

30th May, 2019

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

SUB: Annual Secretarial Compliance Report for the year ended 31st March,2019.

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,2019 issued by M/s Milind Nirkhe & Associates – Practicing Company Secretary.

For Aurionpro Solutions Limited



**Ninad Kelkar
Company Secretary**





MILIND NIRKHE & ASSOCIATES
COMPANY SECRETARIES

Secretarial compliance report of Aurionpro Solutions Limited for the year ended March 31, 2019.

To,

Aurionpro Solutions Limited
Synergia It Park,
Plot No-R- 270,
T.T.C. Industrial Estate,
Near Rabale Police
Station, Navi Mumbai
Navi Mumbai Thane --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, 2019 ("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");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (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:-

Sr.No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
FOR THE QUARTER ENDED 31ST DECEMBER, 2018.			
1	SEBI LODR REGULATIONS 17(1), 18(1), 19(1), 20(2), 21(2),	COMPOSITION OF BOARD INCLUDING FAILURE TO APPOINT WOMEN DIRECTOR.	LETTER FROM BSE LIMITED NO. LIST/COMP/Reg. 27(2) & Reg. 17 to 21/Dec- 18/532668/1093/2018-2019 dated January 31, 2019.
2	SEBI LODR REGULATIONS 17(1), 18(1), 19(1)/(2), 20(2), 21(2) and 27(2) ,	COMPOSITION OF BOARD INCLUDING FAILURE TO APPOINT WOMEN DIRECTOR.	LETTER FROM NATIONAL STOCK EXCHANGE OF INDIA LIMITED NO. NSE/ LIST-SOP/FINES/ 72800/115 dated January 31, 2019.
FOR THE QUARTER ENDED 31ST MARCH, 2019.			
3	SEBI LODR REGULATIONS 17(1), 18(1), 19(1), 20(2), 21(2),	COMPOSITION OF BOARD INCLUDING FAILURE TO APPOINT WOMEN DIRECTOR.	LETTER FROM BSE LIMITED NO. LIST/COMP/Reg. 27(2) & Reg. 17 to 21/Mar- 19/532668/37/2019-2020 dated May 02,2019.
4	SEBI LODR REGULATIONS 17(1), 18(1), 19(1)/(2), 20(2), 21(2) and 27(2) ,	COMPOSITION OF BOARD INCLUDING FAILURE TO APPOINT WOMEN DIRECTOR.	LETTER FROM NATIONAL STOCK EXCHANGE OF INDIA LIMITED NO. NSE/ LIST-SOP/CG/FINES/80162 dated May 02, 2019.

(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.
FOR THE QUARTER ENDED 31ST DECEMBER, 2018.				
1	Aurionpro Solutions Limited	SEBI LODR REGULATIONS 17(1), 18(1), 19(1), 19(2), 20(2), 21(2).	Fine of Rs. 3,89,400 was imposed.	Company has paid fine of Rs.3,89,400/- on 13-02-2019 through online transfer to BSE Limited.
1	Aurionpro Solutions Limited	SEBI LODR REGULATIONS 17(1), 18(1), 19(1)/(2), 20(2), 21(2) and 27(2).	Fine of Rs. 3,89,400/- was imposed.	Company has paid fine of Rs.3,89,400/- on 13-02-2019 through online transfer to National Stock Exchange of India Limited.
FOR THE QUARTER ENDED 31ST MARCH, 2019.				
3	Aurionpro Solutions Limited	SEBI LODR REGULATIONS 17(1), 18(1), 19(1), 19(2), 20(2), 21(2).	Fine of Rs. 1,41,600/- was imposed.	Company has paid fine of Rs.1,41,600/- on 09-05-2019 through online transfer to BSE Limited.
4	Aurionpro Solutions Limited	SEBI LODR REGULATIONS 17(1), 18(1), 19(1)/(2), 20(2), 21(2) and 27(2).	Fine of Rs. 1,41,600/- was imposed.	Company has paid fine of Rs.1,41,600/- on 14-05-2019 through online transfer to National Stock Exchange of India Limited.

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

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
	Not Applicable			

Form Milind Nirkhe & Associates,

Place : Mumbai
Signature :
Date: May 30, 2019

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

