

29th June, 2021

To,
Deptt. of Corporate Services- Listing
BSE Limited
1st Floor, Rotunda Building,
Dalal Street,
Mumbai – 400001

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021.

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith Annual Secretarial Compliance Report for the year ended 31st March, 2021 issued by M/s Milind Nirkhe & Associates – Practicing Company Secretary.

For Aurionpro Solutions Limited


Ninad Kelkar
Company Secretary





MILIND NIRKHE & ASSOCIATES
COMPANY SECRETARIES

Annual Secretarial Compliance Report of Aurionpro Solutions Limited for the year ended 31st March, 2021.

Aurionpro Solutions Limited

Synergia IT park, Plot No-R-270,
T.T.C. Industrial Estate,
Near Rabale Police Station,
Navi Mumbai – 400701.

We Milind Nirkhe & Associates have examined:

- a) all the documents and records made available to us and explanation provided by Aurionpro Solutions Limited (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- c) Website of the listed entity,
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2021 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);



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The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the review period)
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the company during the review period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the review period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable to the company during the review period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and based on the above examination, we hereby report that, during the Review Period:
 - a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:



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Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1)	Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not appointed Independent Director on the Board of Directors of Unlisted Material Subsidiary incorporated outside India i.e Cyberinc Corporation Inc, USA ("Cyberinc") pursuant to Regulation 24(1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	As informed to me by Management, the Company in its Board meeting held on 06th May,2021 had approved exit from the Cyber Security business by divesting entire stake in the Cyberinc subject to Members approval, which is being sought from the shareholders through postal ballot. Considering this, appointment of Independent director on the Board of Cyberinc may not be required.
2)	Regulation 33(3)(h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company was not able to conduct audit or limited review of quarterly consolidated financial results, at least eighty percent of each of the consolidated assets and profits, respectively as per Reg. 33(h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	As informed to me by Management, in view of multiple restrictions and lockdowns imposed by various federal and state authorities across the globe to contain the COVID-19 spread, the full audit/limited review of certain subsidiaries for FY 2020-21 could not be conducted. However, the company has endeavored to comply with the said requirement to the extent in respect of consolidated revenue, profits/loss (for Profit/loss, forty-eight percentages for fourth quarter) and Assets (for assets seventy-two percentage for first quarter and Sixty-Seven percentage for Second and third quarter.)

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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr.No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:



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Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations Made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<p>Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has not appointed Independent Director on the Board of Directors of Unlisted Material Subsidiary incorporated outside India i.e Cyberinc Corporation Inc, USA ("Cyberinc") pursuant to Regulation 24(1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	31/03/2020	<p>The Company in its Board meeting held on 06th May, 2021 had approved exit from the Cyber Security business by divesting entire stake in the Cyberinc subject to Members approval, which is being sought from the shareholders through postal ballot.</p>	<p>As informed to me by Management, the Company in its Board meeting held on 06th May, 2021 had approved exit from the Cyber Security business by divesting entire stake in the Cyberinc subject to Members approval, which is being sought from the shareholders through postal ballot. Considering this, appointment of Independent director on the Board of Cyberinc may not be required.</p>

For Milind Nirkhe & Associates,

Place: Mumbai
Date: May 28, 2021

Signature:
Milind Nirkhe
Name of the Practicing Company Secretary
FCS No.: 4156
C P No.: 2312
UDIN NO: F004156C000386736

Office No. 2, Mahim Sampada CHS, Plot No. 53/8, Bhagat Lane, Matunga (West), Mumbai - 400016

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