

# ANUROOP PACKAGING LIMITED

CIN: L25202MH1995PLC093625

REGISTERED. OFFICE – 105, AMBISTE BUDRUK, POST KHANIVALI, TALUKA – WADA, PALGHAR - 421303.  
CORPORATE OFFICE – 607, 6<sup>TH</sup> FLOOR, IJMIMA COMPLEX, OFF. LINK ROAD, MALAD (WEST), MUMBAI – 400064.  
Contact No.: 022-35435303 Email ID: [info@anurooppackaging.com](mailto:info@anurooppackaging.com) Website: <https://anurooppackaging.com/>

## Board's Report

To,  
The Members,  
Anuroop Packaging Limited,

The Board of Directors hereby submits the 30<sup>th</sup> Annual report of the business and operations of your Company ("the Company"), along with the audited financial statements, for the financial year ended March 31, 2025. The consolidated performance of the Company and its subsidiary has been referred to wherever required.

### 1. RESULTS OF OUR OPERATIONS AND STATE OF AFFAIRS:

The financial results of our company, on Standalone & Consolidated basis, for the year ended March 31, 2025 is summarised below: -

(Figures in Lakhs)

Particulars	Standalone Current Year as on 31.03.2025	Consolidated Current Year as on 31.03.2025	Standalone Previous Year as on 31.03.2024	Consolidated Previous Year as on 31.03.2024
Revenue from operations	390.86	1832.68	1361.58	2784.86
Other Income	56.79	153.39	20.37	84.47
Total Income	447.65	1986.07	1381.95	2869.33
Less: Depreciation & Amortization	21.27	107.17	21.55	81.75
Less: Expenditure	343.11	1304.54	1197.68	2278.91
Profit before Tax (PBT)	83.27	574.36	162.72	508.67
Less: Tax (including deferred tax)	20.86	170.06	42.07	100.80
Profit After Tax (PAT)	62.41	404.29	120.65	407.87
Earning Per Equity Share	0.57	3.65	1.13	3.84



## 2. BUSINESS OVERVIEW:

### STANDALONE

The Company's Standalone revenue from operations for F.Y. 2024-25 is Rs. 390.86 as compared to Rs. 1361.58 of the previous year. The Company has earned a net profit of Rs. 62.41 as against Rs. 120.65 in previous financial year.

### CONSOLIDATED

The Company's Consolidated revenue from operations for FY 2024-25 is Rs. 1832.68 as compared to Rs. Rs. 2784.86 of the previous year. The company has earned a net profit of Rs. 404.29 as against Rs. 407.87 in previous financial year.

A detailed discussion on financial and operation performance of the Company is given under "Management Discussion and Analysis Report" forming part of this Annual Report.

## 3. SUBSIDIARY COMPANY AND FINANCIAL DETAILS:

During the year, the Board of Directors reviewed the affairs of the subsidiary Company. In accordance with Section 129(3) of the Act, we have prepared the Consolidated financial statements of the Company, which form part of this Annual Report.

Further, a statement containing the salient features of the financial statements of our subsidiaries in the prescribed format **AOC-1 is appended as "Annexure – A"** to the Board's report. The statement also provides details of the performance and financial position of the subsidiary, along with the changes that occurred, if any.

In accordance with Section 136 of the Act, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of its subsidiary, are available on our website, at <https://anurooppackaging.com/>.

## 4. APPROPRIATIONS:

### a. Transfer to Reserves:

The Board of Directors have not proposed to transfer any amount to any Reserve. Therefore, entire profit earned during the financial year 2024-25 have been retained in profit and loss account.

### b. Dividend: -

Considering the future requirement of the funds, your director think it prudent not to recommend any Dividend for Financial Year 2024-2025.

## 5. SHARE CAPITAL: -

During the financial year ended 2024-2025, the share capital of the Company underwent the following changes:

### 1. Authorized Share Capital

The Authorized Share Capital of the Company was Rs. 11,00,00,000/- (Rupees Eleven Crores Only) comprising of 1,10,00,000 (Rupees One Crore Ten Lakh) Equity Shares of Rs. 10/-/- (Rupees Ten Only) each. During the year, the Authorized Share Capital was increased to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (Rupees One Crore Sixty Lakh) Equity



shares of Face Value of Rs. 10/- (Rupees Ten Only) each by addition of Rs. 5,00,00,000 (Rupees Five Crore) to the Capital of the Company in the Annual General Meeting held on September 09, 2024.

## 2. Issued, Subscribed and Paid-Up Share Capital

The Issued, Subscribed and Paid-Up Share Capital of the Company as on date is 11,05,30,000 (Eleven Crore Five Lakh Thirty Thousand) divided into 1,10,53,000 (One Crore Ten Lakhs Fifty Three Thousand Only) Equity Shares of Rs. 10(Rupees Ten Only) each/-.

Changes during the year include:

- **[Issuance of Equity Shares]:** The Company issued **3,90,000 (Three Lakh Ninety Thousand)** Equity Shares of face value of Rs.10/- (Indian Rupees Ten only) each at a premium of Rs. 30 (Indian Rupees Thirty only) on Preferential Basis to persons belonging to the Non-Promoter Category; following receipt of the Equity Share subscription consideration amounting to **Rs. 1,56,00,000.**
- **[Issuance of Warrants]:** The Company issued 12,35,000 (Twelve Lakh Thirty-Five Thousand) Warrants convertible into Equity Shares of face value of Rs. 10/- (Indian Rupees Ten only) each at a premium of Rs. 30/- (Indian Rupees Thirty only) on Preferential Basis to persons belonging to the Promoter and Non- Promoter Category; following receipt of 25% of the issue price per Warrant as upfront payment ("Warrant Subscription Price") amounting to **Rs. 1,23,50,000** (One Crore Twenty-Three Lakh Fifty Thousand Only).

## 6. ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of Companies Act, 2013 and Rule 12 of Companies (Management & Administration) Rules, 2014, the Annual Return of the Company in Form MGT-7 for FY 2024-25 is available on the website of the Company at: <http://anurooppackaging.com>.

## 7. CHANGE IN THE NATURE OF THE BUSINESS:

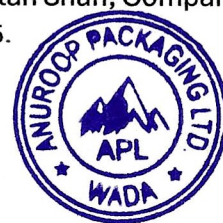
There was no change in nature of the business during the financial year 2024-25.

## 8. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL RETIREMENT BY ROTATION AND SUBSEQUENT RE-APPOINTMENT:

Pursuant to provisions of Companies Act, 2013 ('Act') and the Articles of Association of the Company, Mrs. Shweta Sharma (DIN: 06829309) is liable to retire by rotation in the ensuing Annual General Meeting and being eligible, have offered her candidature for re-appointment. The Nomination and Remuneration Committee and Board of Directors have recommended her re-appointment for the approval of the shareholders of the Company in the forthcoming Annual General Meeting of the Company.

Brief resume, nature of expertise, disclosure of relationship between directors inter-se, details of directorships and committee membership held in other companies of the Directors proposed to be appointed / re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the ensuing AGM.

Key Managerial Personnel - Mr. Akash Amarnath Sharma (DIN: 06389102), Managing Director (MD), Mr. Akshay Amarnath Sharma, Chief Financial Officer and Mrs. Pooja Ketan Shah, Company Secretary are the Key Managerial Personnel of the Company as on March 31, 2025.



#### 9. CHANGE IN DIRECTORATE:

The Board of Directors wishes to report the following changes in the composition of the Board during the Financial Year 2024-2025: -

##### **Resignation:**

Mr. Satish Sharma [DIN: 08664726] Non-Executive Independent Director, has tendered his resignation from the Board with effect from August 08, 2024, due to his other professional commitments. The Board places on record its sincere appreciation for the valuable contributions made by Mr. Satish Sharma during his tenure.

##### **Appointment:**

The Board is pleased to announce the appointment of Mr. Jash Vyas as a Non-Executive Independent Director, effective September 09, 2024. Mr. Jash Vyas brings with him his extensive experience in risk advisory, internal audits, and corporate strategy which is expected to add significant value to the deliberations of the Board.

These changes are in line with the Company's ongoing efforts to maintain robust governance standards and ensure an optimal mix of skills and experience within the Board.

#### 10. DECLARATION FROM INDEPENDENT DIRECTORS:

The Company has, inter alia, received the following declarations from all the Independent Directors confirming that:

- they meet the criteria of independence as prescribed under the provisions of the Act, read with the Rules made thereunder, and the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.
- In the opinion of the Board, all Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity required to discharge their duties with an objective independent judgment and without any external influence.

#### 11. MEETINGS OF THE BOARD, BOARD EVALUATION, TRAINING AND FAMILIARISATION PROGRAMME & VIGIL MECHANISM:

During the year, eleven (13) meetings of the Board of Directors were held. The details of meetings held, Director's attendance, training and familiarisation programme and Annual Board Evaluation process for Directors, policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Director, and also remuneration for key managerial personnel and other employees, composition of Audit Committee, establishment of Vigil Mechanism for Directors and employees, form a part of the Corporate Governance Report of this Annual Report.



## 12. ENHANCED DISCLOSURES UNDER THE COMPANIES (ACCOUNTS) SECOND AMENDMENT RULES, 2025

(This section responds to Rule 8(5)(x) and (xiii) as amended, effective 14 July 2025)

### a) SEXUAL HARASSMENT (POSH) COMPLIANCE

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 status of complaints is as follows:

Particulars	Number of Complaints
Complaints received during the financial year	NIL
Complaints disposed off during the financial year	NIL
Complaints pending for more than ninety days	NIL

### b) COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

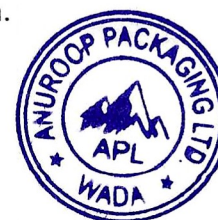
As required by the amended Rule 8(5)(xiii), the Company hereby confirms that it is in full compliance with the provisions of the Maternity Benefit Act, 1961, including grant of statutory leave, medical bonus, nursing breaks, and crèche facilities (where applicable) for eligible employees.

### c) EMPLOYEE DEMOGRAPHICS (GENDER-WISE HEADCOUNT)

In line with the disclosure requirements under the Companies (Accounts) Second Amendment Rules, 2025, the Company hereby reports the gender-wise distribution of its permanent employees as on March 31, 2025:

Gender	Number of Employees
Male	07
Female	14
Transgender	NIL
Total	21

The Company is committed to fostering a diverse, equitable, and inclusive workplace. As part of this commitment, we actively promote gender representation and strive to create an environment that supports all employees irrespective of gender identity. The Board continuously reviews and supports initiatives aimed at improving diversity at all levels within the organization.



### 13. RELATED PARTY TRANSACTIONS:

All RPTs entered during the year were in ordinary course of the business and at arm's length basis. No Material RPTs were entered during the year by the Company. Accordingly, the disclosure of RPTs as required under Section 134(3)(h) for details of material contracts or arrangement or transactions at arm's length basis is attached as AOC-2 as **"Annexure – B"**.

All Related Party Transactions and subsequent material modifications are placed before the Audit Committee for its review and approval.

In line with the requirements of the Act and the Listing Regulations, the Company has formulated a Policy on Materiality of Related Party Transaction (RPT) & Dealing with Related Party Transactions which is also available on the Company's website at <https://anurooppackaging.com/>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and its Related Parties.

### 14. PARTICULARS OF REMUNERATION OF DIRECTORS AND EMPLOYEES:

The statement containing particulars of employees and the information as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report as **"Annexure – C"**.

### 15. CORPORATE SOCIAL RESPONSIBILITY:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

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

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the Notes 7 & 12 of the consolidated financial statements.

### 17. 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.

### 18. 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.

### 19. CORPORATE GOVERNANCE:

Maintaining high standards of Corporate Governance has been fundamental to the business of the Company since its inception. A separate report on Corporate Governance as **"Annexure – D"**, is provided together with a Certificate from the Practising Company Secretary and Statutory Auditor as **"Annexure – E & F"**, respectively; of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations.



A Certificate of the MD and CFO as “**Annexure – G**”; of the Company in terms of Listing Regulations, inter-alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

## **20. ANNUAL SECRETARIAL COMPLIANCE REPORT:**

During the period under review, the Company has complied with the applicable Secretarial Standards notified by the Institute of Company Secretaries of India. The Company has also undertaken an audit for FY 2024-25 pursuant to Regulation 24A of the SEBI LODR Regulations. The Annual Secretarial Compliance Report has been submitted to the Stock Exchanges on May 30, 2025 which is within 60 days of the end of the financial year ended March 31, 2025.

## **21. STATUTORY AUDITORS AND AUDITORS' REPORT:**

In terms of provisions of Section 139 of the Act, M/s. Banka & Banka, Chartered Accountants (Firm Registration No. 100979W) were appointed at the 25<sup>th</sup> AGM held on September 29, 2020 for a term of 5 consecutive years from the conclusion of said AGM held on September 29, 2020 till the conclusion of the 30<sup>th</sup> AGM. They completed one tenure of five consecutive years and now are being re-appointed for a term the next term of five consecutive years from the conclusion of this AGM till the conclusion of the 35<sup>th</sup> AGM.

As the term of M/s. Banka & Banka as the Statutory Auditors of the Company expires at the conclusion of 30<sup>th</sup> AGM, the Board of Directors of the Company at their meeting held on August 13, 2025 based on the recommendation of the Audit Committee, has recommended to the Members the appointment of M/s. Banka & Banka, Chartered Accountants (Firm Registration No. 100979W), as Statutory Auditors of the Company. The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of 30<sup>th</sup> AGM till the conclusion of the 35<sup>th</sup> AGM on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.

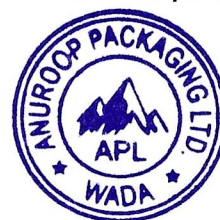
Accordingly, an Ordinary Resolution, proposing appointment of M/s. Banka & Banka, as the Statutory Auditors of the Company for a term of five consecutive years pursuant to Section 139 of the Act, forms part of the Notice of the 30<sup>th</sup> AGM of the Company. The Company has received the written consent and a certificate that M/s. Banka & Banka; satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

## **22. INTERNAL AUDITOR:**

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee; M/s Bhatia Bhandari & Associates., Chartered Accountant (Registration No. 146499W) were appointed as the Internal Auditors of your Company for the financial year 2024-25. The Company has in place adequate internal financial controls with reference to financial statements.

## **23. SECRETARIAL AUDITORS:**

The Company had appointed Alpi Nehra & Associates; Practicing Company Secretary as Secretarial Auditor to conduct secretarial audit for FY 2024-2025. The Secretarial Audit report does not contain any qualification, reservation, disclaimer or adverse remark. The Secretarial Audit Report is annexed as “**Annexure – H**” to this report.



Yuktrath Advisory Limited (Formerly known as Sara Solutions Limited) is a material subsidiary of the Company, pursuant to Regulation 16(1)(c) of the Listing Regulations. A copy of the Secretarial Audit Report of the Company is provided in “Annexure – I” to this report. It does not contain any qualification, reservation, adverse remark or disclaimer.

In terms of the Listing Regulations, with effect from April 1, 2025, a listed entity is required to seek shareholders' approval for appointment of Secretarial Auditor.

Accordingly, the Board, upon the recommendation of the Audit Committee, has approved and recommended the appointment of M/s Alpi Nehra & Associates, Practising Company Secretaries as Secretarial Auditor of the Company (Membership No. – 38011, COP No. – 14202) for a first term of 5 years commencing from FY 2025-2026. Necessary resolution for this appointment forms part of the accompanying AGM notice.

#### **24. DISCLOSURE ON COST RECORDS MAINTENANCE:**

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

#### **25. 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.

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

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

#### **27. 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 2024-25 and subsequent to the close of the financial year as of March 31, 2025.

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

##### **1. 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



## 2. Technology Absorption

- Efforts made in technology absorption – The benefits derived like product improvement, cost reduction, product development. 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

## 3. Foreign exchange earnings and Outgo:

Particulars	As on 31.03.2025 (In Rs.)	As on 31.03.2024 (In Rs.)
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

## 29. PUBLIC DEPOSITS:

During the Financial year, 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.

## 30. 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:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they 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;
- They 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;
- They have prepared the annual accounts on a going concern basis; and
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- They have laid down internal financial controls, which are adequate and are operating effectively.



### 31. CODE OF CONDUCT

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors, Senior Management, Key Managerial Personnel, Functional heads and all professionals serving in the roles of finance, tax, accounting, purchase and investor relations of the Company. The Board of Directors and the members of the Senior Management Team (one level below the Board of Directors) of the Company are required to affirm annual Compliance of this Code. A declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report as "**Annexure – J**". The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in a professional, courteous and respectful manner. The Code is displayed on the Company's website <https://anurooppackaging.com>.

### 32. ACKNOWLEDGMENTS:

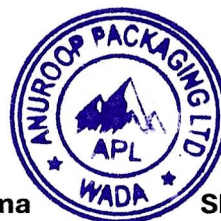
It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board of Directors wish to place on record its appreciation for the commitment, dedication and hard work done by the employees of the Company and the cooperation extended by Banks, Government Authorities, Customers, Shareholders and looks forward to a continued mutual support and co-operation.

For and on behalf of the Board of Directors of  
Anuroop Packaging Limited

Date: August 13, 2025

Place: Mumbai

  
**Akash Sharma**  
Managing Director  
DIN: 06389102



  
**Shweta Sharma**  
Director  
DIN: 06829309