

Notice of Annual General Meeting

Notice is hereby given that, the Twenty Eighth Annual General Meeting ("AGM") of Aurionpro Solutions Limited ("Aurionpro") will be held on Monday, September 29, 2025 at 10:30 a.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM'), as per the detailed instructions stated hereinafter, to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO 1. –To receive, consider and adopt the:

- audited standalone financial statements of the Company for the financial year ended March 31, 2025, along with the Reports of the Board of Directors and Auditors thereon; and
- audited consolidated financial statements of the Company for the financial year ended March 31, 2025, along with the Reports of the Auditors thereon and, in this regard, pass the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial Year ended March 31, 2025, along with the Reports of the Board of Directors and Auditors thereon be and is hereby considered, approved and adopted.

"RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, along with the Reports of the Auditors thereon be and is hereby considered, approved and adopted."

ITEM NO. 2 – To confirm the Interim Dividend for the financial year ended 31 March 2025, and, in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 123(3) of the Companies Act, 2013 and other applicable provisions thereof, the interim dividend of ₹1/- per equity share (i.e., 10% on the face value of ₹10/- each) for the financial year 2024-25, as declared and paid by the Board of Directors, be and is hereby noted and confirmed."

ITEM NO. 3 – To declare final dividend of ₹ 3/- per equity share of the face value of ₹ 10/- each recommended for the financial year ended March 31, 2025 and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013, read with the Companies (Declaration and Payment of Dividend) Rules, 2014, dividend of ₹ 3/- (i.e., 30% on the face value of ₹ 10/- each) per equity share of face value of ₹ 10/- each,

as recommended by the Audit Committee and Board of Directors of the Company, be and is hereby approved and declared for the financial year ended March 31, 2025.

ITEM NO. 4 – To appoint a Director in place of Mr. Amit Sheth (DIN: 00122623), who retires by rotation and being eligible offers himself for re-appointment, and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) and any other applicable provisions of the Companies Act, 2013, Mr. Amit Sheth (DIN: 00122623), who retires by rotation at this 28th Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

ITEM NO. 5 – Appointment of Secretarial Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in terms of Sections 204 and 179(3) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder and as per the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and as per the approval of the Board of Directors, approval of the Members of the Company be and is hereby accorded to appoint M/s. Milind Nirkhe & Associates, Company Secretaries (FRN: SI992MH009900), as the Secretarial Auditors of the Company, to hold office for a term of five consecutive years i.e. from FY 2025-26 to FY 2029-30, on such remuneration as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT Mr. Ninad Kelkar, Company Secretary, be and is hereby authorised to do all such acts, deeds and things as may be necessary, including by not limited to the compliance with the requisite filings, to give effect to this resolution."

Item No. 6 – 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 reenactment(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 48,134 (Forty Eight Thousand One Hundred and Thirty Four) 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 1454.30/- (Rupees One Thousand Four Hundred Fifty Four Rupees and Thirty Paise only) per equity share (including a premium of INR 1444.30/- (Rupees One Thousand Four Hundred Forty Four Rupees and Thirty 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 Allottees mentioned in the Explanatory

Statement, for consideration other than cash (i.e., being full payment of the total consideration payable for acquisition of 366 (Three Hundred and Sixty Six) equity shares of INR 10/- (Rupees Ten only) each, representing 17.34% paid-up equity capital of InfrariskSG Pte Ltd ("Target 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 Allottees 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 Allottees	Category in the Issuer Company	No. of equity shares to be allotted
1.	Mr. Ajay Kumar Surana	Non Resident Individual (Non-Promoter)	24,067
2.	Mrs. Gayatri Khullar	Non Resident Individual (Non-Promoter)	24,067

RESOLVED FURTHER THAT in case of fractional shares, arising out of the issue and allotment of the equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible allottees, including but not limited to, payment of fractional consideration amount in cash to the eligible allottees;

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 August 30, 2025, being the date 30 (thirty) days prior to the date of Annual General Meeting on which this Special Resolution is proposed to be passed, i.e. September 29, 2025. However, since August 30, 2025 falls on a Saturday, August 29, 2025 shall be considered as the Relevant Date and the Floor Price for the preferential issue on the aforesaid Relevant Date pursuant to Regulation 164(l) of the ICDR Regulations is INR 1454.30/- (Rupees One Thousand Four Hundred Fifty Four Rupees and Thirty 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 Allottees 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 Allottees 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 Allottees, are being issued for consideration other than cash, against swap of Purchase Shares held by the Proposed Allottees in the Target Company and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.
- 7) The Subscription Shares shall be allotted to the Proposed Allottees subject to receipt of the Purchase Shares from the Proposed Allottees 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 Allottees;

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 Allottees;

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 Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees 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."

By Order of the Board of Directors

Sd/-
Ninad Kelkar
Company Secretary

Place : Navi Mumbai
Date : September 05, 2025

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

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/ OAVM mode 15 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 AGM 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 AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. 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 e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
8. The Register of Members and the Share Transfer Register shall remain closed from Saturday, 23rd September, 2025 to, Tuesday 30th September, 2025 both days inclusive.
9. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the AGM, i.e., from 10.15 a.m. to 10.45 a.m. and will be available for 1,000 members on a first-come first-served basis. This rule would however not put any restriction on the participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
10. Dividend for the year ended 31st March, 2025, if declared at the Annual General Meeting, shall be paid within the prescribed time limit, to those members, whose names appear:
 - a) As beneficial owners at the end of business day on Monday, 22nd September, 2025, as per lists furnished by NSDL and CDSL in respect of shares held in electronic form.
 - b) On the register of members of the Company as on Monday, 22nd September, 2025, in respect of shares held in physical form.
 - c) The members are advised to encash dividend warrants promptly.
11. Participation of members through VC/OAVM will be reckoned for the purpose of quorum of the AGM as per section 103 of the Act.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to company's RTA in case the shares are held in physical form.

13. Members may please note that SEBI vide its Circular No. SEBI/ MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/HO/MIRSD/POD-I/P/ CIR/2024/37 dated May 7, 2024, as applicable has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the on the website of the Company's RTA, Link Intime India Private Limited at <https://linkintime.co.in/> It may be noted that any service request received by member can be processed by RTA/the Company only after the folio is KYC Compliant.

Please note that as mandated by Securities & Exchange Board of India ('SEBI') the allotment of shares shall be made only in dematerialized form. Accordingly, the Equity Shares of the Members of Aurionpro Solutions Limited holding shares in physical form have been credited to the separate demat Escrow account maintained by the Company. Members are requested to claim the shares from Escrow demat account maintained by the Company. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act shall be available for inspection of the Members of the Company. The Members may send request for the inspection of the referred documents by sending mail at investor@aurionpro.com.

14. The Members are advised to avail of nomination facility in respect of shares held by them.

15. Members are requested to:

- a) Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.
- b) To avoid inconvenience, get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee.

16. In terms of Section 124 of the Act:

- a) the amount of dividend remaining unclaimed or unpaid, for a period of seven years from the date of transfer to the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund; and
- b) the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to the Investor Education and Protection Fund;

Therefore, the members who has unclaimed dividends or who has not received dividends for the previous financial years are requested to send back their dividend draft or make their claims to our Registrar & Share Transfer Agent viz., Big Share Services Private Limited, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Tel: 022-62638200 Fax: 022-62638299 email at investor@bigshareonline.com.

17. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), and MCA Circulars the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ('e-voting') facility provided by the National Securities Depository Limited ('NSDL'). Members who will cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.

18. 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 i.e. Monday, 22nd September, 2025 only shall be entitled to vote via remote e-voting facility or e- voting at the day of AGM.

19. The remote e-voting period commences on Friday, 26th September, 2025 9:00 a.m. (IST) and

ends on Sunday, 28th September, 2025 5:00 p.m. (IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. Monday, 22nd September, 2025 (cut-off date for determining eligibility of Shareholders for remote e-voting or voting at the AGM) may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Monday, 22nd September, 2025

20. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OVAM and who have not casted their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
21. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, 22nd September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800 1020 990 and 1800 22 44 30
22. In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from 1st April, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
23. Members holding shares in demat mode, who have not registered their email addresses or wish to change/update communication details (Address, Bank details, Phone No. etc) are requested to contact their depository participants.

Members who are holding equity shares in physical form and who have not registered their email addresses or wish to change/ update communication details (Address, Bank details,

Phone No. etc) are advised to submit below documents to the Registrar and Share Transfer Agent ('RTA') of the Company M/s. Bigshare Services Pvt. Ltd.

Sr. No	Type of Change	Documents Required
1	Change/ Registered/ Email Address/ Phone No.	Request letter along with self-attested copy of Permanent Account Number (PAN) card
2	Updating Address	Request letter along with old address proof and new address proof (Aadhar card/Electricity Bill etc.)
3	Updating Bank Details	Request letter along with cancel cheque (bearing Name of Holder) and self-attested copy of PAN card

Above mentioned documents can share at investor@bigshareonline.com or dispatch at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Tel: 022-62638200 Fax: 022-62638299.

24. In terms of the provisions of the Income Tax Act, 1961, ('the Act') as amended by the Finance Act, 2020, dividend paid or distributed with effect from 1st April 2020, is taxable in the hands of the shareholders. Accordingly, the Company shall be required to deduct tax at source from the said dividend at prescribed rates. The tax deduction/ withholding tax rate would vary depending on the residential status of the shareholder and the exemptions as enumerated in the Act subject to fulfilling the documentary requirements.

TDS Provisions and documents required as applicable for relevant category of shareholders

For Resident Members:

Tax will be deducted at source under Section 194 of the Act at the rate of 10% on the sum of dividend payable unless exempt under any of the provisions of the Act. However, in case of individuals, TDS would not apply if the aggregate of total dividend distributed to them by the Company during the financial year 2024-25 does not exceed ₹5,000/-.

TDS will not be deducted in cases where a shareholder provides Form 15G (applicable to any person other than a Company or a Firm) or Form 15H (applicable to an individual above the age of 60 years) along with the self-attested copy of PAN, provided that eligibility conditions are being met. Form 15G / Form 15H can be download from <https://www.bigshareonline.com>.

com/Resources.aspx link provided by the RTA (i.e. Bigshare Services Pvt. Ltd)

Please note that all fields mentioned in the forms are mandatory and the company may at its sole discretion reject the forms submitted, if it does not fulfill the requirement of law.

TDS will not be deducted, if the shareholder is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the Permanent Account Number (PAN) along with documentary evidence in relation to the same.

Needless to mention, PAN will be mandatorily required. If your PAN details are available in your demat account for shares held in demat form or with the RTA for shares held in physical form, then there is no need to send PAN details again to the Company. If PAN is not available or invalid, TDS would be deducted at the rate of 20% as per Section 206AA of the Act.

Further, shareholders are requested to ensure Aadhaar number is linked with PAN, as required u/s 139AA(2) read with Rule 114AAA before the timelines prescribed. In case of failure of linking Aadhaar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rates as prescribed u/s 206AA of the Income Tax Act, 1961.

In order to provide exemption from withholding of tax, following organizations must provide a self-declaration as listed below:

- **Insurance companies:** A self-declaration that it qualifies as "Insurer" u/s 2(7A) of the Insurance Act, 1938 and has full beneficial interest in the shares along with self-attested copy of PAN and Registration Certificate.
- **Mutual Funds:** A self-declaration that it is a mutual fund governed by the provisions of Section 10(23D) of the Act and is covered under Section 196 of the Act, along with self-attested copy of PAN and valid SEBI Registration Certificate or Notification.
- **Alternative Investment Fund (AIF) established in India:** A self-declaration that its dividend income is exempt under Section 10(23FBA) of the Act and it has been granted a certificate of registration as Category I or Category II AIF under the SEBI Regulations, along with self-attested copy of PAN and valid SEBI Registration Certificate or Notification.
- **New Pension System Trust:** A self-declaration that they are governed by the provisions of Section 10(44) [Sub-section 1E

to Section 197A] of the Act along with self-attested copy of registration documents.

- **Corporation established by or under a Central Act :** A self-declaration that it is a corporation established by or under a Central Act whereby income-tax is exempt on the income and accordingly, covered under Section 196 of the Act, along with self-attested copy of PAN and valid Notification.
- **Recognized Provident Fund/ Approved Gratuity/ Superannuation Fund:** Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes.

In case of other resident shareholder having Order under Section 197 of the Act, TDS will be deducted at the rate mentioned in the Order, provided the Shareholder submits copy of the Order obtained from the income-tax authorities. For obtaining the certificate from tax authority, TAN to be used for this purpose.

For Non-Resident Members:

Tax is required to be withheld in accordance with the provisions of Section 195 of the Act at applicable rates in force. As per the relevant provisions of the Act, the tax shall be withheld at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable.

Further, in the case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source at the rate of 20% (plus applicable surcharge and cess) under Section 196D of the Act.

However, as per Section 90 of the Act, a non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to the shareholder. For this purpose, i.e. to avail the tax treaty benefits, the Non-Resident Shareholder (including FII and FPI) will have to provide the following:

- Self-attested copy of PAN card, if any, allotted by the Indian income tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) issued by the tax authorities of the country of which the shareholder is resident, evidencing and certifying shareholder's tax residency status during the financial year 2024-25.
- Self-declaration in Form 10F duly filled and signed. Non-resident having PE in India would need to comply with the provisions of section 206AB of the Income Tax Act, 1961.

- SEBI registration certificate in case of Foreign Institutional Investors and Foreign Portfolio Investors.
- In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA). It is recommended that shareholders should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.
- Self-declaration in the prescribed format certifying that:
 - (a) The shareholder is eligible to claim the beneficial Tax Treaty rate for the purposes of tax withholding on dividend declared by the Company;
 - (b) The transaction/ arrangement/ investments from which the dividend is derived by the shareholder is not arranged in a manner which results in obtaining a tax benefit, whether directly or indirectly, as one of its principal purposes. The tax benefit, if any, derived from such transaction / arrangement / investments would be in accordance with the object and purpose of the provisions of the relevant Tax Treaty ('the Principle Purpose Test', if applicable to the respective Tax Treaty);
 - (c) No Permanent Establishment / Fixed base in India during the FY 2024-25 in accordance with the applicable tax treaty;
 - (d) The shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company.

The company is not obligated to apply the beneficial DTAA rates at the time of tax deduction on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the company of the documents submitted by non-resident shareholders and meeting requirement of the act read with applicable tax treaty.

In case of Non-resident shareholder having Order under Section 197 of the Act, TDS will be deducted at the rate mentioned in the Order; provided the shareholder submits copy of the order obtained from the income-tax authorities. For obtaining

the certificate from tax authority, TAN to be used for this purpose.

Where any entity is entitled for exemption from TDS, TDS will not be deducted provided such shareholder/entity provides valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. issued by the Indian tax authorities).

The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rates shall depend upon the completeness and satisfactory review of the documents submitted by Non-Resident member, by the Company.

TDS @10% u/s 194, 195 and 196D of the Act is subject to provisions of Section 206AB of the Act (effective from 1st July, 2021) which introduces special provisions for TDS in respect of taxpayers who have not filed their income-tax return (referred to as specified persons). U/s 206AB of the Act, tax is to be deducted at higher of the following rates in case of payments to the specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

In cases where Sections 206AA and 206AB are applicable i.e. the shareholder has not submitted the PAN as well as not filed the return; tax will be deducted at higher of the two rates prescribed in these sections.

"Specified person" as defined u/s 206AB(3) is someone who satisfies the following conditions:

1. A person who has not filed income tax return for two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing of return of income under section 139(1) of the Act has expired; and
2. The aggregate of TDS and TCS in whose case is 50,000/- or more in each of these two previous years.

Non-resident shareholders who do not have permanent establishment in India are excluded from the scope of a "specified person".

For all Members:

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

Only scanned copies of the aforementioned tax relief documents such as PAN, Forms 15G/15H/10F/ Self-declaration/documentary evidence etc. will be accepted by the Company. The documents (duly completed and signed) are required to be submitted by email at tds@bigshareonline.com.

In case of joint shareholders, the shareholder named first in the Register of Members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Members may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt, or insufficiency of the aforementioned details/documents from you, you would still have the option of claiming refund of the excess tax paid, at the time of filing of your Income Tax return. No claim shall lie against the Company for such taxes deducted at source. Members shall be able to see the credit of TDS in form 26AS, which can be downloaded from Income Tax portal.

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee then such deductee should file declaration with the Company or Bigshare Services Pvt. Ltd. in the manner prescribed in the Rules by 16th September, 2022. In case of any discrepancy in documents submitted by the shareholder, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

Members holding shares in dematerialized mode, are requested to update their records such as tax residential status, permanent account number (PAN), registered email address, mobile number and other details with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish details to the Company's Registrar and Transfer Agent, viz. Bigshare Services Pvt. Ltd.

The Company is obligated to deduct tax at source based on the records made available by National Securities Depository Limited or Central Depository Services (India) Limited ("the Depositories") in case of shares held in electronic mode and from the RTA in case of

shares held in physical mode and no request will be entertained for revision of TDS return.

In case of any query, please reach out to us by sending an email to investor@aurionpro.com or investor@bigshareonline.com.

25. Pursuant to the provisions of the Act, read with Companies (Significant Beneficial Owners) amendments Rules, 2019 ('the Rules') notified by the Ministry of Corporate Affairs on 8th February 2019, an individual, who acting alone or together, or through one or more persons or trusts, Body Corporates, HUF, Partnership firms, Investment vehicle, becomes a significant beneficial owner or where his/her significant beneficial ownership undergoes any change in Company, shall file declaration in prescribed forms with the Company. The significant beneficial ownership for this purpose shall mean individually or together holding of 10% or more of the shares or voting rights in the Company.

Therefore, if applicable, the Members are requested to file necessary declaration in BEN -I with the Company.

Format of BEN-I is available at the website of the Company at www.aurionpro.com.

The aforesaid Rules and the relevant provisions of the Act are available at <https://www.mca.gov.in/content/mca/global/en/acts-rules/ebooks.html>

For any clarification the Members may contact the Company by writing an Email on investor@aurionpro.com.

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

The remote e-voting period begins on Friday, 26th September, 2025 9:00 a.m. (IST) and ends on Sunday, 28th September, 2025 5:00 p.m. (IST). 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. Monday, 22nd September, 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 Monday, 22nd September, 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

a. 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.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

b. 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.

4. 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***

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

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

- b) 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.

c) How to retrieve your 'initial password'?

- i. 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'.
- ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

- a) 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.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) 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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

9. 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?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of **Aurionpro Solutions Limited** 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".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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.
2. 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.nsdl.com to reset the password.

3. 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.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

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:

Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing below mentioned documents;

1. 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 investor@aurionpro.com.
2. 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 investor@aurionpro.com. If you are an Individual shareholders 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.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@aurionpro.com. The same will be replied by the company suitably.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, 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 Friday, 26th September, 2025 shall be considered and responded during the AGM.

By Order of the Board of Directors

Sd/-
Ninad Kelkar
Company Secretary

Place: Navi Mumbai
Date : September 05, 2025

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

DESCRIPTION OF THE BUSINESS TO BE TRANSACTED AT THE AGM

Item No 4 – Re-Appointment of Mr. Amit Sheth (DIN: 00122623)

In terms of the provisions of Section 152 of the Act 2013, Mr. Amit Sheth (DIN: 00122623), retires by rotation at this Annual General Meeting and being eligible offers himself for re- appointment.

Profile:

Mr. Amit Sheth brings over about 28+ years of enriched experience in corporate finance, equities and technology, and domain expertise in IT enabled services. He has been associated with the Company since its inception and is one of the esteemed Promoter(s) of the Company. Prior to Aurionpro, Mr. Amit Sheth has held key positions with Twentieth Century Finance and Lloyds Securities. An acclaimed thought leader, Mr. Amit Sheth is a regular contributor to regional banking conferences, panel discussions, and trade publications. Mr. Amit Sheth holds a graduation in engineering and a postgraduate degree in finance.

The Board and Nomination and Remuneration/ Compensation Committee of the Company considers that his continued association would be of immense benefit to the Company and it is desirable to re-appoint him as Director. Accordingly, the Board recommends the resolution in relation to re- appointment of Mr. Amit Sheth Director, for the approval by the shareholders of the Company.

Except Mr. Amit Sheth, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Disclosure on appointment / re-appointment of Director pursuant to Clause 1.2.5 of Secretarial Standards-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sr. No	Particulars	Information
1	Age of Director	58 Years
2	Qualification	Mr. Sheth is a graduate in engineering and has a postgraduate degree in finance.
3	Experience	28 Years +
4	Terms and conditions of appointment or reappointment	As set out in the resolution no. 4 of the Notice
5	Last drawn remuneration	Nil

Sr. No	Particulars	Information
6	Date of first appointment on the Board	31 st October,1997
7	No. of share held as on 31 st March, 2025	32,18,022 shares
8	Relationship with Directors, Managers & KMP	Not Related
9	Number of listed entities from which the person has resigned in the past three years	None
10	Shareholding of non-executive directors in the listed entity, including shareholders as a beneficial owner.	None
11	Number of Board Meeting attended during FY 2024-25.	06
10	Other Directorship (The Directorship held by the Directors as mentioned, do not include alternate directorships, directorships of foreign companies.)	Aurofidel Outsourcing Ltd. Auroscient Outsourcing Ltd. Marcos Quay Sporting Excellence Pvt. Ltd. Trejhara Solutions Ltd. Intellvisions Solutions Pvt.Ltd Groei Consultancy LLP Aurionpro Transit Solutions Pvt.Ltd Aurionpro Foundation Smiling Stars Foundation Aurionpro Toshi Automatic Systems Pvt. Ltd Skanan Hardware Private Limited Marcos Quay Sports Foundation Fintra Software Private Limited
11	Chairman/ Member of the Committees of Boards of other companies (only listed company has been considered)	Trejhara Solutions Limited Audit Committee: Member Stakeholders Relationship Committee: Member Corporate Social Responsibility committee: Member

Item No 5 – Appointment of Secretarial Auditors

As per the recently notified Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), which came into effect from April 1, 2025, a company is required to appoint a peer reviewed secretarial auditor (if individual – not exceeding one term of five consecutive years and if a firm – not exceeding two terms of five consecutive years), with the approval of the shareholders in the General Meeting.

The Board of Directors, at its meeting held on May 13, 2025, approved the appointment M/s. Milind Nirkhe & Associates, a peer-reviewed Practicing Company Secretary firm (FRN: SI992MH009900), as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from the financial year 2025-26 to 2029-30 at such remuneration as may be mutually agreed between the Board and the Secretarial Auditors but not exceeding ₹2,50,000/- [Rupees Two Lakhs Fifty thousand rupees only] per annum plus taxes, as applicable. The Board of Directors may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

In terms of Regulation 36(5) of the SEBI Listing Regulations, the Members are requested to note that:

- a. M/s. Milind Nirkhe & Associates is a firm of practicing company secretaries with over 35 years of experience in secretarial and compliance audit, legal due diligence, SEBI regulations and FEMA regulations. They served at various medium & large size organizations at the KMP level. The key responsibilities were heading the secretarial, legal and merchant banking activities. They were actively associated in merchant banking division of Category I Merchant Banker registered with SEBI.
- b. Any association of individual/firm as the Secretarial Auditor of the listed entity before March 31, 2025, shall not be considered for computing the tenure under Regulation 24A of the SEBI Listing Regulations.
- c. M/s. Milind Nirkhe & Associates (FRN: SI992MH009900) is a Peer Reviewed Firm of Company Secretaries in Practice and has confirmed their eligibility to be appointed as the Secretarial Auditor for the term of 5 (Five) years at the proposed audit fees as provided in Item No. 4 of this Notice.

M/s. Milind Nirkhe & Associates have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act and Rules made thereunder and SEBI Listing Regulations.

The services to be rendered by M/s. Milind Nirkhe & Associates as Secretarial Auditors are within the purview of the SEBI Listing Regulations, read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and the FAQs issued thereon on April 23, 2025.

Considering the rich professional experience brought in by M/s Milind Nirkhe & Associates, the Board of Directors recommends the Resolution at Item No. 5 for your approval as an Ordinary Resolution.

None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution under Item no. 5.

Item No 6 – 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, at its meeting held on August 05, 2025, has approved the acquisition of 100% stake in InfrariskSG Pte Ltd (“Target Company”), structured through combination of share swap arrangement and upfront cash consideration. The acquisition of entire share capital of the Target Company is proposed to be disbursed in cash and stock consideration as follows:

- a) Cash consideration of USD 1.2 Million through its wholly owned subsidiary in Singapore (Acquiring 1,745 shares i.e 82.66% from the Shareholders of the Target Company).
- b) By issue of 48,134 fully paid up equity shares of face value of ₹ 10/- (Rupees Ten only) each at price of ₹ 1454.30 /- (Rupees One Thousand Four Hundred Fifty Four Rupees and Thirty Paise only) including a premium of ₹ 1444.30/- (Rupees One Thousand Four Hundred Forty Four Rupees and Thirty Paise only) per shares aggregating to USD 0.8 Million of your Company to the Proposed Allottees for acquiring 366 equity shares i.e 17.34% of the Target Company.

Accordingly, the Board pursuant to its resolution dated September 05, 2025, has approved the issue of upto 48,134 (Forty Eight Thousand One Hundred and Thirty Four) fully Paid-up Equity Shares of the Company having a Face Value of ₹ 10/- (Rupees Ten Only) each at a price of

INR 1454.30/- (Rupees One Thousand Four Hundred Fifty Four Rupees and Thirty Paise only) per Equity Share (including a premium of INR 1444.30/- (Rupees One Thousand Four Hundred Forty Four rupees and Thirty Paise only) per share ('Preferential Allotment Price') to the Proposed Allottees 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.

In case of fractional shares, arising out of the issue and allotment of the equity shares, the Board be and is hereby authorized to deal with such fractions for the benefit of the eligible allottees, including but not limited to, payment of fractional consideration amount in cash to the eligible allottees. However, the allottees have given their mutual consent to waive off the fractional consideration amount.

Approval of the Members by way of special resolution is being sought in accordance with Sections 23(l)(b), 42 and 62(i)(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.6 of this Notice.

The issue of the Subscription Shares to Proposed Allottees 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 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 Allottees 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 Allottees.
- vi) The Subscription Shares to be allotted to the Proposed Allottees 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 Allottees, are being issued for consideration other than cash, against swap of Purchase Shares held by the Proposed Allottees and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.
- viii) The Subscription Shares shall be allotted to the Proposed Allottees subject to receipt of the Purchase Shares from the Proposed Allottees 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 Saturday, 30 August 2025. However, since August 30, 2025 falls on a Saturday, August 29, 2025 shall be considered as the Relevant Date;
- xii) 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.

- 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., August 29, 2025. The proposed allottees have neither sold nor transferred any Equity Shares during the period of 90 trading days preceding the Relevant Date. The proposed allottees holds shares prior to the date of the Notice of this Annual 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 September 05, 2025, has approved the proposed preferential issue of 48,134 (Forty Eight Thousand One Hundred and Thirty Four) equity shares of the Company having face value of INR 10/- (Rupee Ten Only) each, at a price of INR 1454.30/- (Rupees One Thousand Four Hundred Fifty Four Rupees and Thirty Paise only) per equity share (including a premium of INR 1444.30/- (Rupees One Thousand Four Hundred Forty Four Rupees and Thirty 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 target company through a share swap arrangement, undertaken for consideration other than cash. The issue is aimed at geographical expansion into Australia which is a key strategic market for Banking as well as TIG segments, by leveraging the target company's experience of over 15 years in partnering with financial institutions and for undertaking transformations at lending operations.

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 August 30, 2025, being the date 30 days prior to the date of Annual General Meeting. i.e. September 29, 2025. However, since August 30, 2025 falls on a Saturday, August 29, 2025 shall be considered as the Relevant Date.

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 September 05, 2025 issued by Mr. Mukesh Jain, an Independent Registered Valuer (Reg No. IBBI/RV/03/2019/12285) and (ii) pricing certificate dated September 05, 2025 issued by Mr. Mehul Raval (Membership No. ACS 18300), 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.

Further, the Articles of Association of the Company do not provide for a method of determination of the floor price, However, it states that the Floor price shall be determined based on the Valuation Report of the Registered Valuer.

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 1454.30/- (Rupees One Thousand Four Hundred and Fifty Four and Thirty 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 1454.30/- (Rupees One Thousand Four Hundred and Fifty Four and Thirty 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 1415.30/- (Rupees One Thousand Four Hundred and Fifteen Paise only) per equity share.

Or

Furthermore, as per the Valuation Report dated September 05, 2025 obtained from Mr. Mukesh Jain, an Independent Registered Valuer (Reg No. IBBI/RV/03/2019/12285), INR 1454.30/- per equity share.

Basis above, INR 1454.30/- is fixed as the Issue Price being the higher value as per the Valuation Report and Volume weighted average price during the 90 trading days preceding the Relevant Date.

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 Allottees as mentioned above. The Proposed Allottees are not classified as Promoter and do not form 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

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. Ajay Kumar Surana	Non Resident Individual (Non-Promoter)	Not Applicable	Nil	0.00	24,067	24,067	0.04
Mrs. Gayatri Khullar	Non Resident Individual (Non-Promoter)	Not Applicable	12000	0.02	24,067	36,067	0.06

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 366 Equity Shares constituting 17.34 % stake of the Target Company from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottees.

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.

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 September 05, 2025 issued by Mr. Mukesh Jain, an Independent Registered Valuer (Reg No. IBBI/RV/03/2019/12285).

The value of the price of the Subscription Shares has been determined taking into account

Valuation Report dated September 05, 2025 issued by Mr. Mukesh Jain, an Independent Registered Valuer (Reg No. IBBI/RV/03/2019/12285), having office at C-203, EDGE, Opp. Maruti Suzuki Arena, Mova, Raipur-492007.

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 Allottees 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 Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date. The proposed allottees have neither sold nor transferred any Equity Shares during the period of 90 trading days preceding the Relevant Date. The proposed allottee i.e. Mrs. Gayatri Khullar holds shares prior to the date of the Notice of this Annual General Meeting, hence the lock-in offer pre-allotment holding is made as per the 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. August 29, 2025)		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	15.45
b)	Bodies Corporate	29,03,636	5.26	29,03,636	5.25
	Sub-Total (A)(2)	1,14,46,238	20.73	1,14,46,238	20.71
	Promoters & Promoter Group Holding (A)	1,48,43,336	26.88	1,48,43,336	26.86
B	Non-Promoter Holding				
(1)	Institutional Investor				
a)	Mutual Funds	--	--	--	--
b)	Venture Capital Fund	--	--	--	--
b)	Alternative Investment Funds	7,33,776	1.33	7,33,776	1.33
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)	7,33,776	1.44	7,33,776	1.33
(2)	Institution (Foreign)				
a)	Foreign Direct Investment	--	--	--	--
b)	Foreign Venture Capital Investors	--	--	--	--
c)	Sovereign Wealth Funds	--	--	--	--
d)	Foreign Portfolio Investors Category I	83,91,800	15.20	83,91,800	15.18
e)	Foreign Portfolio Investors Category II	1,02,375	0.19	1,02,375	0.18
f)	Overseas Depositories (holding DRs) (Balancing Figure)	--	--	--	--
g)	Any Other (specify)	--	--	--	--
	Sub-Total (B)(2)	84,94,175	15.39	84,94,175	15.37
(3)	Central Government/State Government	--	--	--	--
a)	Central Government/ President of India	--	--	--	--
b)	State Government/Governor	--	--	--	--

Sr. No.	Category of Shareholder(s)	Pre-Issue (As on the latest BENPOS date i.e. August 29, 2025)		Post-Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
c)	Shareholding by companies or Body Corporate 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)	65,34,664	11.84	65,34,664	11.82
c)	Key Managerial Personnel	1,93,800	0.35	1,93,800	0.35
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	0.05	25,852	0.05
g)	Resident Individuals holding nominal share capital up to ₹ 2 lakhs	52,42,983	9.49	52,42,983	9.48
h)	Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs	1,18,13,814	21.39	1,18,13,814	21.37
i)	Non Resident Indians (NRIs)	11,18,489	2.03	11,66,623	2.11
j)	Foreign Nationals	--	--	--	--
k)	Foreign Companies	5,65,488	1.02	5,65,488	1.02
l)	Bodies Corporate	48,78,333	8.84	48,78,333	8.82
m)	Any Other (specify)	7,68,820	1.39	7,68,820	1.39
	Sub-Total (B)(4)	3,11,42,243	56.88	3,11,90,377	56.44
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	4,03,70,194	73.12	4,04,18,328	73.13
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	5,52,61,664	100

16) Certificate of a Practicing Company Secretary

The certificate from Mr. Mehul Raval, 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 year, the Company has not made any allotment on preferential basis.

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.

4) 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	Mr. Ajay Kumar Surana	Non-Promotor	Non-Promotor
2	Mrs. Gayatri Khullar	Non-Promotor	Non-Promotor

5) 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.

6) SEBI Takeover code

In the present case, none of the proposed allottees 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.

7) 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 Annual 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 Allottees is being sought by way of a Special Resolution as set out in the item no 6 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 6.

By Order of the Board of Directors

Sd/-
Ninad Kelkar
Company Secretary

Place: Navi Mumbai
Date: September 05, 2025

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