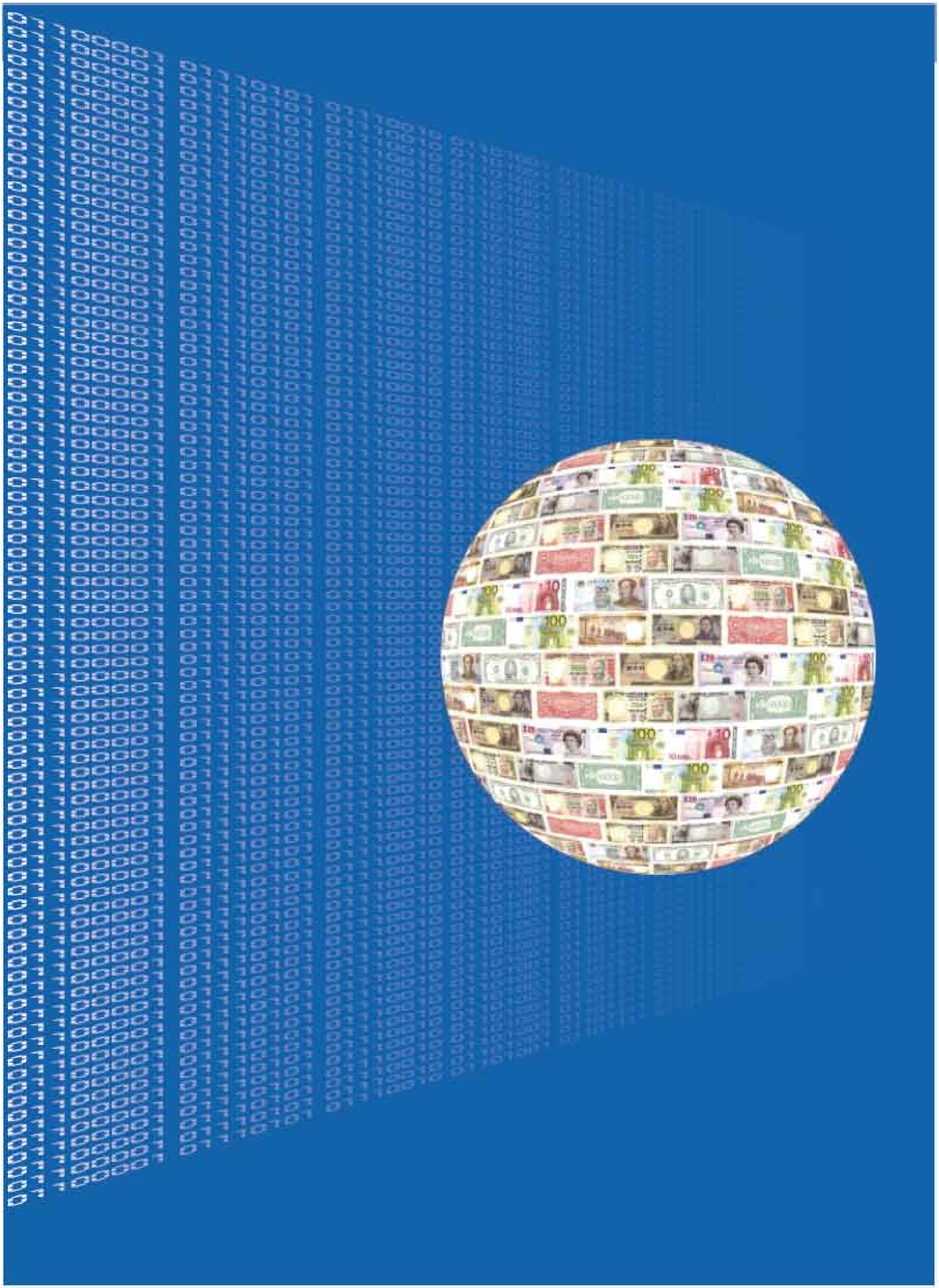
aurionPro

Annual Report 2010-2011



Contents

Bird's Eye View of Payments

Revolutionizing the Payments Industry with aurionPro's Payment Hub

Traveling through rural areas in developing countries, you'll likely observe a curious trend. A lack of core infrastructure to enable communications and limited access to Banking services is apparent, while the adoption and proliferation of mobile phones is at the same time obvious. In fact, by mid-2010, there were approximately 5 billion active mobile devices throughout the world. It is estimated that there will be roughly 6 billion mobile connections by 2012, covering a large percentage of the global population. This explosion of access to mobile connectivity, even in the most remote areas, has accelerated the availability of communications, Banking, and Payments services that were previously unattainable.

Mobile payments is just one aspect of the Payments Industry that is evolving at the most rapid pace. On the Corporate side, Banks and other Financial Services Institutions are constantly seeking to improve efficiencies around the management of capital, while also attempting to follow increasingly complex regulatory requirements. For the Retail Banking Industry, electronic payment providers in the U.S. such as PayPal and new entrants such as Square are making it easier than ever for merchants to accept new forms of payments and process them at lower fees than previously possible. Growing international payments needs are also pushing the envelope across the industry.

aurionPro has a long history of developing payments solutions that have been adopted by some of the most innovative Banking, Processing, and Technology providers across India, Southeast Asia, Africa, the Middle East, and North America. Our Payments Hub is a multi-functional platform that caters to both Corporate and Retail customers by providing state-of-the-art cash management, Internet banking, risk management, and electronic and mobile payments capabilities, along with enabling integration with credit card, charge card, debit card, check, ETF/ACH, wire transfer and cash processing providers. In addition to the out-of-the box payments framework that we provide, aurionPro's team of highly experienced domain experts partner closely with our customers in order to conceptualize and deliver global enterprise payments solutions to meet their specific requirements.

Evolution of Banking systems in India

India has quite a competitive Banking Industry, mostly due to its large market size and business sophistication. Although 60% of all transactions are still executed with cash, an increasing need to accelerate innovation across payments offerings is becoming evident. India's economy continues to expand at a rapid pace creating a growing middle class and an increasingly consumer-oriented mentality. For the most part, core Banking technologies are securely in place at India's Financial Institutions. Peripheral software-based services for improved cash management and payments capabilities now need to be implemented around these core systems in order to achieve the necessary efficiencies to service the developing customer base.

India has achieved its biggest success in electronic payments with the introduction of the Real Time Gross Settlement (RTGS) system for large value payments and the complementary National Electronic Fund Transfer (NEFT) system for smaller transactions. These solutions have brought settlement to an almost real-time basis. The Reserve Bank of India (RBI) has also scored spectacular gains with its penetration through its Electronic Clearing Service (ECS). Finally, availability of state-of-the-art applications has enabled multi-country payments with other country-specific platforms.

The Reserve Bank of India has set up an organization called the National Payments Council of India (NBCI) to advance the Payments Industry. The NPCI offers a plethora of services, including their own switch for card payments, mobile payments, and a host of electronic payments. The NPCI has also commissioned micropayments over mobile networks for member Banks, with the ultimate goal of reducing the number of check and cash transactions. This offering will be attractive to a younger generation of India's population and will also help to include individuals living in

remote or rural geographies, providing Banking services to a whole new set of customers. With all of these valuable offerings, the NPCI will play a major role in the growth of the Banking and Payments Industry while lowering overall transaction costs.

aurionPro's Payment Hub

The Payments Industry is advancing at an incredible pace in India and other emerging economies, as well as in established markets such as the U.S. and Europe. aurionPro's Payments Hub provides all of the Corporate and Retail payments capabilities necessary for Banks and other Financial Services companies to compete in this ever-changing environment. This centralized application framework connects seamlessly with various Banking applications, payment platforms and messaging applications, supporting channels such as NPCI, SWIFT, RTGS, NEFT, ATM switch, Corporate portals, electronic portals, and mobile Banking. It

was developed in a modular fashion and also offers critical cash management functionality that can seamlessly connect to core Banking, treasury, credit card systems, trade finance, SAP, and more.

Features of aurionPro's Payment Hub include:

- ❖ Consolidation of diverse payment streams into one centrally managed platform
- ❖ Visibility of payment status, providing monitoring, trend analysis, MIS reporting and liquidity management capabilities
- ❖ Payment life-cycle management
- ❖ Customer interaction, order management and payment execution
- ❖ Support of Payments gateways including EFT, RTGS, SWIFT and mobile payments
- ❖ Fraud and laundering management features
- ❖ Incoming and outgoing payment transparency
- ❖ Integration of ERP applications with Banks' core Banking systems
- ❖ Single dashboard of Corporate terminals
- ❖ Enabling the processing of direct debits, bill view, etc.

Benefits include:

- ❖ Integration of payments applications across Banks
- ❖ Achieving 100% STP and streamlining of business processes
- ❖ Enterprise-level scalability
- ❖ Reducing time to market with new products
- ❖ Transparency in customer interactions
- ❖ Improved control of transaction processing
- ❖ Increased speed of on-boarding new customers, resulting in improved customer satisfaction
- ❖ Multiple delivery channels and prebuilt adapters

Company Information

BOARD OF DIRECTORS

Mr. Vishwanath Prabhu	CEO & Chairman
Mr. Amit R. Sheth	Managing Director
Mr. Sanjay Desai	Executive Director
Mr. Paresh C. Zaveri	Non Executive Director
Mr. Prem G. Rajani	Independent Director
Dr. Nikunj Kapadia	Independent Director
Dr. Mahendra F. Mehta	Independent Director
Mr. Sandeep Daga	Independent Director

COMPANY SECRETARY

Mr. Mehul Raval

BOARD COMMITTEES

Audit Committee

Dr. Mahendra F. Mehta (Chairman)
Dr. Nikunj Kapadia
Mr. Amit Sheth
Mr. Prem Rajani
Mr. Sandeep Daga

Shareholders' / Investors' Grievance and Share Transfer Committee

Dr. Mahendra F. Mehta (Chairman)
Mr. Prem Rajani
Mr. Sandeep Daga
Mr. Amit Sheth

Remuneration / Compensation Committee

Mr. Sandeep Daga (Chairman)
Mr. Prem Rajani
Dr. Nikunj Kapadia
Dr. Mahendra F. Mehta
Mr. Amit Sheth

REGISTERED OFFICE

404, 4th Floor,
Nomura, High Street,
Hiranandani Business Park,
Powai, Mumbai – 400 076.

REGISTRARS & TRANSFER AGENTS

Bigshare Services Private Limited
E-2, Ansa Industrial Estate, Saki Naka,
Andheri – (E), Mumbai – 400 072.

STATUTORY AUDITORS:

M/s. Chokshi & Chokshi
Chartered Accountants, Mumbai

INTERNAL AUDITORS

D. Kothary & Co.
Chartered Accountants, Mumbai

BANKERS

HDFC Bank Limited
State Bank of India
Axis Bank Limited
Yes Bank Limited
Bank of India

Chairman's Message

Mr. Banesh Prabhu
Chief Executive Officer & Chairman

"We are quite optimistic about our ability to capture new and expanding opportunities in the year ahead, and on behalf of all of us at aurionPro, I would like to thank you for your continued support.

Dear Shareholders,

It is my pleasure to report aurionPro's annual results for our 2010 fiscal year, operating from April 1, 2010 through March 31, 2011. It was quite an exciting period during which rising optimism was visible as the global economy improved while beginning to come out of the financial crisis. Our outstanding sales and operating performance reflect this optimism. Revenues for the financial year grew 25.85% over fiscal year 2009, growing to 423.73 crores ($94.82 million USD), with net profits reaching 49.96 crores ($11.14 million USD).

This was also an exhilarating year for me personally as I stepped into the roles of Chief Executive Officer and Chairman of the Board in January 2011. After 23 years as a senior executive, managing various international markets in Citibank Operations and Technology as the Global Operations Head for their International Consumer business, I can clearly see how aurionPro's product suites and expert-level consulting services can help companies achieve significant efficiencies. I am truly excited for the years ahead and for the opportunity to help drive the continued growth of aurionPro.

I would also like to take the opportunity to recognize and thank Sanjay Desai, previous Chairman of the Board, for his unwavering dedication and commitment to aurionPro. Due to the leadership of Sanjay and the other Executive Management Team members, the company has evolved from a small, niche, India banking-focused technology business, to a global technology solutions company employing more than 1200 employees worldwide today. He has led an amazing journey to this point and will remain involved with aurionPro as a Board Director to ensure that our incredible growth trajectory continues.

Although I have only been officially working with the company for a short period of time, I have been closely observing aurionPro's business and performance over the last five years. During that time aurionPro has assembled a complementary portfolio of software products and consulting services, along with a world class Management Team. This has enabled us to take advantage of a myriad of growth opportunities presenting themselves as the various geographies surface from a difficult recessionary period. Our focus on some of the most rapidly evolving industries such as Banking, Payments, Capital Markets, and Logistics, while geographically positioning ourselves to take advantage of the continued surge in growth in markets such as India, Southeast Asia, the Middle East, North Africa, and North America, has set us up extraordinarily well to continue to meet our annual growth targets.

aurionPro has proven strong growth over the past year, delivering software solutions that drive efficiencies in the secure exchange of information, financial assets, and goods across the globe. Implemented at more than 300 clients, these solutions are almost equally split between software product deployments and consulting service initiatives.

Approximately 55% of our business originated from the United States, 40% from India and Asia, and 5% from EMEA. It is core to aurionPro's business plan to actively focus on increasing our geographical reach through dedicated Sales and Alliances teams that are driving towards expanded revenue targets. Many of the Financial Services companies in these regions currently lag behind in "digitalization" of their services. In order to remain competitive, they will need to focus on mobility, payments, and richness of content and information, all of which are core focus areas that aurionPro has proven, deep domain expertise in.

Looking ahead, aurionPro is expecting to see consistent growth during our fiscal year 2011 across our main business lines:

Payments solutions

Electronic and mobile payment solutions dominate the technology media headlines as banks, payment processors, and High Tech companies rush to define their Payments strategies. The aurionPro Payment Framework solution includes an integrated payment utility capability that goes beyond Consumer Payments by addressing Small Business and Corporate needs for Cash Management, Treasury, and Risk Management. aurionPro has productized several Payments-related software offerings that will enable our customers to get to market more efficiently and we are expecting continued strong revenue growth across our Payments software and consulting offerings. The aurionPro Payment Framework is capable of interfacing with various payment networks, including: Cards – Debit & Credit, Funds Transfers, Remittances, e-commerce, m-commerce, ATM networks, Check clearing, etc.

Supply Chain Management (SCM) solutions

Our SCM software suite, SCMProfit, has demonstrated aggressive growth as our Software as a Service (SaaS) model is gaining significant traction and adoption across the industry. New business partnerships in North America are anticipated to increase our geographical reach while upcoming R&D investments will be used to evolve SCMProfit's user experience and to enhance mobile features, both of which will help to maintain our leadership position in the industry. The product has best-in-class capabilities that include: order management, warehouse management, and freight management, providing monitoring and exception case handling through complete visibility into a client's orders, inventory positions, delivery status, and in-transit details.

Capital Markets solutions & services

aurionPro's domain expertise across the Capital Markets industry is second to none. Our deep partnerships with trading technology providers such as Orc Software has enabled us to develop highly valued software add-ons while providing the most experienced domain and technology resources in the industry to ensure that implementations are successful each and every time. Our Capital Markets experts have successfully developed low latency, native connectivity to markets including: the Tokyo Stock Exchange, the Singapore Exchange and the Singapore Mercantile Exchange, the New York Stock Exchange, the Abu Dhabi Securities Exchange, the Dubai Gold and Commodities Exchange, and Euronext among many others. Additional focus on expanding our presence in North America has proven successful over the past year, and we are expecting continued growth into 2012.

Information Security & Management services

Our expert-level consulting businesses focusing on Information Security, Web Solutions and Enterprise Content Management, Mobile Application Development, Enterprise Applications, and Business Intelligence, are all expected to grow consistently through FY12. Much of this is due to the optimistic outlook of our Financial Services, High Tech, and Healthcare customers as the global economy stabilizes after the financial crisis. Specifically, demand for higher-end consulting services has grown significantly in the first half of 2011 and our deep partnerships with top-tier enterprise software vendors including Oracle, with whom we have become the first U.S. Consulting Firm to achieve Oracle "Specialized" status in Identity Administration and Analytics, IBM, Microsoft, OpenText, and EMC, are paying huge dividends as we directly benefit from the increased number of software implementation projects that result from improved software sales. Maintaining our industry leading experience and talent levels will be a primary focus as we plan to acquire and retain top consulting resources to support the anticipated growth.

Although the global economy will continue to be tested in the near term, demand for technology solutions that help companies operate more efficiently has undeniably increased. aurionPro's deep expertise across many emerging industries, along with the cloud-based, web, and mobile solutions offered through our product suites, will help to ensure our continued growth path. Our mature partnerships and certifications with top tier technology companies will also play a large part in expanding our geographic and industry reach most effectively.

We are quite optimistic about our ability to capture new and expanding opportunities in the year ahead, and on behalf of all of us at aurionPro, I would like to thank you for your continued support.

Sincerely,
Banesh Prabhu

Management Discussion and Analysis

OVERVIEW

The financial statements have been prepared under the historical cost convention, on accrual basis of accounting, in compliance with the requirements of the Companies Act, 1956, the Generally Accepted Accounting Principles (GAAP) in India and mandatory accounting standards issued by the Institute of Chartered Accountants of India ("ICAI"). The management of aurionPro Solutions Limited accepts responsibility for objectivity and integrity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profits for the year.

The management of aurionPro Solutions Limited is committed to improve the level of transparency and disclosure and for same an attempt has been made to disclose here under, information about the company, its business, operations, outlook, risks and financial condition. The forward looking statements contained herein are subject to certain risks and uncertainties, including but not limited to the risks inherent in the company's growth strategy, dependency on certain clients, and dependency on availability of qualified technical personnel and other factors discussed in this report. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect Management's Analysis only as of the date hereof.

INDUSTRY STRUCTURE AND DEVELOPMENTS

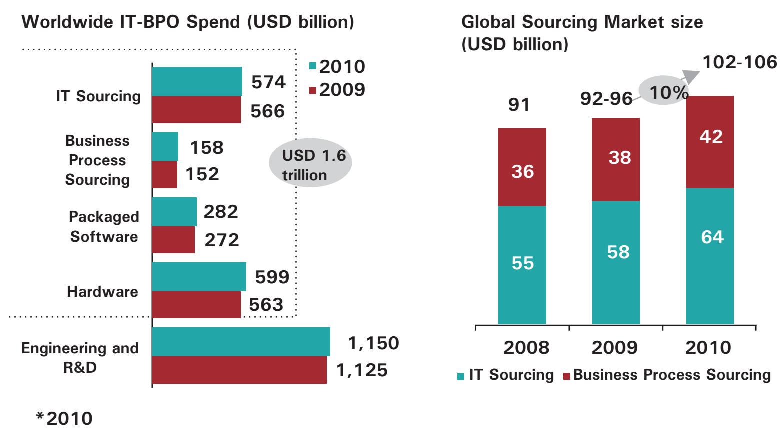
Global IT- BPO trends

The year saw wide ranging contract restructuring exercises, and deal size reductions as buyers came to terms with new business models and budgetary constraints. However, multi-sourcing saw higher adoption, precipitated by the increased maturity of Indian providers. Recent global M&A activity in the sector indicates select acquisitions by established service providers to enhance skill and scale. While cost and talent still remain essential considerations for global sourcing, savvy customers are constantly demanding more – growth markets, fexibility and innovation. With customers demanding more immediate value from IT and forward-looking strategies that support growth and innovation, service providers are adopting agile methods focusing on operational excellence through ongoing innovation, diversification, renewed partnerships/alliances and new business models.

Snapshots

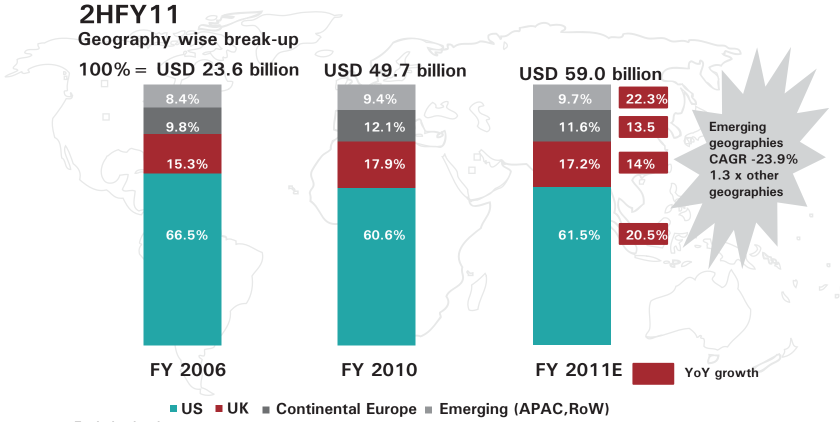
- Worldwide technology products and services related spend is estimated to reach USD 1.6 trillion in 2010 with emerging verticals and emerging geographies, in addition to US, driving growth
- Worldwide hardware spends increased by 6.4 per cent on the back of a global refresh cycle
- IT services spend increasing by 1.4 per cent in 2010, within which IT outsourcing grew by 2.4 per cent
- Continuous ROI focus led to BPO growing by 4 per cent, while software products rose by 3.7 per cent led by increased focus on security, storage, and application development
- Within IT outsourcing, global sourcing grew by 10.4 per cent in 2010, validating the industry's integral position in service delivery chain

Global technology spending grew by 4%, Outpaced by global sourcing growth of 10%



Source: IDC, Everest Research, NASSOM

Broad-based growth-North America, Emerging markets consistent drivers; Europe growing in 2HFY11

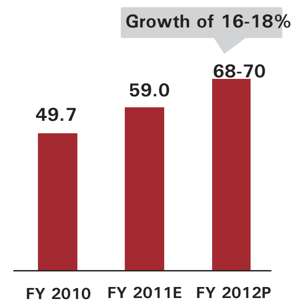


Excludes hardware exports

Source: NASSOM

Fy2010 Outlook: Software and services export revenues to grow by 16-18 per cent

IT-BPO export revenues* (USD billion)

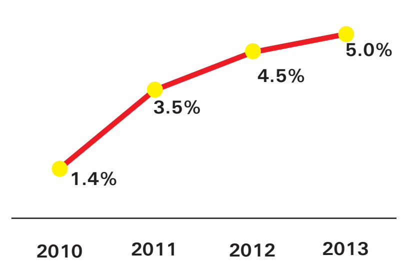


- FY2012 software and services growth forecast 16-18 per cent (USD)
- Broad based growth-across service lines and verticals
- BPO expected to rebound
- M&A -niche domains and

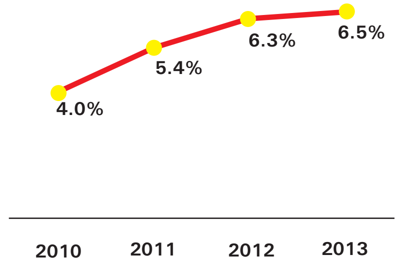
E: Estimate, P: Projected

Going forward, growth in Worldwide IT-BPO spend to continue

Worldwide IT Services spending Growth



Worldwide BPO spending Growth



IT indices, contracted in 2009, recovered in 2010, and is expected to continue to show growth in 2010

Source: IDC

Indian IT-BPO Performance

The sector is estimated to aggregate revenues of USD 88.1 billion in FY2011, with the IT software and services sector (excluding hardware) accounting for USD 76.1 billion of revenues. During this period, direct employment is expected to reach nearly 2.5 million, an addition of 240,000 employees, while indirect job creation is estimated at 8.3 million. As a proportion of national GDP, the sector revenues have grown from 1.2 per cent in FY1998 to an estimated 6.4 per cent in FY 2011. Its share of total Indian exports (merchandise plus services) increased from less than 4 per cent in FY1998 to 26 per cent in FY2011.

Exports market:
Export revenues are estimated to gross USD 59 billion in FY2011 accounting for a 2 million workforce.

- Geographic focus: The year was characterised by a consistent demand from the US, which increased its share to 61.5 per cent. Emerging markets of Asia Pacific and Rest of the world also contributed significantly to overall growth
- Vertical Markets: While the sector's vertical market mix is well balanced across several mature and emerging sectors, FY2011 was characterised by broad based demand across traditional segments such as Banking, Financial Services and Insurance (BFSI), but also new emerging verticals of retail, Healthcare, Media and Utilities
- Service Lines: Within exports, IT Services segment was the fastest growing segment, growing by 22.7 per cent over FY2010, and aggregating export revenues of USD 33.5 billion, accounting for 57 per cent of total exports. Indian IT service offerings have evolved from application development and maintenance, to emerge as full service players providing testing services, infrastructure services, consulting and system integration. The coming of a new decade heralds a strategic shift for IT services organisations, from a 'one factory, one customer' model to a 'one factory, all customers' model. Central to this strategy is the growing customer acceptance of Cloud-based solutions which offer best in class services at reduced capital expenditure levels

The BPO segment grew by 14 per cent to reach USD 14.1 billion in FY2011. The year also witnessed the next phase of BPO sector evolution - BPO 3.0 - characterised by greater breadth and depth of services, process re-engineering across the value chain, increased delivery of analytics and knowledge based services through platforms, strong domestic market focus and SMB centric delivery models. During the year, the BPO sector growth was affected by delayed decision making and deal restructuring in the first half of the year, though it picked up momentum in the second half. Changing demand patterns led to revamp of operations for service providers - high focus on client relationships, mining existing clients and restructured operations to provide focused vertical solutions. Further, the industry focused on achieving excellence in business process management, and delivering strong transformational benefits creating revenue impact for clients. The engineering design and products development segments generated revenues of USD 9 billion in FY2011; growing by 13.6 per cent, driven by increasing use of electronics, fuel efficiency norms, convergence of local markets, and localised products. Increasing confidence in relationships between customers and service providers successfully executing a variety of activities across low-medium-high complexity projects has led to increasingly larger sizes of projects being sourced from India.

Domestic market:
Domestic IT-BPO revenues excluding hardware are expected to grow at almost 16 per cent to reach 787 billion in FY2011. Strong economic growth, rapid advancement in technology infrastructure, increasingly competitive Indian organisations, enhanced focus by the government and emergence of business models that help provide IT to new customer segments are the key drivers for increased technology adoption in India

- IT services is one of the fastest growing segment in the Indian domestic market, rising by 16.8 per cent to reach 501 billion, driven by localised strategies designed by service providers
- Domestic BPO segment is expected to grow by 16.9 per cent in FY2011, to reach 127 billion, driven by demand from voice based services, in addition to adoption from emerging verticals, new customer segments, and value based transformational outsourcing platforms
- Indian software product segment is estimated to grow by 14 per cent to reach 157 billion, fueled by replacement of in-house software applications to standardised products from large organisations and innovative start-ups Government sector is a key catalyst for increased IT adoption- through sectors reforms that encourage IT acceptance, National eGovernance Programmes (NeGP), and the Unique Identification Development Authority of India (UIDAI) programme that creates large scale IT infrastructure and promotes corporate participation

Indian IT-BPO Value Proposition

India has retained its' position as the leading global shoring destination with a 55 per cent share of global ITO and BPO market in 2010, and been able to increase its market share in spite of competitive challenges presented by emerging of shoring destinations. This has been only possible due to the development of a set of factors unique to India, that multiply India's value proposition manifold. While the cost advantage is unparalleled, India has the world's largest pool of employable talent, service delivery infrastructure across multiple geographically dispersed locations within the country, and a supportive policy regime.

However, the Indian global sourcing industry is no longer hinging its value proposition on cost, talent, infrastructure and processes which are considered as basic tools to operate in the global sourcing landscape. With customers also pushing for more collaborative contracts where there is business metric performance measurement and greater risk-reward sharing, Indian industry is increasingly being driven by the following four factors:

Transformational Business impact – Client business transformation happening through-

- Verticalised solutioning – A number of organisations have restructured themselves around verticals and Centres of Excellences - so as to develop and deliver end to end services keeping in mind customer needs, creating products aimed at growing emerging markets and creating a substantial revenue impact for them. These verticalised business units act as a source of innovation and development of proof of concept solutions
- Technology enablement – Development of solutions around platforms, cloud based products integrating business intelligence, and application development tools are proving to be game changers for an increasing set of customers. This is also prompting customers to move from CAPEX to OPEX based models
- Process innovation/re-engineering – Coupled with automation and six sigma skills, incremental set of enhancements imbibing best in class learning and practices in established service delivery processes also have the ability to create wide ranging transformation for clients
- Service Delivery maturity – India is the most mature outsourcing market, with Indian service providers having developed end to end service delivery capabilities around all verticals. Further, there is increased globalisation in service delivery, cross border collaboration and partnerships to enhance service offerings, and reengineering of the talent pool for greater productivity and efficiency
- Scalability – India's scale and flexibility is unique- a vast labour pool, network of Tier II/III cities offering further cost reduction and increased infrastructure spend are the cornerstones to this advantage offered by India over other locations. The demand side has also been maturing gradually, moving away from commoditised services at lowest possible cost to demand for higher end solutions and measurable business value. There is a highly rationalised and competent provider base which is again one factor where India scores over other countries
- Sustainability – Industry focusing on sustainable practices including diversity, green and corporate social responsibility

Research & Development

Research and development is an integral part of a company and helps in the sustained development of a company. Any new software product design and development is always a vital factor in the survival and growth of a company and aurionPro has always kept this factor in mind and made remarkable customizations in its product portfolio to meet the changing requirements of its clients.

The banking industry is changing at a fast pace and we must continually revise the design and range of products to fulfill the needs of its clients. This is necessary due to:

- Continuous technology change and development
- Many other competitors in the market
- Changing preference of clients

Apart from its conventional relationship with scientific and technological development, research and development has also a unique economic significance. Investment in the research and development by any company generally reflects its compliance to forego current operations or profit so that it can improve its future products or returns that come to it by the end of the whole process. It also shows its capabilities to conduct research and development and what a difference it can provide to its customers when there are already so many competitors in the market.

Research & Development is an integral part at aurionPro. Our approach to R&D is to jointly develop products with our customers. This is to tap on their in-depth expertise and their first hand operation experience. This will ensure the usability of our product and also provide an accompanying reference site for marketing purpose. Our Upcoming R&D investments, involves enhancing SCMProfit's user experience and to enhance mobile features, both of which will help to maintain our leadership position in the industry. A major portion will be utilized on aurionPro's Payment Hub application and Smartlender ICMS (lending) application.

Risks And Concerns

We are exposed to various risks and uncertainties in the normal course of our business that can cause variations in our results from operations and affect our financial condition. The Company views effective risk management as an integral to the delivering of superior returns to shareholders. Principal risks and uncertainties facing the business are as below:

1. We compete with other third party providers primarily on the basis of the technological features and capabilities of our products and services, and we could lose existing customers and fail to attract new business if we do not keep pace with technological changes.

The market for our products and services are competitive, continually evolving and subject to technological change. We believe that the principal competitive factors in the markets we serve include the breadth and quality of system and software solution offerings, the stability of the information systems provider, the features and capabilities of the product and service offerings, and the potential for future product and service enhancements. Our success depends upon our ability to keep pace with technological change and to introduce, on a timely and cost-effective basis, new and enhanced software solutions and services that satisfy changing client requirements.

2. The integration of acquired businesses is time consuming, may hinder with our existing operations and can be expensive, all of which could reduce or eliminate our expected earnings.

We have acquired businesses in the past five years and we may consider opportunities to acquire other companies, assets or product lines that complement or expand our business. If we are unsuccessful in integrating these companies or product lines with our existing operations, or if integration is more difficult than anticipated, we may experience disruptions to our operations. A difficult or unsuccessful integration of an acquired business could have an adverse effect on our results of operations.

3. Economic, political and market conditions can adversely affect our revenue results and profitability

Our revenue and profitability depend on the overall demand for our products and services. Historically, events such as terrorist attacks, natural catastrophes and contagious diseases have created uncertainties in our markets and caused disruptions in our sales cycles. A regional and/or global change in the economy or financial markets, such as the current severe global economic downturn could result in delay or cancellation of customer purchases. Weak and uncertain economic conditions could also impair our customers' ability to pay for our products or services. Any of these factors could adversely impact our quarterly or annual operating results and our financial condition.

4. We may be unable to compete in our markets, which could cause us not to achieve our growth plans and materially and adversely affect our financial performance.

The market for providing IT services to the BFSI sector is highly competitive. We face competition from a number of companies that offer products and services that are similar to ours. Many of these other providers are much larger and more established than we are, have significantly greater resources, generate more revenues, and have greater name recognition. In addition, we also experience competition from new entrants in our markets and, as we expand our service offerings and target new markets, from companies with whom we have not previously competed. Increased competition may result in price reductions, lower profit margins, and loss of our market share, any of which could have a material adverse effect on our business, operating results, and financial condition.

5. We are dependent on key personnel
While the rate of retention of our associates is high compared to industry averages, our operations are dependent upon our ability to attract and retain highly skilled associates and the loss of certain key individuals to any of our competitors could adversely impact our business.

6. Because our business involves the electronic storage and transmission of data, security breaches and computer viruses could expose us to litigation and adversely affect our reputation and revenue.
We electronically store and transmit sensitive business information of our clients. The difficulty of securely storing confidential information electronically has been a significant issue in conducting electronic transactions. To the extent that our activities or the activities of our clients involve the storage and transmission of confidential information, security breaches and viruses could expose us to claims, litigation, and other possible liabilities. Any inability to prevent security breaches or computer viruses could also result in interruptions of service to our clients, which could cause existing clients to lose confidence in our systems and could inhibit our ability to attract new clients.

Opportunities And Threats

The global financial industry is undergoing rapid transformation. As the banking market tightens, financial institutions are seeking ways to operate more efficiently, manage risks better and find better ways to make or save money. Amongst these changes, we see plenty of opportunities to build market share and build leadership position.

Deeper Penetration

We intend to continue providing organizations in the BFSI space with a high degree of customer service, flexible, tailored, and configurable products and services and a dedicated focus on their market and customer needs. We intend to strengthen our Payment, Treasury and Lending business in Asia, Middle East and Africa (MEA). We have gained significant headway in developing products and services for infrastructure management, which would include offering services on SaaS or ASP basis to banks and financial institutions.

Our mature partnerships with top tier technology companies, including IBM, Microsoft, Oracle, Open Text and Misys are core to our business model. Through these relationships we are able to accelerate business development and co-marketing opportunities, thereby expanding our geographical and industry reach most effectively.

Growth and Extending Product Reach

aurionPro is expecting to see consistent growth across all business lines through FY12. Our Banking Software business, including Cash Management, Lending, Treasury, and Risk Management software solutions, will benefit from the continued growth in the India and Southeast Asia markets, and will also increase our footprint across Asia, Africa, the Middle East, and North America. Our niche consulting businesses focusing on Information Security, Web Solutions and Enterprise Content Management, Mobile Application Development, Enterprise Applications, and Business Intelligence, are all expected to grow consistently through FY12.

aurionPro's other services capabilities, including outsourced product development, outsourced application support and maintenance, and business process outsourcing are also seeing expansion opportunities. Many of our niche consulting business units have recently increased their focus on positioning such long-term engagements as extensions to the initial, higher-end consulting projects, as our customers often seek support and maintenance assistance post application launch.

Expanding our presence geographically

During aurionPro's FY10, approximately 55% of our revenue originated from the United States, 40% from India and Asia, and 5% from EMEA. Southeast Asia was a notable sub-region, accounting for ~10% of total revenue. While aurionPro plans out our expansion opportunities for the next several years, we are actively focusing on increasing our geographical reach. This directive is aimed markedly at the Middle East and Africa, for which aurionPro currently has dedicated Sales and Alliances resources managing towards target revenue goals.

Another region into which aurionPro is actively looking to expand is EMEA. Currently, our primary business in EMEA is focused around our Capital Markets expertise, although we have recently added sales and delivery capabilities that focus on Information Security and general technology consulting offerings. Although EMEA is expected to continue to suffer from the economic recession in the near term, there are still expansion opportunities that have been identified. For example, Gartner cites that although EMEA-based Financial Services companies currently lag behind other regions in "digitalization", they will soon be at the forefront of the space, focusing on mobility, payments, and richness of content and community. These are all areas that aurionPro has deep consulting expertise in, and as such, we see an opportunity to expand our presence in EMEA in the coming 24-36 months.

Future Outlook

The underlying theme of 2010 has been the steady recovery from recession. Worldwide GDP, which had declined by 0.6 per cent in 2009, grew 5 per cent in 2010 and is expected to stablise at about 4.4 per cent in 2011. Developing nations continue to grow faster than the developed countries by at least three times.

IT spend is directly linked to growth in GDP and in line with this trend, IT spend in 2011 is expected to grow nearly 4 per cent. Worldwide IT spending will also benefit from the accelerated recovery in emerging markets, which will generate more than half of all new IT spending worldwide in 2011. In 2011, growth will reflect new demand for IT goods and services, not pent-up demand from prior years. 2011 will also see a major surge in the use of private and public cloud and mobile computing on a variety of devices and through a range of new apps. Hardware is likely to grow the fastest at about 7 per cent, led by the refresh cycle in the Government sector. Shipments of app-capable, non-PC mobile devices (smartphones, media tablets) are expected to outnumber PC shipments.

Services such as virtualisation, consolidation, and managed services that focus on ROI in the short term will drive opportunities in the market. Emerging Asian enterprises across multiple industries will continue to accelerate services spending in their efforts to challenge existing global MNCs. Organisations will look for alternative IT models - Cloud, on-demand services and SaaS – in order to reduce hardware infrastructure costs and provide scalability on demand.

Worldwide packaged software revenue is estimated to reach USD 297 billion in 2011, a Y-o-Y growth of over 5 per cent, led by emerging regions, such as APAC and LATAM. These regions are expected to invest heavily in enterprise software initiatives as they continue to round out the IT infrastructure necessary to do business. Business Process Outsourcing spending is expected to be driven by analytical services, F&A and industry-specific BPO solutions.

In the future, the global IT-BPO industry is likely to go through a paradigm shift across five parameters:

Markets – Growth will be driven by new markets – SMBs, Asia, public sector and government-influenced entities which will become a priority customer base

Customers – Customers will demand 'transformative' value propositions, that go beyond lower-cost replication; as technology creates virtual supply chains, customers will require a seamless experience across time zones and geographies; increasing demand for innovation and end-to-end transformation

Service Offerings – Offerings that are high-end, deeply embedded in customer value chains will emerge.

Services and delivery will become location-agnostic leading to new opportunities such as design services in manufacturing, Remote Infrastructure Management (RIM), etc. Solutions for the domestic market will be a key focus area

Talent – Government pressures to create local jobs and the need for local knowledge will alter the employee mix - a higher proportion of non-Indians with multilingual and localised capabilities. There will be a much greater focus on ongoing development of specialised skills and capabilities

Business models – Driven by a focus on expertise and intellectual property, offerings will shift from piecemeal, technology-centric applications to a range of integrated solutions and higher-end services, spanning new service lines (e.g., green IT)

While developed markets constitute the largest share of IT spend, increasingly emerging markets are spearheading growth as a large consumer base becomes increasingly tech-savvy and enterprises adopt IT solutions to improve their global competitiveness. Given this scenario, the Indian supply base has begun to explore market opportunities beyond US and UK. By 2020, new segments (SMBs), new verticals (Public sector and Defence, Healthcare, Utilities, Printing and Publishing) and new geographies (BRIC) will account for 50-55 per cent growth in the addressable market. India supply base is well placed to tap this potential, with their two decade long experience, mature service capabilities, presence in almost all verticals, global footprint and an abundant talent pool.

Suitably exploiting these emerging opportunities both in the global and domestic markets can help India reach USD 130 billion in IT-BPO revenues by FY2015, a CAGR of 14 per cent. By FY2015, the Indian IT-BPO industry is expected to contribute about 7 per cent to annual GDP and create about 14.3 million employment opportunities (direct and indirect).

Further, the India supply base has also begun to look for expansion across various non-metros both to control costs and have access to a large talent pool. This expansion has resulted in the development of a local talent pool and the physical and social infrastructure. The industry is now moving to rural areas creating employment, improving living standards, positively impacting career and personal development, empowering women and developing a social infrastructure, thus leading to balanced regional growth.

Discussion On Financial Performance With Respect To Operational Performance

Revenue
Our revenues are derived from software products and projects and services. During the year the total revenue was ₹ 423.73crore against ₹. 336.70 crore for the previous year representing a increase of 25.85%.

General and Administrative Expenses
Our general and administrative expenses comprise compensation to our employees in Corporate Office - Finance, HR, Administration and other general functions; travel, communication, legal and professional charges, repairs and maintenance, provision for doubtful debts, bad debts and other allocated infrastructure expenses.

During the year, the general and administrative expenses were ₹ 180.50 crore as against ₹ 117.86 crore in the previous year.

Operating Profit
During the year our operating Profit increased ₹ 12.27 crore or 15.73 % from ₹ 78.01 crore on March 31, 2010 to ₹ 90.28 crore on March 31, 2011.

Depreciation
Depreciation on fixed assets was ₹ 26.55crore for the year as against ₹ 22.20 crore during the previous year. As percentage of revenue, depreciation was 6.27 % and 6.59 % for the year and previous year respectively.

Increase in depreciation charge for the year by ₹ 4.35 crore is attributable to increase in various fixed Assets.

Other Income
Other Income primarily consists of interest and dividend income and short term capital gains on sale of current investment. Other income for the year was ₹ 1.11crore compared to ₹ 1.00 crore for the previous year.

Provision for Income Tax
Our provision for current tax was ₹ 8.40 crore as against ₹ 5.40 crore for the previous year. The increase in provision for Tax was due to increase in profits during the year.

Net Profit after tax
Our Net Profit after tax for the year was ₹ 49.96 crore i.e. 11.79% of revenue, against the net income of ₹ 40.50 crore, 12.03% of revenue, during the previous year.

Reserves and Surplus
Reserves and Surplus as at March 31, 2011 increased to ₹ 332.24 crore as compared with ₹ 278.22 crore as at March 31, 2010.

General Reserve
During the year ended March 31, 2011 there was an addition of ₹ 1.47 crore due to appropriation of profit made during the year to General Reserve Account & addition on account of merger / amalgamation.

Secured Loans
Secured Loans as at March 31, 2011 were ₹ 86.68 crore as against ₹ 68.07 crore as at March 31, 2010.

Loans and Advances
There was an increase in Loans & advances given from ₹ 52.94 crore on March 31, 2010 to ₹ 90.31crore on March 31, 2011.

Inventories
Unbilled revenue represents amounts recognized based on services performed in accordance with contract terms and where invoices have not been raised. Unbilled revenue Increased to ₹ 4.94 crore at March 31, 2011 as against decreased by ₹ 2.82 crore as at March 31, 2010.

Fixed Assets
The Gross Block of Fixed Assets increased by ₹ 62.67 crore from ₹ 186.65 crore as on March 31, 2010 to ₹ 249.32 crore on March 31, 2011.

Sundry Debtors
Our Sundry Debtors (net of provision) as on March 31, 2011 were ₹147.21crore against ₹ 115.35 crore on March 31, 2010. In the opinion of management, all the Sundry Debtors are good, recoverable and necessary provision has been made for debts considered to be bad and doubtful. The level of sundry debtors is normal and is in tune with business requirements and trends.

Cash and Bank
The cash and bank balances lying with the company as on March 31, 2011 was ₹ 10.29 crore as against ₹ 14.23 crore in the previous year.

Current Liabilities and Provisions
The current Liabilities increased by ₹ 21.57 crore from ₹ 51.36 crore on March 31, 2010 to ₹ 72.93 crore on 31st March,2011. Provisions decreased by ₹ 4.11crore from ₹ 13.14 crore on March 31, 2010 to ₹ 9.03 crore on 31st March, 2011.

Investments
There was decrease of ₹ 3.31crore in the investments from ₹ 12.30 crore on March 31, 2010 to ₹ 8.99 crore on March 31, 2011.

Internal Control systems and their adequacy
Your Company has placed considerable emphasis and efforts on internal control systems. On the Finance part, the internal checks and balances are augmented by a formal system of internal audit. The Audit Committee of the Board reviews and will continue to review the adequacy and effectiveness of the internal control systems and suggest improvements for strengthening them. We also have a well defined delegation of power with authority limits for approving revenue as well as expenditure.

The Company has appointed M/s D. Kothary & Co. Chartered Accountant to oversee and carry out internal audit of the Company's activity. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors (M/s Chokshi & Chokshi) and the audit committee. The planning and conduct of internal audit is oriented towards the review of controls in the management of risks and opportunities in our Company's activities. The internal audit process is designed to review the adequacy of internal control checks in the system and covers all significant areas of our operations such as software delivery, accounting and finance, procurement, employee engagement and IT process. Safeguarding of assets and their protection against unauthorised use are also a part of these exercise.

We have an audit committee, the details of which are provided in the Corporate Governance Report which reviews audit reports submitted by the auditors of our Company. The committee also meets our Company's statutory auditors to ascertain their views on the adequacy of internal control system in the Company and keeps the board of Directors informed of its major observation from time to time.

Material developments in human resources / industrial relations front, including number of people employed

Recruitment and managing our people

It is the policy of aurionPro to ensure that all recruitment activities are fair and non-discriminatory and both identify and address individual development needs, potential and opportunities. Recruitment should also recognise the opportunities, initiatives and changing skill profiles throughout the Group.

Hiring is one area where the interference of external factors is minimal. Hence the HR department can use its discretion in framing its hiring policy and using various selection tools for the best results. These caselets discuss the importance of having an effective recruitment and hiring policy.

We prefer freshers in our organization and therefore campus selections are held all over India for the primary work with thorough selection process of aptitude tests and technical knowledge. Panel for interview is decided for final selection. Engineering colleges are targeted for the Campus. Requisition is raised from the department with proper approval from the Head to the Human Resource team to elevate it further and close the requirement.

Recruitment is centralized for domestic and most of the global requirements. Selected candidate proceed further with offer letter and pre – post recruitments activities. Company is strongly determined to add upcoming and experienced talent through sourcing for developmental growth.

Currently, the company strength is 1217 across globe.

Training & Development

Training program in aurionPro provides a central focus for recommending and providing interventions that address Organizational goals. Training are provided for the skills necessary to enhance and increase the efficiency and effectiveness of associates. A Learning culture is promoted which will provide opportunities for growth and development for all the associates in aurionPro. We have development programs aimed towards making the company "learning organization" where growth is measured not just by "profits" but also as the synergetic growth of each of associates.

By thorough follow up, Training needs are identified and delivery of same in behavioral and technical backgrounds is done.

We believe through training, there is an improvement in employee morale and performance, limits employee turnover, increase performance of our organization and achieve the objectives. Thus our objectives covers organizational, individual, functional and societal.

Compensation Management

The compensation policy and the reward system of an organization are viewed by the employees as indicators of the management's attitude and concern for them. Today, aurionPro try more to assess the worth of an individual in terms of his performance and contribution to the organization. These caselets discuss the importance of a compensation system that is competitive and attractive for the employees and at the same time, profitable for the organization.

Performance Management System

Performance management is intended to be an ongoing process of communication between the supervisor and the employee, focused on helping the employee achieve his or her best workplace results. An effective performance management system in aurionPro accomplishes the following goals:

- Provides direction and clarifies performance expectations
- Provides feedback and coaching to the staff member concerning job performance, both what is done well and what needs improvement.
- Identifies training and professional development needs
- Serves as documentation of performance
- Serves as data for human resource decisions
- The underlying principles that guide the performance management in aurionpro are that:
- Performance management is a shared commitment to high performance
- Performance management balances autonomy and accountability at the individual and organizational levels
- Performance and continuous learning are encouraged and supported

Award & Recognition

aurionPro recognizes that rewards play a big part in aligning the needs of organization and its people. Our award policy is intended to recognize & appreciate outstanding contributions that further the goals & objectives of aurionPro. It states that all employees should be rewarded fairly according to their sustained contributions and outstanding performances. Award & recognition consists of monetary and non monetary benefits. Recognition of the outstanding performance of associates across the units is done through appreciation, awards & certificates.

The purpose is to provide a statement of the intent of the reward strategy, policies & practices in aurionpro in terms of its context within our mission and vision.

Our objective is to encourage and motivate associates to achieve improving performance in pursuance of the organization's goals. It helps in fostering an environment of shared success and commitment. It provides continuum of opportunities to acknowledge and recognize associates.

Employee Engagement

An employee engagement strategy helps to create a community at workplace and not just the workforce. We believe when employees are effectively and positively engaged, they form emotional connection with the company. This affects their attitude towards both colleagues and clients improves customer satisfaction and services levels. Beyond recruitment and induction, employee engagement activities also include communication activities, activities to build the culture of our company, team building activities and leadership development activities, etc.

aurionPro's Business Areas and Primary Offerings

aurionPro was founded in 1997 with the mission to provide high value technology solutions to Financial Services institutions. We have since evolved our offerings to supply a diverse and highly acclaimed set of software and services, built upon our years of industry experience. Our business is almost equally split between supplying software product solutions and consulting services to our customers. Both sets of offerings are targeted primarily at growing industries such as Banking, Payments, Capital Markets, and Logistics, while also lending our technical and domain expertise to our Healthcare, High Tech, and Media & Entertainment clients.

Due to the economic recession across the developed world and the global financial services crisis, the last 3 years have seen IT spending slow dramatically as regional Banks and global Financial Services Institutions attempt to control costs and stabilize their businesses. By the start of the 2011 calendar year however, aurionPro has witnessed that many BFSI CIOs are starting to plan and invest for the future, with major transformations anticipated in their technology environments. According to Gartner's 2011 CIO survey, the top strategic investments are expected to be in areas including cloud/SaaS solutions, virtualization, mobility, IT management, and business intelligence. This will allow them to meet their top 3 business priorities of increasing enterprise growth, attracting and retaining new customers, and creating new products, services and innovation. aurionPro's software product and consulting services offerings are incredibly well positioned to take advantage of these growth areas.

aurionPro's offerings are focused around four primary business areas: Payments, Supply Chain Management, Capital Markets, and Information Security and Management.

Payments

aurionPro's Payments business focuses on both the Corporate and Retail sides of the industry, encompassing electronic & mobile payments, cash management, Internet banking, risk management, and loan origination. Our solutions provide the capabilities that allow Corporate and Retail organizations to efficiently manage all aspects of Banking & Payments operations through proven and scalable technology platforms. Our product suites are designed for a diverse range of platforms ranging from the Internet, mobile, and branch applications which can be readily accessed by banking customers through the web, e-mail, SMS, and call centers.

aurionPro has addressed the evolving needs of modern financial services institutions by moving beyond our Cash Management roots and developing an integrated, cohesive Payment Hub. This centralized and open payment framework has been built in a modular approach to cover retail & corporate payments, mobile banking and CTS, loan management, as well as cash management functionality that can be seamlessly connected to core banking, treasury, credit card system, trade finance, SAP, etc. The solution adapts to new regulatory and risk management practices (OFAC, AML, IBAN Validation) and thus offers enhanced visibility to our customers with increased straight-through processing.

aurionPro's Payments Practices include:

Retail Payments Solutions

Walt Levengood
President
Retail Payments Practice

aurionPro's Retail Payments Practice delivers comprehensive solutions from product conceptualization to realization and sustenance via a team of proficient Payments specialists and technology professionals experienced in delivering Global Enterprise Payments Solutions. aurionPro's modular and reusable Payments Framework (APF) has been developed based on this expertise and offers capabilities ranging from ACH and Credit Card platform integration to Mobile Payments functionality.

Walt Levengood, President of aurionPro's Retail Payments Practice, brings extensive experience developing and implementing electronic payment programs to help expand aurionPro's Payments offerings. Mr. Levengood previously held the roles of COO and CIO for Merchant Cash & Capital where he was responsible for the Company's systems and operations while also overseeing development work relative to the scalability of Merchant Cash and Capital's business and integration into multiple tier 1 processors. Prior to Merchant Cash and Capital, Mr. Levengood held a number of executive positions, including serving as Senior Vice President, Payment Services Group at The Bancorp Bank (NASDAQ TBBK), a multibillion-dollar bank focused on branchless Internet-based financial services.

Transaction Banking Solutions

Ms. Kashmira Bhayani
Practice Head
Cash Management

aurionPro has focused much of the past decade conceptualizing and rolling out technology products and solutions in the Transaction Banking space for private and public sector Banks in Asia Pacific, the U.S., the Middle East, and Africa. Capabilities of our Transaction Banking product suite include: Cash management, Lending, Treasury, Trading Technology, Risk Management, Capital Market, and Business Intelligence. Focus has been placed across both Retail and Corporate banking verticals, and our people, processes, and technologies have ensured dozens of successful implementations.

Ms. Kashmira Bhayani , Practice Head – Cash Management, leads overall management, product innovation, and presales for the Transaction Banking Practice. Ms Bhayani has 13+ years of experience primarily in design and implementation of Transaction Banking technology products on behalf of private and public sector Banks in India, South East Asia, and Kenya.

Lending Solutions

Shekhar Mullatti
President
Asia Pacific region

aurionPro has developed an award-winning suite of Lending products through our Integro subsidiary, called SmartLender. SmartLender's Integrated Credit Management System (ICMS) addresses the Loan Origination and Post Sanction Loan Servicing requirements of banks and financial institutions. Corporate Loan Origination functionality provides an independent Rule Engine with a Workflow which addresses the Credit evaluation of the Loan application along with Data capture with regard to the borrowers, pre-qualification checks and group exposure. It has a complex routing mechanism that caters to the approval process. The Collateral & Limits Management System provides an end-to-end platform to handle the life cycle of collaterals for Corporate and SME loans. It also provides a single view of customer limits and has a comprehensive credit document management system with sophisticated tracking and reporting capability. Key features of SmartLender include:

- Call Report Management and Pre-Qualification Screening
- Detailed Financial Analysis and Credit Rating Mechanism
- Credit Review, Monitoring and Notification capability
- Single View of Group/Customer Exposure with Drill Down Capability
- Multiple Collateral Set Up with proper classification
- Support for Mark to Market Collateral Valuation
- Dynamic Document Management Workflow
- Security Covenant Monitoring and Exception Tracking
- BASEL II compliance through EAD & LGD Computation

Shekhar Mullatti, President of aurionPro's Asia Pacific region, is a versatile and results oriented Banking & Technology Professional with over 20 years of experience in multinational corporations. Educated at IIT and IIM, he has handled diverse business scenarios, ranging from Startups to mature businesses. Prior to aurionPro, Mr. Mullatti has held a number of executive positions for top tier companies including BNP Paribas, where he was the Head of Consumer Lending in India, Bank of America, where he was a Vice President and Product Manager, Dell, where he was Director of Services Marketing and Tech Support, and GreenPoint, where he was a Senior Vice President and Head of Operations in India.

Supply Chain Management

Companies today source their products from multiple manufacturers across the globe while trying to address diminished differentiation between competitive brands and products. Having the right product at the right price is still important, but having the right quantities at the right time and place is even more so. Consumer loyalty is at an all-time low, and if you don't supply a product in time, someone else will. Complete control over the process is the key and aurionPro's product suite provides a best-in-class solution that enables Corporations, Manufacturers, and Logistics Service Providers to fully manage and achieve clear visibility into their entire supply chain.

aurionPro's Supply Chain Management product suite is available as a modular, integrated plug and play system on Software as a Service (SaaS / Cloud) or license models. Authorized employees can simply log into a web-based service which hosts the programs that our clients need to run their entire supply chains. The solution offers functionality across supply chain control, execution, visibility, and collaboration.

Supply Chain Management (SCM) Solutions

Michael Christensen
CEO
SCM

aurionPro SCM, with its integrated dimensions of supply chain visibility, control, collaboration and execution provides the right tools for business leaders to take control of their supply chain. The solution successfully streamlines and enhances an organization's supply chain operations, helping to mitigate supply chain complexities. Given the rich domain expertise, strengths of the aurionPro SCM product platform, implementation track record and innovative business model, aurionPro SCM has enabled numerous organizations across sectors to simplify the process of managing their supply chain. The ability to service our clients with a full-fledged cloud solution, with quick integration and easy data share across entities further enhances our value proposition.

Michael Christensen, CEO of aurionPro's SCM Business, has built extensive leadership expertise in international shipping, logistics and IT during his 20-year plus career. He started at AP Moeller in Copenhagen where he worked in diverse verticals such as Oil and Gas, Ocean Liner Services, and International Logistics. He was a member of the core team that initially designed and developed Maersk Logistics. In addition to this, Mr. Christensen also managed Manugistics' European and Asian organizations in London and Singapore. Prior to joining aurionPro, Michael was the global head of DHL's international supply chain organization.

Capital Markets

aurionPro has an established 14-year history of providing Capital Markets technology solutions and services to global Banks and sell-side firms (broker/dealers, proprietary traders and agency desks), as well as to buy-side firms (both hedge funds as well as traditional investment managers). We are the market leaders in capital markets, working with clients in the U.S., Europe, the Middle East, Africa, Asia, and Australia. We have deep domain expertise in Options, Commodities, Futures, and Equities and an excellent track record in FIX-focused solutions and services in front, middle, and back office aspects of the trade workflow.

We have developed extensive, dynamic design strategies to build our Algorithmic and Quantitative Trading platform, which caters to algorithmic trading requirements, including: development and testing of high performing machine trading strategies and pricing models, mapping of trader requirements to the platform, development of safety checks, and technology operations support. Our team of experts has also helped our customers in developing FIX compliant custom processors. Our proven methodology for FIX certification and rich experience in managing the entire process of opening fix interfaces to external entities (e.g. Customers of the bank) has ensured success of each one of our implementations. Our specialty spans the development of low latency data connections across FIX, Fast FIX, and proprietary connectivity formats and our algorithmic trading grade FIX links have been developed for leading data service providers as well as directly for the stock exchanges.

The Capital Markets team offers an Integration Framework for trading that includes both domain specific as well as technology agnostic capabilities. Our application development services include custom business flow services that provide interfaces for generic data providers, libraries for volatility/pricing models, and abstract services for trade lifecycle workflow management. Our framework also provides for transport services across Socket, MQ, Tibco, and JMS, monitoring and administration services, scheduling services, inter-service communications and event management services.

Beyond our integration framework and implementation services, we offer extensive Trade support services during upgrades & migrations. Our collaborative approach between our offshore support team and onsite support staff ensures the most efficient resolution of clients' issues.

Capital Markets Solutions & Services

Vaibhav Shukla
Head
Capital Markets

aurionPro's Capital Markets Technology Business provides technology solutions and IT services to financial services institutions. The highly skilled team applies its deep domain expertise in Options, Commodities, Futures, and Equities to implement innovative solutions for its clients. The Capital Markets team has an established track record of implementing FIX-focused solutions and services in front, middle and back office aspects of trade workflow and has successfully developed low latency native connectivity to markets including: the Tokyo Stock Exchange, the Singapore Exchange and the Singapore Mercantile Exchange, the New York Stock Exchange, the Abu Dhabi Securities Exchange, the Dubai Gold and Commodities Exchange, and Euronext among many others.

Vaibhav Shukla, head of aurionPro's Capital Markets business, was co-founder of E2E infotech limited before its acquisition to aurionPro. He has focused his career on information technology for the Financial Services industry and has worked extensively within Citigroup, initially in the Payments and Cash Management and subsequently in the Equity Derivatives technology and middle office operations areas. He has worked in various countries in Asia and Europe and is now currently based in London, UK.

Information Security & Management

aurionPro's dedicated, practice-based consulting groups each implement solutions focused around a singular domain and software product suite. Our small, devoted teams are true experts across Identity and Access Management, Web and Enterprise Content Management, Mobile Application Development, Enterprise Applications, Business Intelligence & Analytics, and Software Performance Engineering. Each Practice is led by a collection of veterans of their respective domains who pride themselves on partnering closely with our clients to ensure successful project implementations.

As the regulatory and compliance landscape of many industries become more stringent and complex, the needs of organizations to be able to secure access to infrastructure, applications, and even to discrete pieces of information, has become mission critical. In addition, understanding how information has been accessed and modified through detailed audit trails has also increased in importance in order to defend legal and other inquiries that might arise. aurionPro is an acknowledged leader in the domain of Identity and Access Management and has even be recognized by one of our strategic partners, Oracle, as being the first consulting organization in the U.S. to achieve "Specialized" status in this discipline. aurionPro also concentrates on other Information Security fields including directory services, authorization and entitlements, web services security, strong authentication, web single sign-on and federation. Our Information Security team offers services around the following:

- Compliance: Our Compliance practice helps enterprises roll out identity and access management solutions architected to ensure that access to sensitive systems and data can be controlled and audited
- Single Sign-On & Federated Identity: Our SSO and Federated Identity practice engineers solutions for single sign- on (SSO) and federated identity that simplify the login process, to the benefit of both enterprises and users
- Provisioning: Our Provisioning practice provides enterprises with the tools to manage user accounts across multiple, disparate applications and system platforms
- Fine Grain Entitlements: Our Entitlements practice develops solutions for enterprises to ensure that entitlements can be effectively managed and applied to achieve fine-grained control over access to enterprise applications and data
- Web Services Security: Our Web Services Security practice assists our clients maintain security requirements while implementing service-oriented architectures, which help to increase interoperability and lower the cost of systems integration

Each of aurionPro's expert-level consulting practices offer architecture, evaluation, integration, custom development, outsourced engineering and implementation services to our clients who range from Global Financial Services, Multi-National Banks, Insurance Companies, Educational Institutes, Healthcare Corporations, and High Tech Companies. We have built centers of excellence exclusively focused on Identity & Access Management (IAM) consulting, Enterprise Content Management, ERP, Business Intelligence, and system integration services. These groups provide a full spectrum of services to enable customers to plan, assess, select, implement and integrate complete technology implementation projects. We have successfully provided services to Fortune 1000 conglomerates across North America, Europe and Asia Pacific regions

Information Security & Management Services

Robert Levine
President
aurionPro North America

aurionPro's Information Security practice works with our clients to enable them to provide highly performant and secure access to their data. We provide a wide range of strategies from helping companies to quickly provision new employees with appropriate levels of access, to securing Internet facing web services.

Robert Levine, President of aurionPro North America, brings more than 25 years of technology management experience and deep expertise across global, large-scale Financial Services technology environments to aurionPro's Global Security business. Previously, he was Managing Director of Bankers Trust Company in Technology & Operations, Managing Director of Deutsche Bank in Technology Investment Banking and Interim CEO and VP of Transindigo, an Information Security firm he sold to RSA (now EMC).

Alliances

aurionPro's Alliances Organization

Mr. Umesh Ikhe
Global Head
Alliances

aurionPro's Strategic Alliances team proactively and systematically pursues and adds new targeted alliance partnerships that will create global business expansion opportunities for aurionPro. To this end, we have formed enduring relationships and partnerships with global leaders and reputed technology partners in banking/ financial services to offer scalable solutions jointly to our customers. Our alliances strategy is to strengthen our market positioning by implementing a robust set of marketing and branding activities and thus driving more software and service opportunities to increase our revenue. Through its alliances, aurionPro aims to dramatically expand our geographical and technology platform reach, and co-owned sales & marketing efforts, along with jointly published marketing collateral, will help to achieve this goal. Co-marketing of our products will also help to increase market awareness and improve demand generation. The Alliances organization will aggressively build our partnership strategy into 2012 and will continue to look for new relationship opportunities in India, Southeast Asia, North America, the Middle East, and Africa.

One of the alliances that warrants highlighting is with a company called Atyati, who we have partnered with to offer Financial Inclusion capabilities in India. An extraordinarily hot topic in the media recently, Financial Inclusion aims to provide affordable financial services to rural and lower income individuals. aurionPro and Atyati have teamed up to provide a solution called the Ganaseva platform, which enables Banks to provide Smart Cards to residents of rural areas. The platform includes a Smart Card containing a microchip that stores a customer's account data and associated financial transaction history and a biometric scanner that enables secure access to all stored information. Representatives of various Banking Institutions can now travel throughout a wide geographical area to personally enroll rural customers (who are without internet connections and who are not IT-literate), deliver loans, and collect repayments through these Cards. Our solution has been selected by several India-based banks to provide banking services to their customers living in rural areas. aurionPro is targeting PSU's and private sector banks for Financial Inclusion and is creating a niche domain set up to implement and support Inclusion based growth in the Indian economy.

Mr. Umesh Ikhe , Global Head – Alliances . Mr. Ikhe has a wealth of experience in the sphere of treasury, capital market, private & corporate banking, and in the payments market. With 18 years of experience in global banking, he has previously worked with Nova Scotia and HDFC Bank, and has extensive experience in managing and developing Alliances.

Notice

NOTICE is hereby given that the 14th Annual General Meeting of Aurionpro Solutions Limited will be held at Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri (East), Mumbai – 400 093 on Friday, September 30, 2011, at 11.00 A.M to transact the following business: -

ORDINARY BUSINESS

1 To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2011, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon
2 To declare a dividend for the year ended March 31, 2011
3 To appoint a Director in place of Mr. Prem Rajani who retires by rotation and is eligible for re-appointment
4 To appoint a Director in place of Dr. Nikunj Kapadia who retires by rotation and is eligible for re-appointment
5 To appoint auditors M/s. Chokshi & Chokshi bearing Reg. No. 101872W, to hold office from the conclusion of the 14th Annual General Meeting till the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors

SPECIAL BUSINESS

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

"**RESOLVED THAT** in accordance with the provisions of article 136 of the Articles of Association of the Company and provisions of sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in partial modification of members resolution dated September 30, 2010, dealing with payment of remuneration of Mr. Amit R. Sheth, Managing Director of the Company, the Company hereby accords its approval for revision of remuneration with effect from August 01, 2011 for the residual period of his current term of office upto March 31, 2015, on the terms as mentioned herein below:

Remuneration will be upto ₹ 75 Lacs per annum (Rupees Seventy Five Lacs Only), and would be eligible for following perquisites, commission and other facilities:

- Medical Benefits, Group Hospitalisation Benefits, personal accident insurance
- Leave Travel Allowance
- Privileged Leave and encashment of unutilized privileged Leave upon the end of the term
- Bonus and such other perquisites as determined by the Board from time to time and as per rules of the Companyprescribed in this regard

Commission: 1% Commission of Net profits shall be payable as per provisions of Section 349 & 350 of the Companies Act, 1956.

Minimum Remuneration: Not with standing anything to the contrary herein contained, where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as per schedule XIII of the Companies Act, 1956.

All other terms and conditions of remuneration remain unchanged.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary in this regard."

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

"**RESOLVED THAT** in accordance with the provisions of article 136 of the articles of association of the Company and provisions of sections 198, 269, 309, 310 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in partial modification of members resolution dated September 30, 2010, dealing with payment of remuneration of Mr. Sanjay A. Desai, Executive Director of the Company, the Company be and hereby accord its approval, for revision of remuneration with effect from August 01, 2011 for the residual period of his current term of office upto March 31, 2015, on the remuneration and other perks decided as below:

Remuneration of ₹ 75 Lacs per annum (Rupees Seventy Five Lacs Only) and would be eligible for following perquisites, commission and other facilities:

- Medical Benefits, Group Hospitalisation Benefits, personal accident insurance
- Leave Travel Allowance
- Privileged Leave and encashment of unutilized privileged Leave upon the end of the term
- Bonus and such other perquisites as determined by the Board from time to time and as per rules of the Company prescribed in this regard

Commission: 1% Commission of Net profits shall be payable as per provisions of Section 349 & 350 of the Companies Act, 1956.
Minimum Remuneration: Not with standing anything to the contrary herein contained, where in any financial year during the currency of tenure of the Mr. Sanjay A. Desai - Executive Director, the Company has no profits or its profit are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites and allowances as per

schedule XIII of the Companies Act, 1956.

All other terms and conditions of remuneration remain unchanged.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary in this regard."

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

"**RESOLVED THAT** in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 ("Act"), Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re- enactment thereof for the time being in force), and the applicable Rules, Guidelines, Regulations, Notifications and Circulars, if any, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed, or any other law for the time being in force and subject to such approvals, consents, permissions and sanctions of the Government of India ("GOI"), Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Securities and Exchange Board of India ("SEBI"), Registrar of Companies ("RoC") and subject to such consents and such other approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) or as may be prescribed or made, in granting such consents and approvals and which may be agreed to by the Board, which the Board be and is hereby authorised to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, whether Indian Rupee denominated or denominated in foreign currency, in the course of domestic / international offerings (in or more foreign markets) to any person including Domestic / Foreign Investors, Foreign Institutional Investors, Non-Resident Indians, Companies, Body Corporates, Trusts, Mutual Funds, Banks, Insurance Companies, Pension Funds, individuals, employees of the Company or otherwise, whether shareholders of the Company or not (collectively referred to as the "Investors", including any combination thereof), through a public issue, rights issue, preferential issue and / or on a private placement basis, with or without over-allotment option, Equity Shares, debentures or bonds, whether non-convertible or Partly / Optionally / Fully Convertible and / or securities linked to Equity Shares or securities issued by way of **Qualified Institutional Placement** in terms of the Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time, including but not limited to Global Depository Receipts **(GDRs)** and / or American Depository Receipts **(ADRs)** and / or Foreign Currency Convertible Bonds **(FCCBs)** and / or any Other Financial Instruments (OFIs) and / or any securities convertible into equity shares at the option of the Company and / or holders of the securities, and / or securities linked to equity shares and / or securities with warrants including any instruments or securities representing either equity shares and / or bonds with or without Share Warrants attached (collectively referred to as "**Securities**", including any combination thereof), secured or unsecured listed on any stock exchange inside India or any international stock exchange outside India, through an offer document and / or prospectus and / or offer letter, and / or offering circular, and / or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the Lead Managers, to be issued either for cash or for consideration other than cash including shares of another company, whether in India or abroad, at such price (whether at a discount or premium to the market price) as per applicable regulations from time to time duly adjusted for any stock split, consolidation, issue of bonus shares etc. in such manner, including through book building process, provided however the total amount (including if the Securities have been issued at a premium) raised through the aforesaid Securities should not, together with the over-allotment / green shoe option, if any, exceed **USD 75 million (United States Dollars Seventy Five million only)** or its Indian Rupee equivalent.

RESOLVED FURTHER THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Act, the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Board of Directors may at their absolute discretion, issue, offer and allot equity shares / fully convertible debentures (FCDs) / partly convertible debentures (PCDs) or any securities other than warrants, which are convertible into or exchangeable with equity shares at a later date, for and upto the amount of **USD 75 million (United States Dollars Seventy Five million only)** or its Indian Rupee equivalent, inclusive of premium to **Qualified Institutional Buyers** pursuant to a qualified institutional placement, as provided for under SEBI (Issue of Capital and Disclosure Requirements)

Regulations, 2009 as amended from time to time.

RESOLVED FURTHER THAT where securities which are convertible into or exchangeable with equity shares at a later date in terms of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as specified above, the relevant date for the purpose of pricing of the securities shall be as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms and conditions in accordance with international practices to provide for the tradability and free transferability thereof as per prevailing capital markets practices and regulations, including, but not limited to, the terms and conditions in relation to security, rate of interest, issue of additional Equity Shares, variation of the conversion price of the Securities during the duration of the Securities, payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever.

RESOLVED FURTHER THAT in case of any equity linked issue / offering, including without limitation, any GDR / ADR / FCCB offering, the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above or as may be issued / allotted in accordance with the terms of issue / offering in respect of such Securities and such equity shares shall rank pari-passu with the existing equity shares of the Company in all respects except if provided otherwise under the terms of issue / offering and in the offer document and / or prospectus and / or offer letter and / or offering circular and / or listing particulars.

RESOLVED FURTHER THAT the Company and / or any entity, agency or body authorised and / or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable, registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors and / or other persons as appointed by the Company, be and is hereby authorised to determine the form and terms of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue / conversion of Securities, rate of interest, period of conversion, fixing of record date or book closure and related or incidental matters, listings on one or more stock exchanges in India and / or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI / GOI / RBI or such other appropriate authorities, inside or outside India, may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the Board be and is hereby entitled to appoint or enter into and execute all such arrangements / agreements, with any Lead Manager(s) / Underwriter(s) / Banker(s) / Guarantor(s) / Depository(ies) / Listing Agent(s) / Trustee(s) / Legal Counsel / Custodian(s) / Process Agent(s) / Advisor(s) and all such agencies or entities, inside or outside India, as may be involved or concerned in such issue / offering of Securities and to remunerate all such agencies and entities as may be involved in cash or otherwise including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue / offering of Securities and other expenses, if any or the like, subject to applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred above to any Committee of Directors or any one or more Directors / Executives of the Company.

Notes:

"Important Communication to Members:
The Ministry of Corporate Affairs has taken a "Green

Initiative in the Corporate Governance" by allowing paperless compliance by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who holds shares in physical form are requested to register the same with **Bigshare Services Pvt. Ltd."**

1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2 An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item nos. 6 to 8 is annexed.

3 Mr. Prem Rajani and Dr. Nikunj Kapadia, Directors, are liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for re- appointment.

A brief profile of Mr. Prem Rajani and Dr. Nikunj Kapadia and names of companies in which they are Directors/ committee members are given in the Corporate Governance Report, which forms part of the Annual Report.

4 Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5 The Register of Members and the Share Transfer Register will be closed from Sunday, September 25, 2011 to Friday, September 30, 2011, both days inclusive.

6 Dividend for the year ended March 31, 2011, 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 Saturday, September 24, 2011 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 Saturday, September 24, 2011 in respect of shares held in physical form.

7 In order to enable the Company to remit dividend through Electronic Clearing Service (ECS), members are requested to provide details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code (as appearing on the cheque). It is advisable to attach a photocopy of the cheque leaf/cancelled cheque leaf. The said information should be submitted on or before Saturday, September 24, 2011 to the Company if the shares are held in physical form and to the concerned Depository Participant (DP), if the same are held in electronic form. Payment through ECS shall be subject to availability of ECS Centers and timely furnishing of complete and correct information by members.

8 Members are advised to encash dividend warrants promptly.

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

10 Members are requested to:

a) Intimate the Company, changes, if any, in their registered addresses at an early date for shares held in physical form. For shares held in electronic form, changes if any may be communicated to respective Dps.

b) Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.

c) To avoid inconvenience, get the shares transferred in joint names, if they are held in a single name and/or appoint a nominee.

d) Bring with them at the meeting a copy of the Annual Report and Attendance Slip.

11 Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their communications to the Registered Office of the Company, so as to reach at least seven days before the date of the meeting, so that the required information can be made available at the meeting, to the extent possible.

12 Members, who hold shares in electronic form, are requested to bring their Client ID and DP ID numbers at the meeting for easier identification.

13 In terms of Section 205A and 205C of the Companies Act, 1956 the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Therefore, the members who have not en-cashed the dividend warrants for the previous financial years are requested to send back their warrants or make their claims to our Registrar & Share Transfer Agent viz., Bigshare Services Private Limited, E-2, Ansa Industrial Estate, Andheri (East), Mumbai – 400 072.

By Order of the Board of Directors

Mehul Raval
Company Secretary

Mumbai, August 31, 2011

Registered Office:
404, 4th Floor, Nomura,
Hiranandani Business Park,
Powai, Mumbai – 400 076.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.
ITEM NO.6 & 7:

At the Annual General Meeting of the company held on September 30, 2010, the members re-appointed Mr. Amit R. Sheth as Managing Director and Mr. Sanjay A. Desai as Executive Chairman for a period of 5 yrs and had approved their terms of remuneration for a period of 5 years with effect from April 1, 2010 till March 31, 2015.

Considering an all-round improvement in the operational and financial performance of the company, the board of directors ('board') deemed it necessary for renewal of remuneration payable to Mr. Amit R. Sheth and Mr. Sanjay A. Desai. The board has therefore, as per the recommendations of Remuneration/Compensation committee of the directors has renewed their terms of remuneration for the residual period of their current term of office upto March 31, 2015.

All other terms and conditions of the appointment of Mr. Amit R. Sheth and Mr. Sanjay A. Desai, as approved earlier by the members shall remain unchanged.

Your directors, therefore, recommend the resolution for your approval.

Copies of the draft supplemental agreements entered into with Mr. Amit R. Sheth and Mr. Sanjay A. Desai and the earlier resolutions relating to their appointments and remuneration are open for inspection to the members at the registered office of the company between 11.00 a.m. and 1.00 p.m. on any working day excluding Saturdays up to the date of ensuing AGM on September 30, 2011.

Mr. Amit R. Sheth and Mr. Sanjay A. Desai are interested in the resolution pertaining to the revision in the terms of their remunerations as aforesaid.

The above explanatory statement shall be considered as disclosure pursuant to section 302 of the Companies Act, 1956, to the members, of the terms of the contract with the directors or any variation thereof and no separate disclosure shall be issued to the members for the same.

None of the other directors are concerned or interested in the resolution.

ITEM NO.8:

Your Company has been considering expanding its business including by way of acquisition. The proposed resolution will enable your Company to issue / offer equity and / or equity related instruments / Depository Receipts / Foreign Currency Convertible Bonds (FCCB), or such other instrument as may be finalized by the Board or Committee thereof in the course of domestic / international offering, in the aggregate amount not exceeding USD 75 million or equivalent sum in Indian Rupees/in any other currency in the manner set out in the resolution. The issue proceeds will enable the Company inter alia finance acquisitions, other strategic initiatives and / or other general corporate purposes.

The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.

The Special Resolution seeks to empower the Board of Directors to issue securities in such tranche at such time or times, at such price or prices and to such persons including institutions and/or corporate bodies and/or individuals or otherwise as the Board may in its absolute discretion, deem fit and / or also to undertake a qualified institutional placement with qualified institutional buyers as defined by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The Board of Directors may in their discretion adopt this mechanism as prescribed under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time for raising funds for the Company, without seeking fresh approval from the shareholders.

As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of securities or shares to be issued. However, the same would be in accordance with SEBI Guidelines and / or Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as amended from time to time or any other guidelines / regulations as may be applicable.

For the reasons stated aforesaid, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue.

Under Section 81 of the Companies Act, 1956 (the Act) shareholders' approval by a special resolution is required for issue of shares to persons other than existing shareholders of the Company. Similarly Listing Agreement provides inter alia that the Company in the first instance should offer all securities to be issued by the Company for subscription pro-rata to the existing equity shareholders unless the shareholders in a General Meeting decide otherwise.

The said special resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities otherwise than on pro-rata basis to the existing shareholders.

Therefore, consent of the shareholders is being sought pursuant to the provisions of Section 81 and other applicable provisions of the Act.

The Board of Directors believes that such issue is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Directors of the Company, except to the extent of any securities may be offered to them, are concerned or interested in this resolution.

By Order of the Board of Directors

Mehul Raval
Company Secretary

Mumbai, August 31, 2011

Registered Office:
404, 4th Floor, Nomura,
Hiranandani Business Park,
Powai, Mumbai – 400 076.

Director's Report

To the Members,

The Directors present their 14th Annual Report of the Company together with its Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as on that date:

1 FINANCIAL RESULTS

Consolidated Financials of the Company and its subsidiaries:

₹. in crore

	Year ended March 31, 2011	Year ended March 31, 2010
Total Revenue	**424.85**	**337.70**
Profit before interest, depreciation and tax	90.28	71.23
Less: Interest and Finance Charges	4.46	2.57
Less: Depreciation and amortization	26.55	22.20
Profit before tax	**59.27**	**46.46**
Less: Provision for taxation (including Current Tax, Deferred tax, Fringe Benefit Tax and Tax adjustments of earlier years)	9.31	5.96
Net Profit after tax	**49.96**	**40.50**
Minority Interest	0.11	-
Profit after Tax and Minority Interest	50.07	-
Add: Surplus brought forward from previous year	114.51	77.88
Add: Prior period adjustments	(1.61)	0.40
Amount available for Appropriation Appropriations:	162.97	**118.78**
Transfer to General Reserve & Statutory Reserve	1.46	0.36
Proposed dividend on Equity Shares	3.51	2.96
Corporate tax on dividend	0.58	0.50
Statutory Reserve	2.14	-

Total Income increased to ₹424.85 crore from ₹ 337.70 crore in the previous year, at a growth rate of 25.81%. The profit before tax at ₹59.27 crore as against ₹ 46.46 crore in the previous year represents a increase by 27.57% over the previous year.

Financials of the Company on a standalone basis:

₹. in crore

	Year ended March 31, 2011	Year ended March 31, 2010
Total Revenue	**117.31**	**53.38**
Profit before interest, depreciation and tax	36.15	20.89
Less: Interest and Finance Charges	8.13	10.55
Less: Depreciation and amortization	8.43	6.97
Profit before tax	**19.59**	**3.37**
Less: Provision for taxation (including Current Tax, Deferred tax, Fringe Benefit Tax and Tax adjustments of earlier years)	4.99	-0.24
Net Profit after tax	**14.60**	**3.61**
Add: Surplus brought forward from previous year	40.02	39.14
Amount available for Appropriation Appropriations:	54.52	42.75
Transfer to General Reserve	1.46	0.36
Proposed dividend on Equity Shares	3.51	2.96
Corporate Tax on dividend	0.58	0.50

2. DIVIDEND

The directors recommend for consideration of the shareholders at the ensuing annual general meeting, payment of a dividend of ₹ 2.20 per share, (22%) for the year ended March 31, 2011. The amount of dividend and the tax thereon aggregates to ₹ 0.58 crore.

3. TRANSFER TO RESERVES

We propose to transfer ₹ 1.46 crore to the general reserve. An amount of ₹ 48.97 crore is proposed to be retained in the Profit and Loss Account.

4. OPERATIONS

Growth during aurionPro's 2010-2011 fiscal year was achieved consistently across all geographies and all Practices. Much of the success was due to a number of key hires and organizational changes, subsidiary consolidation proceedings, and dynamic activities with our strategic Partners.

Employee Additions & Organizational Changes

Several key individuals were added to the aurionPro management team over the course of the year. Mr. Banesh Prabhu joined as the global CEO for the aurionPro Group of companies and as Chairman of the Board for aurionPro Solutions Ltd. Banesh brings 25 years of global experience to his roles, previously serving as the International Head of Consumer Operation for Citigroup Operations and Technology where he led Banking operations for more than 50 countries. Also joining aurionPro this past year was Sam Harp, an Enterprise Content Management Industry Veteran, to lead the Imaging and Process Management Business. Sam brings over 20 years of experience to his role with aurionPro, 12 of which were spent at Oracle/Stellent where he held a variety of Management and Executive roles across their Engineering, Consulting, and Alliances organizations.

Significant organizational changes were also made in order to increase aurionPro's visibility in the market while maintaining the highest level of customer satisfaction. The Company streamlined its Corporate Marketing function to improve the consistency and effectiveness of how aurionPro positions and messages its capabilities across customer, prospect, partner, employee, recruiting, and investment communities. Jonathan Bank, previously the Global Head of aurionPro's Web Solutions/ECM Practice, is leading this new corporate function as the Executive Vice President and Group Director – Marketing. Similarly, a Global Customer Satisfaction and Delivery Group has been formed to deliver the highest level of customer satisfaction to our Clients. Mr. Shafi Shaikh has been appointed as the chair of this team, to which he will bring more than 20 years of experience in global service delivery and operational best practices.

Partnership Initiatives

aurionPro was extremely active with our Partner community in 2010-2011 and dozens of co-marketing events, conferences, and client round tables were completed together. Highlights include co-hosting a client round table with Microsoft on the topic of the "Real-Time Enterprise", being invited to be a key speaker at the inaugural Cloud Security Alliance meeting in Boston and leading and participating in a number of Oracle, IBM, Microsoft, Open Text, Misys and EMC conferences and webinars over the course of the year.

aurionPro's SENA Systems business, a Gold Level Oracle Partner, was recognized as one of the most respected partners in Oracle's network by being awarded an Honorable Mention for the Oracle 2010 North American Titan Award for Excellence in Security and Identity Management. Oracle's Titan Awards recognize leading partners in North America, honoring solutions delivered in 2010. This is the third consecutive year that SENA has featured in the Oracle Titan Awards, this year being recognized for its Oracle Entitlement Solution implementation with a major global financial institution.

aurionPro added to its stable of partnerships by entering into a global partner agreement through E2E Infotech (India) Pvt Ltd, (now merged with the company) a wholly owned subsidiary, with CameronTec, the financial industry's leading provider of FIX infrastructure and connectivity solutions. The terms of this agreement gives E2E specific CameronFIX Reseller rights for the Middle East and Indian markets.

5. FINANCIAL RESOURCES

A) ESOP

The Board of Directors at their Board Meeting held on September 04, 2008 and the members at the 11th Annual General Meeting held on September 30, 2008, approved the issue of 14,64,941 equity shares under Employees Stock Option Scheme - 2008 to eligible permanent employees including Directors of the Company and its subsidiary companies to participate in the future growth of the Company. The Company has received in-principal approval from Stock Exchanges for issue and allotment of 10,00,000 equity shares under the said Scheme.

The Remuneration/Compensation Committee in its meeting held on June 01, 2009 approved the grant of 10,00,000 options. The exercise price for the purpose of the grant of options was taken as the market price i.e. available closing price prior to the date of the grant as quoted on National Stock Exchange.

Accordingly in accordance with ESOS of the Company, the employees as on date have been offered options as per eligible criteria fixed under the scheme. Against each of the above, eligible employee is entitled to acquire one equity share of ₹ 10/- each of the company at a price mentioned against the option. The minimum vesting period shall be one year from the date of grant. Against each option, 20% can be exercised by the end of first year from the date of grant of options i.e. after May31, 2010, 30% can be exercised at the end of second year from the date of grant of the options i.e. after May 31, 2011 and balance 50% can be exercised at the end of third year from the date of grant of the options i.e. after May 31, 2012.

Pursuant to ESOS, company has issued and allotted to the eligible employees 47,200 equity shares and 6849 equity shares of the company on January 04, 2011 and June 21, 2011 respectively.

Further the Company have obtained in-principal approval for 10,00,000 options as per the ESOP Scheme viz, The ASL ESOS – 2010. The Company have granted 5,00,000 options on 06th April, 2011.

Details as on March 31, 2011 as per SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:

Sr.No	Description	Details
1	Total number of options granted under the Scheme "The ASL ESOS–2008"	-10,00,000 options
2	Options Granted During the year	Nil
3	The Pricing Formula	"**Exercise Price**" (the price to acquire one equity share of the Company upon exercise of option) shall mean the market price; i.e. the latest available closing price prior to the date of the grant as quoted on The National Stock Exchange of India Limited or as determined by the compensation committee and payable by the Grantee for exercising the option granted to him in pursuance of ESOS, but in any case the exercise price shall not be less than ₹ 90/- per option.
4	Options vested	2,00,000
5	Options Exercised	47200
6	Total No. of shares arising as a result of exercise of options	47200
7	Options lapsed	Nil
8	Variations of terms of options	No variations made
9	Money realised by exercise of options	66,90,600
10	Total no. of options in force	9,52,800
11	Employee wise details of options granted to: i) Senior managerial personnel:	Mrs. Kashmira Bhayani – Practice Head, Cash Management (30000 options) Mr. Nitin Patel – Delivery Head(17000 options) Mr. Sanjay Parchani – VP- Operations (15000 options) Mr. Umesh Ikhe – Practice Head, Treasury Market (30000 options) Mrs. Deepa Nair – AVP – HR (10000 options) Mr. Mehul Raval – Company Secretary (2000 options)
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or of option granted during that year:	Nil

	iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) at the time of grant:	Nil
12	Diluted earning per share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20.	₹ 8.96
13	Options whose exercise price either equals or exceeds or is less than the market price of the stock, Weighted average exercise prices weighted average fair value of options	₹ 141.75/- ₹ 63.06/-
14	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted average information: i) Risk free interest rate ii) Expected life iii) Expected volatility iv) Expected dividends v) The price of the underlying share in market at the time of option grant.	 Estimated to be from 4.71% to 6.07% upto 3.50 years Estimated to be from 63.65% to 75.17% 20% ₹ 141.75/-

Note: In respect of options granted above, the accounting value of option is nil, as market price of the share on the date of grant of the option is equivalent to grant price so there is a no charge of compensation to Profit & loss Account in respect of ESOS scheme -2008.

B) Loan Funds -

During the year, the Company availed Cash Credit facility of ₹ 23.63 crore from the Axis Bank, which were utilized for
working capital requirements of the Company.

6. SUBSIDIARY COMPANIES

The Ministry of Corporate affairs vide its General Circular No. 02/2011 dated February 08, 2011 provided general exemption to the companies from the provision of Section 212 of the Companies Act, 1956 which require companies to attach Directors Report, Balance Sheet and Profit and Loss account of the subsidiaries.

Accordingly Annual Report 2010-11 does not contain the financial statement of our subsidiaries.

The Audited annual accounts and related information will be made available upon request by any member of the Company interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection by any investor at the Registered Office of the Company and that of the respective subsidiary companies. However, as directed by the Central Government, the financial data of the subsidiaries has been furnished under 'Details of Subsidiary Companies' forming part of the Annual Report.

A Statement containing particulars pursuant to the provisions of Section 212(1)(e) of the Companies Act, 1956, in respect of the above subsidiaries forms part of this Annual Report.

In compliance with Clause 32 of the Listing Agreement, audited consolidated financial statements of the Company and its subsidiaries also form part of this Annual Report.

7. CORPORATE GOVERNANCE

The Report on Corporate Governance as per the requirements of Clause 49 of the Listing Agreement forms part of the Annual Report.

The requisite Certificate from M/s. Milind Nirkhe & Associates, Company Secretaries, confirming the compliance with the conditions of Corporate Governance as per the requirements of Clause 49 is annexed to this Report.

8. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT (MDA)

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of Section 217(2AA) of the Act, your Directors confirm that:

i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of your Company for that year;

iii The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities; and

iv)The Directors have prepared the annual accounts on a 'going concern' basis.

10. DIRECTORS

In terms of Article 151 of the Articles of Association of the Company, Mr. Prem Rajani and Dr. Nikunj Kapadia, Directors, retire by rotation and being eligible, for reappointment at the ensuing Annual General Meeting.

At the last Annual General Meeting held on September 30, 2010 members appointed Mr. Vishwanath Prabhu as a Director of the Company, liable to retire by rotation.

Further during the year Mr. Vishwanath Prabhu was appointed as Global CEO of aurionPro Group and Non Executive Chairman of the Company w.e.f December 22, 2010.

Brief resume of the Directors, nature of their expertise in specific functional areas and names of Companies in which they are directors and members/ Chairman of committees, as stipulated by Clause 49 of the Listing Agreement are provided in the Corporate Governance Report forming part of the Annual Report. Further, there are no inter-se relationships between the Board members.

11. NEW DEVELOPMENT AMONG SUBSIDIARIES:

Several milestones were completed over the course of the year focused on streamlining operational overhead through the consolidation of subsidiary entities. Silicon Tech Corp, USA and SENA Systems Inc, USA were both merged with aurionPro Solutions Inc, USA with effect from April 01, 2010 and July 01, 2010 respectively.

Further pursuant to order of the Bombay High Court dated June 10, 2011 E2E Infotech (India) Pvt Ltd and Kairoleaf Analytic Pvt Ltd got merged with aurionPro Solutions Ltd.

12. FIXED DEPOSITS -

The Company has not accepted fixed deposits.

13. AUDITORS

M/s. Chokshi & Chokshi, Chartered Accountants, Mumbai, Statutory Auditors of the Company retires at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment.

14. PARTICULARS OF EMPLOYEES

The Ministry of Corporate Affairs had notified Companies (Particulars of Employees) Amendment Rules, 2011 vide GSR 289 (E) dated 31.03.2011 raising the limit of employee's salary to be disclosed in Directors' Report from ₹ 2,00,000/- per month to ₹ 5,00,000 per month.

Further the Ministry of Corporate Affairs vide General Circular No. 23/2011 dated 03.05.2011 gave Clarification regarding effective date of Companies (Particulars of Employees) Amendment Rules, 2011. It was clarified that the said notification shall be applicable to all Directors' reports under Section 217 of the Companies Act, 1956 approved by the Board of Directors on or after 01.04.2011, irrespective of the accounting year of the annual account being approved by the Board.

The Company has no employees of the specified categories under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended up to date.

15.CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

In terms of section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the Directors furnish herein below the required additional information:

- **Conservation of Energy:**

  Although the operations of the Company are not energy intensive operations, it continues to adopt energy conservation measures at all operational levels. The requirement of disclosure of particulars in the prescribed format with respect to conservation of energy as prescribed in Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is not applicable to the Company and hence not provided.

❖ **Research & Development (R&D):**

Your Company is predominantly a service provider and therefore has not set up a formal R&D unit, however continuous research and development is carried out at various development centers as an integral part of the activities of the Company.

❖ **Technology Absorption:**

₹. in crore

Particulars	**2010-11**	**2009-10**
Earning in foreign Currency (on accrual basis):		
Software Services	**44.56**	**29.47**
Expenditure in foreign Currency (on accrual basis):		
Staff Cost	**0.41**	**0.15**
Software development & other expenses	**1.83**	**2.63**
Bank Interest	**2.09**	**1.07**

16. ACKNOWLEDGEMENTS

The Directors express their appreciation for the sincere co-operation and assistance of statutory authorities, bankers, customers and business associates. Your directors acknowledge with gratitude the encouragement and support extended by our valued shareholders.

The Directors also thank the Government of India and various other countries, the concerned State Government, Government Departments and agencies for their co-operation.

Last but not the least your directors would like to appreciate the efforts put by the auriontees to make organization successful.

For and on behalf of the Board of Directors

Amit Sheth
Managing Director

Mahendra Mehta
Director

Mumbai, August 31, 2011

Registered Office:
404, 4th Floor, Nomura,
Hirandani Business Park,
Powai, Mumbai – 400 076

Corporate Governance Report

In accordance with Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange of India Limited (NSE) (Clause 49) and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at aurionPro Solutions Limited is as under:

1. Company's Philosophy on Corporate Governance

aurionPro is committed to maintain a high standard of corporate governance. The Board of Directors (the Board) is at the core of our corporate governance practice and oversees how the management serves and protects the long term interests of all our stakeholders.

In our endeavor to practice sound governance principles, we are guided by following core principles:

1. Transparency & maintaining high disclosure levels
   To maintain the highest standards of transparency in all aspects of our interactions and dealings and to ensure timely dissemination of all price sensitive information and matters of interest to our stakeholders.
2. Accountability
   To demonstrate highest level of personal responsibility and continually affirm that employees are responsible to themselves for the pursuit of excellence
3. Compliances
   To comply with the laws in all the Countries in which the Company operates.
4. Ethical conduct
   To conduct the affairs of the company in an ethical manner
5. Stakeholders' interests
   To promote the interests of all stakeholders including of customers, shareholders, employees, lenders, vendors,
   governments and the community

A Code of Business Conduct & Ethics has been adopted for Directors and the Senior Management and posted on the website of the Company (www.aurionpro.com). All Board members and senior management have affirmed compliance with the code for the period ended March 31, 2011.

A detailed Management Discussion and Analysis report forms part of this Annual Report.

2. Board of Directors

The Board of Directors of the company consists of 8 directors. Two of the Directors are Executive Directors, two are Non Executive Directors and the remaining four are Independent Directors. The Board of Aurionpro, therefore, has a healthy blend of Executive and Non-Executive Directors. All the Independent Directors of the Company furnish a declaration at the time of their appointment as also annually that they qualify the conditions

Sr. No.	Name of the director	Whether Promoter Executive Independent	No. of Board Meetings held during the year		Attendance at the last AGM	Number of Directorships in other public companies	Member Chairman of Committees other than those of the
			Held	Attended			
1.	Mr. Vishwanath Prabhu Non Executive Chairman	N.E.D.	8	2	No	-	-
2.	Mr. Amit Sheth Managing Director	P. & E. D.	8	8	Yes	3	2/1
3.	Mr. Sanjay Desai Executive Director	P. & E. D.	8	8	Yes	2	-
4.	Mr. Paresh Zaveri	P. & N.E.D.	8	1	No	1	-
5.	Dr. Nikunj Kapadia Director	I. D.	8	Nil	No	-	-
6.	Mr. Prem G. Rajani Director	I.D.	8	1	No	3	-
7.	Dr. Mahendra F. Mehta Director	I. D.	8	6	Yes	1	-
8.	Mr. Sandeep R. Daga Director	I. D.	8	5	No	-	-

Notes: -

1. P. & E.D.: Promoter Executive Director, P & N.E.D.: Promoter Non Executive Director and I.D.: Independent Director.
2. The Directorship held by Directors as mentioned above, do not include Alternate Directorships and Directorships of Foreign Companies, Section 25 Companies and Private Limited Companies.

Board Meetings

Board meetings are normally held at the registered office of the Company. The dates of Board meetings are fixed in advance and intimated to the Board members so as to enable them to plan accordingly. During the year, 08 Board meetings were held including one adjourned meeting on 16/04/2010, 30/06/2010, 12/07/2010 (adjourned), 12/08/2010, 24/09/2010, 15/11/2010, 22/12/2010 and 10/02/2011.

Remuneration paid to Executive Directors during the year ended March 31, 2011

Particulars of Remuneration (Fixed Component)	**Mr. Amit Sheth** Managing Director	**Mr. Sanjay Desai** Executive Director
Salary	2,954,839	1,415,531
Commission	0	0
Other Allowances (Medical)	0	0
Provident Fund	9,360	9,360
Total	**2,964,199**	**1,424,891**

Details of sitting fees paid to Non Executive Directors during the year ended March 31, 2011:

Sr. No.	**Name of Director**	**Amount (₹.)**
1.	Vishwanath Prabhu	20,000
2.	Paresh Zaveri	10,000
3.	Sandeep Daga	40,000
4.	Mahendra Mehta	60,000
5.	Prem Rajani	10,000
6.	Nikunj Kapadia	NIL

Note: -

1. Mr. Sanjay Desai, Executive Director and Mr. Amit Sheth, Managing Director is in whole time employment of the Company and their employment is contractual in nature. Mr. Sanjay Desai and Mr. Amit Sheth were re-appointed vide circular resolution dated March 30, 2010 as Executive Chairman and Managing Director respectively and they hold office up to March 31, 2015.
2. With effect from December 22, 2010, Mr. Vishwanath Prabhu was appointed as Global CEO of Aurionpro Group and Non Executive Chairman of the Company.

Brief Profiles, other Directorships and Committee Memberships etc. of Directors: -

Mr. Vishwanath Prabhu – Non Executive Non Independent Chairman

Mr. Vishwanath (Banesh) Prabhu, 50, a B.Com, LLB from Mumbai University and FCA from ICAI, brings in 25 years of global experience, which includes creating center of excellence's in technology and operations. He is one of the pioneers of thought leadership, for several path breaking assignments with Citigroup globally. He has played a senior leadership role in offshoring, outsourcing, automating and delivering business and customer excellence for operations and technology in over 50 countries globally including creating many offshore centres of Excellence out of India for Global delivery. Prior to joining the Company, he held many Leadership positions Globally and in his last role was the Global Head of Consumer Operations for Citigroups International Consumer businesses. He is based out of London, UK.
Mr. Prabhu holds 950948 equity shares of ₹. 10/- each in the Company.

Mr. Amit Sheth –Managing Director

Mr. Amit Sheth, 44, a Mechanical Engineer and Management graduate, has over 18 years of experience in corporate finance, equities and technology. Mr. Sheth, a natural entrepreneur, co-founded aurionPro in 1997. His innovative thinking and calculated risk taking ability have been vital to the rapid growth of aurionPro.

At aurionPro, Mr. Sheth continues to be the key driver of growth strategies for banking and financial services sector world-wide. In addition to general management and strategic planning, Mr. Sheth is also responsible to form strategic partnerships and alliances, including M&A's.

He has a deep understanding of banking process and operations, and has a strong network of relationships in the banking sector in Asia.

His greatest strength lies in the unique combination of skills - in dealing with people as well as numbers.

He is the member of the Audit Committee, Shareholders'/Investors' Grievance and the Remuneration / Compensation

Committee of the Company.

Mr. Sheth holds 956704 equity shares of ₹ 10/- each in the Company.

Sl. No.	List of other Directorships	Chairman/Member of the Committees of the Board of the Companies in which he is a Director
01	Mega Fin (India) Ltd.	Chairman and Member
02	Aurofidel Outsourcing Ltd.	-
03	Auroscient Outsourcing Ltd.	-
04	Sena Systems Pvt. Ltd.	-
05	E2E Infotech (India) Pvt. Ltd.	-
06	Aurionpro Solutions SPC, Bahrain	-
07	E2E Infotech Ltd., U.K.	-
08	Aurionpro Solutions (Hong Kong) Ltd., Hong Kong	-
09	Aurionpro Solutions INC.	-
10	Aurionpro Solutions PTY Ltd., Australia	-
11	Integro Technologies Pte. Ltd., Singapore	-
12	Aurionpro SCM Pte. Ltd., Singapore	-

Mr. Sanjay Desai – Executive Director

Mr. Sanjay Desai, 48, a Chartered Accountant and an alumnus of IIM, Bangalore brings with him 22 years of varied and rich experience across banking business development, product management, operations, quality assurance and systems. During his vast international as well as domestic experience in leadership positions, Mr. Desai has transformed not only the organizations and departments he has headed but also deeply impacted the industry sector he has been associated with. He is a true visionary who could see the key role, IT would have on global banking and insurance and could therefore leverage his organizations to best utilize this opportunity.

He gained global banking and technology insights through his stints with the Citigroup and brings in specific experience of the Middle East market.

Prior to joining aurionPro as Promoter Director, Mr. Desai was Director-Incubation Business in BFL MphasiS. He has been with our Company since 2003.

Mr. Desai holds 800085 equity shares of ₹ 10/- each in the Company.

Sl. No.	List of other Directorships	Chairman/Member of the Committees of the Board of the Companies in which he is a Director
01	Aurofidel Outsourcing Ltd.	-
02	Auroscient Outsourcing Ltd.	-
03	Kairoleaf Analytics Pvt. Ltd.	-
04	SENA Systems Pvt. Ltd.	-

Mr. Paresh Zaveri – Promoter, Non-Executive Director

Mr. Paresh Zaveri, 44, an Engineer and Management graduate, has over 18 years of experience in the areas of corporate finance, supply chain and general management.

He is a co-founder of our company and has been and continues to remain the strategic architect of overall growth of company's business world-wide.

He has contributed significantly in building the company's services business in the logistics and supply chain domain in the far Eastern Markets. He has also been instrumental in setting up financial control and planning systems in the Company. He is based in Singapore.

Mr. Zaveri holds 15,51,240 equity shares of ₹ 10/- each in the Company.

Sl. No.	List of other Directorships	Chairman/Member of the Committees of the Board of the Companies in which he is a Director
01	Auroscient Outsourcing Ltd.	-
02	SENA Systems Pvt. Ltd.	-
03	Arshiya International Singapore Pte. Ltd.	-
04	Pooja International Pte. Ltd. Singapore	-
05	Kairoleaf Holdings Pte. Ltd.	-
06	Aurionpro Solutions Pte. Ltd.	-
07	E2E Infotech Ltd., U.K.	-
08	Aurionpro Solutions (Hong Kong) Ltd.	-
09	Integro Technologies Pte. Ltd.	-
10	Kairoleaf Analytics Pte. Ltd.	-
11	Aurionpro Solutions Inc., USA	

Dr. Nikunj Kapadia – Independent Director

Dr. Nikunj Kapadia, 49, is an Associate Professor of Finance at the Isenberg School of Management, University of Massachusetts, Amherst. He holds a Ph. D. in Finance from the Stern School of Business, New York University, and a MBA from the Indian Institute of Management, Bangalore. As visiting faculty, he has taught at New York University, University of Maryland, China-Europe International Business School, and the Indian School of Business.

He has published articles in the Journal of Finance, Review of Financial Studies, Journal of Derivatives, and the Journal of Alternative Investments. He has served on the editorial board of the Financial Analyst Journal.

Dr. Kapadia is the recipient of the Isenberg School Teaching Award for 2007-08, Isenberg School Research Award for 2006-07, Western Finance Association's Caesarea Best Paper in Risk Management award for 2005, and a 2004 Fellow of the Federal Deposit Insurance Corporation.

Prior to joining the University of Massachusetts, he was with Bear Stearns, New York.

He is a member of the Audit Committee, the Shareholders' / Investors' Grievance Committee and Share Transfer Committee and the Remuneration/Compensation Committee of the Company.

Dr. Kapadia holds 6000 equity shares of ₹ 10/- each in the Company.

Mr. Prem Rajani – Independent Director

Mr. Prem Rajani, 44, L.L.B and Solicitor, has over 20 years of work experience in the legal field and is a Founder Partner of Rajani Associates. He has passed the Solicitors examination of both, the Bombay Incorporated Law Society and the Law Society, London.

From the inception of his career, he has excelled in all the roles that he performed, be it trainee at Jamshedji Rustomji Devidas Jani & Merchant, Solicitors (initially as legal trainee and later as a Solicitor Assistant) or at Dhru & Company, Solicitors (as a Solicitor Assistant). He then had the privilege of working with Crawford Bayley & Co., Solicitors, for 7 years where he was elevated to the post of Senior Associate.

Mr. Rajani is the founder and partner of Rajani Associates, which is a law firm specialising in rendering legal services in various branches of law, including Companies Act, SEBI Act, Securities Contract Regulation Act, Exchange Control Regulations (FERA, replaced by FEMA), IDRA, Investment Policy, Anti Trust Regulations (Competition Commission), etc.

He is a member of the Audit Committee, the Shareholders' / Investor Grievance and Share Transfer Committee and the Remuneration/Compensation Committee of the Company.

Mr. Rajani does not hold any equity share in the Company.

Sl. No.	List of other Directorships	Chairman/Member of the Committees of the Board of the Companies in which he is a Director
01	Focus Point Consulting Pvt. Ltd.	-
02	Loop Telecom Infrastructure Ltd.	-
03	Loop Mobile (India) Ltd.	-
04	Holm KK Extrusions Pvt. Ltd.	-
05	Santa Securities Pvt. Ltd.	-
06	India Land & Properties Pvt. Ltd.	-
07	Nupower Technologies Ltd.	-

Dr. Mahendra Mehta – Independent Director

Dr. Mahendra F. Mehta, 62, has been associated with consulting & executive education since February, 2002, focusing primarily on Analytics, Mathematical finance, Treasury Management, Financial Risk Management, Derivatives, Portfolio Management that includes Market, Credit and Operational Risk Management including development, implementation of policies, processes and procedures in the business. He has excelled in consulting and executive education in these areas, around the world, including at Citibank. He conducts regular short term courses in more than 22 countries spanning the continents of Europe, Asia and Africa - including Dubai, United Kingdom, Turkey, Egypt, South Africa, Saudi Arabia, Poland, Hungary, Spain, Bahrain & Qatar. In his earlier tenure at Citibank, NA, Mumbai (India), Dr. Mehta was Head of Analytics and was involved in the development of machine based learning & trading strategies, portfolio optimization techniques in Foreign Exchange, interest rate and European & American equity markets. He has also been associated with Saudi American Bank in Riyadh for a few years where he transformed the Derivatives Business as its Head. He was much appreciated by students during his stint as a visiting faculty at Swiss Federal Institute of Technology, Zurich, Switzerland.

Dr. Mehta has Ph D in Electrical Engineering from Indian Institute of Technology, Mumbai, India.

He is the Chairman of the Audit Committee and the Shareholders' / Investors' Grievances and Share Transfer Committee.

Dr. Mehta, holds 2,77,838 equity shares of ₹ 10/- each in the Company.

Sl. No.	List of other Directorships	Chairman/Member of the Committees of the Board of the Companies in which he is a Director
01	Neural Technologies and Software Pvt. Ltd.	-
02	Neural Risk Consulting Pvt. Ltd.	-
03	Nine Rivers Capital Holdings Pvt. Ltd.	-
04	Iread Books Pvt. Ltd.	-

Mr. Sandeep Daga – Independent Director

Mr. Sandeep Daga, 43, is a B.E. (Electronics) and M.M.S. (Finance) by qualification. He has over 18 years of work experience in the areas of private equity and corporate finance. He is currently the co-founder and Director of Nine Rivers Capital Holdings Private Limited ("NRC"), a SMEs focused private equity firm that acts as an investment manager / investment advisor to local and global investors. Formerly he has worked as a Director with Frontline Venture Services Private Limited & Head – Investments with ICICI Econet Ltd (now a part of ICICI Ventures).

He is the Chairman of the Remuneration/Compensation Committee.

Mr. Daga holds 2,65,559 equity shares of ₹ 10/- each in the Company

Sl. No.	List of other Directorships	Chairman/Member of the Committees of the Board of the Companies in which he is a Director
1	Pranav Construction Systems Pvt. Ltd.	-
2	Nine Rivers Capital Holdings Pvt. Ltd.	-
3	Nine East Holdings Pvt. Ltd.	-
4	KPIN Real Estate Ventures Pvt. Ltd.	-
5	Professional Hostels Pune Pvt. Ltd.	-

3. Audit Committee:

The Audit Committee comprises of Dr. Mahendra F. Mehta, (Chairman), Dr. Nikunj Kapadia, Mr. Prem Rajani, Mr. Sandeep Daga independent directors and Mr. Amit Sheth, Managing Director. Mr. Mehul Raval, Company Secretary is the Secretary of the Committee w.e.f. February 18, 2009.

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliances with the legal and regulatory requirements. The committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the statutory auditors, the performance of internal auditors and the Company's risk management policies.

The Committee performs the functions enumerated in Clause 49 of the Listing Agreement and section 292A of the Companies Act, 1956. The matters deliberated upon by the Committee include: -

1) Overseeing and reviewing the Company's financial reporting process.
2) Fixation of audit fees and approval of various payments to statutory auditors for other services rendered by them.
3) Reviewing with the management and auditors, the periodical and annual financial statements before submission to the Board for approval, with particular reference to:
   a) Confirmation of matters enumerated in the Director's Responsibility Statement pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956.
   b) Changes in accounting policies and practices and reason for the same.
   c) Major accounting entries involving estimates based on the exercise of judgment by management.
   d) Significant adjustments in the financial statements, arising out of audit findings.
   e) Disclosure of related party transactions.
   f) Qualifications in the draft audit report, if any.
4) Reviewing with the management, performance of statutory and internal auditors.
5) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
6) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, coverage and frequency of internal audit.
7) Discussing with internal auditors, significant findings and follow up thereon.
8) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain areas of concern.
9) Reviewing the statement of utilization of proceeds of Initial Public Offer (IPO) and preferential allotment.
10) Assess whether there were any defaults in the payment to the depositors, debenture holders, members (in case of non payment of declared dividend) and creditors.
11) Reviewing of functioning of Whistle Blower Mechanism.

The Committee also reviews other matters as required by the Listing Agreement and other laws, rules and regulations.

Details of Audit Committee Meetings

During the year, 06 meetings of the Audit Committee were held, including the one adjourned, on 16/04/2010, 30/06/2010, 12/07/2010 (adjourned), 12/08/2010, 05/11/2010 and 10/02/2011 and the attendance was as follows: -

Sl. No.	Name of the director	No. of Meetings	
		Held	Attended
1.	Mahendra Mehta	06	05
2.	Amit Sheth	06	06
3.	Sandeep Daga	06	06
4.	Prem Rajani	06	01
5.	Nikunj Kapadia	06	00

4. Shareholders'/Investors' Grievance and Share Transfer Committee:

The Shareholders'/Investors' Grievance and Share Transfer Committee comprises of Dr. Mahendra F. Mehta (Chairman),Mr. Sandeep Daga and Mr. Prem Rajani, independent directors and Mr. Amit Sheth, Managing Director. Mr. Mehul Raval, Company Secretary acts as a Compliance officer of the Company.

The Committee reviews matters including the transfer / transmission, splitting of shares, mailing of annual reports, payment of dividend, communication with members, transfer of unclaimed amounts to Investor Education and Protection Fund, dematerialization / rematerialization of shares and other depository related activities, regulatory compliances etc.

During the year, the Company received two complaints and the same was resolved.

No request for dematerialization / rematerialization remained unattended for more than two weeks, during the year.

Details of the Shareholders'/Investors' Grievance and Share Transfer Committee Meetings

During the year, one meeting of the Shareholders'/Investors' Grievance and Share Transfer Committee was held on 22/12/2010 and the same was attended by Mr. Amit Sheth, Mr. Sandeep Daga and Dr. Mahendra Mehta.

Remuneration/ Compensation Committee:

The Remuneration/ Compensation Committee comprises of Mr. Sandeep Daga (Chairman), Mr. Prem Rajani, Dr. Nikunj Kapadia, Dr. Mahendra Mehta, independent directors and Mr. Amit Sheth, Managing Director. The Committee performs, inter alia, the functions specified in Clause 49 of the Listing Agreement and Schedule XIII of the Companies Act, 1956. The Company's remuneration policy is in line with the general trend in information technology sector. Factors such as the key position, experience and expertise, leadership qualities, responsibilities shouldered by the individual, as also the volume of the Company's business and profits earned by it are taken into consideration while fixing remuneration packages of Executive Directors.

The terms of reference of the Committee also includes formulation of Employees Stock Option Scheme and considering grant of stock options to the employees of the Company and its subsidiaries under the Employees Stock Option Scheme(s) approved by the members of the Company.

Details of Remuneration/Compensation Committee meetings:

During the year, one meeting of the Remuneration/Compensation Committee was held on 04/01/2011 and the same was attended by Mr. Amit Sheth and Dr. Mahendra Mehta.

Year	Day, Date and Time	Location	No. of Special Resolutions passed
2007-08	Tuesday, September 30, 2008 at 3.00 p.m.	Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri – (East), Mumbai – 400 093	Two
2008-09	Wednesday, September 30, 2009 at 3.00 p.m.	Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri – (East), Mumbai – 400 093	Three
2009-10	Thursday, September 30, 2010 at 3.00 P.M.	Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri – (East),	Six

No business was required to be transacted through postal ballot at the above meetings.

Similarly, no business is required to be transacted through postal ballot at the forthcoming Annual General Meeting.

Disclosure:

- There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their Subsidiaries or relatives, conflicting with the Company's interest. Suitable disclosures as required by the Accounting Standard (AS18) have been made in the Annual Report
- There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company, which have potential conflict with the interests of the Company
- The Company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters relating to capital markets during the last three years and they have not imposed any penalties on, or passed strictures against the Company
- The Company does not have any material unlisted subsidiary and hence is not required to have an Independent Director of the Company on the Board of such subsidiary. The minutes of the subsidiary companies are periodically placed before and reviewed by the Board of Directors of the Company
- A mechanism is in place to inform the Board about the Risk Assessment and Minimization procedures and periodical reviews to ensure that the Executive Management controls risks
- Pursuant to the provisions of sub-clause V of the Clause 49 of the Listing Agreement, the Managing Director has issued a certificate to the Board, for the year ended March 31, 2011
- The Company has adopted the Whistle Blower policy pursuant to which employees can raise their concerns relating to fraud, malpractice or any other activity or event which is against the Company's interest. No employees have been denied access to the Audit Committee in this regard

As regards the other non-mandatory requirements, the Board has taken cognizance of the same and shall consider adopting the same as and when necessary.

Means of Communication:

Quarterly, half-yearly and annual financial results of the Company are communicated to the stock exchanges immediately after the Board takes them on record and thereafter published in prominent English (Free Press Journal) and Marathi (Nav Shakti) newspapers. The results are also posted on the Company's website namely, www.aurionpro.com.

General Information:

- **Company Registration Details:** The Company is registered in the State of Maharashtra. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L99999MH1997PLC111637.
- **Annual General Meeting:** The 14th Annual General Meeting will be held at 11.00 a.m. on Friday, September 30, 2011 at Hotel Suncity Residency, 16th Road, MIDC, Marol, Andheri (E), Mumbai – 400 093.
- **Financial Calendar: (tentative)**

First quarter results	:	August 15, 2011
Second quarter results	:	November 15, 2011
Third quarter results	:	February 15, 2012
Fourth quarter results	:	May 15, 2012
Annual General Meeting	:	September, 2012

- **Book Closure:** The Register of Members and the Share Transfer Register will remain closed from Sunday, September 25, 2011 to Friday, September 30, 2011, both days inclusive.

  Dividend for the year ended March 31, 2011, if declared at the Annual General Meeting, shall be paid to:

a) beneficial owners at the end of business day on Saturday, September 24, 2011 as per lists furnished by NSDL and CDSL in respect of shares held in electronic form; and
b) persons whose names would appear on the Register of Members as at the end of the business day on Saturday, September 24, 2011 in respect of shares held in physical form.

- **Dividend Payment Date:** Dividend, if declared, shall be paid within the prescribed time limit. Dividend shall be remitted through Electronic Clearing Service (ECS) at approved locations, wherever ECS details are available with the Company, and in other cases, through demand drafts/warrants payable at par.
- **Shares Listed At:**
The equity shares of the Company are listed at:

Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai Samachar Marg,
Mumbai - 400 001.

National Stock Exchange of India Ltd (NSE)
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051.

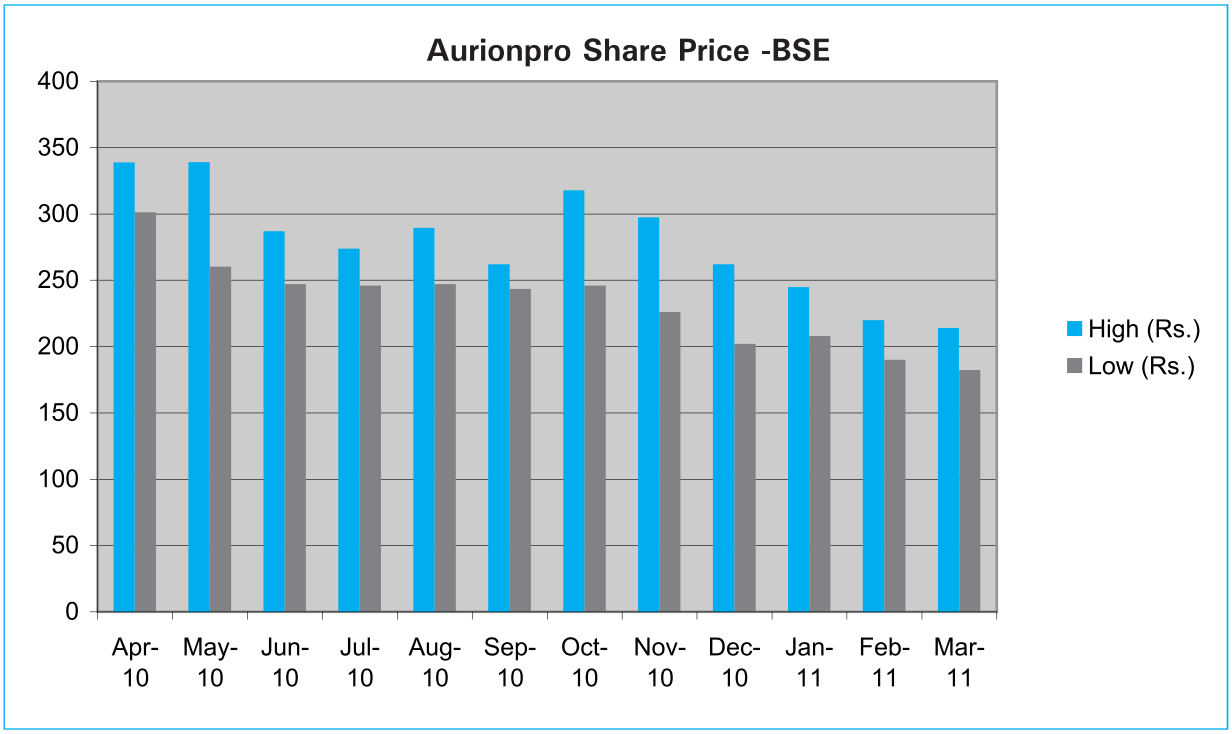
- **Stock Code:**

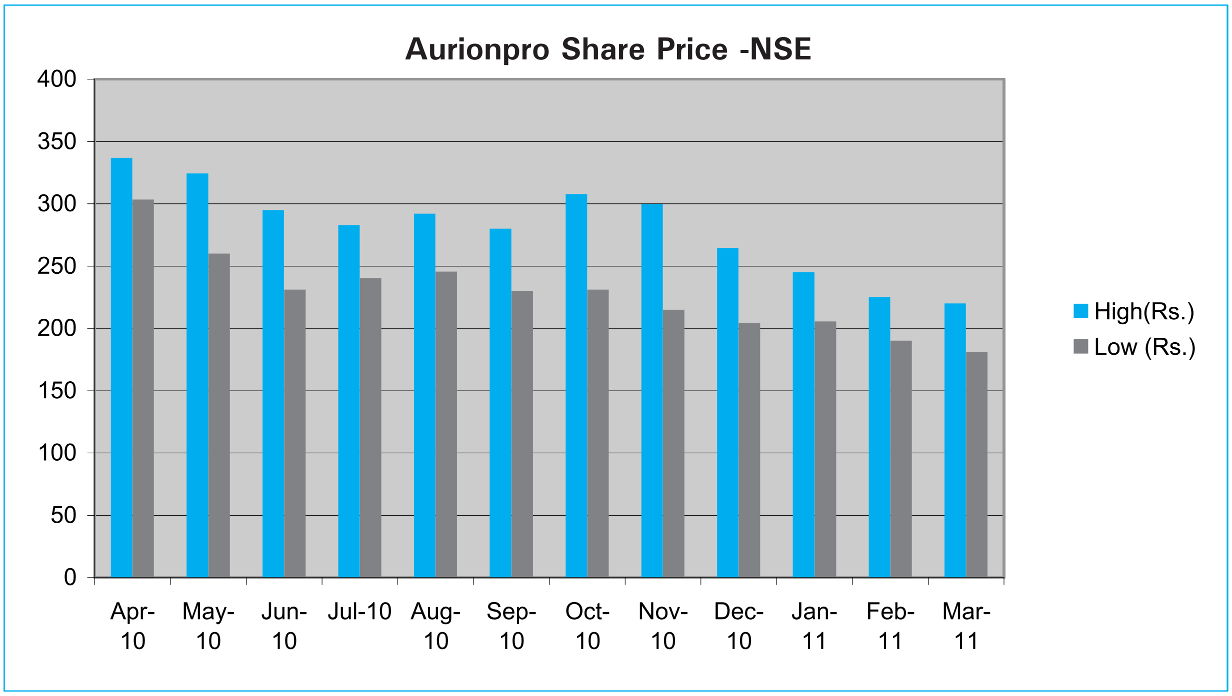
Bombay Stock Exchange Limited (BSE)	532668
National Stock Exchange of India Limited (NSE)	AURIONPRO
Demat ISIN Number in NSDL & CDSL for Equity Shares	INE132H01018

- **Market Price Data**

	BSE		NSE	
Month	High (₹)	Low (₹)	High(₹)	Low (₹)
April- 2010	338.90	301.20	336.95	303.40
May- 2010	339.00	260.15	324.35	260.00
June- 2010	287.00	247.00	295.00	231.15
July- 2010	273.75	246.00	283.00	240.20
Aug- 2010	289.40	247.10	292.00	245.50
Sep- 2010	262.00	243.50	280.00	230.10
Oct- 2010	317.80	246.00	307.80	231.00
Nov- 2010	297.45	226.00	299.80	215.00
Dec- 2010	261.95	202.10	264.50	204.00
Jan- 2011	244.90	208.00	245.00	205.55
Feb- 2011	220.00	190.10	225.00	190.10

(Source: BSE & NSE website)


Aurionpro Share Price -BSE
400
350
300
250
200
150
100
50
0
Apr-10
May-10
Jun-10
Jul-10
Aug-10
Sep-10
Oct-10
Nov-10
Dec-10
Jan-11
Feb-11
Mar-11
High (Rs.)
Low (Rs.)


Aurionpro Share Price -NSE
400
350
300
250
200
150
100
50
0
Apr-10
May-10
Jun-10
Jul-10
Aug-10
Sep-10
Oct-10
Nov-10
Dec-10
Jan-11
Feb-11
Mar-11
High(Rs.)
Low (Rs.)

- **Trading Volumes**

The traded volumes of shares at BSE and NSE are:

Month	BSE (Shares)	NSE (Shares)	Total (Shares)
April- 2010	232692	170319	403011
May- 2010	79340	23806	103146
June- 2010	114821	163489	278310
July- 2010	41546	41951	83497
Aug- 2010	73572	43681	117253
Sep- 2010	75094	39554	114648
Oct- 2010	133826	115192	249018
Nov- 2010	79293	73293	152586
Dec- 2010	68625	32971	101596
Jan- 2011	35982	22040	58022
Feb- 2011	60911	34748	95659
March-2011	202164	117343	319507
TOTAL	**1197866**	**878387**	**2076253**

(Source: BSE & NSE website)

- **Share Price Performance in comparison to broad-based indicates – BSE Sensex and NSE Nifty (Month-end closing)**

aurionPro share price compared with BSE Sensex and NSE Nifty (Month-end closing)

	BSE		NSE	
Month	**Share Price**	**Sensex**	**Share Price**	**NSE Nifty**
April- 2010	319.70	17558.71	319.95	5278.00
May- 2010	282.90	16944.63	287.95	5086.30
June- 2010	265.20	17700.90	273.75	5312.50
July- 2010	250.30	17868.29	250.75	5367.60
Aug- 2010	253.00	17971.12	254.30	5402.40
Sep- 2010	250.40	20069.12	251.25	6029.95
Oct- 2010	270.85	20032.34	268.05	6017.70
Nov- 2010	240.55	19521.25	239.30	5862.70
Dec- 2010	236.00	20509.09	242.45	6134.50
Jan- 2011	218.80	18327.76	213.95	5505.90
Feb- 2011	204.95	17823.40	200.15	5333.25
March-2011	190.90	19445.22	187.05	5833.75

(Source: BSE & NSE website)

- **Registrar and Transfer Agent**

Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri, Mumbai-400 072.
Tel: +91-22-28470652, 40430200, Fax: +91-22-2847 5207
e-mail: ipo@bigshareonline.com, Website: www.bigshareonline.com

- **Share Transfer System:**

The Shareholders' / Investors' Grievance and Share Transfer Committee approve transfer of shares. During the year the Committee did not received any transfer requests.

Valid share transfer documents are processed and duly endorsed share certificate are dispatched to the respective transferees, within prescribed time. In terms of Clause 47(c) of the Listing Agreement, a practicing Company Secretary audits share transfer process, every six months, and issue a certificate, which is submitted to the stock exchanges.

Shareholding Profile as on March 31, 2011:

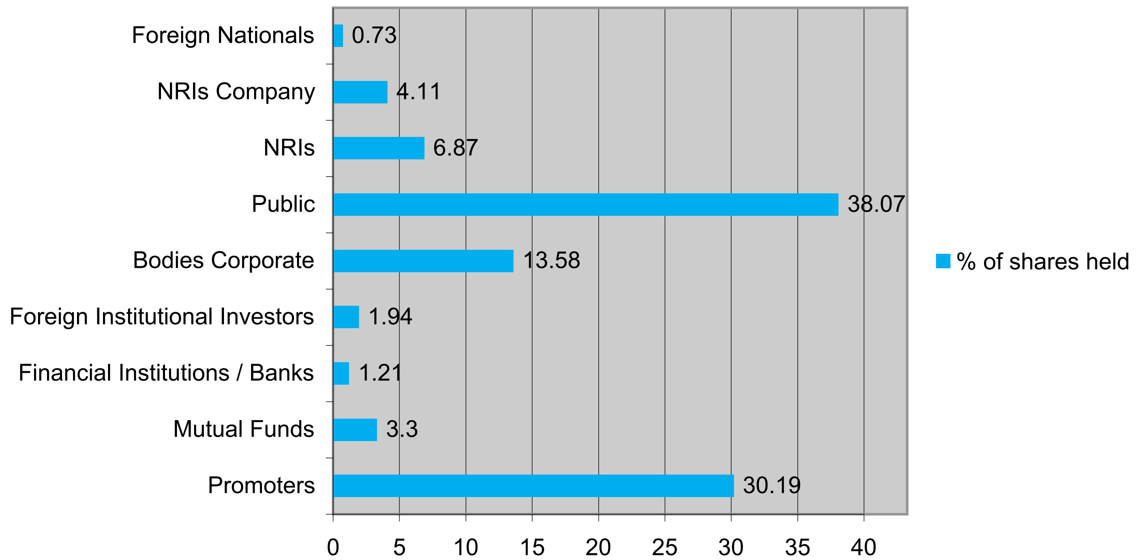
i) Distribution of Shareholding:

Range			Holders	% of Total Holders	Total capital in Rupees	% of Total Capital
1	-	5000	2148	81.2405	2202550	1.4835
5000	-	10000	137	5.1815	1130290	0.7613
10001	-	20000	106	4.0091	1689980	1.1383
20001	-	30000	43	1.6263	1109680	0.7474
30001	-	40000	31	1.1725	1060380	0.7142
40001	-	50000	22	0.8321	1049960	0.7072
50001	-	100000	29	1.0968	2183420	1.4707
100001	-	above	128	4.8411	138039910	92.9773
	TOTAL		**2644**		**148466170**	**100**

ii) Shareholding Pattern:

Category of members	% of shares held
Promoters	30.19
Mutual Funds	3.30
Financial Institutions / Banks	1.21
Foreign Institutional Investors	1.94
Bodies Corporate	13.58
Public	38.07
NRIs	6.87
NRIs Company	4.11
Foreign Nationals	0.73
Total	**100**

Share Holding Pattern as on March 31, 2011



iii) Holding Profile:

Mode	Demat	(%)	Physical	(%)	Total
Shares	14110310	95.04	736307	4.96	14846617

❖ **Dividend Profile**

Financial Year	Dividend Declared	Date of declaration	Dividend Payment Date
2009-10	₹ 2/- per equity share of ₹ 10/- each.	30.09.2010	14.10.2010
2008-09	₹ 1.75/- per equity share of ₹ 10/- each	30.09.2009	12.10.2009
2007-08	₹ 1.75/- per equity share of ₹ 10/- each	30.09.2008	10.10.2008

❖ **Dematerialization of Shares and Liquidity**

The Company's shares are traded compulsorily in dematerialized form and are available for trading with both the depositories, namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited.

During the year, the Company has confirmed electronically 02 demat requests in respect of 41000 equity shares.

❖ **Secretarial Audit Report**

In accordance with SEBI guidelines, quarterly Secretarial Audit is undertaken by a Practicing Company Secretary for reconciling the total admitted capital with the records of the depositories, viz. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Secretarial Audit Report inter alia, certifying that the shares in demat mode and in physical form tally with the issued/paid up capital, the Register of Members is duly updated, etc; is submitted to BSE and NSE on a quarterly basis.

❖ **Code of Conduct for prevention of Insider Trading**

The Code of Conduct pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations 1992 has been
put in place and followed in spirit.

❖ **Plant Locations**

In view of the nature of the Company's business viz. Information Technology Services, the Company operates from various offices in India and abroad and does not have any manufacturing plant.

❖ **Contact Persons for Enquires**

Mr. Mehul Raval
Email: mehul.raval@aurionpro.com

❖ **Address for Correspondence**

aurionpro Solutions Limited
Registered Office: 404, 4th Floor, Nomura, Hiranandani Business Park, Powai, Mumbai – 400 076.
Tel: +91 22 6770 7700/7701 Fax: +91 22 6770 7722

❖ **Exclusive email address for investor grievance**

Pursuant to Clause 47(f) of the Listing Agreement, the following dedicated e-mail id has been designated for
communicating investors' grievances:

mehul.raval@aurionpro.com

Amit Sheth
Managing Director

For and on behalf of the Board of Directors

Date: August 31, 2011
Place: Mumbai

Certificate on Corporate Governance

To,
The Members of
Aurionpro Solutions Limited

We have examined the compliance of conditions of Corporate Governance by '**Aurionpro Solutions Limited**', for the year ended on **March 31, 2011** as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance of conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Milind Nirkhe & Associates
Company Secretaries

Milind Nirkhe
Membership No. 4156
CP NO. 2312

Date: August 31, 2011
Place: Mumbai

Managing Director's Certificate

The Board of Directors
Aurionpro Solutions Limited
Mumbai 400 076

I, Amit Sheth, Managing Director do hereby certify to the Board that: -

a) I have reviewed the Balance Sheet and the Profit and Loss Account (consolidated and stand alone), and all the schedule and notes on accounts, as well as the cash flow statements, for the year ended March 31, 2011 and that to the best of my knowledge and belief: -

   (i) the said statements do not contain any false, misleading or materially untrue statements or figures or omit any material fact, which may make the statements or figures contained therein misleading; and

   (ii) the said statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's code of conduct.

c) I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have:

   (i) designed and ensured that such disclosure controls and procedures to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us, particularly during the period in which the report is being prepared; and

   (ii) evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

d) I have indicated to the Auditors and the Audit Committee: -

   (i) there has been no significant changes in internal control during the year.

   (ii) there has been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (iii) there has been no commitment of any fraud, whether or not significant, that involves management or other employees who have significant role in the company's internal controls.

e) I hereby declare that all board members and senior management personnel have affirmed compliance with the Code of Conduct for the year.

For Aurionpro Solutions Limited

Amit Sheth
Managing Director

Place: Mumbai
Date: August 31, 2011

Auditors' Report

To
The Members of
AURIONPRO SOLUTIONS LIMITED

1. We have audited the attached Balance Sheet of **AURIONPRO SOLUTIONS LIMITED** (the "Company") as at March 31, 2011, the Profit & Loss Account and the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. We have relied on the audited financial statements and other financial information of two amalgamated companies, whose financial statements reflect total assets of Rs.132,487 thousands as at March 31, 2011 and total revenues of Rs.151,977 thousands for the year ended on that date. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us.

4. As required by the Companies (Auditor's Report) Order, 2003 (the "Order"), as amended, issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, and as per the information and explanation given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

5. Further to our comments in Para 3 and Annexure referred to in Para 4 above, we report that:

   a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by the law have been kept by the Company so far as appears from our examination of those books;

   c) The Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.

   d) In our opinion, the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211 (3) (C) of the Companies Act, 1956.

   e) Based on the written representations received from the Directors and taken on record by the Board of Directors, we report that none of the directors is disqualified as at March 31, 2011, from being appointed as director in terms of Section 274 (1) (g) of the Companies Act, 1956.

   f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes to accounts thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

      i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011;

      ii) In the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and

      iii) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For CHOKSHI & CHOKSHI
Chartered Accountants
Firm Registration No.101872W

Vineet Saxena
Partner
M.No.100770

Place: Mumbai
Date: August 31, 2011

(1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The management during the year has physically verified all the fixed assets. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets. According to the information & explanations given to us, no material discrepancies were noticed on such verification.

(c) During the year, the Company has not disposed off any major part of fixed assets so as to affect going concern.

(2) The Company being an information technology services provider is engaged in the development of computer software. The inventory of the company as at the year end consisted of computer software under development amounting to Rs.4.94 Crores, shown as work-in-progress. Hence, clause 4 (ii) of the Order are not applicable.

(3) During the year, the Company has not granted / taken any loans, secured / unsecured to the companies /firms/parties covered in the register to be maintained under section 301 of the Companies Act, 1956. Hence, clause 4 (iii) (b) to (g) of the Order are not applicable.

(4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and sale of goods and services. During the course of audit, we have not observed any major weaknesses in the aforesaid internal control system.

(5) According to the information and explanations given to us, there are no contracts or arrangements referred to section 301 of the Companies Act, 1956 during the year to be entered in the register required to be maintained under that section. Accordingly, sub clause (b) is not applicable.

(6) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year within the meaning of provisions of Section 58A, 58AA or any relevant provisions of the Companies Act 1956 and rules framed there under. We are informed that no order has been passed by the Company Law Board, National Company Law Tribunal, Reserve Bank of India, any Court or any other Tribunal.

(7) Based on review of the (a) available internal audit reports submitted by a firm of Chartered Accountants and (b) minutes of the meetings wherein these reports were placed before the Audit Committee of the Board, in our opinion, the internal audit system is commensurate with the present size of the Company and nature of its business. The management has noted our suggestions on audit scope for implementation.

(8) In our opinion and according to the information and explanations given to us, the requirement of maintenance of cost records prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956 is not applicable to the Company.

(9) In our opinion and according to the information & explanations given to us in respect of statutory dues:

(a) The Company has generally been regular in depositing with appropriate authorities, undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues during the financial year, *except that there were few instances of delays pertaining to an amalgamated company.*

(b) There were no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues, in arrears as at March 31, 2011 for a period of more than six months from the date they become payable.

(c) There were no outstanding disputed dues unpaid as at March 31, 2011.

(10)The Company does not have accumulated losses as at the end of the financial year and has not incurred cash losses in the financial year under report.

(11)In our opinion and according to the information & explanations given to us, the Company has not defaulted in repayment of dues to banks / financial institutions during the year.

(12)The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence, provisions of clause 4 (xii) of the Order are not applicable.

(13)In our opinion, the Company is not a chit fund/ nidhi/ mutual benefit fund/society. Hence, provisions of clause 4 (xiii) of the Order are not applicable.

(14)The Company is not dealing or trading in shares, securities, debentures and other investments. Hence, provisions of clause 4 (xiv) of the Order are not applicable.

(15)In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

(16)In our opinion and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained, other than temporary deployment pending application.

(17)In our opinion and according to the information and explanations given to us, and on an overall examination of Balance Sheet, we are of the opinion that the funds raised on short-term basis have not been used for long-term investments.

(18)The Company has not made any preferential allotment of shares to parties and companies covered in the register to be maintained under section 301 of the Companies Act, 1956 during the year.

(19)The Company has not issued any debentures during the year.

(20)The Company had raised money by way of public issue in the financial year 2005-06. The end use of the money raised has been disclosed in the Note 11 of Schedule 14.

(21)During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing standards in India, and according to the information and explanations given to us, we have not come across any instance of fraud either noticed or reported during the year on or by the Company.

For CHOKSHI & CHOKSHI
Chartered Accountants
Firm Registration No.101872W

Vineet Saxena
Partner
M.No. 100770

Place: Mumbai
Date: August 31, 2011

Balance Sheet as at March 31, 2011

(₹ in 000's)

Particulars	Schedule	As at March 31, 2011		As at March 31, 2010	
I SOURCES OF FUNDS					
(1) **Shareholder's Funds:**					
a Share Capital	1	148,466		147,994	
b Equity Share Suspense		10,820			
c Reserves and Surplus	2	2,168,328		1,986,607	
			2,327,614		2,134,601
(2) **Loan Funds:**	3				
a Secured Loans		397,549		526,065	
b Unsecured Loans		85,698		7,415	
			483,247		533,480
(3) **Deferred Tax Liability (Net)** (Refer note no. 9 of part B of schedule 14)			54,677		44,552
TOTAL FUNDS EMPLOYED			**2,865,538**		**2,712,633**
II APPLICATION OF FUNDS					
(1) **Fixed Assets:**	4				
a Gross Block		563,755		417,398	
b Less: Accumulated Depreciation & Amortization		281,768		194,517	
c Net Block		281,987		222,881	
d Capital Work In progress		181,638		117,700	
			463,625		340,581
(2) **Investments**	5		1,629,078		1,483,527
(3) **Current Assets, Loans and Advances:**	6				
a Inventories		49,420		28,201	
b Sundry Debtors		499,158		148,496	
c Cash & Bank Balances		29,125		22,677	
d Loans and Advances		550,373		820,627	
		1,128,076		1,020,001	
Less : Current Liabilities and Provisions	7				
a Current Liabilities		258,868		87,694	
b Provisions		96,373		43,782	
		355,241		131,476	
Net Current Assets			772,835		888,525
TOTAL FUNDS APPLIED			**2,865,538**		**2,712,633**
Significant Accounting Policies and Notes to Accounts	14				

For **Chokshi & Chokshi**
Chartered Accountants
Firm Regn. No.101872W

For and on behalf of the Board

Vineet Saxena
Partner
Membership No.: 100770

Vishwanath Prabhu
CEO & Chairman

Amit Sheth
Managing Director

Paresh Zaveri
Director

Place: Mumbai
Dated : August 31,2011

Sanjay Desai
Executive Director

Mahendra Mehta
Director

Mehul Raval
Company Secretary

Profit and Loss Account for the year ended March 31, 2011

(₹ in 000's)

Particulars	Schedule		Year ended March 31, 2011	Year ended March 31, 2010
INCOME				
Software Services and products	8		1,172,045	531,963
Other Income	9		1,080	1,839
Total Income			**1,173,125**	**533,802**
EXPENDITURE				
(Increase) / Decrease in Stock			(21,219)	3,022
Staff Cost	10		227,474	114,496
Software Development and Other Expenses	11		605,361	207,423
Depreciation & Amortisation			84,262	69,709
Interest / Finance Charges	12		81,342	105,502
Total Expenditure			**977,220**	**500,152**
Profit Before Tax			195,905	33,650
Provision for Taxation				
Current Tax			41,787	5,800
Deferred Tax			9,332	(8,152)
Tax adjustment of earlier years			(1,215)	(36)
Profit after Tax			146,001	36,038
Profit brought forward from the Previous Year		389,184		391,375
Effect on account of merger/Amagamation		10,979	400,163	
Prior Period Expenses			1,009	-
Amount available for distribution & appropriation.			**545,155**	**427,413**
Appropriations				
Proposed Dividend			35,058	29,599
Corporate Tax on Dividend			5,822	5,030
Transferred to General Reserve			14,600	3,600
Balance carried over to Balance Sheet			489,675	389,184
			545,155	**427,413**
Earning Per Share				
Basic	13		9.19	2.44
Diluted			8.96	2.38
Significant Accounting Policies and Notes to Accounts	14			

For **Chokshi & Chokshi** Chartered Accountants Firm Regn. No.101872W	**For and on behalf of the Board**		
Vineet Saxena Partner Membership No.: 100770	**Vishwanath Prabhu** CEO & Chairman	**Amit Sheth** Managing Director	**Paresh Zaveri** Director
Place: Mumbai Dated : August 31, 2011	**Sanjay Desai** Executive Director	**Mahendra Mehta** Director	**Mehul Raval** Company Secretary

Cash Flow Statement for the year ended March 31, 2011

(₹ in 000's)

	Particulars	As at March 31, 2011		As at March 31, 2010	
	Net Profit / (Loss) before Taxation		195,905		33,650
A.	**Cash Flow from Operating Activities :**				
	Adjustment for :				
	Depreciation & amortisation	84,263		69,709	
	Interest Expenses	83,120		61,020	
	Interest Income	(2,183)		(9,819)	
	Unrealised Currency Translation (Gain)/Loss	3,265		67,031	
	Credit Balance written back	(1,076)		(1,838)	
	Bad debts written off	3,701		694	
			171,090		186,795
	Operating Profit before working capital changes		366,995		220,445
	Adjustment for :				
	Change in Inventories	(21,219)		3,022	
	Change in Sundry Debtors	(322,910)		34,612	
	Change in Loans & Advances	(81,260)		2,273	
	Change in Current Liabilities	154,358		21,744	
			(271,031)		61,651
	Cash generated from operations		95,964		282,096
	Income Tax paid		(59,473)		(21,022)
	Net Cash Flow from Operating Activities		36,491		261,074
B.	**Cash Flow from Investing Activities :**				
	Purchase of Fixed Assets and change in Work in Progress	(123,073)		(11,201)	
	Purchase of Investment	(147,553)		(407,651)	
	ICD refunded	-		237,500	
	Working Capital Loan given	(352,921)		(602,332)	
	Working Capital Loan returned	739,030		405,501	
	Interest received	1,390		34,685	
	Net Cash from Investment Activities		116,873		(343,500)
			153,364		(82,424)
C.	**Cash Flow from Financing Activities :**	-			
	Increase in capital including Reserves	6,693			
	Increase / Decrease in Term Loan	-			
	Secured Loan repaid	(423,970)		(302,692)	
	Secured Loan taken	321,783		438,009	
	Unsecured Loan taken(Net)	64,469		7,415	
	Interest and Finance Charges paid	(83,895)		(61,049)	
	Dividend paid	(29,591)		(25,899)	
	Dividend tax paid	(5,030)		(4,402)	
	Net Cash from from Financing Activities		(149,541)		51,382
	Net (Decrease)/Increase in cash and cash equivalent		3,823		(31,042)
	Cash and cash equivalent at the beginning of the year		19,698		51,365
	Effect on account of Merger/Amalgamation		1,644		51,365
	Exchange difference on translation of foreign currency cash and cash equivalents		(979)		(625)
	Cash and cash equivalent at the end of year *		24,186		19,698
	Net (Decrease) / Increase as above		3,823		(31,042)
	(* Fixed Deposits with Banks amounting to Rs. 5467 thousands (P.Y. 2978) under lien are not considered as Cash and Cash equivalent for the period)				

For **Chokshi & Chokshi**
Chartered Accountants
Firm Regn. No.101872W

Vineet Saxena
Partner
Membership No.: 100770
Place: Mumbai
Dated : August 31, 2011

For and on behalf of the Board

Vishwanath Prabhu
CEO & Chairman

Amit Sheth
Managing Director

Paresh Zaveri
Director

Sanjay Desai
Executive Director

Mahendra Mehta
Director

Mehul Raval
Company Secretary

Schedule annexed to and forming part of the accounts

(₹ in 000's)

Particulars	As at March 31, 2011		As at March 31, 2010	
SCHEDULE 1 - SHARE CAPITAL				
AUTHORISED 2,50,00,000 (previous year 2,50,00,000) Equity Shares of Rs. 10/- each		250,000		250,000
ISSUED SUBSCRIBED AND PAID UP 1,48,46,617 (previous year 1,47,99,417) Equity Shares of Rs.10/- each fully paid up		148,466		147,994
Of the above :				
(i) 70,53,399 Equity Shares of Rs.10/- each fully paid up have been alloted as Bonus Shares by capitalisation of Share Premium account and Profit & Loss Account.				
(ii) 34,89,938 Equity Shares of Rs.10/- each fully paid up were issued on Preferential allotment.				
(iii) 47,200 equity Shares of Rs.10/- each fully paid up were issued under ESOS Scheme				
(iv) 5,00,000 equity shares of Rs.10/- each fully paid up has been alloted for consideation other than cash				
		148,466		**147,994**
SCHEDULE 2 - RESERVES AND SURPLUS				
Capital Reserve	82,489		251	
Add:- Equity Warrants forfieted	-		82,238	
		82,489		82,489
Share Premium				
Balance as per last Balance Sheet	1,469,328		1,469,328	
Add:- Addition on account of merger/Amalgamation	60,312		-	
Add: Premium received on issue of Equity Shares	6,218		-	
		1,535,858		1,469,328
General Reserve				
Balance as per last Balance Sheet	45,606		42,006	
Add:- Addition on account of merger/Amalgamation	100		-	
Add: Transfer during the year	14 600		3 600	
		60,306		45,606
Profit and Loss Account		489,675		389,184
		2,168,328		**1,986,607**
SCHEDULE 3 - LOAN FUNDS				
A) SECURED LOANS				
From Banks - Overdraft		238,575		28,033
From Banks - Term Loan		158,974		498,032
(Secured by Hypothecation of Plant & Machinary and further secured by personal guarantees of 3 directors in favour of bank)		**397,549**		**526,065**
B) UNSECURED LOANS				
Other Loan		85,698		7,415
		85,698		**7,415**

SCHEDULE 4 - FIXED ASSETS

(₹ in 000's)

Particulars	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As At April 1, 2010	addition on Account of Merger	Addition	Sale/ Discard adjustment	As At March 31, 2011	Upto April 1, 2010	Addition on Account of Merger	For the Year	Sale/ Discard Adjustment	As At March 31, 2011	As At March 31, 2011	As At March 31, 2010
Tangible Assets												
Computers	267,286	5,272	131,314	(641)	403,231	114,045	2,344	56,599	(96)	172,892	230,339	153,241
Furniture & Fixtures	16,687	3,224	-	(2,583)	17,328	3,673	630	1,056	(534)	4,826	12,502	13,014
Motor Car	2,592	-	-	-	2,592	1,067	-	246	-	1,313	1,278	1,525
Air - Conditioner	5,766	392	-	(392)	5,766	950	65	274	(65)	1,224	4,542	4,816
Office Equipments	1,443	347	361	(35)	2,116	302	49	75	(5)	421	1,695	1,141
Leasehold Improvements	14,569	1,200	-	-	15,769	9,806	500	3,198	-	13,503	2,267	4,763
Intangible Asset	-		-	-			-	-	-			
Software*	109,055	146	5,038	(50)	114,190	64,674	109	22,262		87,036	27,153	44,381
Goodwill on Merger	-		2,763	-	2,763	-	-	553		553	2,211	-
Total	417,398	10,581	139,476	(3,701)	563,755	194,517	3,696	84,262	(699)	281,768	281,987	222,881
Previous Year	417,038	-	360	-	417,398	124,808	-	69,709	-	194,517	222,881	292,230
Capital Work In Progress											181,639	117,700

* The Balance life as on March 31, 2011 is ranging between 1 to 5 years)

Schedule annexed to and forming part of the accounts

(₹ in 000's)

Particulars	As at March 31, 2011		As at March 31, 2010	
SCHEDULE 5 - INVESTMENTS				
(A) Long Term Investments				
Trade (Unquoted) - at Cost, fully paid up				
In Subsidiaries (wholly owned)				
(a) Aurionpro Solutoins Inc.(USA)	801,965		343,328	
9,94,936 (4,97,901)shares of Capital stock with no par value				
(Refer note no 10 a,b & c of part B of Schedule 14)				
(b) Aurionpro Solutions Pte.Ltd.(Singapore)	59,092		59,092	
5,43,799 (5,43,799) ordinary shares of SGD 1 each 9,50,000 (9,50,000) ordinary shares of USD 1 each				
(c) Aurionpro Solutions SPC (Bahrain)	178,428		29,775	
15,000 (2,500) equity shares of BHD 100 each				
(d) Auroscient Outsourcing Ltd(India)	500		100	
50,000 (10,000) equity shares of Rs.10 each.				
(e) SPS Corporation (USA)	-		-	
Nil (1,000) shares of Capital Stock with no par Value				
(f) Coban corporation (USA)	-		-	
Nil (9,450) shares of Comman Stock of USD 0.0001 each				
(g) Aurionpro Solutions (HK) Ltd. (Hongkong)	0		0	
1 (1) Ordinary share of 1 HKD each				
(Rs.0 is equal to Rs.5/-)				
(h) E2E Infotech Limited (UK)	119,813		119,813	
10,000 (10,000) ordinary shares of GBP 1 each				
(i) Integro Technologies Pte.Ltd (Singapore)	463,824		463,824	
98,01,136 (98,01,136) ordinary share of 0.10 SGD each				
33,99,166 (33,99,166) ordinary share of 0.40 SGD each				
3,08,521 (3,08,521) ordinary share of 0.44 SGD each				
16,88,603 (16,88,603) ordinary share of 0.10 SGD each				
16,88,603 (16,88,603) ordinary share of 1.00 SGD each				
(j) Sena System Inc (USA)	-		233,558	
(Nil (135) shares of Capital stock with no par value)				
(k) AuroFidel outsouring Limited (India)	5,000		5,000	
(5,00,000 (5,00,000) equity shares of Rs.10 each.)				
(l) Auriounpro SCM Pte Ltd (Singapore)	455		455	
10,000 (10,000) equity share of 1 USD each				
(m) Silicon Tech Corp (USA)	-		225,079	
Nil (23,75,000) share @ $0.0001 par value				
(n) Aurionpro Solutions PTY Ltd (Australia)	0		0	
2 (2)share of Australia $ 1.00 each (Rs.0 is equal to Rs.85/-)				
(o) Kairoleaf Analytics Pte Ltd. (Singapore)	0		-	
1 (Nil)share of USD 1.00 each (Rs.0 is equal to Rs.43/-)				
		1,629,077		1,480,024
Non - Trade (Unquoted) - at Cost, fully paid up				
(a) Janaseva Sahakari Co-op Bank Ltd.	1		1	
(25 (25) Equity Shares of Rs.20 each)				
(b) Megavisa Marketing Solutions Ltd.	-		3,502	
(1,75,108 (1,75,108) Equity Shares of Rs.10 each)		1		3,503
		16 29 078		**14 83 527**
Book Value of unquoted Investments (Net of Provision)		16 29 078		14 83 527

(₹ in 000's)

Particulars	As at March 31, 2011		As at March 31, 2010	
SCHEDULE: 6 - CURRENT ASSETS, LOANS AND ADVANCES				
CURRENT ASSETS				
A) INVENTORIES				
Work - In - Progress		49,420		28,201
(As certified and valued by the management)				
B) SUNDRY DEBTORS : (Unsecured Considered good)				
(i) Outstanding Debtors - More than Six Months	33,625		48,690	
- Other Debts	465,533		99,806	
(Above included due from subsidiaries of Rs.26,861 thousands (previous year Rs.47,650 thousands)		499,158		148,496
C) CASH AND BANK BALANCE				
(i) Cash on Hand	347		1,411	
(ii) Balance with Bank				
(a) With Schedule Bank				
- Current Account.	20,208		16,099	
- Deposits Account.*	8,570		5,167	
(*Fixed Deposits with Bank amounting to Rs. 5467 thousands under Lien towards fund / non fund based limit)		29,125		22,677
D) LOANS, ADVANCES AND DEPOSITS				
(Unsecured, considered good)				
(i) Advances recoverable in cash or in kind or for value to be recd	95,436		9,507	
(ii) Loans to Employees	3,209		3,157	
(iii) Deposits	22,301		11,302	
(iv) Advance to Subsidiary Companies	394,664		784,894	
(v) Advance Tax & TDS	34,763		11,767	
		550,373		820,627
		1,128,076		**1,020,001**
SCHEDULE : 7 - CURRENT LIABILITIES & PROVISIONS				
A) CURRENT LIABILITIES :				
(i) Sundry Creditors :				
Micro, Small & Medium Enterprises	170		1	
Amount due to others	143,640		33,883	
		143,810		33,884
(ii) Other Liability		41,891		43,370
(iii) Unearned Revenue		2,929		1,441
(iv) Advance from Trade Debtors		70,238		8,999
		258,868		**87,694**
B) PROVISIONS :				
(i) Provision for Taxation	46,498		-	
(ii) Proposed Dividend	35,058		29,599	
(iii) Corporate Tax on Dividend	5,822		5,030	
(iv) Provision for Expenses	2,200		5,384	
(v) Unclaimed Dividend	160		199	
(vi) Provision for Gratuity	6,635		3,570	
		96,373		43,782
		355,241		**131,476**

Schedule *annexed to and forming part of the accounts*

(₹ in 000's)

Particulars	As at March 31, 2011	As at March 31, 2010
SCHEDULE 8 - SOFTWARE SERVICES & PRODUCTS		
Domestic	727,467	237,309
Overseas	444,578	294,654
	1,172,045	**531,963**
SCHEDULE 9 - OTHER INCOME		
Dividend	4	-
Credit Balance written Back	1,076	1,839
	1,080	**1,839**
SCHEDULE 10 - STAFF COST		
Salary, Wages and Bonus	205,718	103,090
(Including Directors Remuneration of Rs.11,172 thousands (p.y.Rs.2,924 thousands))		
Contribution to Provident Fund	16,488	10,138
Staff Welfare	5,268	1,268
	227,474	**114,496**
SCHEDULE 11 - SOFTWARE DEVELOPMENT AND OTHER EXPENSES		
Auditors Remunaration	2,184	2,000
Bad Debts W/off	3,701	694
Contract Fees	2,724	2,810
Electricity Expenses	4,924	3,434
Insurance	574	118
Internet Charges	1,654	1,014
Legal & Professional Fees	16,105	17,788
Miscellaneous Expenses	14,648	4,040
Rates & Taxes	683	10,868
Recruitment Charges	4,724	511
Rent	21,056	17,733
Repairs & Maintenance	5,278	1,783
Software Consultancy & Development Charges	487,447	116,954
Foreign Fluctuation Gain/Loss	3,673	17,665
Loss on Sale/Discarded off assets	2,943	-
Telephone Expenses	3,182	2,121
Travelling Expenses	29,861	7,890
	605,361	**207,423**

(₹ in 000's)

Particulars	As at March 31, 2011	As at March 31, 2010
SCHEDULE 12 - INTEREST / FINANCE CHARGES		
Interest Expense		
Foreign Currency Exchange Flucutation (Gain) / Loss (Net)	401	54,714
Interest on Bank Overdraft / Term Loans	60,289	48,277
Finance & Other Charges	22,831	12,743
Total Interest Expense	83,521	115,734
Interest Income		
Income from Investment and othe interest Income	2,179	10,232
Total Interest Income	**2,179**	**10,232**
Net Interest Expense	**81,342**	**105,502**
SCHEDULE 13 - EARNING PER SHARE		
Basic & Diluted Earning per Share:		
Profit for Basic & Diluted Earning per Share: (₹ in thousands)	146,002	36,038
Weighted average number of Equity Shares		
Basic	15,892,628	14,799,417
Diluted	16,290,821	15,145,497
Nominal value of equity share	10	10
Basic Earning Per Share	9.19	2.44
Diluted Earning Per Share	8.96	2.38

Schedule 14: Significant Accounting Policies and Notes to Accounts

A. Significant Accounting Policies

1. Basis for preparation of financial statements

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the generally accepted accounting principles in India. The financial statements comply in all material aspects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The Accounting Policies have been consistently applied by the company and are consistent with those used in the previous year. Accounting Policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the company.

2 Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as on the date of financial statements and revenue and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

3. Revenue Recognition

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material contracts is recognized as & when the related services are performed. Revenue on fixed-price contracts is recognized on the percentage of completion method under which the sales value of performance, including earnings thereon, is recognized on the basis of cost incurred in respect of each contract as a proportion of total cost expected to be incurred.

Revenue from sale of licenses of software products and other products is recognized on transfer of title in the user license. Maintenance revenue in respect of software products is recognized as & when invoice raised on the client over the period of the underlying maintenance agreement. Revenue is recorded net of service tax & Vat.

Revenue from Call Center & Business Process Outsourcing Operations arise from both time based and unit price client contracts. Such revenue is recognized on completion of the related services and is billable in accordance with the specific terms of contracts with clients.

Dividend income is recognized when the company's right to receive dividend is established.

In other cases, income is recognized when there is no significant uncertainty as to determination and realization.

4. Fixed Assets

Tangible: Fixed Assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises of purchase consideration and other directly attributable cost of bringing the assets to its working condition for the intended use.

Intangible: Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization.

Capital Work in Progress comprises outstanding advances paid to acquire fixed assets and the cost of fixed assets that are not yet ready for their intended use at the reporting date.

5. Depreciation / Amortization

Depreciation on fixed assets is provided on straight-line method over useful life of assets at the rates and in the manner as prescribed in Schedule XIV to the Companies Act, 1956. Software Products are amortized over a period of Five years as considered appropriate by the management. Leasehold improvements are amortized over primary period of lease. Subsequent upgrades of hardware are entirely charged off to revenue in the year of purchase.

Individual assets costing up to Rs. 5000/- are fully depreciated in the year of purchase.

6. **Investments**

Investments are classified into long-term investments and current investments based on the management's intention at the time of purchase. Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investment are classified as long term investments. Long-term investments are carried at cost and provision is made to recognize any decline, other than temporary, in the value of such investments, determined separately for each investment. Current investments are carried at the lower of the cost and fair value and provision is made to recognize any decline in the carrying value. The comparison of cost and fair value is done separately in respect of each category of investments.

7. **Accounting for Taxes on Income**

Income tax is accounted for in accordance with Accounting Standard (AS)-22- “Accounting for taxes on income”, notified under the Companies (Accounting Standards) Rules 2006. Income tax comprises both current and deferred tax.

Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is reasonable certainty of its realization.

8. **Translation of Foreign Currency Items**

Transactions in foreign currency are recorded in the reporting currency at the rate of exchange between reporting currency and foreign currency in force on the date of the transactions. Monetary assets and liabilities denominated in foreign currency are translated at the exchange rate prevalent at the Balance Sheet date, Non- monetary items are carried at cost. The resultant gain/loss is recognized in the Profit & Loss Account. Overseas investments are recorded at the rate of exchange in force on the date of allotment/ acquisition.

9. **Accounting of Employee Benefits**

The Company has for its employees in India, benefits such as Gratuity and Provident Fund.

Provident Fund:

The Company's contribution to the provident fund along with the employee share of provident fund deducted from the salary is paid into Employee Provident Fund of Government of India. The Company's contribution to EPF is charged to revenue.

Gratuity Plan:

The Company's Gratuity benefit scheme is a defined benefit plan. The company's net obligation in respect of the Gratuity benefit scheme is provided based on the actuarial valuation made at the end of each financial year on projected unit credit method.

Actuarial gains and losses are recognized immediately in the Profit & Loss Account.

10. **Provisions and Contingent Liabilities**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires outflow of resources, which can be reliably estimated. Provisions are determined based on the best estimate of the outflow of the economic benefits required to settle the obligation at the reporting date. Disclosures for a contingent liability is made, without a provision in books, when there is an obligation that may, but probably will not, require outflow of resources. However, when there is an obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed.

11. Impairment of Assets

The Company assesses at each balance sheet date, whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to profit and loss account. The recoverable amount is the greater of the assets net selling price and value in use. After the impairment, assets are depreciated/ amortized on the revised carrying amount over its remaining useful life.

12. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use or sale or those assets that are not ready for their intended use or sale when acquired. All other borrowing costs are charged to revenue in the period in which they are incurred.

13. Operating lease

Lease arrangement where the risk and rewards incidental to ownership of an assets substantially vest with lessor, are recognized as operating lease. Lease rentals under operating leases are recognized in the profit & loss on a straight line basis over the period of lease.

14. Shares Issue Expenses

Share issue expenses are written off in the years in which incurred.

15. Work-in-progress:

Work in progress is valued at cost based on the technical evaluation of the projects by the management.

16. Earning Per Share:

Basic earning per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net Profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at the fair value, which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues, including for changes effected prior to the approval of the consolidated financial statements by the Board of Directors.

17. Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement on balance sheet date comprise cash at bank and on hand and short term investments with an original maturity of three months or less.

B. Notes to Accounts

1. Unearned Revenue :

Unearned Revenue as at March 31, 2011 amounting to Rs.2,929 thousands (P.Y. Rs.1,441 thousands) primarily consist of client billing on fixed price and fixed time frame contract for which related cost have not yet been incurred.

2. Operating Leases:

The Company has various operating leases for office premises and related facilities that are renewable after the expiring of primary period of Lease at the option of Lessor and Lessee. Rental expenses for operating leases included in the income statement for the year is Rs. 19,506 thousands (P.Y. Rs. 17,733 thousands)

As of March 31, 2011 future minimum lease payments for non-cancellable operating leases are as under

(₹ in thousands)

Particulars	**Total**	**Not later than one year**	**Later than one year but not later than five year**	**Later than five years**
Total value of minimum lease payment	49,890	22,220	27,670	NIL

3. **Quantitative Details:**

The company is primarily engaged in the development and maintenance of computer software. The production and sale of such software cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and other information as required under paragraphs 3, 4C and 4D of part II of Schedule VI of the Companies Act, 1956.

4. **Earning in Foreign Currency**

(₹ in thousands)

Particulars	**2010-11**	**2009-10**
Software Services	444,578	294,654

5. **Expenditure in Foreign Currency**

(₹ in thousands)

Particulars	**2010-11**	**2009-10**
Staff Cost	4,118	1,538
Software Development and Other Expenses	18,347	26,346
Bank Interest	20,884	10,721
	43,349	**38,605**

6. **Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)**

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into Force form 2nd October, 2006, the Company is required to identify the Micro, Small and Medium suppliers and pay interest to Micro and Small enterprises on amounts overdue beyond the specified period irrespective of the terms agreed with the suppliers. For the purpose of identification of such suppliers, the Company has sent confirmations to all its suppliers. Based upon the confirmations received so far and the suppliers' profile available with the Company, the following disclosures are made for the amounts due to the MS&M Enterprises.

(₹ in thousands)

Particulars	**2010-11**	**2009-10**
(a) Principal amount due to any supplier as at the year end	170	1
(b) Interest due on the principal amount unpaid at the year end to any supplier	-	-
(c) Amount of Interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year.	-	-
(d) Amount of Interest due and payable for the period of delay in making payment, which has been paid but beyond the appointed day during the year but without adding the interest specified under MSMED	-	-
(e) The amount of interest accrued and remaining unpaid at the end of each - accounting year		-
(f) The amount of further interest due and payable even in the succeeding years, - until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under		-

Section 23.

7. Managerial Remuneration (excluding Contribution to Gratuity on retirement) paid/payable to directors:

		(₹ in thousands)
Particulars	**2010-11**	**2009-10**
Salaries	11,110	2,887
Contribution to Provident Fund	62	37
Total	**11,172**	**2,924**

8. Auditors Remuneration (Excluding Services Tax)

		(₹ in thousands)
Particulars	**2010-11**	**2009-10**
For Audit fees	1,590	1,450
For Tax Audit	283	250
For Other Services	311	1,300
For Certification Charges	-	680
	2,184	**3,680**

9. **Deferred taxation in respect of timing difference arising on account of:**

		(₹ in thousands)
Particulars	**2010-11**	**2009-10**
Tax Liability on account of:		
Depreciation / Amortization	57,879	46,225
Deferred Tax Assets on account of :		
Disallowance under the Income tax Act,1961	3,202	1,673
Net Deferred Tax Liability	**54,677**	**44,552**

10. **Acquisition/Merger of Subsidiaries:-**

a. The Company in September, 2006 entered into Share Purchase Agreement (SPA) effective retrospective from April 1, 2006 with the owner of SPS Corporation, USA to acquire all the 1000 shares of SPS Corporation, USA for a consideration of USD 4,997,800 payable in three tranches out of which 1st & 2nd tranches of the consideration and the part payment of 3rd tranche has been made. The Company has made the provision for the balance payment of the 3rd tranche amounting to USD 564,340 (Rs.25,198 Thousand).

b. Silicon Tech Corp entered into an agreement dated April 1, 2010 with Aurionpro Solutions Inc, USA to merge business and undertaking thereof has been merged with Aurionpro Solutions Inc., with effect from April 1, 2010. Pursuant to the terms of the aforesaid agreement ,all the issued and outstanding shares of the common stock of Silicon Tech Corp were cancelled and the Company received 1,90,520 shares of Aurionpro Solutions Inc, USA in consideration for the aforesaid merger.

c. SENA Systems Inc, USA entered into an agreement dated June 8, 2010 with Aurionpro Solutions Inc, USA to merge business and undertaking thereof has been merged with Aurionpro Solutions Inc., with effect from July 1, 2010. Pursuant to the terms of the aforesaid agreement, all the issued and outstanding shares of the common stock of SENA Systems INC, USA were cancelled and the Company received 3,06,515 shares of Aurionpro Solutions Inc, USA in consideration for the aforesaid merger.

d. Pursuant to the scheme of amalgamation of the erstwhile, E2E Infotech (India) Pvt. Ltd. engaged in providing consultancy in computer programming, a wholly owned subsidiary of the Company and Kairoleaf Analytic Pvt. Ltd. engaged in the business of software consultancy service (hereinafter referred as 'transferor' Companies), with the Company was approved by the Hon'ble High Court of Judicature at Bombay vide its Order dated June 10, 2011. The Scheme became effective on July 11, 2011, the appointed date of the Scheme being April 1, 2010.

In accordance with the said Scheme and as per the approval of the Hon'ble High Court:

1. The assets and liabilities of the transferor companies have been transferred to and vested with the Company with effect from April 1, 2010 and have been incorporated in the financial statements of the Company in the same manner and form as they appear in the financial statements of the transferor Companies under the pooling of interest method of accounting for amalgamation. The

accumulated losses of a transferor Company namely Kairoleaf Analytic Pvt. Ltd. of Rs.12.10 lacs have been adjusted against reserve of the Company.

2. As mentioned in the scheme of amalgamation, 13.43 Equity shares of Rs.10/- each fully paid up are to be issued to the equity share holders of one of the transferor Companies, namely Kairoleaf Analytic Pvt. Ltd. for every 10 Equity Shares of face value of Rs. 10 each. Accordingly, 10,81,961 Equity shares of Rs.10/- each fully paid up were issued to the equity share holders of one of the transferor Company, namely Kairoleaf Analytic Pvt. Ltd. whose names are registered in the register of members on record date, without payment being received in cash. Pending allotment as at the Balance Sheet date, the face value of such shares has been shown as "Equity Share Suspense". The Company has since allotted the shares on August 8, 2011.

3. Since one of the transferor Company, namely E2E Infotech (India) Pvt. is a wholly owned subsidiary of the Company, 10,000 Equity shares of the aforesaid transferee Company held by the Company have been cancelled and no consideration is paid.

4. Excess of paid up value of Equity Shares to be issued and allotted over net assets taken over by the Company of Rs.27.63 lacs has been debited to Goodwill Account as prescribed by the Scheme, instead of adjusting the same with Reserves. Had the Scheme not prescribed this accounting treatment, the aggregate amount of Rs.27.63 lacs would have been debited to Reserves.

5. From the effective date, the authorized share capital will stand increased to Rs.26,10,00,000 consisting of 2,61,00,000 Equity Shares of Rs. 10 each.

11. The Company had raised Rs.270,022 thousands through Initial Public offering (IPO) in October 2005, which comprised of 3,000,247 equity shares of face value of Rs. 10 each issued at a premium of Rs.80 per share. Pursuant to approval vide Special Resolution passed at the 13th Annual General Meeting on September 30, 2010, the amount of Rs.23.92 lacs pertaining to unutilized portion of the funds raised through IPO during October, 2005, has been utilized towards Working Capital purpose. The details of utilization of the proceeds are as under:

		(₹ in thousands)
Particulars	**26.10.2005 to 31.03.2011**	**26.10.2005 to 31.03.2010**
Expansion of facilities	67,746	67,746
Certification	517	517
Investments	130,000	130,000
Establishment of Overseas Office	35,505	35,505
Public Issue Expenses	15,015	15,015
Incremental Working Capital	21,239	18,847
Balance lying as Deposit with Banks and Bank Balances	-	2,392
Total	**270,022**	**270,022**

12. **Capital Commitments and Contingent Liabilities:**

		(₹ in thousands)
Particulars	**2010-11**	**2009-10**
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
Contingent Liabilities		
Outstanding guarantees given by banks	20,703	2,978

13. The particulars of dividends declared and paid to non-resident shareholders are as under:

		(₹ In thousands)
Particulars	**Amount**	**Amount**
Dividend Declared during Financial Year	2009-10	2008-09
Dividend Remitted during Financial Year	2010-11	2009-10
Number of Non-Resident shareholders	66	74
Number of shares held by them	4,482,234	5,050,193
Amount of dividend (INR)	8,964,468	8,837,838

Of the above, the Company has remitted (USD 35,783.02) Rs.1,563,428/- in foreign currency on account of dividends during the year to Five Non Resident shareholders holding 781,714 shares & remittance to other shareholders in Indian currency.

14. **Employee Benefits:-**

Gratuity: In accordance with the applicable Indian Laws, the Company provides for gratuity, a defined benefit retirements plan (Gratuity Plan) for all employees .The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on respective employee's last drawn salary and for the years of employment with the company.

The following table set out the status of the gratuity plan as required under AS 15

		(₹ in thousands)
Particulars	**As at March 31, 2011**	**As at March 31, 2010**
(I) Reconciliation of opening and closing balances of the present Value of the defined benefit Obligation		
Obligation at period beginning	3,569	2,773
Interest Cost	371	284
Current Service Cost	1,260	1,136
Past Service Cost (Non Vested Benefit)	---	---
Past Service Cost (Vested Benefit)	---	208
Liability Transfer in	---	---
Liability Transfer Out	---	---
Benefit Paid	(384)	(483)
Actuarial (gain)/loss on obligations	1,819	(349)
Obligation at Period end	6,635	3,569
II) Change in Plan assets		
Fair value of Plan Assets at the beginning of the year	1,866	2,178
Expected Return on Plan Assets	134	155
Contributions	3	1
Transfer from other Company	---	---
Transfer to other Company	---	---
Benefit Paid	(384)	(483)
Actuarial gain/(loss) on Plan Assets	18	15
Fair value of Plan Assets at the End of the year	1,637	1,866
III) Reconciliation of present value of the obligation and the fair value of the Plan assets		
Liability at the end of the Year	6,635	3,569
Fair value of Plan Assets at the End of the year	1,637	1,866
Difference	(4,998)	(1,703)
Unrecognized Past Service Cost	---	---
Unrecognized Transition Liability	---	---
Amount Recognized in the Balance sheet	(4,998)	(1,703)
IV)Gratuity Cost for the Period		
Current Service Cost	1,260	1,136
Interest Cost	371	284
Expected Return on Plan Assets	(134)	(155)
Past Service Cost (Non Vested Benefit) Recognized	---	---
Past Service Cost (Vested Benefit) Recognized	---	208
Recognition of Transition Liability	---	---
Actuarial (gain)/loss	1,801	(364)
Expenses Recognized in P & L	3,298	1,109
V) Investment Details of plan assets		
100% of the Plan assets are invested in Insurer Managed funds		
VI) Actual return on Plan assets	152	170
VII) Assumptions		
Discount Rate	8.00%	8.00%
Rate of Return on Plan Assets	8.00%	8.00%
Salary Escalation	10.00%	5.00%
Attrition Rate		
0-5 years	34.10%	2.00%
Above 5 years	2.00%	2.00%

The estimates, of future salary increases, considered in actuarial valuation, take into account inflation, seniority promotion and other relevant factors such as supply and demand factors in the employment market.

15. Related Party Transactions (in respect of related party relationships during the reporting period):

A. Name of the related parties:

i. Key Managerial Personnel:

a) Vishwanath Prabhu - CEO and Chairman (with effect from December 22, 2010)
b) Amit Sheth - Managing Director
c) Sanjay Desai - Executive Director

ii Subsidiaries :

a) AurionPro Solutions Pte Ltd., Singapore (from April 1, 2003)
b) AurionPro Solutions, INC USA (from December 13, 2005)
c) AurionPro Solutions, SPC Bahrain (from April 1, 2006)
d) Auroscient Outsourcing Ltd. India (from July 10, 2006)
e) E2E Infotech Ltd, UK (from July 1, 2007)
f) AurionPro Solutions (HK) Ltd., Hong Kong (from October 1, 2007)
g) Integro Technologies Pte Ltd., Singapore (from December 7, 2007)
h) AuroFidel Outsourcing Ltd. India (from March 8, 2008)
i) Sena Systems INC, USA (from April 1, 2008)
(Merged with Aurionpro Solutions, INC USA w.e.f July 1, 2010).
j) Silicon Techno Corp. USA (from October 1, 2009)
(Merged with Aurionpro Solutions, INC USA w.e.f April 1, 2010).
k) Aurionpro Solutions PTY Ltd., Australia (from December 17, 2009)
l) Kairoleaf Analytics (S) Pte Ltd, Singapore (from April 1, 2010)
m) Aurionpro SCM Pte Ltd, Singapore (from November 9, 2009)
n) Sena Systems (India) Pvt. Ltd. India(from April 1, 2008)
o) Integro Technologies SDN, BHD, Malaysia (from December 7, 2007)
p) AurionPro SCM, INC, USA (From October 15, 2010)

B. Transactions with related parties:

		(₹ in thousands)
Particulars	**2010-11**	**2009-10**
Key Managerial Personnel:		
Remuneration (Including PF)	11,172	2,924
Dividend	5,415	2,777
Subsidiaries:		
Income/Expenses		
Sale of Services	249,918	190,635
Closing Balances:		
Investments in Equity	1,629,078	1,480,024
Debtors	26,861	47,650
Working Capital Loan	394,664	784,894
Trade Advance	123	8,999
Creditors	67,886	3,863
Transaction:		
Investments in Equity	149,054	407,651
Working Capital Loan given	324,002	602,332
Working Capital Loan returned	738,630	402,911
Reimbursable expenses incurred for related parties	289	5,017
Reimbursable expenses incurred by related parties	-	3,030

Out of the above items, transactions in excess of 10% of the related party transactions are as under:

		(₹ in thousands)
Particulars	**2010-11**	**2009-10**
Key Managerial Personnel		
Remuneration (Including PF)		
Amit Sheth	2,964	2,004
Sanjay Desai	1,425	921
Subsidiaries		
Income:		

a.	**Sales of Services**		
	AurionPro Solutions INC, USA	62,747	84,950
	Integro Technologies Pte Ltd., Singapore	-	33,098
	AurionPro Solutions Pte Ltd., Singapore	70,461	44,737
	AurionPro Solutions, SPC Bahrain	83,202	-
	Transaction during the year		
a.	**Working Capital Loan Given**		
	Auriopro Solutions Pte Ltd., Singapore	4,490	67,463
	AurionPro Solutions, SPC Bahrain	70,177	97,971
	Auroscient Outsourcing Ltd., India	171,223	367,605
	Aurofidel Outsourcing Ltd., India	88,380	-
b.	**Working Capital Loan Repaid**		
	Aurionpro Solutions Pte Ltd., Singapore	128,553	-
	Aurionpro Solutions INC, USA	-	109,661
	Auroscient Outsourcing Ltd., India	354,540	233,500
	Aurofidel Outsourcing Ltd., India	99,305	-
	AurionPro Solutions, SPC Bahrain	129,504	-
c.	**Reimbursable Expenses incurred**		
	Aurionpro Solutions INC, USA	244	2,354
	Aurionpro solutions SPC, Bahrain	-	2,283
	Auroscient Outsourcing Ltd., India	45	-
d.	**Investment in Equity**		
	Aurionpro Solutions , SPC Bahrain	148,654	-
	Integro Technologies Pte Ltd., Singapore	-	105,797
	Aurionpro Solutions Pte Ltd., Singapore	-	44,417
	Silicon Techno Corp., USA	-	225,079
e.	**Dividend paid**		
	Amit Sheth	1,913	1,377
	Sanjay Desai	1,600	1,400
	Vishwanath Prabhu	1,902	Nil
Closing Balances:			
a.	**Investment in Equity**		
	Aurionpro Solutions SPC, Bahrain	178,428	-
	Integro Technologies Pte Ltd., Singapore	463,824	463,824
	Silicon Techno corp., USA	-	225,079
	Aurionpro Solutions INC, USA	801,965	343,328
	Sena Systems Inc, USA	-	233,558
b.	**Debtors**		
	Aurionpro Solutions INC, USA	2,094	5,296
	Aurionpro Solutions SPC, Bahrain	4,730	6,091
	Integro Technologies Pte Ltd., Singapore	12,464	31,302
	Aurionpro solutions Pte.Ltd., Singapore	1,476	4,961
	Aurionpro SCM Pte Ltd., Singapore	6,097	-
c.	**Working Capital Loan**		
	Aurionpro solutions Pte.Ltd., Singapore	93,356	218,200
	Aurionpro Solutions SPC, Bahrain	220,571	283,118
	Auroscient Outsourcing Ltd., India	31,404	214,720
d.	**Trade Advances Received**		
	E2E Infotech Limited, UK	-	8,876
	Aurionpro Solutions HK Ltd., Hong Kong	123	-
e.	**Creditors**		
	Auroscient Outsourcing Ltd., India	2,270	3,222
	Aurionpro Solutions INC, USA	2,224	-
	Aurionpro SCM Pte Ltd., Singapore	1,653	-
	Aurionpro solutions Pte Ltd., Singapore	581	581
	Integro Technologies Pte Ltd., Singapore	60	60

16. Employee Stock Option Scheme (ESOS)

In accordance with the ESOS - 2008 of the Company the employee have been offered options as per eligible criteria fixed under the scheme. Against each of the above, eligible employee is entitled to acquire one equity share of Rs. 10/- each of the company at a price mentioned against the option. The minimum vesting period is one year from the date of grant. Against each option 20% can be exercised by the end of first year from the date of grant of options i.e. after May 31, 2010, 30% can be exercised at the end of second year from the date of grant of the options i.e. after May 31, 2011 and balance 50% can be exercised at the end of third year from the date of grant of the options i.e. after May 31, 2012.

In respect of options granted above, the accounting value of options is Nil, as market price of the share on the date of grant of the option is equivalent to grant price so there is no charge of compensation to Profit & loss Account in respect of ESOS Plan -2008. During the year, option for 47,200 shares of Rs.10/- each, at a premium of Rs.131.75 per share, were exercised by the employees.

Summary as on March 31, 2011

Particulars	Options
Exercise Price	Rs. 141.75
Outstanding vested options at April 1, 2010	Nil
Granted during the year	Nil
Number of Options vested	200,000
Exercised during the year	47,200
Forfeited/surrendered/lapsed during the year	Nil
Outstanding vested options at March 31, 2011	152,800

17. Segment Performance:

The main business of the Company is to provide "IT Services". All other activities of the Company revolve around the main business. There is only one reportable business segment and one geographical segment. Hence, disclosure pursuant to the Accounting Standard -17 on ´Segment Reporting´ issued by the Institute of Chartered Accountants of India are not applicable to the standalone financials of the Company.

18. In the opinion of the Board, the investments, current assets, loans and advances are realizable at a value, which is at least equal to the amount at which these are stated, in the ordinary course of business and provision for all known liabilities are adequately made.

19. Disclosures of Loans and Advances to Subsidiaries (Pursuant to Clause 32 of the Listing Agreement)

(₹ in thousands)

Sr.	Name	Amount Outstanding As at		Maximum amount Outstanding during the year	
		31.03.2011	31.03.2010	2010-11	2009-10
1.	AurionPro Solutions Pte. Ltd., Singapore	93,356	218,200	225,257	225,500
2.	AurionPro Solutions INC. USA	15,627	23,919	37,897	144,182
3.	AurionPro Solutions, SPC Bahrain	220,571	283,118	345,074	292,777
4.	Auroscient Outsourcing Ltd., India	31,404	214,720	214,720	392,045
5.	Aurofidel Outsourcing Ltd., India	5,799	16,725	26,826	19,039
6.	Aurionpro SCM Pte Ltd., Singapore	27,906	28,212	29,125	28,212
Total		**394,663**	**784,894**	**878,899**	**11,01,755**

As at the year-end, the Company

(a) has no associates

(b) has loans and advances in the nature of loans, wherein there is no repayment schedule.

(c) has loans and advances in the nature of loans to the above Companies in which directors are interested.

20. The Company has sent letters to the Banks, Sundry Debtors, Sundry Creditors, etc. to confirm the balance as at 31st March 2011. Wherever balance confirmation is not received, balance as per books of account has been considered & relied upon. In the opinion of the Board, since the amounts due from / to are fully recoverable / payable, no material difference is expected to arise at the time of settlement, requiring accounting effect in the current financial year.

21. The previous year's figures have been regrouped and rearranged wherever necessary. Since E2E Infotech (India) Pvt. Ltd. and Kairoleaf Analytic Pvt. Ltd. have amalgamated with the Company, appointed date for

amalgamation being April 1, 2010, the current year's figures of the Company to that extent are not comparable with those of the previous year.

22. The Company being an information technology services provider is engaged in the development of computer software. The inventory of the company as at the year end consisted of computer software under development amounting to Rs.4.94 Crores, shown as work-in-progress.

24 In the opinion of the Board, the investments, current assets, loans and advances are realizable at a value, which is at least equal to the amount at which these are stated, in the ordinary course of business and provision for all known and determined liabilities are adequate and not in excess of the amount reasonably stated.

25. The Company has determined that the carrying cost of assets is not less than recoverable amount and hence there is no impairment loss to the assets during the year to which Accounting Standard 28 - "Impairment of Assets" applies.

Signatures to Schedule "I" to "XIV"

For and on behalf of the Board

Vishwanath Prabhu
CEO & Chairman

Amit Sheth
Managing Director

Paresh Zaveri
Director

Sanjay Desai
Executive Director

Mahendra Mehta
Director

Mehul Raval
Company Secretary

Place: Mumbai
Dated : August 31, 2011

Schedule 14: Significant Accounting Policies and Notes to Accounts

A. Significant Accounting Policies

1. Basis for preparation of financial statements

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the generally accepted accounting principles in India. The financial statements comply in all material aspects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The Accounting Policies have been consistently applied by the company and are consistent with those used in the previous year. Accounting Policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the company.

2 Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as on the date of financial statements and revenue and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

3. Revenue Recognition

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material contracts is recognized as & when the related services are performed. Revenue on fixed-price contracts is recognized on the percentage of completion method under which the sales value of performance, including earnings thereon, is recognized on the basis of cost incurred in respect of each contract as a proportion of total cost expected to be incurred.

Revenue from sale of licenses of software products and other products is recognized on transfer of title in the user license. Maintenance revenue in respect of software products is recognized as & when invoice raised on the client over the period of the underlying maintenance agreement. Revenue is recorded net of service tax & Vat.

Revenue from Call Center & Business Process Outsourcing Operations arise from both time based and unit price client contracts. Such revenue is recognized on completion of the related services and is billable in accordance with the specific terms of contracts with clients.

Dividend income is recognized when the company's right to receive dividend is established.

In other cases, income is recognized when there is no significant uncertainty as to determination and realization.

4. Fixed Assets

Tangible: Fixed Assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises of purchase consideration and other directly attributable cost of bringing the assets to its working condition for the intended use.

Intangible: Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization.

Capital Work in Progress comprises outstanding advances paid to acquire fixed assets and the cost of fixed assets that are not yet ready for their intended use at the reporting date.

5. Depreciation / Amortization

Depreciation on fixed assets is provided on straight-line method over useful life of assets at the rates and in the manner as prescribed in Schedule XIV to the Companies Act, 1956. Software Products are amortized over a period of Five years as considered appropriate by the management. Leasehold improvements are amortized over primary period of lease. Subsequent upgrades of hardware are entirely charged off to revenue in the year of purchase.

(11) Additional information as required under Part IV of schedule Vi to the Companies Act, 1956

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(₹ in 000's)

I	**Registration Details**				
	Registration No.	L99999MH1997PLC111637	**State Code** 11	**Balance sheet**	31.03.2011
II	**Capital Raised during the year (Amount in Rupees)**				
	Public Issue	NIL	Bonus Issue	NIL	
	Right Issue	NIL	Private Placement	NIL	
III	**Position of Mobilisation and Deployment of Funds (Amount in Rupees)**				
		Total Liabilities		Total Assets	
		3,220,779		3,220,779	
	Sources of Funds				
		Paid up Capital		Secured Loans	
		148,466		397,549	
		Equity Warrents		Unsecured Loans	
		-		85,698	
		Reserve & Surplus		Deferred Tax Liability	
		2,168,328		54,677	
	Application of Funds				
		Net Fixed Assets		Investment	
		463,625		1,629,078	
		Net Current Assets		Misc. Expenditure	
		772,835		-	
		Accumlated Losses			
		NIL			
IV	**Performance of Company**				
		Turnover		Total Expenditure	
		1,172,045		977,220	
		Profit & Loss Before Tax		Profit & Loss after Tax	
		195,905		146,001	
		Earning per share		Dividend Rate	
		9.19		22.00%	
V	**Generic name of the Principal Products / Services of Company**				
	Item Code No. (ITC Code)	85249009			
	Product Description	Computer Software			

For **Chokshi & Chokshi**	**For and on behalf of the Board**		
Chartered Accountants Firm Regn. No.101872W			
Vineet Saxena Partner Membership No.: 100770	**Vishwanath Prabhu** CEO & Chairman	**Amit Sheth** Managing Director	**Paresh Zaveri** Director
Place: Mumbai Dated : August 31, 2011	**Sanjay Desai** Executive Director	**Mahendra Mehta** Director	**Mehul Raval** Company Secretary

Auditors' Report on Consolidated Financial Statements

To
The Board of Directors
AURIONPRO SOLUTIONS LIMITED

1. We have audited the attached Consolidated Balance Sheet of **AURIONPRO SOLUTIONS LIMITED** (the "Company") and its subsidiaries (collectively referred to as the 'Group') as at March 31, 2011, the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement of the Group for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding subsidiaries. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. We did not audit the financial statements and other financial information of certain subsidiaries whose financial statements / consolidated financial statements reflect total assets of Rs.24,59,956 thousands as at March 31, 2011 and total revenues of Rs.35,27,243 thousands for the year ended on that date. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of these subsidiaries, is based solely on the report of other auditors.

4. We have relied on the unaudited financial statements of certain subsidiaries whose financial statements reflect total assets of Rs.9, 584 thousands as at March 31, 2011, total revenue of Rs.20, 644 thousands for the year ended on that date. These unaudited financial statements as approved by the respective Board of Directors of these Companies have been furnished to us by the management and our report, in so far as it relates to the amounts included in respect of these subsidiaries, is based solely on such approved financial statements.

5. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards (AS) 21, 'Consolidated Financial Statements' prescribed by the Companies (Accounting Standards) Rules, 2006.

6. Based on our audit as aforesaid, and on consideration of reports of other auditors on separate financial statements and on other financial information of the subsidiaries, as referred in Para 3 above, and unaudited financial statements, referred to in Para 4 above, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements read together with the notes to accounts thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:-

   i) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2011;

   ii) In the case of the Consolidated Profit and Loss Account, of the Profit of the Group for the year ended on that date; and

   iii) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For CHOKSHI & CHOKSHI
Chartered Accountants
Firm Registration
No.101872W

Vineet Saxena
Partner
M.No.100770

Place: Mumbai
Date: August 31, 2011

Consolidated Balance Sheet
as at March 31, 2011

(₹ in 000's)

Particulars	Schedule	As at March 31, 2011		As at March 31, 2010	
I SOURCES OF FUNDS					
(1) **Shareholder's Funds:**					
a Share Capital	1	148,466		147,994	
b Equity Share Suspense		10,820		-	
c Reserves and Surplus	2	3,322,354		2,782,233	
			3,481,640		2,930,227
(2) **Loan Funds:**	3				
a Secured Loans		866,808		680,692	
b Unsecured Loans		267,400		21,587	
			1,134,208		702,279
(3) **Deferred Tax Liability (Net)**			58,603		54,879
(Refer note no. 5 of part B of schedule 14)					
(4) **Minority Interest**			688		-
TOTAL FUNDS EMPLOYED			**4,675,139**		**3,687,385**
II APPLICATION OF FUNDS					
(1) **Fixed Assets:**	4				
a Gross Block		2,493,202		1,866,451	
b Less: Accumulated Depreciation & Amortization		983,471		686,730	
c Net Block		1,509,731		1,179,721	
d Capital Work In progress		369,082		198,997	
			1,878,813		1,378,718
(2) **Goodwill on consolidation**			998,356		977,179
(3) **Investments**	5		89,947		123,021
(4) **Current Assets, Loans and Advances:**	6				
a Inventories		49,420		28,201	
b Sundry Debtors		1,472,129		1,153,530	
c Cash & Bank Balances		102,901		142,269	
d Loans and Advances		903,135		529,372	
		2,527,585		1,853,372	
Less : Current Liabilities and Provisions	7				
a Current Liabilities		729,272		513,555	
b Provisions		90,290		131,350	
		819,562		644,905	
Net Current Assets			1,708,023		1,208,467
TOTAL FUNDS APPLIED			**4,675,139**		**3,687,385**
Significant Accounting Policies and Notes to Accounts	14				

For **Chokshi & Chokshi**
Chartered Accountants
Firm Regn. No.101872W

Vineet Saxena
Partner
Membership No.: 100770

Place: Mumbai
Dated : August 31, 2011

For and on behalf of the Board

Vishwanath Prabhu
CEO & Chairman

Amit Sheth
Managing Director

Paresh Zaveri
Director

Sanjay Desai
Executive Director

Mahendra Mehta
Director

Mehul Raval
Company Secretary

Consolidated Profit and Loss Account
for the year ended March 31, 2011

(₹ in 000's)

Particulars	Schedule	Year ended Mach 31, 2011		Year ended March 31, 2010	
INCOME					
Income from operation	8		4,237,327		3,366,971
Other Income	9		11,129		10,043
Total Income			**4,248,456**		**3,377,014**
EXPENDITURE					
(Increase)/Decrease in Stock			(21,219)		3,022
Staff Cost	10		1,561,923		1,415,254
Software Development and Other Expenses	11		1,804,972		1,178,615
Depreciation & Amortisation			265,455		221,999
Interest / Finance Charges	12		44,589		93,562
Total Expenditure			**3,655,720**		**2,912,452**
Profit Before Tax			**592,736**		**464,562**
Provision for Taxation					
Current Tax			84,016		53,996
Defered Tax			10,315		5,392
Tax adjustment of earlier years			(1,215)		217
Profit after Tax			**499,620**		**404,957**
Minority interest			1,098		-
Profit after tax and minority interest			**500,718**		**404,957**
Profit brought forward from the Previous Year		1,149,491		824,166	
Less:- Reversal of Minority Interest		-		14,802	
Effect on account of merger/Amalgamation		(4,352)		30,596	
			1,145,139		7 78 768
Prior year (Expense)/Income			(16,147)		3,995
Amount available for distribution & appropriation.			**1,629,710**		**1,187,720**
Appropriations					
Proposed Dividend			35,058		29,599
Corporate Tax on Dividend			5,822		5,030
Transferred to General Reserve			14,600		3,600
Transferred to Statutory Reserve			21,368		-
Balance carried over to Balance Sheet			1,552,862		1,149,491
			1,629,710		**1,187,720**
Earning Per Share					
Basic	13		31.51		27.63
Diluted			30.74		27.00
Significant Accounting Policies and Notes to Accounts	14				

For **Chokshi & Chokshi** Chartered Accountants Firm Regn. No.101872W	**For and on behalf of the Board**		
Vineet Saxena Partner Membership No.: 100770	**Vishwanath Prabhu** CEO & Chairman	**Amit Sheth** Managing Director	**Paresh Zaveri** Director
Place: Mumbai Dated : 31st August,2011	**Sanjay Desai** Executive Director	**Mahendra Mehta** Director	**Mehul Raval** Company Secretary

Consolidated Cash Flow Statement
for the year ended March 31, 2011

(₹ in 000's)

Sr.	Particulars	As at March 31, 2011		As at March 31, 2010	
	Net Profit / (Loss) before Taxation		**592,736**		**464,562**
A.	**Cash Flow from Operating Activities :**				
	Adjustment for :				
	Depreciation & amortisation	265,455		221,999	
	Loss on Sale of Fixed Assets	2,943		(355)	
	Interest Expenses	99,409		66,620	
	Interest Income	(54,820)		(27,772)	
	Dividend on Investment	(4)		(60)	
	Unrealised Currency Translation (Gain)/Loss	3,291		(5,578)	
	Credit Balance written back	(1,385)		(1,839)	
	Bad Debts	15,927		27,603	
	Provision for Doubtful Debts	-		20,504	
	Exchange difference on translation of foreign currency cash and cash equivalents	(6)		408	
			330,810		301,530
	Operating Profit before working capital changes		923,546		766,092
	Adjustment for :				
	Change in Inventories	(21,219)		3,022	
	Change in Sundry Debtors	(307,502)		(322,728)	
	Change in Loans & Advances	(374,926)		(268,878)	
	Change in Current Liabilities	131,131		92,407	
			(572,515)		(496,177)
	Cash generated from operations		351,030		269,915
	Income Tax paid		(78,216)		(47,016)
	Net Cash Flow from Operating Activities		272,814		222,899
B.	**Cash Flow from Investing Activities :**				
	Purchase of Fixed Assets and change in Work in Progress	(664,907)		(413,344)	
	Sale proceeds of Fixed Assets	-		40,813	
	Purchase of Investment	-		(46,641)	
	Sale proceeds of Investment	1,501		-	
	Additional consideration for acquisition of subsidiaries	-		(325,279)	
	ICD refunded	-		237,500	
	Interest received	4,633		35,336	
	Net Cash from Investment Activities		(658,773)		(471,615)
			(385,959)		(248,716)

Consolidated Cash Flow Statement
for the year ended March 31, 2011

(₹ in 000's)

Sr.	Particulars	As At 31.03.2011		As At 31.03.2010	
C.	**Cash Flow from Financing Activities :**				
	Increase in capital including premium	8,650		-	
	Increase / Decrease in Term Loan				
	Secured Loan repaid	(423,970)		(303,611)	
	Secured Loan taken	648,548		566,403	
	Unsecured Loan taken or repaid	245,814		19,343	
	Interest and Finance Charges paid	(100,184)		(66,649)	
	Dividend paid	(29,599)		(25,899)	
	Dividend tax paid	(5,030)		(4,402)	
	Net Cash from from Financing Activities		344,229		185,185
	Net (Decrease)/Increase in cash and cash equivalent		**(41,730)**		**(63,531)**
	Cash and cash equivalent at the beginning of the year		139,291		199,438
	Addition on account of merger		846		3,791
	Exchange difference on translation of foreign currency cash and cash equivalents		973		(407)
	Cash and cash equivalent at the end of period *		97,434		139,291
	Net (Decrease) / Increase as above		**(41,730)**		**(63,531)**
	(* Fixed Deposits with Banks amounting to Rs.5,467 thousands under lien are not considered as Cash and Cash equivalent for the period)				

For **Chokshi & Chokshi** Chartered Accountants Firm Regn. No.101872W	**For and on behalf of the Board**		
Vineet Saxena Partner Membership No.: 100770	**Vishwanath Prabhu** CEO & Chairman	**Amit Sheth** Managing Director	**Paresh Zaveri** Director
Place: Mumbai Dated : August 31, 2011	**Sanjay Desai** Executive Director	**Mahendra Mehta** Director	**Mehul Raval** Company Secretary

(₹ in 000's)

Particualrs	As at March 31, 2011		As at March 31, 2010	
SCHEDULE 1 - SHARE CAPITAL				
AUTHORISED				
2,50,00,000 (Previous Year 2,50,00,000) Equity Shares of Rs. 10/- each		250,000		250,000
ISSUED SUBSCRIBED AND PAID UP				
1,48,46,617 (previous year 1,47,99,417) Equity Shares of Rs.10/- each fully paid up		148,466		147,994
Of the above :				
(i) 70,53,399 Equity Shares of Rs.10/- each fully paid up have been alloted as Bonus Shares by capitalisation of Share x been account and Profit & Loss Account.				
(ii) 34,89,938 Equity Shares of Rs.10/- each fully paid up were issued on Preferential allotment.				
(iii) 47,200 Equity Shares of Rs.10/- each fully paid up were issued under ESOS Scheme				
(iv) 5,00,000 Equity Shares of Rs.10/- each fully paid up has been alloted for consideation other than cash				
SCHEDULE 2 - RESERVES AND SURPLUS				
Capital Reserve	115,253		2,419	
Add:- Equity Warrants forfieted	-		82,238	
Add:- Amount transfer due to merger of Subsidiaries	-		30,596	
		115,253		115,253
Share Premium				
Balance as per last Balance Sheet	1,469,328		1,469,328	
Add:- Addition on account of merger/Amalgamation	60,312		-	
Add: Premium received on issue of Equity Shares	6,218		-	
		1,535,858		1,469,328
General Reserve				
Balance as per last Balance Sheet	45,606		42,006	
Add:- Addition on account of merger/Amalgamation	100		-	
Add: Transfer during the year	14,600		3,600	
		60,306		45 606
Statutory Reserves				
Add:- Transfer during the period	13,708		13,708	
	21,368	35,076		13,708
Foreign Currency Translation Reserve		22,999		(11,153)
Profit and Loss Account		1,552,862		1,149,491
		3,322,354		**2,782,233**
SCHEDULE 3 - LOAN FUNDS				
A) SECURED LOANS				
From Banks - Car Loan		1,216		1,106
(Secured by Hypothication of Car in favour of bank)				
From Banks - Term Loan , Overdraft & Other Facilities		865,592		679,586
(Secured by Hypothecation of Plant & Machinary and further secured by Closing Stock And Debtors & personal guarantees of 3 directors and Corporate guarantee in Favour of the Bank)		**866,808**		**680,692**
B) UNSECURED LOANS				
From Banks		990		-
From Others		266,410		21,587
		267,400		**21,587**

Consolidated Schedules
annexed to and forming part of the accounts

SCHEDULE 4 - FIXED ASSETS

(₹ in 000's)

PARTICULARS	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As At April 1, 2010	Addition on account of merger	Addition	Deductions/ Adjustment	As at March 31, 2011	Up to April 1, 2010	Addition on account of merger	For the Year	Deductions/ Adjustment	Up to March 31, 2011	As at March 31, 2011	As at March 31, 2010
Tangible Assets												
Computers	358,392	2,291	145,982	(6,922)	499,742	159,756	739	73,367	(5,836)	228,026	272,722	198,636
Furniture & Fixtures	28,879	-	3,188	(2,865)	29,202	9,210	-	3,386	(78)	12,518	17,211	19,669
Motor Car	6,720	-	-	-	6,720	2,644	-	873	-	3,517	3,205	4,076
Air - Conditioner	9,588	-	-	(392)	9,196	2,963	-	1,417	(65)	4,315	4,929	6,625
Office Equipments	11,510	37	2,639	(1,771)	12,415	6,609	3	1,267	(12)	7,867	4,684	4,901
Leasehold Improvements	29,055	1,200	5,387	(807)	34,835	18,121	500	8,852	(287)	27,186	7,693	10,934
Intangible Asset												-
Software*	934,981	-	341,230	67,854	1,344,065	466,601	-	157,397	36,473	660,471	681,874	468,380
Goodwill / Org Cost	13,603	-	21,963	(39)	35,527	10,983	-	3,294	(141)	14,136	21,347	2,620
Marketing Rights	468,427	-	-	-	468,427	9,120	-	14,465	-	23,585	444,842	459,307
Data Centre	2,589	-	-	-	2,589	151	-	240	-	391	2,198	2,438
Customers List	2,707	-	47,776	-	50,483	572	-	898	(11)	1,459	49,025	2,135
Total	**1,866,451**	**3,527**	**568,165**	**55,058**	**2,493,203**	**686,730**	**1,242**	**265,455**	**30,044**	**983,471**	**1,509,731**	**1,179,721**
Previous Year	1,349,794	1,024	606,592	(90,959)	1,866,451	506,010	313	221,999	(41,591)	686,730	1,179,721	
Capital Work in Progress											369,082	198,997

* The Balance life as on March 31, 2011 is ranging between 1 to 5 years.

(₹ in 000's)

Particualrs	As at Mach 31, 2011		As at March 31, 2010	
SCHEDULE 5 - INVESTMENTS				
Non - Trade (Unquoted) - at Cost, fully paid up				
(a) Janaseva Sahakari Co-op Bank Ltd. (25 (25) Equity Shares of Rs.20 each) (@ is equal to Rs.500/-)	1		1	
(b) M\egavisa Marketing Solutions Ltd. (1,75,108 (1,75,108) Equity Shares of Rs.10 each)	-		3,502	
(c) Investment made by Aurionpro Solutions Pte.Ltd (13,69,315 Covertibale Prefered Stock of Pay Simple LLC, USA representing interest of 7.64% in the corporation)	45,296		45,793	
(d) Investment in Joint Venture made by Aurionpro Solutions Pte.Ltd in Priority Commerce INC (refer note no 3 (d) of part B of schedule 14)	44,650		45,140	
(e) Investment made by Aurionpro Solutions INC (0 (6,25,000) Comman stock of XTS INC, USA having Par value of USD 0.0001 each)	-		27,084	
		89,947		121,520
(B) Current Investments Non - Trade (quoted) - at Cost,				
(a) Investment made by E2E Infotech (India) Pvt.Ltd HDFC Cash Management Fund - Savings Plus Plan Units (1,49,721.491 Units purchased @10.0247)	-		1,501	
(Aggregate Market Value Rs. 1.50 millions)		-		1,501
		89,947		**123,021**
Market Value of Quoted Investments				1,501
Book Value of Quoted Investments				1,501
Book Value of unquoted Investments (Net of Provision)		89,947		121,520

Consolidated Schedules
annexed to and forming part of the accounts

(₹ in 000's)

Particualrs	As at March 31, 2011		As at March 31, 2010	
SCHEDULE: 6 - CURRENT ASSETS, LOANS AND ADVANCES				
CURRENT ASSETS				
A) INVENTORIES				
Work - in - Progress		49,420		28,201
(As certified and valued by the management)				
B) SUNDRY DEBTORS : (Unsecured Considered good)				
(i) Outstanding Debtors - More than Six Months (Net of Provision)	140,740		269,250	
- Other Debts	1,331,389		884,280	
		1,472,129		1,153,530
C) CASH AND BANK BALANCE				
(i) Cash on Hand	465		2,046	
(ii) Balance with Bank				
(a) With Schedule Bank				
- Current Account.	93,866		135,056	
- Deposits Account.*	8,570		5,167	
(*Fixed Deposits with Bank amounting to Rs. 5467 thousands under Lien towards fund / non fund based limit)		102,901		142,269
LOANS, ADVANCES AND DEPOSITS				
(Unsecured, considered good)				
(i) Advances recoverable in cash or in kind or for value to be received	823,897		486,695	
(ii) Loans to Employees	5,479		13,595	
(iii) Deposits	73,759		29,082	
		903,135		529,372
		2,527,585		**1,853,372**
SCHEDULE : 7 - CURRENT LIABILITIES & PROVISIONS				
A) CURRENT LIABILITIES :				
(i) Sundry Creditors				
Micro, Small & Medium Enterprises	170		1	
Amount due to others	456,978		361,186	
		457,148		361,187
(ii) Other Liability		80,575		64,566
(iii) Unearned Revenue		117,678		87,802
(iv) Advance from Trade Debtors		73,871		-
		729,272		513,555
B) PROVISIONS :				
(i) Provision for Taxation (Net of advance tax)	19,502		13,702	
(ii) Proposed Dividend	35,058		29,599	
(iii) Corporate Tax on Dividend	5,822		5,030	
(iv) Provision for Expenses	16,460		78,747	
(v) Unclaimed Dividend	160		199	
(vi) Provision for Bad-debts	5,805		-	
(vii) Provision for Gratuity	7,484		4,073	
		90,290		131,350
		819,562		**644,905**

(₹ in 000's)

Particulars	As at March 31, 2011	As at March 31, 2010
SCHEDULE 8 - INCOME FROM OPERATIONS		
Software Services & Products	4,237,327	3,366,971
	4,237,327	**3,366,971**
SCHEDULE 9 - OTHER INCOME		
Credit Balance written back	1,385	1,839
Dividend Income from Investments	4	60
Miscellaneous Income	7,555	8,144
Forex Currency Translation Gain	2,185	-
	11,129	**10,043**
SCHEDULE 10 - STAFF COST		
Salary, Wages and Bonus	1,469,512	1,371,481
Contribution to Provident Fund	69,887	29,047
Staff Welfare	22,524	14,726
	1,561,923	**1,415,254**
SCHEDULE 11 - SOFTWARE DEVELOPMENT AND OTHER EXPENSES		
Auditors Remunaration	14,259	2,559
Business promotion	2,873	1,288
Contract Fees	2,989	10,858
Electricity Expenses	9,328	8,433
Software Consultancy & Development Charges	1,141,279	785,239
Rates & Taxes	53,109	12,244
Recruitment Charges	32,372	6,392
Forex Currency Translation Loss/(Gain)	2,991	31,584
Rent	81,739	67,370
Insurance	40,539	7,114
Repairs & Maintenance	8,569	4,233
Travelling Expenses	83,922	44,882
Internet Charges	3,417	1,261
Bad Debts	15,927	27,603
Provision for Doubtful Debts	-	20,504
Legal & Professional Fees	43,456	48,242
Telephone Expenses	14,653	10,463
Loss on Sale/Discarded off assets	2,943	355
Miscellaneous Expenses	250,608	87,991
	1,804,972	**1,178,615**

Consolidated Schedules
annexed to and forming part of the accounts

(₹ in 000's)

Particulars	As at March 31, 2011	As at March 31, 2010
SCHEDULE 12 - INTEREST EXPENSES		
Interest Expense		
Finance & Other Charges	30,247	12,993
Foreign Currency Exchange Flucutation (Gain) / Loss (Net)	401	54,714
Interest on Bank Overdraft / Term Loans	68,761	53,627
Total Interest Expense	**99,409**	**121,334**
Interest Income		
Income from Investment and other Interest Income	54,820	27,772
Total Interest Income	54,820	27,772
Finance Charges	**44,589**	**93,562**
SCHEDULE 13 - EARNING PER SHARE		
Basic & Diluted Earning per Share:		
Profit for Basic and Diluted Earning per Share	500,718	408,952
Weighted average number of Equity Shares		
Basic	15,892,628	14,799,417
Diluted	16,290,821	15,145,497
(Since the ESOP has not been excercised by the Employee, dilution has not been considered for the same)		
Nominal value of equity share (in Rupees)	10	10
Basic Earning Per Share	31.51	27.63
Diluted Earning Per Share	30.74	27.00

Schedule 14: Significant Accounting Policies and Notes to Accounts to the Financial Statements

A. Significant Accounting Policies

1. Principles of Consolidation

a. The consolidated financial statements relate to Aurionpro Solutions Limited ("the Company") and it's Subsidiary Companies (herein after collectively referred to as "Group"). The consolidated financial statements have been prepared on the following basis. The financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of Consolidated Financial Statements as laid down under the Accounting Standard (AS) 21-"Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India. The financial statements of the Company and its subsidiary companies are combined on a line- by- line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra- group transactions resulting in unrealized gains or losses.

b. In case of financial statements of foreign subsidiaries, revenue items are converted at the average rate prevailing during the period. All monetary assets and liabilities are converted at rates prevailing at the end of the year. While non-monetary assets and liabilities are recorded at the exchange rate prevailing on the date of the transaction or closing rate as applicable. Any exchange difference arising on conversion of Integral Foreign operation and Non-integral Foreign operations is recognized in the Profit & Loss account and Currency Translation Reserve respectively. The above translation into INR and conversion of financial statements into Generally Accepted Accounting Principles in India (I GAAP) is duly certified by an independent Chartered Accountant.

c. Investments in subsidiaries are eliminated and differences between costs of investment over the net assets on the date of investment, or on the date of the financial statements immediately preceding the date of investment, in subsidiary companies is recognized as goodwill or capital reserve, as the case may be.

d. Minority Interest's share of net profit or loss of consolidated subsidiaries for the period is identified and adjusted against the income of the Group in order to arrive at the net income attributable to the shareholders of the Company.

e. Minority Interest's share for net assets of consolidated subsidaries is identified and presented in the consolidated Balance sheet as separate items from liabilities and share holders` equity.

f. As far as possible, the consolidated financial statements are prepared by applying uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's standalone financial statements.

2. Investments other than investment in subsidiaries are accounted as per Accounting Standard 13 "Accounting for Investments" issued by The Institute of Chartered Accountants of India.

3. Other Significant Accounting Policies

1. Basis for preparation of financial statements

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the generally accepted accounting principles in India. The financial statements comply in all material aspects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The Accounting Policies have been consistently applied by the Group and are consistent with those used in the previous year. Accounting Policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the company.

2. Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as on the date of financial statements and revenue and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

3. Revenue Recognition

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material contracts is recognized as & when the related services are performed. Revenue on fixed-price contracts is recognized on the percentage of completion method under which the sales value of performance, including earnings thereon, is recognized on the basis of cost incurred in respect of each contract as a proportion of total cost expected to be incurred.

Revenue from sale of licenses of software products and other products is recognized on transfer of title in the user license. Maintenance revenue in respect of software products is recognized as & when invoice raised on the client over the period of the underlying maintenance agreement. Revenue is recorded net of service tax & Vat.

Revenue from Call Center & Business Process Outsourcing Operations arise from both time based and unit price client contracts. Such revenue is recognized on completion of the related services and is billable in accordance with the specific terms of contracts with clients.

Dividend income is recognized when the company's right to receive dividend is established.

In other cases, income is recognized when there is no significant uncertainty as to determination and realization.

4. **Fixed Assets**

Tangible: Fixed Assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises of purchase consideration and other directly attributable cost of bringing the assets to its working condition for the intended use.

Intangible: Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization.

Capital Work in Progress comprises outstanding advances paid to acquire fixed assets and the cost of fixed assets that are not yet ready for their intended use at the reporting date.

5. **Depreciation / Amortization**

Depreciation on fixed assets is provided on straight-line method over useful life of assets at the rates and in the manner as prescribed in Schedule XIV to the Companies Act, 1956. Software Products are amortized over a period of Five years as considered appropriate by the management. Leasehold improvements are amortized over primary period of lease. Subsequent upgrades of hardware are entirely charged off to revenue in the year of purchase.

Individual assets costing up to Rs.5000/- are fully depreciated in the year of purchase.

Goodwill on merger is amortized over a period of five years.

6. **Investments**

Investments are classified into long-term investments and current investments based on the management's intention at the time of purchase. Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long-term investments are carried at cost and provision is made to recognize any decline, other than temporary, in the value of such investments, determined separately for each investment. Current investments are carried at the lower of the cost and fair value and provision is made to recognize any decline in the carrying value. The comparison of cost and fair value is done separately in respect of each category of investments.

7. **Accounting for Taxes on Income**

Income tax is accounted for in accordance with Accounting Standard (AS)-22- “Accounting for taxes on income”, notified under the Companies (Accounting Standards) Rules 2006. Income tax comprises both current and deferred tax.

Current tax is measured on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income tax Act, 1961.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using substantially enacted tax rates and tax regulations as of the Balance Sheet date.

Deferred tax assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized only to the extent there is reasonable certainty of its realization.

8. **Translation of Foreign Currency Items**

Transactions in foreign currency are recorded in the reporting currency at the rate of exchange between reporting currency and foreign currency in force on the date of the transactions. Monetary assets and liabilities denominated in foreign currency are translated at the exchange rate prevalent at the Balance Sheet date and Non-monetary items are carried at cost. The resultant gain/loss is recognized in the Profit & Loss Account. Overseas investments are recorded at the rate of exchange in force on the date of allotment/ acquisition.

9. **Accounting of Employee Benefits**

The Company has for its employees in India, benefits such as Gratuity and Provident Fund.

Provident Fund:

The Company's contribution to the provident fund along with the employee share of provident fund deducted from the salary is paid into Employee Provident Fund of Government of India. The Company's contribution to EPF is charged to revenue.

Gratuity Plan:

The Company's Gratuity benefit scheme is a defined benefit plan. The company's net obligation in respect of the Gratuity benefit scheme is provided based on the actuarial valuation made at the end of each financial year on projected unit credit method.

Actuarial gains and losses are recognized immediately in the Profit & Loss Account.

10. **Provisions and Contingent Liabilities**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires outflow of resources, which can be reliably estimated. Provisions are determined based on the best estimate of the outflow of the economic benefits required to settle the obligation at the reporting date. Disclosures for a contingent liability is made, without a provision in books, when there is an obligation that may, but probably will not, require outflow of resources. However, when there is an obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed.

11. **Impairment of Assets**

The Company assesses at each balance sheet date, whether there is any indication that any asset may be impaired. If any such indication exists, the carrying value of such assets is reduced to its recoverable amount and the amount of such impairment loss is charged to profit and loss account. The recoverable amount is the greater of the assets net selling price and value in use. After the impairment, assets are depreciated/ amortized on the revised carrying amount over its remaining useful life.

12. **Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use or sale or those assets that are not ready for their intended use or sale when acquired. All other borrowing costs are charged to revenue in the period in which they are incurred.

13. **Operating lease**

Lease arrangement where the risk and rewards incidental to ownership of an asset substantially vest with lessor, are recognized as operating lease. Lease rentals under operating leases are recognized in the profit & loss on a straight-line basis over the period of lease.

14. **Shares Issue Expenses**

Share issue expenses are written off in the year in which incurred.

15. **Work in progress:**

Work in progress is valued at cost, based on the technical evaluation of the projects by the management.

16. **Earning Per Share:**

Basic earning per share is computed by dividing the net profit after tax by weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net Profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at the fair value, which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues, including for changes effected prior to the approval of the consolidated financial statements by the Board of Directors.

17. Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement on balance sheet date comprise cash at bank and on hand and short term investments with original maturity of three months or less.

B. Notes to Accounts

1. The consolidated financial statements include financial statements of the following subsidiary companies:

Sr. No.	Name of the Subsidiary	Country of Incorporation	Date of Acquisition/ Incorporation	Proportion of ownership interest
1	Aurionpro Solutions Pte Ltd.	Singapore	01-04-2003	100%
2	Aurionpro Solutions, INC @	USA	13-12-2005	100%
3	AurionPro SCM, INC *	USA	15-10-2010	60%
4	SENA System Pvt. Ltd.	India	01-04-2008	100%
5	AurionPro Solutions, SPC	Bahrain	01-04-2006	100%
6	Auroscient Outsourcing Limited	India	10-07-2006	100%
7	E2E Infotech Ltd.	United Kingdom	01-07-2007	100%
8	AurionPro Solutions (HK) Ltd.	Hong Kong	01-10-2007	100%
9	Integro Technologies Pte Ltd.@@	Singapore	07-12-2007	100%
10	Integro Technologies SDN.BHD	Malaysia	07-12-2007	100%
11	Aurofidel Outsourcing Limited	India	08-03-2008	100%
12	Aurionpro SCM Pte Ltd.	Singapore	09-11-2009	100%
13	Aurionpro Solutions PTY Ltd.	#Australia	17-12-2009	100%
14	Kairoleaf Analytics(S) Pte. Ltd. *	#Singapore	01-04-2010	100%

* Subsidiaries acquired or incorporated or merged during the period.

Subsidiaries consolidated based on unaudited financial statements, certified by the management.

@ Holding Company of listed in Sr.No.3 & 4.

@@ Holding Company of listed in Sr.No.10.

2. The previous year's figures have been regrouped and rearranged wherever necessary.

3. **Acquisition/Merger of Subsidiaries:-**

a. The Company in September, 2006 entered into Share Purchase Agreement (SPA) effective retrospective from April 1 , 2006 with the owner of SPS Corporation, USA to acquire all the 1000 shares of SPS Corporation, USA for a consideration of USD 4,997,800 payable in three tranches out of which 1st & 2nd tranches of the consideration and the part payment of 3rd tranche has been made. The Company has made the provision for the balance payment of the 3rd tranche amounting to USD 564,340 (Rs.25,198 Thousand).

b. SENA Systems Inc, USA, a wholly owned subsidiary, entered into an agreement dated June 8, 2010 with Aurionpro Solutions Inc, USA whereby SENA Systems Inc, USA has merged with Aurionpro Solutions Inc., with effect from July 1, 2010. Pursuant to the terms of the aforesaid agreement, all the issued and outstanding shares of the common stock of SENA Systems Inc, USA were cancelled and Aurionpro Solutions Ltd. received 3,06,515 shares of Aurionpro Solutions Inc, USA in consideration for the aforesaid merger.

c. The scheme of amalgamation of the erstwhile, E2E Infotech (India) Pvt. Ltd. engaged in providing consultancy in computer programming, a wholly owned subsidiary of the Aurionpro Solutions Ltd. and Kairoleaf Analytic Pvt. Ltd. engaged in the business of software consultancy service (hereinafter referred as 'transferor' Companies), with Aurionpro Solutions Ltd. was approved by the Hon'ble High Court of Judicature at Bombay vide its Order dated June 10, 2011. The Scheme became effective on July 11, 2011, the appointed date of the Scheme being April 1, 2010.

In accordance with the said Scheme and as per the approval of the Hon'ble High Court:

1. The assets and liabilities of the transferor companies have been transferred to and vested with the Company with effect from April 1, 2010 and have been incorporated in the financial statements of the Company in the same manner and form as they appear in the financial statements of the transferor Companies under the pooling of interest method of accounting for amalgamation. The accumulated losses of a transferor Company namely Kairoleaf Analytic Pvt. Ltd. of Rs.12.10 lacs have been adjusted against reserve of the Company.

2. As mentioned in the scheme of amalgamation, 13.43 Equity shares of Rs.10/- each fully paid up are to be issued to the equity share holders of one of the transferor Companies, namely Kairoleaf Analytic Pvt. Ltd. for every 10 Equity Shares of face value of Rs.10 each. Accordingly, 10,81,961 Equity shares of Rs.10/- each fully paid up were issued to the equity share holders of one of the transferor Company, namely Kairoleaf Analytic Pvt. Ltd. whose names are registered in the register of members on record date, without payment being received in cash. The Company has since allotted the shares on August 8, 2011.

3. Since one of the transferor Company, namely E2E Infotech (India) Pvt. is a wholly owned subsidiary of the Company, 10,000 Equity shares of the aforesaid transferee Company held by the Company have been cancelled and no consideration is paid.

4. Excess of paid up value of Equity Shares to be issued and allotted over net assets taken over by the Company of Rs.27.63 lacs has been debited to Goodwill Account as prescribed by the Scheme, instead of adjusting the same with Reserves.

5. Had the Scheme not prescribed this accounting treatment, the aggregate amount of Rs.27.63 lacs would have been debited to Reserves.

6. From the effective date, the authorized share capital will stand increased to Rs.26,10,00,000/- consisting of 2,61,00,000 Equity Shares of Rs.10 each.

   Aurionpro Solutions Pte Ltd, Singapore has entered into the Stock Holders Agreement with IP Commerce INC by subscribing 49% of Share Capital of Priority Commerce INC during the year ended March 31,2010 by paying USD 1,000,000 for 490,000 Shares. The details are as under :

Sr	Name of the Joint Venture	Country of Incorporation	Date of Acquisition/ Incorporation	Proportion of ownership interest
1	Priority Commerce INC	USA	16-12-2009	49%

   The activity in Joint venture has not yet commenced and the amount paid has been shown as Investment in Joint Venture in the consolidated financial statements.

d. On October 15, 2010 , one of the Company`s subsidiary namely Aurionpro Solutions, INC USA and minority stockholder formed aurionPro SCM, INC. Aurionpro Solutions INC, USA owns 60% of aurionPro SCM, INC.

e. During the financial year 2009-10, Aurionpro SPC Bahrain entered into an agreement with Cyberlog Technologies (UAE) FZE for purchase of certain assets for BD3,767,700 (US$10 million). The agreement entered in to during August , 2009 states that Aurionpro SPC Bahrain will pay BD3,767,700(US$10 million) for the purchase of certain tangible and intangible assets such as global sales and marketing rights, rights related to data centre, existing contracts and all the hardware, source codes and other fixed assets of Cyberlog. In addition to BD3,767,700 Aurionpro SPC Bahrain will also pay 20% of the total license fees earned from the sale of Cyberlog product suites over the next five years from September 1, 2009 to August 30, 2014.

f. On February 1, 2011, Aurionpro Solutions INC entered into an agreement to purchase certain business assets of Virat, Inc. The aggregate acquisition price was approximately US $ 15,00,000, which consisted of US $ 4,00,000 due at closing, an additional US $ 4,00,000 in cash to be paid on or about April 1, 2011 and US $ 7,00,000 in Parent company stock to be paid at two dates prior to December 31, 2011.Also, additional payments will be due to Virat, Inc`s stockholder of up to US $ 5,00,000 at January 31, 2012 and US $ 7,00,000 at January 31, 2013 if certain profitability targets are met, provided that this stockholder remains employed by the company through these dates. If the stockholder terminates his employment, pro rata payments of such amounts may be due.

4. Unearned Revenue

Unearned Revenue as at March 31, 2011 amounting to Rs.1,17,678 thousands (p.y. Rs.87,802 thousands) primarily consist of client billing on fixed price and fixed time frame contract for which related cost have not yet been incurred.

5. Deferred taxation in respect of timing difference arising on account of:

(₹ in thousands)

Particulars	2010-11	2009-10
Deferred Tax Liability on account of: (Net)		
Depreciation / Amortization	61,804	56,831
Deferred Tax Assets on account of :		
Disallowance under the Income tax Act,1961	3,202	1,952
Depreciation / Amortization		-
Net Deferred Tax Liability	**58,602**	**54,879**

6. The Company had raised Rs.270,022 thousands through Initial Public offering (IPO) in October 2005, which comprised of 3,000,247 equity shares of face value of Rs. 10 each issued at a premium of Rs.80 per share. Pursuant to approval vide Special Resolution passed at the 13th Annual General Meeting on September 30, 2010, the amount of Rs.23.92 lacs pertaining to unutilized portion of the funds raised through IPO during October, 2005, has been utilized towards Working Capital purpose. The details of utilization of the proceeds are as under:

(₹ in thousands)

Particulars	26.10.2005 to 31.03.2011	26.10.2005 to 31.03.2010
Expansion of facilities	67,746	67,746
Certification	517	517
Investments	130,000	130,000
Establishment of Overseas Office	35,505	35,505
Public Issue Expenses	15,015	15,015
Incremental Working Capital	21,239	18,847
Balance lying as Deposit with Banks and Bank Balances	-	2,392
Total	**270,022**	**270,022**

7. **Capital Commitments and Contingent Liabilities:**

(₹ in thousands)

Particulars	2010-11	2009-10
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	84,835	Nil
Contingent Liabilities		
Outstanding guarantees given by banks	20,703	2,978

8. **Employee Stock Option Scheme (ESOS)**

In accordance with the ESOS 2008 of the Company the employee have been offered options as per eligible criteria fixed under the scheme. Against each of the above, eligible employee is entitled to acquire one equity share of Rs. 10/- each of the company at a price mentioned against the option. The minimum vesting period is one year from the date of grant. Against each option 20% can be exercised by the end of first year from the date of grant of options i.e. after May 31, 2010, 30% can be exercised at the end of second year from the date of grant of the options i.e. after May 31, 2011 and balance 50% can be exercised at the end of third year from the date of grant of the options i.e. after May 31, 2012.In respect of options granted above, the accounting value of options is nil, as market price of the share on the date of grant of the option is equivalent to grant price so there is no charge of compensation to Profit & loss Account in respect of ESOS Plan -2008. During the year, option for 47,200 shares of Rs.10/- each, at a premium of Rs.131.75 per share, were exercised by the employees.

Summary as on March 31, 2011

Particulars		Options
Exercise Price		Rs. 141.75
Outstanding vested options at April 1, 2010		Nil
Granted during the year		Nil
Number of Options vested		200,000
Exercised during the year		47,200
Forfeited/surrendered/lapsed during the year		Nil
Outstanding vested options at March 31, 2011		152,800

9. **Retirement Benefits:**

a. Domestic:

Gratuity: In accordance with the applicable Indian Laws, the Company provides for gratuity, a defined benefit retirements plan (Gratuity Plan) for all employees .The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on respective employee's last drawn salary and for the years of employment with the company.

The following table set out the status of the gratuity plan as required under AS 15

(₹ in thousands)

Particulars	**As at March 31, 2011**	**As at March 31, 2010**
(I) Reconciliation of opening and closing balances of the present Value of the defined benefit Obligation		
Obligation at period beginning	3,569	2,773
Interest Cost	371	284
Current Service Cost	1,260	1,136
Past Service Cost (Non Vested Benefit)	---	---
Past Service Cost (Vested Benefit)	---	208
Liability Transfer in	---	---
Liability Transfer Out	---	---
Benefit Paid	(384)	(483)
Actuarial (gain)/loss on obligations	1,819	(349)
Obligation at Period end	6,635	3,569
II) Change in Plan assets		
Fair value of Plan Assets at the beginning of the year	1,866	2,178
Expected Return on Plan Assets	134	155
Contributions	3	1
Transfer from other Company	---	---
Transfer to other Company	---	---
Benefit Paid	(384)	(483)
Actuarial gain/(loss) on Plan Assets	18	15
Fair value of Plan Assets at the End of the year	1,637	1,866
III) Reconciliation of present value of the obligation and the fair value of the Plan assets		
Liability at the end of the Year	6,635	3,569
Fair value of Plan Assets at the End of the year	1,637	1,866
Difference	(4,998)	(1,703)
Unrecognized Past Service Cost	---	---
Unrecognized Transition Liability	---	---
Amount Recognized in the Balance sheet	(4,998)	(1,703)
IV)Gratuity Cost for the Period		
Current Service Cost	1,260	1,136
Interest Cost	371	284
Expected Return on Plan Assets	(134)	(155)
Past Service Cost (Non Vested Benefit) Recognized	---	---
Past Service Cost (Vested Benefit) Recognized	---	208
Recognition of Transition Liability	---	---
Actuarial (gain)/loss	1,801	(364)
Expenses Recognized in P & L	3,298	1,109
V) Investment Details of plan assets		
100% of the Plan assets are invested in Insurer Managed funds		
VI) Actual return on Plan assets	152	170
VII)Assumptions		
Discount Rate	8.00%	8.00%
Rate of Return on Plan Assets	8.00%	8.00%
Salary Escalation	10.00%	5.00%
Attrition Rate		
0-5 years	34.10%	2.00%
Above 5 years	2.00%	2.00%

The estimates, of future salary increases, considered in actuarial valuation, take into account inflation, seniority promotion and other relevant factors such as supply and demand factors in the employment market.

b. Retirement Plan for U.S.A Companies:

The Company sponsors a 401(K) saving and profit sharing plan for the benefit of its employees. Employees are eligible for participation on the first day of the month following their month of employment and after reaching 21 years of age and completing 1,000 hours of service. Participants may contribute upto 96% of their eligible compensation to the plan, subject to the limits of the Internal Revenue Code. Effective January 1,2011, the company has elected to make matching contributions to participants in an amount equal to 100 % of the first 3% of eligible compensation and 50% of the next 2% Contributions to the plan for the year ended March 31, 2011 amounted to US $ 53,944 (P.Y. Nil).

10. As required by the Bahrain Commercial Companies Law, in the case of Aurionpro SPC Bahrain, an amount equivalent to 10% of the Company's net profit before appropriations is required to be transferred to a non-distributable reserve account up to a minimum of 50% of the issued share capital. During the year, an amount of BD178,402 was transferred to this reserve.

11. The Company being an information technology services provider is engaged in the development of computer software. The inventory of the company as at the year end consisted of computer software under development amounting to Rs.4.94 Crores, shown as work-in-progress.

12. The Company has identified geographic segments as its primary segment and as the company is dealing only in software development and related activities, there is no business segment as secondary segment as per Accounting Standard (AS) - 17 "Segment Reporting".

    Geographic segments of the company are India, USA, Middleast, Singapore and Others.
    Revenue and expense directly attributable to segments are reported under each reportable segment. Expense incurred in India on behalf of other segments and not directly identifiable to each reportable segment have been allocated to each segment on the basis of associated revenues of each segment. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses.

    Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable.

(₹ in thousands)

Particulars	**India**	**USA**	**Middleast**	**Singapore**	**Others**	**Unallocated**	**Total**
External Revenue	10 83 889 5 82 119	17 72 915 16 24 963	4 94 227 4 34 714	5 87 548 5 59 798	2 98 749 1 65 377		42 37 327 33 66 971
Inter Segment Revenue	30 620 2 862	1 43 875 2 16 433	83 202 17 802	1 24 208 77 835	1 00 701 74 378	- 4 82 606 - 3 89 310	
Total Revenue	11 14 509 5 84 981	19 16 790 18 41 396	5 77 429 4 52 516	7 11 756 6 37 633	3 99 449 2 39 755	- 4 82 606 - 3 89 310	42 37 327 33 66 971
Segment Results before Interest and Tax	- 10 363 12 448	1 97 716 1 37 643	2 23 968 2 17 916	1 29 258 2 09 722	1 26 497 34 891	- 29 752 - 54 496	6 37 324 5 58 124
Interest						- 44 589 - 93 562	- 44 589 - 93 562
Segment Results before taxes -	10 363 12 448	1 97 716 1 37 643	2 23 968 2 17 916	1 29 258 2 09 722	1 26 497 34 891	- 74 340 - 1 48 058	5 92 736 4 64 562
Provision for Taxation						- 93 115 - 59 605	- 93 115 - 59 605
Segment Results after tax							4 99 621 4 04 957
Other Information Segment Assets	11 14 083 6 61 580	5 97 948 5 05 651	13 37 092 10 64 255	10 89 211 8 62 416	1 79 058 99 488	11 77 308 11 38 900	54 94 700 43 32 290
Segment Liabilities	2 34 902 1 04 178	2 19 645 1 34 896	20 975 2 39 758	1 79 682 88 851	41 543 28 689	1 03 313 34 832	8 00 060 6 31 204
Capital Expenditure	52 896 34 030	80 212 13 237	2 02 779 4 80 689	1 30 971 58 106	397 109	1 00 910 58	5 68 165 5 86 228

Note:- Income Tax Liability amounting to Rs.19,501 (Rs.13,702) thousands has not been considered as segment liability

13. Related Party Transactions (in respect of related party relationships during the reporting period):

    A. Name of the related parties:

    i. Key Managerial Personnel:
    a) Vishwanath Prabhu - CEO and Chairman (with effect from December 22, 2010)
    b) Amit Sheth - Managing Director
    c) Sanjay Desai Executive Director

    ii Joint Venture With the Priority Commerce INC

    B. Transactions with related parties:

(₹ in thousands)

Particulars	**2010-11**	**2009-10**
Key Managerial Personnel:		
Remuneration (Including PF)	11,172	2,924
Dividend	5,415	2,777
Investment in Joint venture		
Priority Commerce INC, USA	-	45,140

C. Out of the above items, transactions in excess of 10% of the related party transactions are as under:

(₹ in thousands)

Particulars	2010-11	2009-10
Key Managerial Personnel		
Remuneration (Including PF)		
Amit Sheth	2,964	2,004
Sanjay Desai	1,465	921
Dividend paid		
Amit Sheth	1,913	1,377
Sanjay Desai	1,600	1,400
Vishwanath Prabhu	1,902	Nil

14. The particulars of dividends declared and paid to non-resident shareholders are as under:

(₹ In thousands)

Particulars	Amount	Amount
Dividend Declared during Financial Year	2009-10	2008-09
Dividend Remitted during Financial Year	2010-11	2009-10
Number of Non-Resident shareholders	66	74
Number of shares held by them	4,482,234	5,050,193
Amount of dividend (INR)	8,964,468	8,837,838

Of the above, the Company has remitted (USD 35,783.02) Rs.1,563,428/- in foreign currency on account of dividends during the year to Five Non Resident shareholders holding 781,714 shares & remittance to other shareholders in Indian currency.

15. In the opinion of the Board, the investments, current assets, loans and advances are realizable at a value, which is at least equal to the amount at which these are stated, in the ordinary course of business and provision for all known and determined liabilities are adequate and not in excess of the amount reasonably stated.

16. The Company has determined that the carrying cost of assets is not less than recoverable amount and hence there is no impairment loss to the assets during the year to which Accounting Standard 28 - "Impairment of Assets" applies.

Signatures to Schedule "I" to "XIV"

For and on behalf of the Board

Vishwanath Prabhu — CEO & Chairman
Amit Sheth — Managing Director
Paresh Zaveri — Director

Sanjay Desai — Executive Director
Mahendra Mehta — Director
Mehul Raval — Company Secretary

Place: Mumbai
Dated : August 31, 2011

Schedule 14: Significant Accounting Policies and Notes to Accounts to the Financial Statements

A. Significant Accounting Policies

1. Principles of Consolidation

a. The consolidated financial statements relate to Aurionpro Solutions Limited ("the Company") and it's Subsidiary Companies (herein after collectively referred to as "Group"). The consolidated financial statements have been prepared on the following basis. The financial statements are prepared in accordance with the principles and procedures required for the preparation and presentation of Consolidated Financial Statements as laid down under the Accounting Standard (AS) 21-"Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India. The financial statements of the Company and its subsidiary companies are combined on a line- by- line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra- group transactions resulting in unrealized gains or losses.

b. In case of financial statements of foreign subsidiaries, revenue items are converted at the average rate prevailing during the period. All monetary assets and liabilities are converted at rates prevailing at the end of the year. While non-monetary assets and liabilities are recorded at the exchange rate prevailing on the date of the transaction or closing rate as applicable. Any exchange difference arising on conversion of Integral Foreign operation and Non-integral Foreign operations is recognized in the Profit & Loss account and Currency Translation Reserve respectively. The above translation into INR and conversion of financial statements into Generally Accepted Accounting Principles in India (I GAAP) is duly certified by an independent Chartered Accountant.

c. Investments in subsidiaries are eliminated and differences between costs of investment over the net assets on the date of investment, or on the date of the financial statements immediately preceding the date of investment, in subsidiary companies is recognized as goodwill or capital reserve, as the case may be.

d. Minority Interest's share of net profit or loss of consolidated subsidiaries for the period is identified and adjusted against the income of the Group in order to arrive at the net income attributable to the shareholders of the Company.

e. Minority Interest's share for net assets of consolidated subsidaries is identified and presented in the consolidated Balance sheet as separate items from liabilities and share holders` equity.

f. As far as possible, the consolidated financial statements are prepared by applying uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's standalone financial statements.

2. Investments other than investment in subsidiaries are accounted as per Accounting Standard 13 "Accounting for Investments" issued by The Institute of Chartered Accountants of India.

3. Other Significant Accounting Policies

1. Basis for preparation of financial statements

The financial statements are prepared under the historical cost convention on accrual basis and in accordance with the generally accepted accounting principles in India. The financial statements comply in all material aspects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The Accounting Policies have been consistently applied by the Group and are consistent with those used in the previous year. Accounting Policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the company.

2. Use of estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) as on the date of financial statements and revenue and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

3. Revenue Recognition

Revenue from software development and consulting services is recognized either on time and material basis or fixed price basis, as the case may be. Revenue on time and material contracts is recognized as & when the related services are performed. Revenue on fixed-price contracts is recognized on the percentage of completion

Statement Pursuant To Section 212 Of The Companies Act, 1956
Relating To Company's Interest In Subsidiary Companies:

S.N	Particulars	Aurionpro Solutions Pte Ltd, Singapore	Aurionpro Solutions INC, USA	Aurionpro Solutions SPC, Bahrain	Auroscient Outsourcing Ltd, India	E2E Infotech Ltd, UK	Aurionpro Solutiins (HK) Ltd, Hong Kong	Integro Technologies Pte Ltd, Singapore
1	The Financial year of the Subsidiary Companies ended	March 31, 2011	March 31, 2011	March 31, 2011	March 31, 2011	March 31, 2011	March 31, 2011	March 31, 2011
2	Date from which they became subsidiary	April 1, 2003	December 13, 2005	April 1, 2006	July 10, 2006	July 1, 2007	October 1, 2007	December 7, 2007
3	Shares of the subsidiary held by Aurionpro Solutions Limited on the above dates: a. Number of shares held	543,799 Equity Shares of SGD1 each & 950,000, Equity Shares of USD 1 each	9,94,936 Equity Shares of Capital stock with no par value	15,000 Equity Shares BHD 100 each Fully paid up	50,000 Equity Shares of Rs 10 each Fully paid	10,000 Ordinary Shares of GBP 1 each Fully paid up	1 Ordinary Shares of HKD 1 each Fully paid up	98,01,136 Ordinary Share of SGD 0.10 each Fully paid up 33,99,166 Ordinary Share of SGD 0.40 each Fully paid up. 3,08,521 Ordinary Share of 0.44 SGD each Fully paid up. 16,88,603 ordinary share of 0.10 SGD each Fully paid up. 16,88,603 ordinary share of 1.00 SGD each Fully paid up.
	b. Extent of holding	100%	100%	100%	100%	100%	100%	100%
4	The Net aggregate amount of Profits/ (Losses) for the current period of the subsidiary so far as it concerns the members of the holding company							
	a. Not dealt within the accounts of Aurionpro Solutions Limited: For the financial year ended March 31, 2011	Rs. 10,785 thousands (US$ 2,68,999)	Rs. 51,328 thousands (US$ 11,43,289)	Rs.2,13,564 thousands (BHD 17,84,022)	Rs. 3,756 thousands	Rs. 547 thousands (GBP 7,791)	Rs. 3,258 thousand (HK$ 5,61,239)	Rs. 35,457 thousands (SG$ 10,42,861)
	2) For the previous financial years of the Subsidiary Companies since they became the holding Company's subsidiaries	Rs. 49,910 thousands (US$ 12,32,747)	Rs. (21,258) thousands (US$ (-)1,60,210)	Rs.2,00,838 thousands (BHD 14,69,893)	Rs. 11,333 thousands	Rs. 7,334 thousands (GBP 1,03,316)	Rs. (2,898) thousand (HK$ (-) 4,32,874)	Rs. 67,769 thousands (SG$ 20,26,755)
	b. Dealt within the holding company's accounts: 1) For the financial year ended March 31, 2011							
	2) For the previous financial years of the subsidiary companies since they became the holding Company's subsidiaries							

Statement Pursuant To Section 212 Of The Companies Act, 1956 Relating To Company's Interest In Subsidiary Companies:

S.N	Particulars	Integro Technologies SDN.BHD, Mayasia	Aurofidel Outsourcing Ltd, India	Sena Systems Inc, USA	Sena Systems (India) Pvt Ltd, India	Aurionpro SCM Pte.Ltd., Singapore	Aurionpro Solutions PTY.Ltd , Australia	Kairoleaf Analytics (S) Pte Ltd., Singapore
1	The Financial year of the Subsidiary Companies ended	March 31, 2011	March 31, 2011	March 31, 2011	March 31, 2011	March 31, 2011	March 31, 2011	March 31, 2011
2	Date from which they became subsidiary	December 7, 2007	March 8, 2008	April 1, 2008	April 1, 2008	November 9, 2009	December 17, 2009	April 1, 2010
3	Shares of the subsidiary held by Aurionpro Solutions Limited on the above dates: a. Number of shares held	1,00,000 Equity Shares of RM 1 each	5,00,000 equity shares of Rs.10 each Fully Paid.	(Nil) Equity Shares of without Par value	135 Equity Shares of without Par value	10,000 equity share of 1 USD each Fully paidup	2 share of Australia $ 1.00 each Fully paid up	1 Equity Shares of USD 1 each Fully paid
	b. Extent of holding	100%	100%	100%	100%	100%	100%	100%
4	The Net aggregate amount of Profits/ (Losses) for the current period of the subsidiary so far as it concerns the members of the holding company							
	a. Not dealt within the accounts of Aurionpro Solutions Limited: For For the financial year ended March 31, 2011	Rs. (-) 8,892 thousands (SG$ (-) 2,68,354)	Rs. 7,294 thousands	Rs. 6,517 thousands (US$ 142,081)	Rs. 11,520 thousands	Rs. 4,189 thousands (US$ 99141)	Rs. 5,558 thousands (AUD$126,241	Rs. (153) thousands (SGD$ (-)3413)
	2) For the previous financial years of the Subsidiary Companies since they became the holding Company's subsidiaries	Rs. (-) 8,892 thousands (SG$ (-) 2,68,354)	Rs. 6,279 thousands	Rs. 9,366 thousands (US$ 1,94,949)	Rs. 17,868 thousands	Rs. 21,231 thousands (US$ 4,70,342)	Rs. (-)1,093 thousands (AUD$(-) 26,430	
	b. Dealt within the holding company's accounts: 1) For the financial year ended March 31, 2011							
	2) For the previous financial years of the subsidiary companies since they became the holding Company's subsidiaries							

Statement Relating To Subsidiary Companies As On March 31, 2011

S. N	Equity	Issued & Subscribed share Capital	Reserves (net of profit & loss a/c debit balances)	Total Liabilities	Investments	Total Assets	Turnover	Profit/ (Loss) before Taxation	Provisions for Taxation	Profit/ (Loss) after Taxation	Proposed Dividend
1	Aurionpro Solutions Pte Ltd.	59,092	64,011	350,657	89,946	383,814	99,458	12,923	2,138	10,785	-
2	Aurionpro Solutions INC	481	278,603	437,591	-	716,675	1,650,937	74,293	22,965	51,328	-
3	Aurionpro Solutions SPC	178,428	703,214	460,321	-	1,341,964	519,357	213,564	-	213,564	-
4	Auroscient Outsourcing Ltd.	500	12,925	209,461	-	222,886	170,332	5,689	1,934	3,756	-
5	E2E Infotech Ltd.	726	56,620	48,183	-	105,530	185,421	890	343	547	-
6	Aurionpro Solutions (HK) Ltd.	0	3,330	913	-	4,242	26,974	3,419	161	3,258	-
7	Integro Technologies Pte Ltd.	191,277	188,450	176,057	-	555,783	380,845	35,883	426	35,457	-
8	Aurofidel Outsourcing Ltd.	5,000	16,157	74,276	-	95,432	214,571	13,042	5,748	7,294	-
9	Sena Systems INC.	-	-	-	-	-	140,815	11,434	4,917	6,517	-
10	Sena Systems (India) Pvt Ltd.	-	-	-	-	-	43,172	13,792	2,272	11,520	-
11	Aurionpro SCM Pte. Ltd.	455	25,590	40,171	-	66,216	95,362	4,619	430	4,189	-
12	Aurionpro Solutions PTY. Ltd.	0	4,656	8,326	-	12,983	19,572	7,434	1,877	5,558	-
13	Kairoleaf Analytics Pte Ltd.	-	-	-	-	-	1,072	(153)	-	(153)	-

Note:

S.N	Currency	Entity	Balance sheet Conversion Rate as at March 31, 2011	Profit & Loss Account Convertion Rate (Average rate)
1	US$	Aurionpro Solutions Pte.Ltd (Singapore)	44.65	44.90
2	US$	Aurionpro Solutions INC (USA)	44.65	44.90
3	BHD	Aurionpro Solutions SPC (Bahrain)	119.77	119.30
4	GBP	E2E Infotech Ltd (United Kingdom)	72.60	70.21
5	SG$	Kairoleaf Analytics (S) Pte Ltd.,Singapore	35.88	34.02
6	HK$	Aurionpro Solutions (HK) Ltd (Hongkong)	5.814	5.805
7	SG$	Integro Technologies Pte Ltd (Singapore)	35.88	34.02
8	SG$	Integro Technologies SDN. BHD (Malaysia)	35.88	34.02
9	US$	Sena System INC (USA)	44.65	44.90
10	US$	Aurionpro SCM Pte.Ltd. (Sinagpore)	44.65	44.90
11	AUD$	Aurionpro Solutions PTY.Ltd (Australia)	46.69	44.03

India

aurionPro Solutions Limited
(Corporate Headquarters)
404, Nomura, High Street,
Hiranandani Business Park, Powai,
Mumbai - 400 076
MH - INDIA
Phone: +91-22-6770 7700 / 7701
Fax: +91-22-6770 7722
E-mail: info@aurionpro.com
For product/sales enquiry:
E-mail: krishna.das@aurionpro.com
Phone: +91-22-6770 7183

Singapore

aurionPro Solutions Pte. Ltd.
39 Robinson Road
07-01 Robinson Point
Singapore 068911.
Phone: 6536 4852
Fax: 6536 4864
E-mail: info-sg@aurionpro.com

Bahrain

aurionPro Solutions SPC.
P.O. Box 11490, Manama
Kingdom of Bahrain
Phone: (+973) 17 217 991
Support: (+973) 17 276 511
Fax: (+973) 17 217 992
E-mail: info@aurionpro.com

United States

aurionPro Solutions, Inc.
(USA Headquarters)
2410 Camino Ramon #339,
San Ramon, CA 94583
Phone: +1-925-242-0777
Fax: +1-925-242-0778
Email: info-usa@aurionpro.com

aurionPro Solutions (East Coast)
SENA Systems, Inc.
379 Thornall Street
2nd Floor
Edison NJ 08837
Phone: 732-548-9408
Fax: 732-548-9455
Email: info-usa@aurionpro.com
Email: info@senasystems.com
Website: www.senasystems.com

United Kingdom
E2E infotech
15 Mulberry Place
London SE9 6AR
Phone: +44 (20) 8331 2450
Fax: +44 (20) 8331 2451
Email: info@e2einfotech.com
Website: www.e2einfotech.com

Designed by Raka Advertising

aurionPro™