

# 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 (other than OPCs and Small Companies)

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
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (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
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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 Exchange of India Limited	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 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM 24/09/2021

(b) Due date of AGM 30/09/2021

(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	72.74
2	J	Information and communication	J8	Other information & communication service activities	27.26

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

\*No. of Companies for which information is to be given 26

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Cyberinc Corporation, USA(Sul		Subsidiary	58.18

2	AUROFIDEL OUTSOURCING LIM	U72900MH2008PLC179836	Subsidiary	100
3	PT Aurionpro Solutions, Indone		Subsidiary	80
4	Aurionpro Solutions Pte. Ltd., S		Subsidiary	100
5	Servopt Consulting Pvt. Ltd., In		Subsidiary	100
6	INTELLVISIONS SOLUTIONS PR	U72900MH2011PTC222917	Subsidiary	100
7	SCSOFT TECHNOLOGIES PRIVA	U72200KL2010PTC025477	Subsidiary	51
8	SENA Systems Pvt. Ltd., India (S	U72900PN2005PTC020913	Subsidiary	100
9	Spike INC, USA (Subsidiary of C		Subsidiary	100
10	Aurionpro Solutions PLC, Unite		Subsidiary	100
11	Aurionpro Solutions PTY Ltd., A		Subsidiary	100
12	Integro Technologies Pte. Ltd.,		Subsidiary	100
13	Integro Technologies SDN. BHD		Subsidiary	100
14	Integro Technologies Co. Ltd.,		Subsidiary	100
15	Aurionpro Market Systems Pte		Subsidiary	100
16	Integro Technologies (Vietnam		Subsidiary	100
17	Integrosys Corporation, Philipp		Subsidiary	100
18	SC Soft Pte. Ltd. (Subsidiary of		Subsidiary	51
19	Shenzhen SC Trading Co. Ltd. (		Subsidiary	100
20	Extrabox Pte. Ltd. (Subsidiary c		Subsidiary	100
21	Neo BNK, Singapore (Subsidiar		Subsidiary	100
22	Aurionpro Solutions (Africa) Lt		Subsidiary	50
23	Aurionpro Fintech INC, USA (S		Subsidiary	100
24	Aurionpro Holding Pte Ltd., Sir		Subsidiary	100
25	SC SOFT SDN BHD. (Subsidiary		Subsidiary	100
26	Intellvisions Software LLC, UAE		Joint Venture	49

#### 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	22,800,165	22,800,165	22,800,165
Total amount of equity shares (in Rupees)	661,500,000	228,001,650	228,001,650	228,001,650

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	66,150,000	22,800,165	22,800,165	22,800,165
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	661,500,000	228,001,650	228,001,650	228,001,650

###### (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
	Physical	DEMAT	Total			
<b>Equity shares</b>						

<b>At the beginning of the year</b>	644,961	22,155,204	22800165	228,001,650	228,001,650	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	644,961	22,155,204	22800165	228,001,650	228,001,650	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0

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

ISIN of the equity shares of the company

**(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		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
[ ]			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
[ ]			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
[ ]			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
	[ ]		
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
[ ]			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
[ ]			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*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

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**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
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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**

1,917,065,398.22

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

4,358,280,249.62

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,950,249	8.55	0	
	(ii) Non-resident Indian (NRI)	4,002,301	17.55	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	3.39	0	
10.	Others	0	0	0	
	<b>Total</b>	6,726,597	29.49	0	0

**Total number of shareholders (promoters)**

10

**(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	9,439,134	41.4	0	
	(ii) Non-resident Indian (NRI)	3,439,628	15.09	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	51,528	0.23	0	
5.	Financial institutions	25,000	0.11	0	

6.	Foreign institutional investors	29,768	0.13	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,973,070	13.04	0	
10.	Others IEPF, Clearing Member	111,440	0.49	0	
	<b>Total</b>	16,073,568	70.51	0	0

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

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

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

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	10	10
Members (other than promoters)	8,166	9,264
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>	1	1	1	1	17.46	7.5
<b>B. Non-Promoter</b>	0	4	0	4	0	5.68
(i) Non-Independent	0	1	0	1	0	4.57
(ii) Independent	0	3	0	3	0	1.11

<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
Total	1	5	1	5	17.46	13.18

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)
PARESH CHANDULAL	01240552	Managing Director	3,981,301	
AMIT RAMESH CHAND	00122623	Director	1,709,011	
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	3,010	
Vipul Parmar	AHBPP2573K	CFO	32,572	

**(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)
HEMANT KEWALCHAN	AEXPC7074F	CFO	12/06/2020	Resigned from CFO post
Vipul Parmar	AHBPP2573K	CFO	29/06/2020	Appointed as CFO

**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	18/09/2020	8,190	58	32.24

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/06/2020	6	6	100
2	07/09/2020	6	5	83.33
3	06/11/2020	6	6	100
4	05/02/2021	6	5	83.33

**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	29/06/2020	3	3	100
2	Audit Committee	07/09/2020	3	3	100
3	Audit Committee	06/11/2020	3	3	100
4	Audit Committee	05/02/2021	3	3	100
5	Nomination and Remuneration	29/06/2020	3	3	100
6	Nomination and Remuneration	05/02/2021	3	3	100
7	Stakeholders Forum	29/06/2020	3	3	100
8	Corporate Social Responsibility	05/02/2021	3	3	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	24/09/2021
								(Y/N/NA)
1	PARESH CHA	4	4	100	0	0	0	Yes
2	AMIT RAMES	4	4	100	6	6	100	Yes
3	MAHENDRA S	4	4	100	8	8	100	Yes
4	FRANK PAUL	4	4	100	7	7	100	No
5	AJAY DILKUS	4	2	50	0	0	0	No
6	SUDHA BHUS	4	4	100	3	3	100	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ninad Prabhakar Ke	Company Secre	4,193,962	0	0	0	4,193,962
2	Hemant Kewalchan	Chief Financial C	1,215,403	0	0	0	1,215,403
3	Vipul Parmar	Chief Financial C	2,848,236	0	0	0	2,848,236
	Total		8,257,601	0	0	0	8,257,601

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

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

(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:

1. 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.
2. 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

Digitally signed by  
AMIT RAMESH  
CHANDRA  
SHETH  
Date: 2021.12.25  
21:27:25 +05'30'

DIN of the director

#### To be digitally signed by

Digitally signed by  
NINAD  
PRABHAKA  
R KELKAR  
Date: 2021.12.25  
21:28:50 +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

#### List of attachments

ASL\_List\_of\_share\_holders\_31\_03\_2021.p  
FORM MGT\_8\_AS\_L 2020-2021\_17\_12\_20

**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**



# MILIND NIRKHE & ASSOCIATES

## COMPANY SECRETARIES

### Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **AURIONPRO SOLUTIONS LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2021. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. Its status under the Act;

**The present status of the Company on the [www.mca.gov.in](http://www.mca.gov.in) is Active, Listed Public Company, Registered with ROC- Maharashtra.**

2. Maintenance of registers/records & making entries therein within the time prescribed there for;

**The Company has maintained all the registers and made all the necessary entries within prescribed time.**

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Central Government, within the prescribed time;

**The Company has filed all the applicable forms and returns with ROC/MCA, within the prescribed time**

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

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[milind\\_nirkhe@yahoo.com](mailto:milind_nirkhe@yahoo.com) / [milindsoffice@gmail.com](mailto:milindsoffice@gmail.com) | Website: [milindnirkheandassociates.com](http://milindnirkheandassociates.com)





# MILIND NIRKHE & ASSOCIATES

## COMPANY SECRETARIES

4. Calling/ convening/ holding meetings of Board of Directors, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

**All the Meetings of the Board of Directors, and the meetings of the members of the Company were called/ convened on due dates as stated in annual return and held as per Companies Act, 2013 and properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. During the financial year under review company has not passed any resolution(s) by circulation which were required to be noted in the subsequent board meeting.**

5. Closure of Register of Members / Security holders, as the case may be.

**The Register of Members and Share Transfer Books of the Company had been closed as per the provisions of the Companies Act, 2013 and rules made there under.**

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

**The Company has not advanced any loans to its directors and/or persons or firms or companies referred in Section 185 of the Act.**

7. Contracts/arrangements with related parties as specified in section 188 of the Act;

**All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.**

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

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milind\_nirkhe@yahoo.com / milindsoffice@gmail.com | Website: milindnirkheandassociates.com



## MILIND NIRKHE & ASSOCIATES

### COMPANY SECRETARIES

**The Company, with an objective to retain and attract talent in the organization, had launched Employee Share Purchase Scheme, 2017 ("ESPS"), during the year 2017-18. The ESPS 2017 has been framed implemented in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014. During the year, the Company did not allotted shares under the ESPS 2017. As on the date 5,50,765 shares are available for further Grant.**

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

**The Company has neither kept in abeyance the rights to dividend, rights shares and bonus shares nor has the Company received any application for registration of transfer of shares in compliance with the provisions of the Act.**

10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

**There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company, except for Rs.2,350/- pertaining to financial year 2011-12. As on date the Company has completed necessary procedure in this regard.**

11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

**The Financial Statement for the Financial Year 2020-2021 and Report of Directors for the Financial Year 2020-2021 were signed as per the provisions of section sub - sections (3), (4) and (5) 134 of the Act;**

12. Constitution / appointment/ re-appointments/ retirement/ disclosures of the Directors, and the remuneration paid to them;

**The Company has complied with the provisions of the Act, with respect to Constitution / appointment/ re-appointments/ retirement/ disclosures of the Directors, and the remuneration paid to them.**



## MILIND NIRKHE & ASSOCIATES

### COMPANY SECRETARIES

**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**

13. Reappointment of auditors as per the provisions of section 139 of the Act;

**At the 24<sup>th</sup> Annual General Meeting, the Company has appointed M/S. Chokshi & ChokshiLLP Chartered Accountant for the period of two years**

14. Approvals required to be taken from the Central Government, under the various provisions of the Act;

**The Company was not required to obtain any approvals from the Central Government, under the various provisions of the Act during the Financial Year under review.**

15. Acceptance/ renewal/ repayment of deposits;

**The Company has not accepted/ renewed/ repaid deposit during the Financial Year under review.**

16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

**The Company has not done any Borrowings from its directors, members. However, the company has done borrowings from Banks and for which the Company has filed Forms for creation/ modification/ satisfaction of charge in that respect, wherever applicable with ROC/MCA.**

17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;



# MILIND NIRKHE & ASSOCIATES

## COMPANY SECRETARIES

**The Company has granted Loans, Guarantees and Investments in compliance with Section 186 of the Act to its Subsidiaries.**

18. Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**The Company has not made any alteration in the Memorandum and/ or Articles of Association of the Company;**

Place: Mumbai  
Date: 20.12.2021  
Name of Company Secretary in practice: CS Milind Nirkhe

C.P. No. :2312

UDIN No: F004156C001832433

Signature:

MILIND VASANT  
NIRKHE

Digitally signed by  
MILIND VASANT NIRKHE  
Date: 2021.12.20 16:24:41  
+05'30'

Note: The qualification, reservation or adverse remarks; if any, may be stated at the relevant place(s).

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

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