) Maximum period within which the benefits shall be vested

The stock options may vest in tranches subject to the terms and conditions stipulated by the Board or NRC. The vesting dates in respect of the stock options granted under the Scheme shall be determined by the NRC and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of stock options granted to an employee.

The vesting period shall vary and be subject to the performance of the Eligible Employees evaluated in accordance with such performance criteria as may be laid down by the NRC.

6) Exercise Price, Purchase price or pricing formula

The exercise price payable under the Scheme by the Eligible Employees for exercising the vested stock options shall be decided by NRC at the time of making the grants to the Eligible Employee.

The NRC will in accordance with the Plan and applicable laws lay down the procedure for making a fair and reasonable adjustment to the number of options, to the exercise price in case of corporate action in accordance SEBI SBEB & SE Regulations and shall provide necessary procedures and/or mechanism for exercising such options subject to applicable laws, rules and regulations.

7) Exercise Period and the process of exercise/acceptance of offer

The exercise period would be five years from the date of vesting of respective stock options, and shall be detailed in the letter of grant. The option holder may exercise the vested options at one time or at various points of time within the exercise period. In the event the option holder fails to exercise their vested options within the exercise period then such vested options shall lapse and revert to the plan pool. The Company and/or the NRC will not have any obligation towards such option holder with respect to such lapsed options. To exercise the options, the option holder will be required to submit a written application to the Company to exercise the stock options, in such manner, and on execution of such documents, as may be prescribed by the NRC from time to time.

8) The appraisal process for determining the eligibility of employees for the scheme

The appraisal process for determining the eligibility would be determined by the NRC from time to time based on broad criteria for appraisal and selection such as parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, Company's values, etc. The NRC shall have the discretion to decide the criteria for ascertaining the eligibility of new joinees, especially ones appointed in the senior cadre, for grant of stock options.

9) Maximum number of shares to be offered and issued per employee and in aggregate

The maximum number of equity shares to be granted per employee will be determined by the NRC. Further, grants may be made by the NRC exceeding or equivalent to 1% of the issued equity share capital of the Company to CEO or Group CEO in one or more tranches.

10) Maximum quantum of benefits to be provided per employee under the Scheme

The Company shall grant a maximum of 30,00,000 (Thirty Lakh) equity shares to Eligible Employees.

11) Whether the Scheme is to be implemented and administered directly by the company or through a trust?

The said Scheme shall be implemented by the Company through direct route in accordance with the applicable laws.

12) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both?

The Scheme contemplates fresh issuance of equity shares by the Company to employees in accordance with the provisions of the applicable laws.



13) Accounting Policies/Standards

The Company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations and also comply with applicable accounting standards.

14) The method which the Company shall use to value its Shares

The Company shall use an appropriate fair value method for valuation of equity shares on the date of the transfer of equity shares to employees, to calculate the employee compensation cost. Necessary disclosure would be made in the Boards' report of the Company.

15) Period of lock-in

Equity shares subscribed to / acquired by the Eligible Employees shall be subjected to lock-in for a minimum period of 1 (one) year from the date of allotment of equity shares to the Eligible Employees or such longer period as NRC may decide and as mentioned in the letter of offer.

Regulation 6(1) of the SEBI SBEB Regulations requires that every share based employee benefit scheme shall be approved by the shareholders of the company by passing a special resolution in a general meeting. Accordingly, the Special Resolution set out at Item No. 1 & 2 of this Notice is proposed for approval by the shareholders.

As per the SEBI SBEB Regulations, approval of shareholders by way of a separate Special Resolution is also required to be obtained by the Company, if the benefits of the ASL ESOP 2024 are to be extended to the employees of the subsidiary companies.

The special resolution set out at Item No. 2 proposes to cover the employees of the existing and future subsidiary company(ies) of the Company under the ASL ESOP 2024.

The equity shares to be offered under the ASL ESOP 2024 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ASL ESOP 2024 conforms to the SEBI SBEB Regulations.

The Board recommends the Special Resolutions set out at Item Nos. 1 and 2 of this Notice for approval by the shareholders of the Company.

ITEM NO. 3

APPROVAL FOR ENHANCEMENT OF AURIONPRO SOLUTIONS LIMITED EMPLOYEE STOCK PURCHASE SCHEME, 2022 (ESPS) POOL AND MODIFY THE DEFINITION OF "ELIGIBLE EMPLOYEES" UNDER THE AURIONPRO SOLUTIONS LIMITED EMPLOYEE STOCK PURCHASE SCHEME, 2022:

The Company launched the Aurionpro Solutions Limited Employee Stock Purchase Scheme, 2022 ("**Scheme**") which would entail acquisition of equity shares of the Company having face value of INR 10 (Indian Rupees Ten) ("**Equity Shares**") to select employees of the Company / subsidiaries and associate companies of the Company as defined under the Scheme ("**Eligible Employees**") provided certain conditions are fulfilled by such Eligible Employee. The objective of the Scheme is to promote the long-term interests of the Company by providing an incentive to attract, retain, recruit and reward Eligible Employees. Such motivation would aid to contribute to the growth, success and profitability of the Company and thereby increase shareholder value and also aid in promoting wealth creation opportunity to the Eligible Employees. The said Scheme was approved by the Company on July 25, 2022 which was subsequently approved by the shareholders on September 26, 2022. The Scheme is being implemented via a trust called the Aurionpro Solutions Limited - Employee Benefit Trust ("**Trust**"), whereby the Equity Shares for the purpose of the Scheme is issued to the Trust and the Trust then transfers the same to the Eligible Employees in accordance with the terms of the Scheme.

The Aurionpro Solutions Limited - Employee Stock Purchase Scheme, 2022, initially allocated 10,00,000 shares to ASL ESPS Trust for Eligible Employees. However, during the year on account of bonus issue in the ratio of 1:1, this allocation was adjusted to 20,00,000 shares. To accommodate the Company's growth and the onboarding of new talent, it is proposed to issue and allot 12,00,000 shares to ASL ESPS Trust increasing the ESPS pool to 32,00,000 shares, thereby allowing for broader employee participation.



The proposed changes to the Scheme Pool are not detrimental to any current Eligible Employees holding any benefit / incentive under the Scheme. It is hereby clarified that the other terms and conditions of the Scheme as approved by the members shall continue to apply. Further, the definition of the 'Eligible Employees' is also proposed to be amended in order to avoid ambiguity as to the coverage and clearly lay down the eligibility.

Consent of the Members is being sought by way of special resolutions pursuant to Section 62(1)(b) of the Act and Rule 12 of the Share Capital Rules and other applicable provisions, if any, for the implementation of the Scheme.

The directors and key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested in these resolutions only to the extent of any offer made to them in accordance with the Scheme.

Accordingly, the Board recommends the special resolutions proposed in Item no. 3 of this Notice for approval of the members.

Members are requested to consider the same.

None of the Directors are concerned or interested in the proposed resolution.

ITEM NO. 4

APPROVAL FOR OFFER, ISSUE AND ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:

In accordance with the applicable provisions of the Companies Act, 2013 ("**Act**") read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the approval of Members of the Company by way of a special resolution is required to issue equity shares of the company on a preferential basis for consideration other than cash.

The Board, in its meeting held on December 23, 2024, has approved the acquisition of further stake in Lithasa Technologies Private Limited ("Target Company"), in line with the strategy of expansion of business it is decided to acquire 2,250 Equity Shares constituting 8.68% stake of the Lithasa Technologies Private Limited. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to Mr. Deekshith Marla, shareholder of the target company being the full payment towards the swap shares.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated December 23, 2024, has approved the issue of upto 96,988 (Ninety Six Thousand Nine Hundred and Eighty Eight) fully Paid-up Equity Shares of the Company having a Face Value of Rs. 10/- (Rupees Ten Only) each at a price of INR 1,806.89/- (Rupees One Thousand Eight Hundred Six and Eighty Nine Paise only) per Equity Share (including a premium of INR 1,796.89/- (Rupees One Thousand Seven Hundred Six and Eighty Nine Paise only) per share ('Preferential Allotment Price') to the Proposed Allottee for consideration other than cash, which is not less than the price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on preferential basis.

Approval of the Members by way of special resolution is being sought in accordance with Sections 23(1)(b), 42 and 62(1)(c) of the Act as well as provisions of Chapter V of the ICDR Regulations to create, offer, issue and allot equity shares as per details mentioned in the Resolution at Item no.4 of this Notice.

The issue of the Subscription Shares to Proposed Allottee on preferential basis shall be subject to the following terms and conditions, apart from others, as prescribed under the applicable laws:

- i) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all

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applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- ii) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- iii) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Limited, BSE Limited and/or SEBI or the Government of India), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.
- iv) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- v) Any rights or bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the equity shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other periods as may be mutually agreed by the Company and the Proposed Allottee.
- vi) The Subscription Shares to be allotted to the Proposed Allottee shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.
- vii) The Subscription Shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, against swap of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.
- viii) The Subscription Shares shall be allotted to the Proposed Allottee subject to receipt of the Purchase Shares from the Proposed Allottee i.e., for consideration other than cash.
- ix) The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.
- x) No partly paid-up Subscription Shares shall be issued and allotted.
- xi) In accordance with the provisions of Regulation 161 of ICDR Regulations, the "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted is determined to be Monday, 23 December 2024;
- xii) The pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.
- xiii) The allotment of the Subscription Shares is subject to the Proposed Allottee(s) not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Monday, December 23, 2024. The proposed allottee has neither sold nor transferred any Equity Shares during the period of 90 trading days preceding the Relevant Date. The proposed allottee holds shares prior to the date of the Notice of this Extraordinary General Meeting, hence the lock-in of their pre-allotment holding is made as per applicable regulations.

The disclosures in accordance with the Act and ICDR Regulations and other applicable provisions of law, are as follows:

1) Particulars of the offer including date of passing of Board resolution, kind of securities offered, maximum number of securities to be issued and the issue price

The Board, pursuant to its resolution dated December 23, 2024, has approved the proposed preferential issue of 96,988 (Ninety Six Thousand Nine Hundred and Eighty Eight) equity shares of the Company having face value of INR 10/- (Rupee Ten Only) each, at a price of INR 1,806.89/- (Rupees One Thousand Eight

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Hundred Six and Eighty Nine Paise only) per equity share (including a premium of INR 1,796.89/- (Rupees One Thousand Seven Hundred Six and Eighty Nine Paise only) per share, for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2) Objects of the preferential issue

The proposed preferential issue and allotment of fully paid-up Equity Shares of the Company is aimed at acquiring the stake in the subsidiary company through a share swap arrangement, undertaken for consideration other than cash. This strategic initiative is intended to drive growth, unlock new opportunities, and strengthen the Company's financial and operational capabilities. Additionally, the issue is aimed at achieving better resource allocation, improving the capital structure, and fostering synergies within the group for enhanced efficiency and productivity. By consolidating ownership and aligning the operations of the subsidiary with the parent company, the transaction seeks to optimize managerial efficiencies, enhance market competitiveness, support expansion plans, and maximize stakeholder value, thereby fostering long-term sustainability and achieving the Company's strategic objectives.

3) Relevant date with reference to which the price has been arrived at

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is December 23, 2024, being the date 30 days prior to the date of Extra Ordinary General Meeting. i.e. January 22, 2025.

4) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer

The issue price has been determined basis the (i) fair equity share swap ratio for the proposed transaction, as per Valuation Report dated December 23, 2024 issued by Ms. Nidhi Somani, an Independent Registered Valuer (Reg No. IBBI/RV/05/2020/13676) and (ii) pricing certificate dated December 27, 2024 issued by Mr. Harshvardhan Tarkas (Membership No. ACS 30701), a Practicing Company Secretary certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations. The equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges").

The equity shares are frequently traded on NSE & BSE in terms of the ICDR Regulations. NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered for determining the floor price in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the Floor Price at which the Subscription Shares shall be issued and allotted is INR 1,804.73/- (Rupees One Thousand Eight Hundred Four and Seventy Three Paise only) per equity share, being higher of the following:

Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e., INR 1742.99/- (Rupees One Thousand Seven Hundred Forty Two and Ninety Nine Paise only) per equity share;

Or

Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date, i.e., INR 1804.73/- (Rupees One Thousand Eight Hundred Four and Seventy Three Paise only) per equity share.

Further, the Articles of Association of the Company do not provide for a method of determination of the floor price for equity shares.

Furthermore, as per the Valuation Report dated December 23, 2024 obtained from Ms. Nidhi Somani, an Independent Registered Valuer (Reg No. IBBI/RV/05/2020/13676), INR 1,806.89/- per equity share is fixed as the Issue Price.

Accordingly, the Board of the Company has fixed the Issue price of INR 1,806.89/- (Rupees One Thousand Eight Hundred Six and Eighty Nine Paise only) which is above the Floor Price as determined in compliance with the requirements of the ICDR Regulations.

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A copy of the report issued by the Registered Valuer is available on the website of the Company at www.aurionpro.com]

5) Amount which the Company intends to raise by way of such securities/ size of the issue

Not applicable. The issue of Subscription Shares is for non-cash consideration.

6) Principal terms of assets charged as securities

Not applicable.

7) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status

The aforementioned allotment, if approved, is proposed to be made to the Proposed Allottee as mentioned above. The Proposed Allottee is non- promoter and not part of the Promoter's Group of the Company.

8) Intention of the promoters, directors or key managerial personnel or Senior Management of the Company to subscribe to the preferential issue

None of the Promoter, Directors or Key Managerial Personnel or Senior Management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under this preferential issue.

9) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

Nil

10) Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Subscription Shares to the Target Company), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

11) Name of the Proposed Allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

Name of the Proposed Allottees	Category	Ultimate Beneficial Owners (If applicable)	Pre-Issue Equity holding		No. of equity share to be allotted	Post issue Equity holding	
			No. of shares	%		No. of shares	%
Mr. Deekshith Marla	Non- Promotor	Not Applicable	100	0.00%	96,988	97,088	0.17%

12) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation

The Company proposes to discharge payment of the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 2,250 Equity Shares constituting 8.68 % stake of the Target Company from the Proposed Allottee for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottee.



As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Purchase Shares has been determined considering Valuation Report dated December 23, 2024 issued by Ms. Nidhi Somani, an Independent Registered Valuer (Reg No. IBBI/RV/05/2020/13676), having office at 607, Topiwala Centre Premises CHS, Topiwala Lane, Station Road, Goregaon (West), Mumbai – 400104.

The value of the price of the Subscription Shares has been determined taking into account Valuation Report dated December 23, 2024 issued by Ms. Nidhi Somani, an Independent Registered Valuer (Reg No. IBBI/RV/05/2020/13676), having office at 607, Topiwala Centre Premises CHS, Topiwala Lane, Station Road, Goregaon (West), Mumbai – 400104.

13) Change in control, if any in the Company that would occur consequent to the preferential offer

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

14) Lock-in Period

The Subscription Shares to be issued to the Proposed Allottee shall be locked-in as per the requirements of Chapter V of the ICDR Regulations. Further, the allotment of the Subscription Shares is subject to the Proposed Allottee not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date. The proposed allottee has neither sold nor transferred any Equity Shares during the period of 90 trading days preceding the Relevant Date. The proposed allottee holds shares prior to the date of the Notice of this Extraordinary General Meeting, hence the lock-in of his pre-allotment holding is made as per applicable regulations.

15) Shareholding pattern of the Company before and after the Preferential Issue

Sr. No.	Category of Shareholder(s)	Pre-Issue (As on the latest BENPOS date i.e. December 20, 2024)		Post- Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	33,97,098	6.15	33,97,098	6.14
b)	Family Trust	--	--	--	--
c)	Bodies Corporate	--	--	--	--
	Sub-Total (A)(1)	33,97,098	6.15	33,97,098	6.14
2	Foreign				
a)	Individual	85,42,602	15.47	85,42,602	15.44
b)	Bodies Corporate	29,03,636	5.25	29,03,636	5.24
	Sub-Total (A)(2)	1,14,46,238	20.73	1,14,46,238	20.68
	Promoters & Promoter Group Holding (A)	1,48,43,336	26.88	1,48,43,336	26.82
B	Non-Promoter Holding				
(1)	Institutional Investor				
a)	Mutual Funds	--	--	--	--

b)	Venture Capital Fund	--	--	--	--
b)	Alternative Investment Funds	7,93,698	1.43	7,93,698	1.43
c)	Financial Institutions/Banks	--	--	--	--
e)	Insurance Companies	--	--	--	--
f)	Provident funds/ Pension funds	--	--	--	--
g)	Asset reconstruction companies	--	--	--	--
h)	Sovereign Wealth Funds	--	--	--	--
i)	NBFCs registered with RBI	--	--	--	--
j)	Other Financial Institutions	--	--	--	--
h)	Any Other (specify)	--	--	--	--
	Sub-Total (B)(1)	7,93,698	1.43	7,93,698	1.43
(2)	Institution (Foreign)				
a)	Foreign Direct Investment	--	--	--	--
b)	Foreign Venture Capital Investors	--	--	--	--
c)	Sovereign Wealth Funds	--	--	--	--
d)	Foreign Portfolio Investors Category I	80,63,982	14.60	80,63,982	14.57
e)	Foreign Portfolio Investors Category II	1,06,346	0.19	1,06,346	0.19
f)	Overseas Depositories (holding DRs) (Balancing Figure)	--	--	--	--
g)	Any Other (specify)	--	--	--	--
	Sub-Total (B)(2)	81,70,328	14.79	81,70,328	14.76
(3)	Central Government/State Government				
(a)	Central Government/President of India	--	--	--	--
b)	State Government/Governor	--	--	--	--
c)	Shareholding by companies or Corporate Body where Central/State Government is a promoter	--	--	--	--
	Sub-Total (B)(3)	--	--	--	--
(4)	Non-Institutions				
a)	Associate companies/subsidiaries	--	--	--	--
b)	Directors and their relatives (excluding independent director and nominee directors)	63,36,403	11.47	63,36,403	11.45
c)	Key Managerial Personnel	29,200	0.05	29,200	0.05

d)	Relatives of promoters (other than "Immediate Relatives" of promoters disclosed under "Promoter and Promoter Group" category)	--	--	--	--
e)	Trusts where any person belonging to "Promoter and Promoter Group" category is "trustee", "beneficiary", or "author of the trust"	--	--	--	--
f)	Investor Education and Protection Fund (IEPF)	25,852	0.04	25,852	0.04
g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	47,88,594	8.67	47,88,594	8.65
h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1,16,32,945	21.06	1,17,29,933	21.20
i)	Non Resident Indians (NRIs)	10,54,856	1.91	10,54,856	1.90
j)	Foreign Nationals	--	--	--	--
k)	Foreign Companies	5,65,488	1.02	5,65,488	1.02
l)	Bodies Corporate	60,56,914	10.97	60,56,914	10.95
m)	Any Other (specify)	9,15,916	1.65	9,15,916	1.65
	Sub-Total (B)(4)	3,14,06,168	56.88	3,15,03,156	56.95
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	4,03,70,194	73.11	4,04,67,182	73.16
C)	Non-Promoter- Non-Public	--	--	--	--
1	Custodian/DR Holder	--	--	--	--
2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	--	--	--	--
	Total Non-Promoter- Non Public Shareholding (C)=(C)(1)+(C)(2)	--	--	--	--
	Total (A+B+C)	5,52,13,530	100	5,53,10,518	100

16) Certificate of a Practicing Company Secretary

The certificate from Mr. Harshvardhan Tarkas, Company Secretaries in Whole-time Practice certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company at www.aurionpro.com.

17) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the Financial Year 2023-24 the Company had allotted 18,88,665 equity shares through Qualified Institutional Placements.

The list of 16 allottees along with number of equity shares allotted to them through Qualified Institutional

Placements are given below:

Sr. No.	Name of the proposed Allottees	No. of equity shares allotted	%
1.	GOLDMAN SACHS FUNDS - GOLDMAN SACHS INDIA EQUITY PORTFOLIO	5,33,878	28.27%
2.	NEW YORK STATE TEACHERS RETIREMENT SYSTEM-MANAGED BY GOLDMAN SACHS ASSET MANAGEMENT L.P	3,77,56,000	1.00%
3.	MALABAR INDIA FUND LIMITED	3,00,000	15.88%
4.	MALABAR SELECT FUND	25,000	1.32%
5.	MALABAR MIDCAP FUND	50,000	2.65%
6.	BENGAL FINANCE AND INVESTMENT PVT LTD	3,55,000	18.80%
7.	ALCHEMY EMERGING LEADERS OF TOMORROW	2,00,000	10.59%
8.	ALCHEMY EMERGING LEADERS OF TOMORROW - SERIES 2	50,000	2.65%
9.	ALCHEMY INDIA LONG TERM FUND	50,000	2.65%
10.	NEUBERGER BERMAN EUROPE HOLDINGS LLC	1,290	0.07%
11.	NEUBERGER BERMAN STRATEGIC INDIA EQUITY MASTER FUND L.P.	1,865	0.10%
12.	OPTIMIX WHOLESALE GLOBAL EMERGING MARKETS SHARE TRUST	64,711	0.99%
13.	NEUBERGER BERMAN EMERGING MARKETS EQUITY TRUST	32,149	1.70%
14.	NEUBERGER BERMAN INVESTMENT FUNDS PLC/NEUBERGER BERMAN EMERGING MARKETS EQUITY FUND	31,757	1.68%
15.	NEUBERGER BERMAN EMERGING MARKETS EQUITY FUND	92,887	4.92%
16.	FLORIDA RETIREMENT SYSTEM - ALLSPRING GLOBAL INVESTMENTS, LLC (EMSC)	81,250	2.43%

18) Listing

The Company will make an application to NSE and BSE at which the existing equity shares are presently listed, for listing of the equity shares that will be issued, once allotted, shall rank pari passu with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

19) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No.	Name of the proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Deekshith Marla	Non-Promotor	Non-Promotor

20) Undertakings as to re-computation of price and lock-in of specified securities

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

21) SEBI Takeover code

In the present case, none of the proposed allottee would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

22) Other disclosures

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
- Neither the Company, nor its Directors or Promoter have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations.
- None of the Company's Directors or promoters is a fugitive economic offender as defined under the ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottee, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- The Company is in compliance with the conditions for continuous listing.
- The proposed allottee has neither sold nor transferred any Equity Shares during the period of 90 trading days preceding the Relevant Date. The proposed allottee holds shares prior to the date of the Notice of this Extraordinary General Meeting, hence the lock-in of their pre-allotment holding is made as per applicable regulations.
- This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares to the Proposed Allottee is being sought by way of a Special Resolution as set out in the item no 4 of the Notice.

The issue of the Subscription Shares pursuant to the preferential issue would be within the authorised share capital of the Company. The Board believes that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, in the said resolution no 4.

ITEM NO. 5

APPROVAL FOR THE APPOINTMENT OF MR. AJAY KUMAR CHOUDHARY AS NON-EXECUTIVE INDEPENDENT DIRECTOR:

The members may note that as per the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, half of the Board of Directors of listed entity shall consist of independent directors.

Dr. Mahendra Mehta, Independent Director of the Company retired effective from 29th September, 2024,



due to which, as on the date, the composition of Board of Directors consists of seven board members out of which three are independent directors.

In order to comply with the provisions of Regulation 17(1) of SEBI LODR Regulations, 2015, the Company was required to induct one more Independent Director on the board of the Company which will ensure the compliance with above stated provisions.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Ajay Kumar Choudhary (DIN: 09498080), aged 61 years, as an Additional Director (Non-Executive & Independent Director) of the Company, with effect from 11th November, 2024 under Section 149, 150 and 152 of the Companies Act, 2013.

In terms of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Ajay Kumar Choudhary is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years.

In the opinion of the Board, Mr. Ajay Kumar Choudhary fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Ajay Kumar Choudhary is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and had given his consent to act as a Director.

Profile of Mr. Ajay Kumar Choudhary is as under:

Mr. Ajay Kumar Choudhary has a career spanning over three decades with rich experience of working in the banking & financial sector.

He is a distinguished central banker with an illustrious career spanning over three decades at the Reserve Bank of India (RBI). He concluded his dedicated service to the institution as its Executive Director in October 2023. Mr. Choudhary has a proven track record and accomplishments in the domain of Banking Regulation, Supervision and FinTech areas in various capacities.

In his multifaceted role at the RBI, Mr. Choudhary expertly navigated various responsibilities, including overseeing banking regulation and supervision, currency management, payments and settlements, and other critical functions both at the Central Office and Regional Offices. His leadership also extended to key departments such as the FinTech Department, Risk Monitoring Department, and Inspection Department. Notably, he spearheaded the RBI's developmental and innovative initiatives in critical areas such as the Implementation of Central Bank Digital Currency (CBDC), formulation of a strategic approach towards Crypto Assets, potential regulatory guardrails concerning Fin-Techs, operationalisation of Tech-Sprint and regulatory sandboxes, RBI Innovation Hub, and comprehensive oversight over all facets of Fin-Techs. One of Mr. Choudhary's significant achievements was his pivotal role in the Implementation of Platform on Frictionless Credit, showcasing his forward-thinking approach to fostering innovation within the financial sector.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Ajay Kumar Choudhary as an Independent Director.

Mr. Ajay Kumar Choudhary is not inter-se related with any other Director or Key Managerial Personnel of the Company. Mr. Ajay Kumar Choudhary does not hold any share in the Company.

Except, Mr. Ajay Kumar Choudhary, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Ajay Kumar Choudhary as an Independent Director in the interest of the Company and recommends the Special resolution as set out in the Notice for approval of Members.



By Order of the Board of Directors

Sd/-

Ninad Kelkar
Company Secretary

Place: Navi Mumbai
Date: 23rd December, 2024

Registered Office:
Synergia IT Park, Plot No-R-270,
T.T.C. Industrial Estate, Near Rabale Police Station, Rabale, Navi Mumbai -400701