



Aurionpro Solutions Limited

(CIN: L99999MH1997PLC111637)

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

Tel:+91-22-4040-7070.**Fax:**+91-22-4040-7080.**Email:**investor@aurionpro.com.**Website:** www.aurionpro.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read together with the Companies (Management and Administration) Rules, 2014 (Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, for obtaining assent of the Members of the Company on the resolution appended below and the same is proposed to be passed by way of remote e-voting. The explanatory statement pertaining to the said resolution setting out the material facts concerning the item and the reasons thereof, as required in terms of Section 102 of the Act, is annexed hereto for your consideration.

The Board of Directors has appointed, Mr. Harshvardhan Tarkas (Membership No. ACS 30701) Practicing Company Secretary and failing him, Mr. Mehul Raval, (Membership No. ACS 18300) Practicing Company Secretary, as the Scrutinizer for scrutinizing the postal ballot voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Considering the current threat posed by COVID-19 pandemic situation, and as per Ministry of Corporate affairs ('MCA') general circular no.39/2020 dated 31st December,2020,no.33/2020 dated 28th September, 2020 no. 20/2020 dated 05th May, 2020 read with circular nos. 17/2020 dated 13th April, 2020 and 14/2020 dated 08th April, 2020 (collectively referred to as 'MCA Circulars') and circulars issued by the Securities and Exchange Board of India ('SEBI') circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January,2021 (collectively referred to as 'SEBI Circulars') the Company is sending the Postal Ballot Notice only in electronic form to all its members who have registered their e-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. Hard copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelop will not be sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with the provisions of Section 108 of the Act read with the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time the Company is providing remote e-voting facility to its Members for voting on the resolution contained in this Postal Ballot Notice. The Company has made an arrangement with National Securities Depository Ltd ("NSDL") for facilitating e-voting for the Members to enable them to cast their votes electronically. The communication of assent / dissent of the members can only be given through the remote e-voting system, in accordance with the MCA and SEBI Circulars.

The Company is also extending the facility to register the email addresses of the members (please refer to the Notes to the Notice) who have not yet registered the same with the Company/ Depository Participants/the Registrar & Transfer Agents (RTA), in order to enable the members to cast their votes through remote e-voting facility.

The Notice of the Postal Ballot has been uploaded on the Company's website www.aurionpro.com under 'Investors Section'. Please read the instructions provided in the Notes to the Notice and record your assent or dissent by means of remote e-voting facility provided by the Company from 09:00 a.m. on Friday, 14th May, 2021 - till 05.00 p.m. on Saturday,12th June,2021. Upon completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or the Company Secretary.

The result of the e-voting conducted through postal ballot will be announced by the Chairman or the Company Secretary of the Company on or before Monday,14th June,2021 at the Registered Office of the Company.



The members are requested to consider and if thought fit, pass the following resolution as Special Resolution.

PROPOSED RESOLUTION:

To approve exit from the Cyber Security business by divesting entire stake in the USA based subsidiary.

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions and rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Members of the Company be and is hereby accorded to the Board of Directors ('the Board'), which term shall be deemed to mean and include any Committee constituted by the Board of the Company, for exiting from the cybersecurity business by divesting the entire stake held by the Company, on its own or through its wholly owned subsidiary Aurionpro Solutions Pte. Ltd ("AP Pte"), in Cyberinc Corporation, USA ("Cyberinc") for an amount up to USD 9.6 million (INR 71 Approx.) ("Proposed Transaction"), on terms and conditions as set forth in the terms sheet/memorandum of understanding/letter of intent/ share purchase agreement signed for this purpose amongst the concerned parties."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize, and execute all the required transactional documents in relation to the Proposed Transaction including the share purchase agreement, undertakings, letters or any other documents as may be required from time to time and to do and perform all such acts, deeds, matters and things, as may be required to be executed, performed, undertaken to give effect to the above resolution, without being required to seek any further consent or approval of the Shareholders of the Company, and to delegate all or any of the powers or authorities herein conferred or to engage any Committee of the Board, employee or officer of the Company, advisor, consultant, agent or intermediary, as may be deemed necessary."

"RESOLVED FURTHER THAT the approval granted herewith includes and ratifies all the actions of the Board of Directors (including any of the Directors empowered by the Board for this purpose), undertaken in good faith prior to the date of this Resolution, including signing of the requisite documentation to give effect to the Proposed Transaction of divestment approved in this resolution."

Date: 06th May,2021

Place: Navi Mumbai

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

CIN : L99999MH1997PLC111637

Tel : +91 22 4040 7070

Fax : +91 22 4040 7080

Email : investor@aurionpro.com

Website : www.aurionpro.com

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

Sd/-

**Ninad Kelkar
Company Secretary**

NOTES AND INSTRUCTIONS:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Resolution and the reasons thereof is annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on the close of business hours on Friday, 07th May, 2021, and a person who ceases to be a Member after the said date, should treat this Notice for information purposes only. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 07th May, 2021 ("Cut of Date") A member cannot exercise his/ her vote by proxy on Postal Ballot.
3. As per Section 110 of the Act, read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Postal Ballot Notice be served on the members through electronic means only. Accordingly, Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP").
4. The date of dispatch of the Postal Ballot Notice shall be announced through advertisement in the following newspapers: Navshakti – Marathi News Paper (Regional Language),
The Free Press Journal- English newspaper
5. The Postal Ballot Notice is uploaded on the website of the Company, www.aurionpro.com website of Stock Exchanges www.bseindia.com and www.nseindia.com and on website of NSDL, i.e. www.evoting.nsdl.com.
6. Voting Period commences on Friday, 14th May, 2021 at 9.00 am and ends on Saturday, 12th June, 2021 at 5.00 pm.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations the Company is offering e-voting facility to all its Members to exercise their right to vote. For this purpose, the Company has entered into an arrangement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
8. Mr. Harshvardhan Tarkas, (Membership No. ACS 30701) Practicing Company Secretary and failing him Mr. Mehul Raval (Membership No. 18300) Practicing Company Secretary, has been appointed as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.
9. Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit report to the Chairman or the Company Secretary of the Company. The results of the Postal Ballot will be declared on or before Monday, 14th June, 2021. The said result along with scrutinizer's report(s) will be displayed on the Company's website viz., www.aurionpro.com and the website of National Securities Depository Limited viz., www.evoting.nsdl.com. The results shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited.
10. The decision of the Scrutinizer on the validity of e-voting and any other related matter shall be final.
11. The said Resolution will be deemed to have been passed on the date of declaration of results, if approved, by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the Rules made there under.

12. 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 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),Aadhar 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,Aadhar Card

Above mentioned documents can share at investor@bigshareonline.com or dispatch at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri(E), Mumbai-400059. Tel no. 022-62638200.

13. Instructions for Remote E-voting:

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cshtarkas@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in
4. The e-voting period commences on Friday,14th May,2021 at 9.00 am and ends on Saturday,12th June,2021 at 5.00 pm (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently. (Note: e-Voting shall not be allowed beyond the said time.)
5. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on cutoff date of Friday,07th May,2021 as per the Register of Members/ Statements of beneficial ownership maintained by the Depositories, i.e. NSDL and CDSL.
6. If NSDL implements e-voting procedure in terms of SEBI circular dated 09th December, 2020. Members may be informed revised set of procedure accordingly.

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 resolution set out in this notice

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 RTA of the Company M/s. Bigshare Services Pvt Ltd. at investor@bigshareonline.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) by email to RTA of the Company M/s. Bigshare Services Pvt Ltd. at investor@bigshareonline.com.



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

To approve exit from the Cyber Security business by divesting entire stake in the USA based subsidiary.

Cyberinc Corporation Inc, USA ("Cyberinc") which was earlier known as Aurionpro Solutions Inc. is a Delaware based subsidiary of the Aurionpro Solutions Limited ("Company/Aurionpro"). Cyberinc is in business of Cybersecurity and related/allied business. Aurionpro Solutions Pte Limited, Singapore ("AP Pte") and Aurionpro held the stake therein in the form of common stock and preferred stock. The common stock and preferred stock of Series A were transferred to AP Pte during the FY 21. The Preferred Stock of Series B – II were also held through AP Pte. In terms of the transaction, the entire investment consisting of all forms of instruments is divested. The malware isolation solution, of Cyberinc, is an emerging technology and having optimistic, Aurionpro had invested in this segment over last few years. However, there is a long road ahead in scaling up this business in the wake of covid-19 related disruptions and political instability in the region where the Company had signed key deal related to ISLA. The Covid-19 restrictions were causing inordinate delays in some large deals, particularly in the South Asian region. Therefore, it is in the best interest of the Company to accept the offer received from M/s. Forcepoint LLC., USA a global leader in data-first cybersecurity solutions and divest the entire stake in Cyberinc instead of making significant further capital commitments over long term. The proceeds from this transaction will help us to focus on our core businesses and may also help accelerate our plans to make the Company effectively debt free.

In terms of Regulation 24(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per section 180 (1) (a) of the Companies Act, 2013, a company is required to obtain approval of its Members by way of special resolution for disposing off its holding in any undertaking/material subsidiary. Therefore, the approval of the Members is sought for the aforesaid transaction. The Board recommends to the Members to pass the resolution as set out in the Notice as a special resolution.

None of the Promoters, Directors or Key Managerial Personnel of the Company hold shareholding interest in share capital of Cyberinc.

None of the Directors or Key Managerial Personnel of the Company, and any relatives of such Director or Key Managerial Personnel are in any way concerned or interested in this resolution, financially or otherwise except to the extent of equity shares held by them in the Company.

Date: 06th May, 2021

Place: Navi Mumbai

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

CIN : L99999MH1997PLC111637

Tel : +91 22 4040 7070

Fax : +91 22 4040 7080

Email : investor@aurionpro.com

Website : www.aurionpro.com

**By Order of the Board
For Aurionpro Solutions Limited
Sd/-**

**Ninad Kelkar
Company Secretary**