



MILIND NIRKHE & ASSOCIATES
COMPANY SECRETARIES

Secretarial Compliance Report of **AURIONPRO SOLUTIONS LIMITED** for the Financial Year ended March 31, 2024.

To,

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) the 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 **Financial Year ended March 31, 2024** ("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 thereunder 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;

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- (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 for the period under review);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the company for the period under review);**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) 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, except in respect of matters specified below: **Not Applicable.**
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports - **Not Applicable.**

Thanking you,

Yours sincerely,

**For MILIND NIRKHE & ASSOCIATES,
COMPANY SECRETARIES,**

CS. MILIND NIRKHE

FCS NO: 4156

COP NO: 2312

Firm Unique Code No.: S1992MH790200

Peer Review Cert. No. 1141/2021

UDIN NO: F004156F000470061

Place: Mumbai.

Date: 30th May, 2024.

Annexure - A

We hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p><u>Secretarial Standards:</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)</p>	Yes	None
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 have been reviewed & updated on time as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
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 re-directs to the relevant document(s)/ section of the website. 	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	None
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	None

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
6.	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>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</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions or</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes N.A	None
9.	<p><u>Disclosure of events or information:</u></p> <p>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.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	None
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions 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</p>	Yes	None

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Not Applicable	None
13.	<p><u>Additional non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	None

ANNEXURE

(A) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

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

Previous Report																
Sr No	Compliance requirement (regulations / circulars/ guidelines including specific clauses)	Regulation Name/ SEBI Circular number/ r*	Regulation Number/ circular date	Deviations	Actions taken by	Name of Other Regulatory Body	Type of Action (Advisory/ Clarification /Fine /Show Cause Notice/ Warning, etc.)	Details of other action taken	Details of violation	Fine Amount	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)	Comments of the practicing company secretary on the actions taken by the listed entity.	Remedial actions, if any, taken by the listed entity	Management Response	Remark
1	Regulations 17 of SEBI LODR , Where the chairman of the Board of Directors is executive director, at least half of the board of director shall comprise of independent Directors	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulations 17(b) of LODR	The Independent Directors were not half of the composition of Board of Directors	Stock Exchange		Fine		on 1st August, 2022 Mr. Ashish Rai was appointed as Non-executive director, the composition of Board of Directors consisted of seven Board members out of which three were the ID, Which resulted in the Board not in conformity with SEBI(LODR) Regulation s, 2015.	1593000	There was non compliances of Regulations 17 LODR	There was non compliances of Regulations 17 LODR.	Company has complied the regulations 17 of SEBI (LODR) Regulations 2015 post appointing Dr. Rajeev Uberoi on 14th December, 2022.	Post appointment of Dr. Rajeev Uberoi on 14th December, 2022 the composition of the Board is now in compliance with the requirement.	Post appointment of Dr. Rajeev Uberoi on 14th December, 2022 the composition of the Board is now in compliance with the requirement.	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 account of the listed entity.
- 4.This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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

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