

ANNUAL REPORT 05 - 06

aurionPr

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Domain Enriched Technology

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COMPANY INFORMATION

BOARD OF DIRECTORS

- | | | | |
|-----|-------------------------|---|--|
| 1. | Mr. Sanjay A. Desai | - | Executive Chairman |
| 2. | Mr. Amit R. Sheth | - | Managing Director |
| 3. | Mr. Bhavesh R. Talsania | - | Executive Director |
| 4. | Mr. Paresh C. Zaveri | - | Director |
| 5. | Mr. Ajay S. Mittal | - | Independent and Non Executive Director |
| 6. | Mr. Prem G. Rajani | - | Independent and Non Executive Director |
| 7. | Dr. Nikunj P. Kapadia | - | Independent and Non Executive Director |
| 8. | Mr. Sandeep R. Daga | - | Independent and Non Executive Director (*Appointed) |
| 9. | Dr. Mahendra F. Mehta | - | Independent and Non Executive Director (*Appointed) |
| 10. | Mr. Mitesh R. Majithia | - | Independent and Non Executive Director (*Appointed) |
| 11. | Mr. Milan A. Sangani | - | Alternate Director to Dr. Nikunj P. Kapadia (*Appointed) |
| 12. | Mr. Peter M. Huels | - | Independent Director (**Resigned) |

* with effect from 28th August 2006

** with effect from 25th August 2006

COMMITTEES OF THE BOARD

Audit Committee Members

- | | | | |
|----|-----------------------|---|--|
| 1. | Mr. Ajay S. Mittal | - | Chairman |
| 2. | Dr. Mahendra F. Mehta | - | Member |
| 3. | Mr. Amit R. Sheth | - | Member |
| 4. | Dr. Nikunj P. Kapadia | - | Member |
| 5. | Mr. Milan A. Sangani | - | Alternate Director and
alternate member to Dr. Nikunj P. Kapadia. |

Registrar and Transfer Agent

Bigshare Services Private Limited
E-2, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri East, Mumbai - 400 072.

Shareholders / Investor Grievance and Share Transfer Committee

- | | | | |
|----|-------------------------|---|---|
| 1. | Mr. Ajay S. Mittal | - | Chairman |
| 2. | Mr. Bhavesh R. Talsania | - | Member |
| 3. | Dr. Nikunj P. Kapadia | - | Member |
| 4. | Mr. Milan A. Sangani | - | Alternate Director and alternate member to Dr. Nikunj P. Kapadia. |

Remuneration/Compensation Committee

- | | | | |
|----|----------------------|---|--|
| 1. | Mr. Ajay S. Mittal | - | Chairman |
| 2. | Mr. Prem G. Rajani | - | Member |
| 3. | Mr. Amit R. Sheth | - | Member |
| 4. | Mr. Sandeep R. Daga | - | Member |
| 5. | Mr. Milan A. Sangani | - | Alternate Director
and alternate member to Dr. Nikunj P. Kapadia. |

Bankers

HDFC
Bank of India

Chief Financial Officer

Mr. Anil V. Rajkotia

Company Secretary & Compliance Officer

Mrs. Angna A. Arora

Statutory Auditors

M/s. Chaturvedi & Shah
Chartered Accountants

Registered Office

404, 4th Floor, Winchester,
Hiranandani Business Park,
Powai, Mumbai-400076.

M/s. D. Kothary & Co.
Chartered Accountants

Letter to Shareholders

After the successful IPO of your Company in October 2005, it's my pleasure to present the 9th Annual Report of the company and welcome the new shareholders.

The year 2005-2006 has been an eventful one that has seen the Company move further as a niche, BFSI, products and services company. On the financial performance front, the company posted healthy growth in Fiscal 2005-06 on all fronts. Revenues on a consolidated basis grew from Rs.104,715 thousands to Rs.2,41,484 thousands, registering a growth of 131%. Net Profits on a consolidated basis grew from Rs.27,708 thousands to Rs. 60,280 thousands, registering a growth of 185%. The IPO of your Company was oversubscribed to the extent of 13.53 times.

Business Philosophy

You will find growth and expansion to be an overriding theme running through your company. Before we move into the concrete developments and plans, I would like to begin by sharing some of the key principles, which drives us.

Your company has always believed in technology being a business enabler that enables its customers to offer differentiated products & services to their customers. We try to do this by enriching all our offerings, whether products, solutions or services, with a 'Domain value'. AurionPro represents "Aura" meaning Domain or sphere of influence and therefore 'aurionPro' meaning Domain enhanced technology.

It follows that customer centricity is also an inherent core to us; and by that we mean congruence with our customer's goals. Keeping an extreme alert nerve for the customer empathy is important to us and accordingly our management team comes with the background of customer operations and technology.

Lastly, we also strongly believe that nothing contributes, as much as the spirit of entrepreneurship. We expect this to be a prime driving and motivating force in the growth of aurionPro. This is one of the key traits that pervades the organisation and we seek the same in new additions to management, whether organic or inorganic.

Expanding Product and Services Portfolio and Customer Relationships

The Banking industry worldwide is undergoing a significant upheaval. The traditional revenue model of interest-spreads is becoming out-of-date. The new generation of banking demands a knowledge-based business that enables extended financial services and greater capital efficiencies. In response, banks are taking the battle to their competition by moving into newer business areas that are technology driven and services based.

Core banking products that automate the functioning of the bank, have now become a necessity for every bank to run basic operations and can no more offer differentiation in a competitive market place. Thus technologically advanced banks are building technology beyond core banking, enabling them to offer products and services, through newer channels and processes, enhancing their revenue streams and optimizing costs of delivery. As with core banking, other banks will follow this group over next few years. With strong product portfolio, deep domain understanding and operational experience, your company's management, is well placed for this emerging space.

AurionPro is a well-positioned name in a niche area of cash management and treasury and risk management solutions with leading private Indian banks and MNC banks as its customers. Your company has developed a successful track record of providing robust, transaction intensive products and services to lead players in the banking sector such as HDFC Bank, Centurion Bank of Punjab, UTI Bank, ABN Amro Bank, Development Bank of Singapore, Kotak Bank, Qatar Insurance Corporation, Syndicate Bank.

The successful IPO has enabled the Company in leapfrogging into the next orbit. With larger size and stronger balance sheet, the credibility with customers has gone up and our relationships have significantly ramped up. This will enhance in years to come.

Your company is continuing to invest heavily in expanding functionalities of current CashPro suite and also expanding its product portfolio to offer comprehensive offerings in the area of Treasury Solutions and Risk Management Solutions. Towards these goals, your company has taken the path of acquisition, partnership and in-house development. This brings up exciting opportunities with existing customer base for cross selling and up selling company's products and services.

As a strategy aurionPro is focused on in ramping up its sales and support infrastructure and create a portfolio of a very high-end web based architecture products. As large numbers of banks in the Asian markets, including India, are engaged in the process of networking their branches and implementing the core banking system; many of them would potentially need products and solutions offered by your company.

AURIONPRO SOLUTIONS LIMITED

In addition we are also gearing to establish our presence into the advanced markets of Europe and USA. These markets offer opportunities for large ticket sizes and global implementations.

Strategic acquisitions

Your company has acquired Infobyte International WLL in Bahrain and is in process of completing the acquisition of Software Professional Services ("SPS"), based at New Jersey and Coban Corporation, based at San Francisco in USA.

Collectively these acquisitions bring customer relationships, breadth and depth into offerings of your company, and also adds to the pool of talented and committed professionals in management and operational cadres of the company. Your company continues to look for strategic acquisitions and is in talks with some prospects.

With the acquisition of SPS, your company will have more than 100 people team on ground in USA thereby providing an opportunity to sign long term contracts and moving towards attracting Fortune 1000 clients to its fold. With its acquisition of cobon corporation, a provider of high end enterprise web technology and enterprise integration technology to fortune 1000 clients, your company will get immensely benefited by cobans strong vignette partnership and existing fortune 1000 clients. In banking, through the acquisition in Bahrain, your company has acquired a global banking giant as its customer.

With cash raised from IPO and strong operational cash flow, all the acquisitions are in large part paid through cash. Overall while these acquisitions, in addition to organic growth, will add more than 150% to growth of sales and in past year overall incremental dilution in equity is expected to be less than 5%.

Building Infrastructure and talent pool

Your company is expanding its operations rapidly and to meet the projected growth, it is investing in building world-class development facilities in Mumbai. In last twelve month your company has added over 15000 Sq. Ft in development space and plans to add another 25000 Sq Ft of development center in current year. These development centers offer best of processes and incorporate stringent physical and data securities system. We will be able to seat 1000 people across all development centres.

In addition, your company is continuously working towards attracting and retaining best talent available in the industry. A great working environment, strong domain knowledge and opportunity for lateral movement (international and domain) all help in structuring a good proposition for our people. All eligible employees will be offered stock options under ESOP scheme this year, this is being put up for your approval.

Your Company is working towards putting good corporate governance policies in place. To this end your company has added Dr. Mahendra F. Mehta, Mr. Sandeep R. Daga and Mr. Mitesh R. Majithia on the board of directors of the company to increase the strength of independent directors. Your company has already incorporated all key financial details and other major announcements on its website for easy and single point access to all.

In conclusion, I am confident that with all these actions and focus we will continue to emerge as a strong global player in our space in years to come. I thank all shareholders for their continued support.

Place: Mumbai

Date: 30th August 2006

Sanjay A. Desai
Executive Chairman

Notice

Notice is hereby given that the Annual General Meeting of Aurionpro Solutions Limited will be held on Wednesday, the 18th day of October 2006 at 10.30 a.m. at AIPMA House, A-52, Street No. 1, M.I.D.C., Marol, Andheri (East), Mumbai- 400093 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2006 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Amit R. Sheth who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Bhavesh R. Talsania who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business:

6. Appointment of Mr. Sandeep R. Daga as a Director of the Company.

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sandeep R. Daga who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th August, 2006 and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

7. Appointment of Dr. Mahendra F. Mehta as a Director of the Company.

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Dr. Mahendra F. Mehta who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th August, 2006 and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

8. Appointment of Mr. Mitesh R. Majithia as a Director of the Company.

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Mitesh R. Majithia who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th August, 2006 and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 ("the Act") and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

9. Place of keeping and inspection of the Registers and Annual Returns of the Company.

To consider and if thought fit to pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 163 of the Companies Act, 1956 (the Act), the Company hereby approves that the Registers and Indexes of Members, the Registers and Indexes of Debenture holders, if any, and copies of all Annual Returns prepared under Section 159 of the Act together with the copies of certificates and documents required to be annexed thereto under Section 161 of the Act or any one or more of them be kept at the office of the Company's Registrar and Transfer Agents viz. Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri East, Mumbai-400 072."

10. Issue of ESOP Shares to employees of Company

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

“RESOLVED THAT in accordance with the provisions of Section 81 and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“the Guidelines”) or any statutory modification(s) or re-enactment of the Act or the Guidelines, the provisions of any other applicable laws and regulations, the Articles of Association of the Company and Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include ‘Employees Stock Compensation Committee’ of the Board), consent of the Company be and is hereby accorded to the Board to grant, offer and issue, in one or more tranches, to such eligible permanent employees of the Company whether working in India or out of India and Directors of the Company whether Wholetime Directors or otherwise (hereinafter referred to collectively as the “Employees”), as may be decided by the Board, Options exercisable by the Employees under a Scheme titled “Employees Stock Option Scheme - 2006” (hereinafter referred to as “the Scheme”) to subscribe to such number of equity shares and/or equity linked instruments which could give rise to the issue of equity shares (hereinafter referred to collectively as “the Securities”) of the Company not exceeding in aggregate 5 % of the issued, subscribed and paid-up equity shares of the Company as on March 31, 2006, i.e. up to 5,40,474 equity shares, at market price and on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme.

RESOLVED FURTHER THAT the Securities may be allotted in accordance with the Scheme either directly or through an existing trust or a trust which may be setup in any permissible manner and that the Scheme may also envisage for providing any financial assistance to the trust to enable the trust to acquire, purchase or subscribe to the Securities of the Company.

RESOLVED FURTHER THAT any new equity shares to be issued and allotted as aforesaid shall rank *pari passu* inter se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Securities allotted under the Scheme on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

11. Issue of ESOP Shares to employees of Subsidiary Company

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

“RESOLVED THAT in accordance with the provisions of Section 81 and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“the Guidelines”) or any statutory modification(s) or re-enactment of the Act or the Guidelines, the provisions of any other applicable laws and regulations, the Articles of Association of the Company and Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include ‘Employees Stock Compensation Committee’ of the Board), consent of the Company be and is hereby accorded to the Board to extend the benefits of the “Employees Stock Option Scheme - 2006” referred to in the resolution under Item No. 10 in this Notice and duly passed at this Meeting, also to such permanent employees of the subsidiary companies whether working in India or out of India and Directors of the subsidiary companies whether Wholetime Directors or otherwise, as may be decided by the Board and / or such other persons, as may from time to time, be allowed under prevailing laws and regulations on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

12. Preferential Issue of Equity Shares

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A), and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, and all other applicable Acts, rules and regulations, if any, and subject to any guidelines, regulations, approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or Bodies (hereinafter collectively referred to as "the appropriate authorities"), and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as "the requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorised to issue, offer and allot in one or more tranche or tranches 3,12,438 equity shares fully paid up (face value Rs.10 each) in the Company at a price not less than Rs.132 per share at a premium of Rs.122 (being the price with respect to the Relevant Date i.e. September 17, 2006, as prescribed under the Guidelines for Preferential Issues contained in Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 the details of whom are mentioned in the explanatory statement annexed to this notice), without offering the same to the persons who at the date of the offer are holders of the equity shares of the Company by way of private placement on preferential allotment basis;

RESOLVED FURTHER THAT the equity shares allotted in terms of this resolution shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to effect to any offer, issue, allotment of the aforesaid shares, including their listing with the stock exchange(s) as may be deemed appropriate, and to resolve and settle all questions and difficulties that may arise in the proposed offer, issue and allotment of any of the aforesaid shares and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or the Chairman or the Managing Director or any one or more whole-time Directors or officers of the Company to give effect to the aforesaid resolution."

13. Borrowing Powers

To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the consent of the Company be and is hereby granted, in accordance with Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, to the Board of Directors of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs. 60 crores and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit."

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted, in accordance with Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors to mortgage and/or charge, in addition to the mortgages and/or charges created/to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and /or immovable, tangible and/or intangible properties of the Company, both present and future and/or the

whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments), issued /to be issued by the Company, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/ trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation /fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s)/ agent(s)/ trustees, in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/ agent(s)/ trustee(s)."

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

14. Loans/ Investments/ Corporate Guarantees

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/ provide any security(ies) in connection with loan(s) made to and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate up to a limit not exceeding Rs. 60 crore notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Principal Officer of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**By Order of the Board
For Aurionpro Solutions Limited**

Date: 30th August, 2006
Place: Mumbai.

**Sanjay A. Desai
Executive Chairman**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies etc. must be supported by appropriate resolution/ authority as applicable, issued on behalf of the nominating organization.
2. In terms of Article 151 and Article 152 of the Articles of Association of the Company, Mr. Amit R. Sheth and Mr. Bhavesh R. Talsania, Directors, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-

appointment. Brief resume of these Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company commends their respective re-appointments.

3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto
4. The Register of Members and Transfer Books of the Company will be closed from 14th October, 2006 to 18th October, 2006, both days inclusive. If the final dividend as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on or before 17th November 2006 to those members whose names are on the Company's Register of Members on 13th October 2006. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on 13th October 2006 as per details furnished by the Depositories for this purpose.
5. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of the dividend. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.

6. DETAILS OF BANK ACCOUNT IN DIVIDEND WARRANT/ ELECTRONIC CLEARING SERVICE (CREDIT CLEARING) - (ECS)

SEBI has made it mandatory for all the listed companies, to mention in the dividend warrant, the Bank Account details furnished by the shareholders, while distributing dividends as well as to use the Electronic Clearing Service (ECS) facility wherever available. In the absence of ECS facility at certain centres and in the event of some shareholders not availing such facility, the Company shall print the Bank details, as available with them in the dividend warrants.

The shareholders who are holding the shares in physical form and have not updated their Bank Mandate are requested to complete and submit their Bank Mandate to our Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, Mumbai, for necessary updating of the records for future use so as to reach the Company's Registrar and Share Transfer Agent latest by 18th October, 2006. The shareholders who are holding the shares in demat form, may approach their Depository Participant for necessary action in this connection. **A proforma of ECS Mandate/Bank Mandate is furnished in the Annual Report.**

7. Shareholders holding shares in physical form are requested to advise any change in Bank and address immediately to the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited. In respect of Bank Details, members are requested to provide following information to be incorporated on dividend warrants under the signature of the Sole/ First joint holder:
 - (i) Name of the Sole/First joint holder and the Folio Number.
 - (ii) Particulars of Bank Account, viz.:
 - (a) Name of Bank
 - (b) Name of Branch
 - (c) Complete address of the Bank with Pin Code Number
 - (d) Account type, whether Savings Account (SA) or Current Account (CA)
 - (e) Bank Account Number
8. Shareholders holding shares in electronic form must send the advice about change in address to their respective Depository Participants and not to the Company.
9. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Bigshare Services Private Limited, immediately of:
 - a) the change in the Residential status on return to India for permanent settlement.
 - b) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of Bank with Pin Code Number, if not furnished earlier.
10. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.