

ANNUAL REPORT

2014-15



Table of Content

Chairman's Letter	04
Vice Chairman's Letter	06
CEO's Letter	07
Financial Highlights	10
Business Areas and Primary Offerings	14
Offices	16
Executive Management	17
Company Information	18
Management Discussion and Analysis	22
Notice of Annual General Meeting	26
Directors Report	36
Corporate Governance Report	54
Certificate on Corporate Governance	66
Managing Director's Certificate	67
Standalone Financials	70
Consolidated Financials	114
Statement under Section 129(3) of the Companies Act, 2013 in Form AOC-1 relating to subsidiary companies	154



Chairman's Letter



Dear Stakeholder,

The financial year 2014-15 has been a satisfactory year for Aurionpro. While we delivered a robust financial performance with strong growth in EBITDA, our key focus was to align all business units towards creating synergistic product-based offerings of greater value. We have been working steadily towards building a sales organization that can take these offerings to market faster. Along with strong marketing and branding, we aim to scale and create strong near-term growth resulting in greater shareholder value.

Market trends for Digital Experience and Enterprise Security augur positively for us. Globally, investment in the digital platform continues to evolve and increase. The demand for failsafe innovation, security, commerce, payments and superlative digital experience is strong and Aurionpro has created strong offerings in each and every one of these areas. In addition, we have a history of being agile and entrepreneurial in our approach to market and clients. Aurionpro has benefitted from long standing client relationships due to our ability to be very nimble and responsive to their needs. We have tried to inculcate within us a culture for problem-solving, enterprising resourcefulness and a strong spirit of entrepreneurship that clients find very attractive.

Over the last year, Aurionpro has continued to invest in building a global leadership team and enhancing strong domain expertise. We have aligned our offerings to help businesses accelerate digital innovation, secure enterprises and optimize business operations. Our revenues come from a healthy mix of industry leading IP, frameworks and services that drive expediency to clients realizing value. We have invested in technology and talent that will allow us to drive and de-risk innovation cycles while enhancing security. These initiatives will result in larger deal sizes and deeper client relationships.

In my message last year, I had discussed of the increased focus on building a next generation management layer at the company. The board had made two key leadership appointments, that of global CEO – Samir Shah and global COO – Nirav Shah. I am pleased to report further progress on this. In fiscal 2014-15, we re-constituted the board and have added industry veterans with strong innovation, marketing, finance and operations expertise to help support and execute on strategic growth objectives. Carol Realini, Hari Murthy and Frank Osusky have strong innovation, start-up and business leadership backgrounds. Since then, Hari has also taken on an Executive Vice Chairman role and is actively involved in strategic execution and market making initiatives for the company. Under new leadership, an organization structure has been drawn up and the company is organized in alignment with new growth objectives.



Chairman's Letter (continued..)

This new organizational structure will enable cross selling and upselling our products and services portfolio across global markets. We anticipate that this will accelerate revenue growth and, more importantly, will create opportunity to significantly improve operating margins in the coming quarters.

In order to successfully execute on this strategy, we will continually enhance our management layer with accomplished leaders from the industry especially in sales, delivery and finance. We have invested across all functions to strengthen our leadership – sales, marketing, human resources and delivery leadership and will continue to enhance this.

As we embark on this journey of transforming Aurionpro, on behalf of the board, I acknowledge the management team for all of their hard work and commitment work during the previous fiscal year. I would also like to thank all Aurionpro customers, employees and partners for our many successes this past year. And finally, I would like to thank each and every one of you investors. You have demonstrated faith in our efforts through your investment. We value and appreciate the trust and endeavor to create the better and stronger Aurionpro.

Finally, as I conclude, we have progressed significantly since my first letter to you as Chairman in the financial year FY 2012-13. We work to build and sustain a stronger, better-managed business. We have a great opportunity for growth and the right team to execute on it. We continue to think differently and think big in our endeavor to scale market opportunities and transform Aurionpro into a leading global technology company.

Paresh Zaveri

Chairman





Vice Chairman's Letter



Aurionpro has had a satisfactory year of stable financial performance with strong growth in EBITDA. The current year promises to be a significant re-building year, with an emphasis on Growth With Urgency. The new Aurionpro has successfully unified its product and services offerings, to enable us to get to a leadership position in the areas of Enterprise Security, Payments, Mobility and Customer Intimacy business solutions.

Digital Innovation and Enhanced Customer Experience are dominating business agendas of smart companies worldwide. Businesses are looking to adapt to changes in consumer behavior and channel disintermediation by gearing up to provide a direct, intimate customer experience to retain traditional customers, and attract new ones over competitors. Aurionpro's Digital Experience solutions, underpinned by deep intellectual property on securing enterprise transactions, positions it in pole position as market shifts become more pronounced.

Enterprise Security represents another significant growth impulse for Aurionpro. With enterprise customers adopting cloud and mobility with enthusiasm, it has become essential for the enterprise to secure itself and its consumer's data across the digital ecosystem – be it within its firewall, in the cloud or social media. Security has gone from being a compliance requirement to a fundamental customer value proposition. Aurionpro has been the dominant provider of Enterprise Security Services to global corporations and will sustain its advantages with investments in intellectual property.

In the coming year, Aurionpro will invest further in developing and acquiring core capabilities through new products and services to address disruptive opportunities. Our solutions will deliver seamless financial transactions, enable frictionless commerce and deliver humanized digital experiences.

I look forward to another year of breakthrough achievements in the market place of high value products and services, and with superior execution, deliver industry leading growth with quality and urgency.

Vice Chairman





CEO's Letter



Dear Stakeholder,

I am very proud and at the same time humbled to write to you for the first time as the CEO of Aurionpro. Aurionpro had a good year of stable revenue growth and strong EBITDA growth. In FY 14-15, we grew revenues by 14% to ₹ 737.14 crores, and significantly improved EBITDA to ₹ 124.70 crores. This was a year-on-year increase of 62% in EBITDA and our consolidated net profit for the financial year stood at ₹ 79 crores up about 31% over the previous year. The coming year promises to be even stronger as we look to accelerate and deliver greater value to stakeholders.

Today, we go to market through industry verticals even as BFSI continues to remain our largest focus. Aurionpro once again retained key position among top 100 financial technology providers globally. Most major banks in India, South East Asia and Middle East continue to use our Corporate Payments, Lending and Loan Origination software and we look forward to adding more banks. We continue to expand our footprint with innovative solutions for other verticals including Logistics and Government. Our cloud-based end-to-end Logistics solution helps build efficiencies, productivity and visibility of an enterprise's supply chain. And as Government of India pushes further on Digital India and Financial Inclusion agenda, we see significant opportunities for us to play an increasing role, leading with our products and solutions.

Corporations are racing to transform themselves digitally in order to adapt to changes in consumer buying behavior and loyalty dynamics. At Aurionpro, we are well poised to help them maximize revenues and intensify stickiness through products and platform that can fundamentally reshape every touch point in a consumer lifecycle. To that end, we will be launching a Digital Experience (DX) platform later this year. Aurionpro DX platform will combine the power of analytics with individually proven solutions such as Smart Kiosks, Digital Signage, Interactive Walls, Customer Surveys, Feedback System, Interactive Customer Communication and Digital Payments.

This new Digital World brings explosion of hyper connected people, applications, devices and things. And the extreme inter-connectedness brings security to the forefront. Identity and Access Management become ever more critical to the reliability of our client's market promises. Traditionally, we have been very strong in the areas of Identity and Access Management (IAM), especially with Oracle technologies. Over the last year, we have strengthened our IAM practice with additional partnerships such as ForgeRock, SailPoint and Ping Identity. We are further looking to expand our Enterprise Security offerings to cover Cyber Security, Security Information and Event Management, Cloud and Mobile Security.



CEO's Letter (continued..)

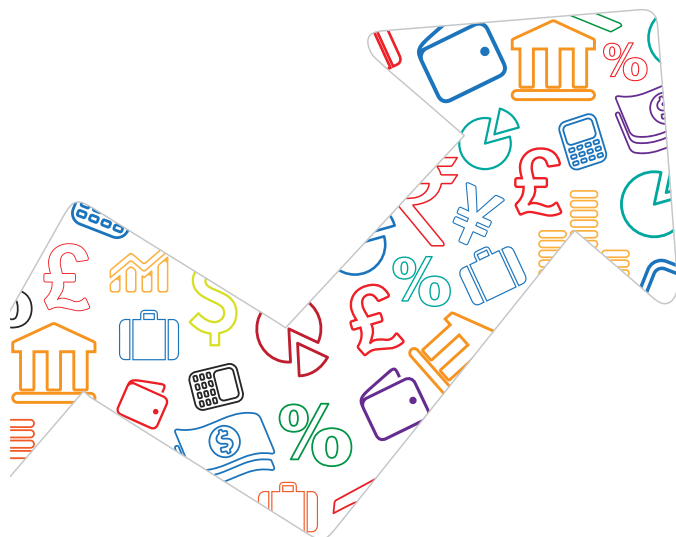
Operationally, we continue to build a next generation enterprise with robust automation and internal systems. We completed integration of all of our acquisitions and brought them on single global accounting platform. This paves way for unified and prudent accounting policies for conservative financial representation. Company has thus discontinued practice of capitalizing certain R&D expenses in some subsidiaries. New management additions in Marketing and Human Resources will continue to further the automation and transformation agenda in their respective functions, paving way for better employee service and improved go to market efforts.

Aurionpro is clearly on a path of transformation to grow aggressively and unlock greater value for all its stakeholders. We appreciate the faith and trust you have placed in the company and look forward to scaling further with innovation, entrepreneurialism and superior execution.

Samir Shah

CEO

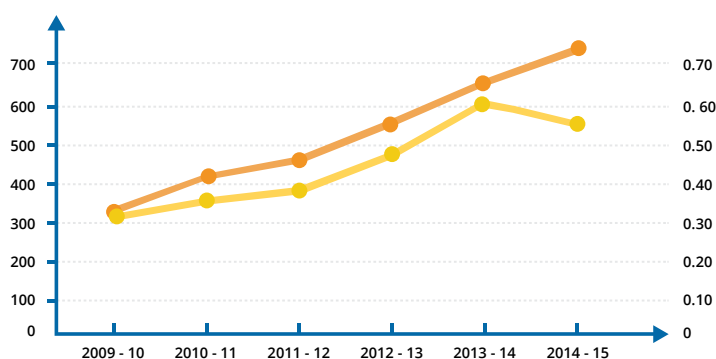




Financial Highlights

- ▶ Revenue and Revenue per Employee
- ▶ Revenue by Geography
- ▶ Revenue Triangle
- ▶ Client Distribution
- ▶ EBITDA and Net Worth

Revenue and Revenue per Employee



(₹ crore)	2009 - 10	2010 - 11	2011 - 12	2012 - 13	2013 - 14	2014 - 15
Revenue	337	424	483	568	648	737
Revenue per Employee	0.34	0.36	0.39	0.48	0.60	0.55

● Revenue ● Revenue per Employee

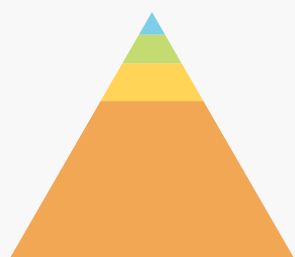
Revenue by geography



USA	40%
EU	7%
India	25%
RoW	28%
TOTAL	100%

Revenue triangle

of customers with annual revenue



Revenue Slab	# of customers
\$3M+	3
\$1-3M	20
\$0.5-1M	32
< \$0.5M	125

Client Distribution

% of total FY 2014-15 revenue

Top Client	5.5%
Top 5 Clients	15.2%
Top 10 Clients	22.8%