

30<sup>th</sup> May, 2022

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

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2022.**

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 31<sup>st</sup> March, 2022 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 31<sup>st</sup> March, 2022.**

**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, 2022 (“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 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)



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- 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 thereunder.
- 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:

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





## MILIND NIRKHE & ASSOCIATES

COMPANY SECRETARIES

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

<b>Sr.No</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations Made in the secretarial compliance report for the year ended... (The years are to be mentioned)</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1	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.	31/03/2021	The Company in its Board Meeting held on 06 <sup>th</sup> May, 2021 has approved exit from the Cyber Security business by divesting entire stake in the Cyberinc vide member's approval through Postal Ballot results of which declared on 14 <sup>th</sup> June, 2021. Considering this, appointment of Independent Director on the Board of Cyberinc for the year ended on 31 <sup>st</sup> March 2022 is not required.	The Company has complied with this provision of Regulation 24(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2	The Company was not able to conduct audit or limited review of quarterly	31/03/2021	In view of multiple restrictions and lockdowns imposed	The Company has complied with this provision of Reg. 33(3)(h)



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## MILIND NIRKHE & ASSOCIATES

COMPANY SECRETARIES

	<p>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.</p>		<p>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, profit/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.)</p>	<p>of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>
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**Place: Mumbai**

**Date: May 18, 2022**

**For Milind Nirkhe & Associates,**



**Signature:**

**Milind Nirkhe**

**Name of the Practicing Company  
Secretary**

**FCS No.: 4156**

**C P No.: 2312**

**UDIN NO: F004156D000341812**

**Firm Unique Code No.: S1992MH009900**

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