

30th May, 2023

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, 2023.

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, 2023 issued by M/s Milind Nirkhe & Associates – Practicing Company Secretary.

For Aurionpro Solutions Limited

Ninad
Prabhakar
Kelkar

Digitally signed by
Ninad Prabhakar Kelkar
Date: 2023.05.30
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Ninad Kelkar
Company Secretary



MILIND NIRKHE & ASSOCIATES

COMPANY SECRETARIES

Annual Secretarial Compliance Report of Aurionpro Solutions Limited for the year ended 31st March, 2023.

To

Aurionpro Solutions Limited

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

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Aurionpro Solutions Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Synergia IT park, Plot No-R-270, T.T.C. Industrial Estate, Near Rabale Police Station, Navi Mumbai – 400701. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

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) other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2023 ("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 thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder 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 listed entity 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 listed entity during the review period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the listed entity during the review period);**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the listed entity during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder;

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 thereunder, insofar as it appears from our examination
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports – Not Applicable
- (c) The listed entity has complied with the provisions of Para 6 of Circular No. CIR/ CFD/ CMD1/114/2019 issued by SEBI on 18th October, 2019 in terms of appointment of Statutory Auditors.

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We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.• All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the Regulations/ circulars/ guidelines issued by SEBI.	Yes	Nil
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	Yes Yes Yes	Nil Nil Nil

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4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirements of material as well as other subsidiaries.	Yes	Nil
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee, in case no prior approval has been obtained.	Yes	Nil

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9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No Details please refer Annexure to the report	There was non-compliances of Regulation 17 of SEBI(LODR) Regulations 2015.
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	Nil

ANNEXURE

(A) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below: -

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Sr No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation /Circular No	Deviation	Action taken by	Type of Action (Advisor y/clarification / fine/ show cause notice/ warning, etc)	Details of Violation	Fine Amount	Observation Remarks of the Practicing Company Secretary	Management response	Remarks
1	Reg. 17 of SEBI LODR, Where the chairman of board of director is executive director, at least half of the board of director shall comprise of independent directors.	Regulations 17(b) of LODR	The independent directors were not half of the composition of Board of Directors	The company have appointed Dr. Rajeev Uberoi as independent Director on 14 th December, 2022	The company had paid fine amount to BSE & NSE for the quarter ended September 2022 & December 2022.	on 1 st August, 2022 Mr. Ashish Rai was appointed as Non-executive director, the composition of BOD consisted of seven board members out of which three were the ID, which resulted in the composition of the Board not in conformity with SEBI(LODR) Regulations, 2015.	For September quarter: INR 3,59,900/- each to BSE and NSE for December quarter: INR 4,36,600/- each to BSE and NSE	There was non compliances of Regulations 17 LODR.	Post appointment of Dr. Uberoi on 14 th December, 2022, the composition of the Board is now in compliance with the requirement.	NIL

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

Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation /Circular No	Deviation	Action taken by	Type of Action (Advisory/clarification / fine/show cause notice/warning, etc)	Details of Violation	Fine Amount	Observation Remarks of the Practicing Company Secretary	Management response	Remarks
NIL										

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For MILIND NIRKHE & ASSOCIATES
Company Secretaries

CS MILIND NIRKHE
PROPRIETOR

FCS: 4156 CP No. 2312

UDIN: F004156E000312299

Firm Registration Number: S1992MH009900

Peer Review Certificate No. 1141/2021



Date: 16/05/2023

Place: MUMBAI.

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