

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

L99999MH1997PLC111637

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACV7297H

(ii) (a) Name of the company

AURIONPRO SOLUTIONS LIMIT

(b) Registered office address

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

ninad.kelkar@aurionpro.com

(d) *Telephone number with STD code

2240407070

(e) Website

www.aurionpro.com

(iii) Date of Incorporation

31/10/1997

(iv)	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

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes 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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 20/09/2019

(b) Due date of AGM 30/09/2019

(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	50.36
2	J	Information and communication	J8	Other information & communication service activities	49.64

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

*No. of Companies for which information is to be given 22

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Cyberinc Corporation, USA		Subsidiary	80.62

2	SENA Systems Pvt. Ltd., India (S	U72900PN2005PTC020913	Subsidiary	100
3	Spike INC, USA (Subsidiary of C		Subsidiary	100
4	Aurionpro Solutions PLC, Unite		Subsidiary	100
5	Aurionpro Solutions PTY Ltd., A		Subsidiary	100
6	Aurofidel Outsourcing Ltd., Inc	U72900MH2008PLC179836	Subsidiary	100
7	PT Aurionpro Solutions, Indone		Subsidiary	80
8	Aurionpro Solutions Pte. Ltd., S		Subsidiary	100
9	Aurionpro Fintech INC, USA (S		Subsidiary	100
10	Aurionpro Holding Pte Ltd., Sir		Subsidiary	100
11	Aurionpro Solutions (Africa) Lt		Subsidiary	50
12	Integro Technologies Pte. Ltd.,		Subsidiary	100
13	Integro Technologies SDN. BHI		Subsidiary	100
14	Integro Technologies Co. Ltd.,		Subsidiary	100
15	Servopt Consulting Pvt. Ltd., In	U74900MH2012PTC238704	Subsidiary	100
16	Intellvisions Solutions Pvt. Ltd.	U72900MH2011PTC222917	Subsidiary	100
17	Intellvisions Software LLC, UAE		Joint Venture	49
18	Aurionpro Market Systems Pte		Subsidiary	90
19	Aurionpro Future Solutions Pte		Subsidiary	90
20	Integrosys Corporation, Philipp		Subsidiary	100
21	SC Soft Pte. Ltd. (Associate of A		Associate	29.4
22	Neo BNK, Singapore (Subsidiar		Subsidiary	51

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	23,636,301	23,636,301	23,636,301
Total amount of equity shares (in Rupees)	661,500,000	236,363,010	236,363,010	236,363,010

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	66,150,000	23,636,301	23,636,301	23,636,301
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	661,500,000	236,363,010	236,363,010	236,363,010

(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
Equity shares				
At the beginning of the year	23,614,301	236,143,010	236,143,010	

Increase during the year	22,000	220,000	220,000	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	22,000	220,000	220,000	
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	
x. Others, specify				
Decrease during the year	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				
At the end of the year	23,636,301	236,363,010	236,363,010	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	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				
Decrease during the year	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				
At the end of the year	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			965,862,842.24
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			199,759,199.5
Deposit			0
Total			1,165,622,041.74

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
Total					

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

3,318,856,762

(ii) Net worth of the Company

4,657,770,551

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	1,909,052	8.08	0	
	(ii) Non-resident Indian (NRI)	3,626,301	15.34	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	3.27	0	
10.	Others	0	0	0	
	Total	6,309,400	26.69	0	0

Total number of shareholders (promoters)

9

(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	10,451,064	44.22	0	
	(ii) Non-resident Indian (NRI)	2,332,283	9.87	0	
	(iii) Foreign national (other than NRI)	4,000	0.02	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	52,653	0.22	0	
5.	Financial institutions	300	0	0	
6.	Foreign institutional investors	33,877	0.14	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,070,759	17.22	0	
10.	Others 0	381,965	1.62	0	
	Total	17,326,901	73.31	0	0

Total number of shareholders (other than promoters)

9,266

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

9,275

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

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**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	9
Members (other than promoters)	9,238	9,266
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
A. Promoter	0	3	1	1	14.89	6.67
B. Non-Promoter	1	4	0	4	0	5.48
(i) Non-Independent	1	1	0	1	0	4.41
(ii) Independent	0	3	0	3	0	1.07
C. Nominee Directors representing	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
Total	1	7	1	5	14.89	12.15

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

8

(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)
AMIT RAMESH CHAND	00122623	Director	1,576,804	
PARESH CHANDULAL	01240552	Managing Director	3,519,301	
MAHENDRA SINGH ME	00376396	Director	252,838	
FRANK PAUL OSUSKY	06986838	Director	0	
AJAY DILKUSH SARUF	00233245	Director	1,043,094	
SUDHA BHUSHAN	01749008	Director	108	
NINAD PRABHAKAR K	ANGPK2054D	Company Secretar	6,010	
SACHIN SATISH SANG	ATJPS1967Q	CFO	11,881	30/06/2019

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

6

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)
CAROL LOUISE REALI	01372377	Director	31/12/2018	Resigned from the Directorship with effect from 31/12/2018
SAMIR NARESH SHAH	06651914	Director	15/02/2019	Resigned as CEO and Director of the Company with effect from 15/02/2019
AJAY DILKUSH SARUF	00233245	Additional director	27/10/2018	Appointed as Non-executive Director with effect from 27/10/2018
SUDHA BHUSHAN	01749008	Additional director	25/03/2019	Appointed as Independent Director with effect from 25/03/2019
SANJAY ANANTRAI DE	00077915	Director	14/09/2018	Resigned from the Directorship with effect from 14/09/2018
SAMBHASHIVA HARIH	01561575	Director	30/05/2018	Resigned from the Directorship with effect from 30/05/2018

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

1

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	25/09/2018	9,012	48	39.48

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/04/2018	8	4	50
2	30/05/2018	8	5	62.5
3	06/08/2018	7	6	85.71
4	27/10/2018	6	4	66.67
5	22/01/2019	6	5	83.33
6	25/03/2019	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

8

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	30/05/2018	3	3	100
2	Audit Committee	06/08/2018	3	3	100
3	Audit Committee	27/10/2018	3	3	100
4	Audit Committee	22/01/2019	3	3	100
5	Nomination and Remuneration	28/08/2018	3	3	100
6	Nomination and Remuneration	27/10/2018	3	2	66.67
7	Nomination and Remuneration	25/03/2019	2	2	100
8	Corporate Social Responsibility	25/03/2019	2	2	100

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	20/09/2019
								(Y/N/NA)
1	AMIT RAMESH	6	6	100	5	5	100	Yes
2	PARESH CHANDRA	6	6	100	0	0	0	Yes
3	MAHENDRA SINGH	6	6	100	8	8	100	Yes
4	FRANK PAUL	6	5	83.33	7	7	100	No
5	AJAY DILKUSH	2	2	100	0	0	0	No
6	SUDHA BHUSAR	0	0	0	0	0	0	Yes

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	3,926,348	0	0	0	3,926,348
2	Ninad Prabhakar Ke	Company Secre	3,061,928	0	0	0	3,061,928
	Total		6,988,276	0	0	0	6,988,276

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

2

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	BSE Limited	31/01/2019	SEBI LODR Regula	SEBI LODR Regul	
Aurionpro Solution	National Stock Exc	31/01/2019	SEBI LODR Regula	SEBI LODR Regul	

(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

Mr. Milind Nirkhe

Whether associate or fellow

Associate Fellow

Certificate of practice number

2312

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: 2019.12.23 12:35:55 +05'30'

DIN of the director

00122623

To be digitally signed by

NINAD PRABHAKAR R KELKAR
Digitally signed by
NINAD PRABHAKAR R KELKAR
Date: 2019.12.23 12:36:26 +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

Attach
Attach
Attach
Attach

List of attachments

ASL_List_of_Shareholders_as_on_31_03_2013.pdf
ASL_Form_MGT_8_reduced.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