

# Director's Report

To  
The Members,

Our Directors have pleasure in presenting the 28th Annual Report of Anuroop Packaging Limited along with the Audited (Standalone and Consolidated) Financial Statements for the year ended 31st March, 2023.

## FINANCIAL SUMMARY/HIGHLIGHTS

Our Company's financial performance for the year under review has been summarized below:

Particulars	Current Year as on 31.03.2023 (Figure in Rupees)	Current Year as on 31.03.2023 (Figures in Rupees) Consolidated	Previous Year as on 31.03.2022 (Figure in Rupees)	Previous Year as on 31.03.2022 (Figures in Rupees) Consolidated
Total Income	84,233,709	224,700,291	6,50,74,756	16,45,52,672
Less: Expenditure & Depreciation	70,140,740	188,165,109	56,243,251	1,35,093,540
Profit before Tax (PBT)	14,092,969	36,535,182	88,31,505	29,459,132
Less: Tax (including deferred tax)	3,887,112	9,357,183	526,755	6,078,745
Profit After Tax (PAT)	10,205,857	27,177,999	83,04,750	2,33,80,387

## PERFORMANCE REVIEW

During the year under review, Gross revenue of the Company was ₹842.33 Lakhs as compared to ₹650.74 lakhs in the corresponding previous year.

## DIVIDEND

Considering future requirement of the funds, your directors think it prudent not to recommend any dividend for the financial year 2022-23.

## AMOUNT TO BE CARRIED TO RESERVES:

Your Directors do not propose any amount to be transferred to the General Reserves of the Company.

## SHARE CAPITAL

The Paid-up Equity share capital of the Company as on 31st March, 2023 was ₹106,630,000/- (Rupees Ten Crore Sixty Six Lakhs Thirty Thousand Only). There is no change in the paid-up capital during the year under review.

## ANNUAL RETURN

The Annual Return as required under Section 92 and Section 134 the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website <http://anurooppackaging.com>.

## KEY MANAGERIAL PERSONNEL:

During the year under review, the following officials/employees were the 'Key Managerial Personnel' of the Company

Mr. Akash Amarnath Sharma - Managing Director

Mr. Akshay A. Sharma - Chief Financial Officer

Ms. Pooja K. Shah - Company Secretary and Compliance Officer

## DIRECTORS:

The Board of Directors was duly constituted and consisted of the following Directors:

Name of the Director	Designation
Mr. Akash Amarnath Sharma	Managing Director
Ms. Shweta Akash Sharma	Director
Ms. Khushbu Sourabh Agarwal	Independent Director
Mr. Satish Prahlad Sharma	Independent Director

After the closure of the financial year Mr. Harsh Ashok Dharod appointed as Additional Director under category (Independent) on 11th May, 2023 and Ms. Khushbu Sourabh Agarwal resign on 12th May, 2023 as Independent director.

All the Independent Directors of your Company have already furnished the required declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder and are independent of the management.

## MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis of financial condition, including the results of operations of the Company for the year under review as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a separate section forming part of the Annual Report. Annexure A

## REPORT ON CORPORATE GOVERNANCE:

Anuroop Packaging Limited was listed on SME Exchange of BSE till 31st March, 2023. Further after the closure of the Financial year

the Company was moved to main board platform of BSE and the requirement of Corporate Governance as notified in Regulation 15 (2) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 became applicable post this move; therefore, it is not required to maintain Corporate Governance Report for Financial Year ended 31st March, 2023.

#### DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors of the Company under Section 149 (7) of Companies Act, 2013 confirming that they meet with the criteria of independence as prescribed both under sub section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### PERFORMANCE EVALUATION OF BOARD, COMMITTEES & INDIVIDUAL DIRECTOR

A formal evaluation of the performance of the Board, its Committees, the Chairman and the individual Directors was led by Nomination & Remuneration Committee, the evaluation was done using individual interviews covering amongst other vision, strategy and role clarity of the Board. Board dynamic and processes, contribution towards development of the strategy, risk management, budgetary controls, receipt of regular inputs and information, functioning, performance & structure of Board Committees, ethics & values, skill set, knowledge & expertise of Directors, leadership etc.

As part of the evaluation process the performance of non-independent Directors, the Chairman and the Board was done by the Independent Directors. The performance evaluation of the respective Committees and that of independent and non-independent Directors was done by the Board excluding the Director being evaluated. The Directors expressed satisfaction with the evaluation process.

#### FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS:

The Board members are provided with brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The Chairman and Managing Director had one to one discussion with newly appointed Directors to familiarize them with the Company's operations. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory and regulatory changes are circulated to the Directors. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

#### NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors duly met 9 times in financial year 31st March, 2023 and as per section 173 of the Companies Act the time gap between any two Meetings has not been more than one hundred and twenty days. The dates on which the Board Meetings were held are: 23rd April, 2022; 9th May, 2022; 27th May, 2022; 5th July, 2022; 2nd September, 2022; 3rd October, 2022; 14th November, 2022; 26th December, 2022 and 4th March, 2023.

The name and category of Directors on the Board, their attendance at the Board Meetings held during the year and also at the Annual General Meeting, the member of Directorships and Committee Memberships and Chairpersonships held by them in other companies as on 31st March, 2023 are given as per the disclosure received, none of the Directors of your Company hold membership/chairmanship more than the prescribed limits across all companies in which he/she is a Director.

Name of Directors	Category	No. of Board Meeting held and attend during the year		No. of Directorship in other Public Company	No. of Committees positions held in other Public Companies*		Attendance at last AGM held on 28/09/2022
		Held	Attend		Chairman	Member	
Mr. Akash Amarnath Sharma	Managing Director	9	9	0	0	0	yes
Ms. Shweta Akash Sharma	Director	9	9	0	0	0	yes
Ms. Khusbu Sourabh Agarwal	Independent Director	9	9	0	0	0	yes
Mr. Satish Prahad Shama	Independent Director	9	9	0	0	0	yes

## MEETINGS OF INDEPENDENT DIRECTORS:

The Company's Independent Directors shall meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to (i) review the performance of Non-Independent Directors and the Board as a whole, (ii) to assess the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Separate meeting of Independent Directors, pursuant to Section 149 (7) read with Schedule VI of the Companies Act, 2013 was held on 4th March, 2023.

## COMMITTEES OF THE BOARD OF DIRECTORS

In compliance with the requirement of applicable laws and as part of the best governance practice, the Board has constituted various Committees of its members. These Committees hold meetings at such frequencies as is deemed necessary by them to effectively undertake and deliver upon the responsibilities and tasks assigned to them. Minutes of the meetings of each of these Committees are tabled regularly at the Board Meetings.

Your Company Currently has 4 (Four) Committees viz:

### AUDIT COMMITTEE

The Company has formed a qualified and Independent Audit Committee which acts as a link between the Statutory and Internal Auditors and the Board of Directors. The terms of reference of the Audit Committee cover the matters specified for Audit Committee in the SEBI Listing Regulations and Section 177 of the Companies Act, 2013.

As on 31st March, 2023, the Audit Committee comprises of the following members-

Ms. Khushbu Sourabh Agarwal	Chairman
Mr. Satish Prahlad Sharma	Member
Ms. Shweta Akash Sharma	Member

The Committee met 4 times during the year on 9th May, 2022; 27th May, 2022 ; 3rd October, 2022 and 14th November, 2022 the attendance of Members at the Meetings.

Name of Member	Nature of Membership	No. of Meeting(s) attended/held
Ms. Khushbu Sourabh Agarwal	Chairman	4/4
Mr. Satish Prahlad Sharma	Member	4/4
Ms. Shweta Akash Sharma	Member	4/4

The Company Secretary of the Company is the Secretary of the Committee.

### NOMINATION & REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations, a Nomination & Remuneration Committee of the Company has been constituted.

As on 31st March, 2023, the Nomination and Remuneration Committee comprises of the followings members-

Mr. Satish Prahlad Sharma	Chairman
Ms. Khushbu Sourabh Agarwal	Member
Ms. Shweta Akash Sharma	Member

The Committee met 1 time during the year on 27th May, 2022 and the attendance of Members at the Meetings is as follows:

Name of Member	Nature of Membership	No. of Meeting(s) attended/held
Mr. Satish Prahlad Sharma	Chairman	1/1
Ms. Khushbu Sourabh Agarwal	Member	1/1
Ms. Shweta Akash Sharma	Member	1/1

## STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is constituted according to Section 178 of the Companies Act, 2013 and SEBI Listing Regulations. The Committee ensures cordial investor relations and oversees the mechanism for redressal of investor grievances. The Committee specifically looks into redressing shareholders and investor complaints/ grievances pertaining to share transfers, non-receipts of annual reports, non-receipt of dividend and other allied complaints.

As on 31st March, 2023, the Stakeholders Relationship Committee comprises of the following members-

Mr. Satish Prahlad Sharma	Chairman
Ms. Khushbu Sourabh Agarwal	Member
Ms. Shweta Akash Sharma	Member

During the period under review, Company has not received any complaint from shareholders. There is no outstanding complaint as on 31st March, 2023.

The Company Secretary of the Company also acts as Compliance Officer of the Company.

## INTERNAL COMPLAINTS COMMITTEE

In compliance with provision of the Companies Act, 2013 and SEBI Listing Regulations, a Internal Complaints Committee of the Company has been constituted.

As on 31st March, 2023, the Internal Complaints Committee comprises of the following members-

Mr. Satish Prahlad Sharma	Chairman
Ms. Khushbu Sourabh Agarwal	Member
Ms. Shweta Akash Sharma	Member

## NOMINATION & REMUNERATION POLICY OF THE COMPANY:

The extract of Company's policy on Directors appointment and remuneration and other matters provided in Section 178(3) of the Act has been enclosed separately as Annexure B to this Report.

The Nomination and Remuneration Policy of the Company is also posted on the website of the Company under Investors Section.

## **INFORMATION REGARDING EMPLOYEES AND RELATED DISCLOSURES:**

The Company has not appointed any employee(s) who is in receipt of remuneration exceeding the limits specified under Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The statement of Disclosure of Remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), is required to be the part of this Board's Report and to be sent to the Members of the Company along with the Board Report.

However, having regard to the provisions of Section 136 of the Act, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining the said information may write to the Company Secretary. Upon such request the information shall be furnished.

## **REGULATORY ORDERS**

During the year there was no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## **WHISTLE BLOWER POLICY:**

Pursuant to the Section 177(9) and (10) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and Employees to report the management about the unethical behavior, fraud, improper practice or violation of the Company's Code of Conduct or complaints regarding accounting, auditing, internal controls or disclosure practices of the Company. It gives a platform to the whistle blower to report any unethical or improper practice (not necessarily violation of law) and to define processes for receiving and investigating complaints. The mechanism provides adequate safeguards against victimization of employees and directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases.

## **STATUTORY AUDITORS:**

M/s. Banka & Banka and Associates, Chartered Accountants (Firm Reg No.: 100979W) is the Statutory Auditors of the Company for financial year 2022-23 and accordingly they have audited the Accounts of the Company.

## **AUDITORS' REPORT**

The Board has duly reviewed the Statutory Auditor's Report on the Accounts. The observations comments and notes of Auditor are self-explanatory and do not call for any further explanation/clarification.

## **INTERNAL AUDITOR:**

M/s Bhatia Bhandari & Associates., Chartered Accountant (Registration No. 146499W) were appointed as the Internal Auditors of your Company for the financial year 2022-23.

## **LISTING OF SECURITIES IN STOCK EXCHANGES:**

The Company's Equity Shares are presently listed on Bombay Stock Exchange Limited.

## **SECRETARIAL AUDITORS:**

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the rules made thereunder, the Company has appointed M/s Alpi Nehra & Associates, Company Secretaries (COP.No.14202) to undertake the Secretarial Audit of the Company for the 31st, March, 2023.

The Secretarial Audit Report for the financial year ended 31st March 2023 is included as Annexure C MR-3 and forms an integral part of this report.

## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES:**

As on 31st March, 2023, your Company has one Wholly Owned Subsidiary name as Sara Solutions Limited.

The statement containing the salient features of the financial statements of the company's subsidiary(ies)/associates(s)/joint venture(s) is as per Form AOC-1 in Annexure D to this report.

## **CORPORATE SOCIAL RESPONSIBILITY:**

As per the Section 134 (o) Corporate Social Responsibility is not applicable to our Company.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

There are no Loans, Investments or Guarantees/Security given by the Company during the year under Section 186 of the Companies Act, 2013; hence no particulars are required to be given.

## **REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

## **DISCLOSURE ON COMPLIANCE WITH SECRETARIAL STANDARDS**

Your Directors confirm that the mandatory Secretarial Standards (SS-1 & SS-2) issued by the Institute of Company Secretaries of India, have been complied with.

## **RISK MANAGEMENT POLICY**

During the year the Company reviewed and strengthened its risk management policy and the risk management framework which ensures that the Company is able to carry out identification

therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 were under ordinary course of business and on an arm's length pricing basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

Kindly note that the format for disclosures of transactions with related party are mentioned in Annexure- E (AOC-2).

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

Management does not perceive any material changes occurred during the Financial year 2022-23 and subsequent to the close of the financial year as on 31st March, 2023.

## ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

### Conservation of Energy

- Steps taken or impact on conservation of energy - Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimise use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
- Steps taken by the company for utilising alternate sources of energy – N.A.
- Capital investment on energy conservation equipment's – Nil

### Technology Absorption

- Efforts made in technology absorption – The Company has acquired technology know how and Continuous efforts are made to check the material balances on the actual performance against designs.
- The benefits derived like product improvement, cost reduction, product development or import substitution - These measures have helped in increasing the productivity and reduction in overall energy consumption.
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – N.A.
- The expenditure incurred on Research and Development – N.A.

## Foreign exchange earnings and Outgo:

Particulars	As on 31.03.2023 (In ₹)	As on 31.03.2022 (In ₹)
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

## PUBLIC DEPOSITS

Your Company has not accepted, invited and/or received any deposits from public within the meaning of section 73 & 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014, as amended from time to time during the year under review.

## ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS/SWEAT EQUITY SHARES/EMPLOYEE STOCK OPTION SCHEME

At the beginning of the year, there were no Equity shares with differential voting rights or sweat equity shares or employee stock option scheme outstanding.

During the year, the Company has not issued any equity shares with differential voting rights or sweat equity shares or shares under employee stock option scheme. Hence, disclosures regarding the same are not required to be given.

## DISCLOSURE ON COST RECORDS MAINTENANCE

The provisions with respect to maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate system of internal controls to ensure that all the assets are safeguarded and protected against losses from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The Company has an effective system in place for achieving efficiency in operations, optimum and effective utilization of resources, monitoring thereof and compliance with applicable laws. The auditors have also expressed their satisfaction on the adequacy of the internal control systems incorporated by your company.

## DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with setting up of an Internal Complaints Committee (ICC) to redress complaints received regarding sexual harassment. The policy has set guidelines on the redressal and enquiry process that is to be followed by complainants and the ICC, whilst dealing with issues related to sexual harassment at

the work place. All women employees (permanent, temporary, contractual and trainees) are covered under this policy. The Company has not received any complaints during the year.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respect to the Director's Responsibilities Statement, the Directors state and hereby confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The directors have prepared the annual accounts on a going concern basis; and

- e. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### ACKNOWLEDGMENTS:

The Board of Directors wish to place on record its appreciation for the commitment, dedication and hard work done by the employees of the Company and the cooperation extended by Banks, Government Authorities, Customers, Shareholders and looks forward to a continued mutual support and co-operation.

For **Anuroop Packaging Limited**

**Akash Amarnath Sharma**

*Managing Director*

DIN: 06389102

**Shweta Akash Sharma**

*Director*

DIN: 06829309

Place: Mumbai

Date: 26th August, 2023



## Annexure A

# Management Discussion & Analysis

- Increasing demand from pharmaceuticals products, home & personal care goods, and electronic goods industries will increase the reach of end users towards corrugated box manufacturers.
- Increasing the demand of safe and cushioned packaging of the product will augment the growth of India Corrugated box market.
- Rise in procurement of latest technology machines from Taiwan and other Asian countries by manufacturers in order to make production fast and accurate will also drive the future of India corrugated box industry

The growth in use of internet for shopping, stimulated by the growing use of smart phones as well as the increasing proportion of tech-savvy consumers, has a positive effect on corrugated demand, since it has direct influence on e-commerce market. Retail ready packaging is also increasing driven by the influence of supermarkets over the retail landscape and supported by their growing share of the retail market will also drive the corrugated box market in future.

80% of industrial packaging is done by carton boxes due to effective cushioning, light weight, easy to fabricate, easy for storing, easy for disposal, no strapping necessary, printing and advertising advantages, must in export market, recyclable etc.

India corrugated box industry is an inevitable part of manufacturing sector which rely heavily on corrugated packaging for finished goods transportation and handling. India corrugated box industry grew from at a CAGR of 23.3% in terms of revenue. Factors such as increasing demand from fresh food and beverages, home & personal care goods, electronic goods industries, logistics application, increasing consumer awareness towards sustainable packaging and growth of the e-commerce industry have propelled the growth of Indian corrugated boxes market.

### Future Outlook:

Company is successfully running its semi-automatic plant and now company is planning the following in the near future:

- To be the debt free entity by the end of March 2024;
- Purchasing its raw material on cash basis and thereby earning the cost benefit;
- Company is also looking forward to expand its business by starting the fully automatic plant by the end of March 2024;
- Company will target more retails clients as well to increase its profit margin;

- Company is also planning to get into the business of trading business and thereby entering into a vertical merger.

### Strengths:

We believe that following are our strengths:

- Providing best quality products at reasonable rates in the market is key factor for our tremendous growth in past few years;
- Unique marketing strategies;
- More than 27 years of experience helps us in various area of our business;
- Expertise in Customer Relationship Management as a result our major clients are still working with us, with tremendous increase in order quantity, from last 27 years. Also, our good hold on CRM strategy helps us not only in retaining our clients but also in getting new client base;
- Low labour cost is one of the major reason why we are able to sell our products at a reasonable price;
- Customers from various different industries;

### Opportunities:

- Due to the COVID-19 situation the demand of pharmaceuticals products have been increased tremendously and as a result demand for corrugated boxes will also rise as majority of pharmaceuticals companies uses corrugated boxes as packaging material for their finish goods.
- Expansion in E-Commerce sector;
- After Plastic ban in India, companies using plastic as their packaging material are now looking for alternative packaging materials and corrugated boxes are one of the best alternatives for them.

### Challenges:

- Moisture barrier. However, to protect the boxes from moisture we are planning to apply lamination layer on the boxes which will help us to deal with the same.
- Corrugated boxes are viewed as old material. However, nowadays clients are giving more preference to strength of packaging over style.
- Fluctuation in Raw Material prices. However, to hedge the same we are planning to enter into an agreement with some of our suppliers to fix the price of our raw material for a particular period of time.

## Annexure B

## Nomination and Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (LODR) Regulations, 2015, as amended from time to time.

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

**Definitions:**

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**“Key Managerial Personnel”** means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

**“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

**OBJECTIVES OF THE POLICY:**

The objective of the policy is to ensure that

1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
2. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. remuneration to Directors, key managerial personnel and senior management involves a balance short and long-term performance objectives appropriate to the working of the company and its goals.

**COMPOSITION OF THE COMMITTEE**

1. The Committee shall consist of a minimum 3 non-executive Directors, majority of them being independent.
2. Minimum two (2) members shall constitute a quorum for the Committee meeting.
3. Membership of the Committee shall be disclosed in the Annual Report.
4. Term of the Committee shall be continued unless terminated by the Board of Directors.

**CHAIRPERSON**

1. Chairperson of the Committee shall be an Independent Director.
2. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
3. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
4. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required. COMMITTEE MEMBERS' INTERESTS

1. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
2. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**ROLE OF THE COMMITTEE**

The role of the NRC will be the following:

1. To formulate criteria for determining qualifications, positive attributes and independence of a Director.
2. To formulate criteria for evaluation of Independent Directors and the Board.
3. To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
4. To carry out evaluation of Director's performance.
5. To recommend to the Board the appointment and removal of Directors and Senior Management.
6. To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
7. To devise a policy on Board diversity, composition, size.
8. Succession planning for replacing Key Executives and overseeing.
9. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
10. To perform such other functions as may be necessary or appropriate for the performance of its duties.



## NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
2. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
3. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
4. Identifying and recommending Directors who are to be put forward for retirement by rotation.
5. Determining the appropriate size, diversity and composition of the Board;
6. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
7. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
8. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
9. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director, KMP and Senior Management Personnel at any time including the suspension or termination of service subject to the provision of the law and their service contract.
10. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
11. Recommend any necessary changes to the Board; and
12. Considering any other matters, as may be requested by the Board.

## POLICY FOR REMUNERATION TO DIRECTORS/ KMP/SENIOR MANAGEMENT PERSONNEL

### 1) Remuneration to Managing Director / Whole-time Directors:

1. The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
2. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### 2) Remuneration to Non- Executive / Independent Directors:

1. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
2. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
3. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share-based payment schemes of the Company.
4. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:  
  
The Services are rendered by such Director in his capacity as the professional; and  
  
In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.
5. The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share-based payments to be made to Directors (other than Independent Directors).

### 3) Remuneration to Key Managerial Personnel and Senior Management:

- 1) The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- 2) The Company may issue Employee Stock Option/ Purchase Schemes to Key Managerial Personnel and Senior Management in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- 3) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.

- 4) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

## TERM / TENURE

### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term

### b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed

companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

## EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

## REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

## RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may delegate any of its powers to one or more of its members.

## Annexure C

### Form No. MR-3 Secretarial Audit Report

**For the financial year ended 31st March, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Anuroop Packaging Limited**  
Ambiste (BK) Post Khani Tal,  
Wada Palghar, MH 421303

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Anuroop Packaging Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023, ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment There was no External Commercial Borrowings by the Company during the period under review;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the period under review)
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;- Not applicable as the Company as there was no reportable event during the financial year under review;
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company as there was no reportable event during the financial year under review;
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - Not applicable as the Company has not delisted /propose to delist any of its securities during the financial year under review and;
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable as the Company has not bought back /propose to buy back any of its securities during the financial year under review.
  - j) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013. (Not applicable to the Company during the period under review).
  - k) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not Applicable to the Company during the Audit Period);

vi) Management has identified and confirmed the following laws as being specifically applicable to the Company:

- a. Factories Act, 1948
- b. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, provident fund, compensation etc.;
- c. Acts prescribed under prevention and control of pollution;
- d. Acts prescribed under Environmental protection;
- e. Acts as prescribed under Shop and Establishment Act of various local authorities

I have relied on the representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company. My examination was limited to the verification of procedures on test basis

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS1) and General Meetings (SS2) issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Company is listed on Bombay Stock Exchange Limited- SME Board. Till 31st March, 2023.

During the period under review the Company has complied with the provisions of the Act, Rules Regulations, Guidelines, Standards, etc. mentioned above.

I have not examined compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- ii. Adequate notice of at least seven days was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least three days before the meeting. There exists a system for Directors to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. All the decisions of the Board and Committees thereof were carried through with requisite majority.

For **Alpi Nehra and Associates**  
Practising Company Secretary

**Alpi Nehra**  
Proprietor

M. No. - ACS -38011

CP No. - 14202

UDIN: A038011E000871338

Place: Mumbai

Date: 26/08/2023

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE- I' and forms an integral part of this report.

## Annexure I

To,  
The Members,  
**Anuroop Packaging Limited**  
Ambiste (BK) Post Khani Tal,  
Wada Palghar, MH 421303

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Alpi Nehra and Associates**  
*Practising Company Secretary*

**Alpi Nehra**  
*Proprietor*

M. No. – ACS 38011

CP No. – 14202

UDIN: A038011E000871338

Place: Mumbai

Date: 26/08/2023

## Annexure D

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

*Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures*

**Part "A": Subsidiaries**

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Sara Solutions Limited
2.	Reporting Period of the Subsidiary concerned, if different from the holding Company's reporting period.	NA
3.	Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiary.	NA
4.	Share Capital	3,91,50,400
5.	Reserve and Surplus	6,52,75,687
6.	Total Assets	16,11,24,179
7.	Total Liabilities	1,07,291,532
8.	Investments	5,05,93,440 (Non -Current Investments)
9.	Turnover (Revenue From Operations)	13,77,07,973
10.	Profit Before Taxation	2,29,43,197
11.	Provision for Taxation	54,70,071
12.	Profit After Taxation	1,74,73,126
13.	Proposed Dividend	NIL
14.	% of Share Holding	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: None
- Names of subsidiaries which have been liquidated or sold during the year. None

For **Anuroop Packaging Limited**

**Akash Amarnath Sharma**

*Managing Director*

DIN: 06389102

**Shweta Akash Sharma**

*Director*

DIN: 06829309

Place: Mumbai

Date: 26th August, 2023



## Annexure E

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

- Name(s) of the related party and nature of relationship
- Nature of contracts/arrangements/transactions
- Duration of the contracts / arrangements/transactions
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Justification for entering into such contracts or arrangements or transactions (f) date(s) of approval by the Board
- Amount paid as advances, if any:
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188

#### 2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party	nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of The contracts arrangement s/ transactions	Salient terms of the contracts or arrangements or transactions including the value (in ₹), if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
Mr. Amarnath Sharma	Relative to Director	Security Deposit Given	On Going	₹75,00,000	30th May 2019	NA
Mrs. Kiran Sharma	Relative to Director	Security Deposit Given	On Going	₹10,00,000	30th May 2019	NA

For Anuroop Packaging Limited

**Akash Amarnath Sharma**

Managing Director

DIN: 06389102

**Shweta Akash Sharma**

Director

DIN: 06829309

Place: Mumbai

Date: 26th August, 2023