

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company	<input type="text" value="L99999MH1997PLC111637"/>	<input type="button" value="Pre-fill"/>						
Global Location Number (GLN) of the company	<input type="text"/>							
* Permanent Account Number (PAN) of the company	<input type="text" value="AAACV7297H"/>							
(ii) (a) Name of the company	<input type="text" value="AURIONPRO SOLUTIONS LIMIT"/>							
(b) Registered office address	<input type="text" value="SYNERGIA IT PARK,PLOT NO-R-270,T.T.C.INDUTRIAL ESTATE,NEAR RABALE POLICE STATION,NAVI MUMBAI NAVIMUMBAI Thane Maharashtra 400701"/>							
(c) *e-mail ID of the company	<input type="text" value="ninad.kelkar@aurionpro.com"/>							
(d) *Telephone number with STD code	<input type="text" value="2240407070"/>							
(e) Website	<input type="text" value="www.aurionpro.com"/>							
(iii) Date of Incorporation	<input type="text" value="31/10/1997"/>							
(iv)	<table border="1"><thead><tr><th>Type of the Company</th><th>Category of the Company</th><th>Sub-category of the Company</th></tr></thead><tbody><tr><td>Public Company</td><td>Company limited by shares</td><td>Indian Non-Government company</td></tr></tbody></table>	Type of the Company	Category of the Company	Sub-category of the Company	Public Company	Company limited by shares	Indian Non-Government company	
Type of the Company	Category of the Company	Sub-category of the Company						
Public Company	Company limited by shares	Indian Non-Government company						
(v) Whether company is having share capital	<input checked="" type="radio"/> Yes <input type="radio"/> No							
(vi) *Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No							

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LTD	1
2	National Stock	1,024

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD  
SAKINAKA

(vii) \*Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 25/09/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	63.09
2	J	Information and communication	J8	Other information & communication service activities	36.91

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 21

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Cyberinc Corporation, USA		Subsidiary	80.66

2	SENA SYSTEMS PRIVATE LIMITED	U72900PN2005PTC020913	Subsidiary	100
3	Spike INC		Subsidiary	100
4	Aurionpro Solutions PLC United Kingdom		Subsidiary	100
5	Aurionpro Solutions PTY Ltd		Subsidiary	100
6	AUROFIDEL OUTSOURCING LIMITED	U72900MH2008PLC179836	Subsidiary	100
7	PT Aurionpro Indonesia		Subsidiary	80
8	Aurionpro Solutions Pte. Ltd., Singapore		Subsidiary	100
9	Aurionpro Fintech INC		Subsidiary	100
10	Aurionpro Holding Pte Ltd Singapore		Subsidiary	100
11	Aurionpro Solutions (Africa) Ltd		Subsidiary	100
12	Integro Technologies Pte. Ltd., Singapore		Subsidiary	100
13	Integro Technologies SDN. BHD		Subsidiary	100
14	Integro Technologies Co. Ltd., Singapore		Subsidiary	100
15	Servopt Consulting Private Limited	U74900MH2012PTC238704	Subsidiary	100
16	Intellvisions Solutions Private Limited	U72900MH2011PTC222917	Subsidiary	100
17	Intellvisions Software LLC, UAE		Joint Venture	49
18	Intellvisions Security & Surveillance Solutions LLC, UAE		Joint Venture	49
19	Aurionpro Market Systems Pte Ltd		Subsidiary	100
20	Aurionpro Future Solutions Pte Ltd		Subsidiary	100
21	Integrosys Corporation Philippines		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	66,150,000	23,614,301	23,614,301	23,614,301
Total amount of equity shares (in Rupees)	661,500,000	236,143,010	236,143,010	236,143,010

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	66,150,000	23,614,301	23,614,301	23,614,301
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	661,500,000	236,143,010	236,143,010	236,143,010

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	21,950,301	219,503,010	219,503,010	

<b>Increase during the year</b>	1,664,000	16,640,000	16,640,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	1,085,000	10,850,000	10,850,000	
v. ESOPs	579,000	5,790,000	5,790,000	
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	23,614,301	236,143,010	236,143,010	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			404,635,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			174,209,000
Deposit			0
<b>Total</b>			<b>578,844,000</b>

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

2,679,398,570

**(ii) Net worth of the Company**

2,018,444,305

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,008,598	12.74	0	
	(ii) Non-resident Indian (NRI)	3,626,301	15.36	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	774,047	3.28	0	
10.	Others	0	0	0	
	<b>Total</b>	7,408,946	31.38	0	0

**Total number of shareholders (promoters)**

15

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,412,476	39.86	0	
	(ii) Non-resident Indian (NRI)	2,340,548	9.91	0	
	(iii) Foreign national (other than NRI)	107,714	0.46	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	86,309	0.37	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	15,800	0.07	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,504,655	14.84	0	
10.	Others Trust & Foreign Portfolio Inv	737,853	3.12	0	
	<b>Total</b>	16,205,355	68.63	0	0

**Total number of shareholders (other than promoters)**

9,238

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

9,253

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Elara India Opportunit	C/O. ICICI BANK LTD., SMS				

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	15	15
Members (other than promoters)	8,898	9,238
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	3	0	3	0	23.37
<b>B. Non-Promoter</b>	0	5	1	4	1.12	1.07
(i) Non-Independent	0	2	1	1	1.12	0
(ii) Independent	0	3	0	3	0	1.07
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	0	8	1	7	1.12	24.44

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJAY ANANTRAI DE	00077915	Director	422,631	14/09/2018
AMIT RAMESH CHAND	00122623	Director	1,576,804	
MAHENDRA SINGH ME	00376396	Director	252,838	
PARESH CHANDULAL	01240552	Director	3,519,301	
CAROL LOUISE REALI	01372377	Director	0	
HARIHARAN SAMBHA	01561575	Director	0	30/05/2018
SAMIR NARESH SHAH	06651914	Director	263,500	
FRANK PAUL OSUSKY	06986838	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NINAD PRABHAKAR K	ANGPK2054D	Company Secretary	6,010	
SACHIN SATISH SANG	ATJPS1967Q	CFO	15,001	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SAMIR NARESH SHAH	06651914	Director	28/08/2017	Appointed as Chief Executive Officer
SACHIN SATISH SANG	ATJPS1967Q	CFO	28/08/2017	Appointed as Chief Financial Officer

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2017	8,685	34	16.4
NCLT Convened Meeting	23/01/2018	8,770	58	23.33

**B. BOARD MEETINGS**

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2017	8	5	62.5
2	09/05/2017	8	4	50
3	30/05/2017	8	5	62.5
4	27/07/2017	8	4	50
5	28/08/2017	8	4	50
6	13/11/2017	8	3	37.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	08/12/2017	8	4	50
8	13/02/2018	8	6	75

### C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	09/05/2017	3	3	100
2	Audit Committee	30/05/2017	3	3	100
3	Audit Committee	28/08/2017	3	3	100
4	Audit Committee	08/12/2017	3	3	100
5	Audit Committee	13/02/2018	3	3	100
6	Nomination and Remuneration	28/08/2017	3	2	66.67
7	Nomination and Remuneration	13/11/2017	3	2	66.67
8	Corporate Social Responsibility	30/05/2017	4	2	50

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/09/2018
								(Y/N/NA)
1	SANJAY ANA	8	6	75	0	0	0	No
2	AMIT RAMESH	8	8	100	6	6	100	Yes
3	MAHENDRA SINGH	8	8	100	8	6	75	Yes
4	PARESH CHANDRA	8	3	37.5	0	0	0	Yes
5	CAROL LOUISE	8	3	37.5	3	2	66.67	No
6	HARIHARAN SINGH	8	2	25	0	0	0	No

7	SAMIR NARE	8	3	37.5	1	0	0	No
8	FRANK PAUL	8	2	25	7	7	100	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sachin Satish Sang	Chief Financial C	4,896,891	0	0	0	4,896,891
2	Ninad Prabhakar Ke	Company Secre	4,155,381	0	0	0	4,155,381
	Total		9,052,272	0	0	0	9,052,272

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

Aurionpro Solution	Securities and Exc	25/10/2017	SEBI (ICDR) Regula	Penalty under Reg	NA
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(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

AMIT RAMESH CHANDRA SHETH  
 Digitally signed by  
 AMIT RAMESH CHANDRA SHETH  
 Date: 2018.12.27 14:42:53 +05'30'

DIN of the director

To be digitally signed by

NINAD  
PRABHAKA  
R KELKAR

Digitally signed by  
NINAD PRABHAKAR  
KELKAR  
Date: 2018.12.27  
14:44:33 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of Shareholders as on 31-03-2018.pdf
MGT-8 - ASL.pdf

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**