

ALPI NEHRA & ASSOCIATES
PRACTISING COMPANY SECRETARY

ANNEXURE - H

MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[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
CIN: L25202MH1995PLC093625
Corp Office: Unit 607, Ijmima Co-Op Soc,
Raheja Metroplex Link Rd,
Malad (West) - 400064

Dear Sir/Madam,

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, 2024, ('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 Minute books, Papers, Forms, Returns filed and other records maintained by Company for the financial year ended on March 31, 2024 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;

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- 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') to the extent applicable:
 - 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;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable to 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; **Not applicable to the Company as there was no reportable event during the financial year under review;**
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable as the Company has not delisted /proposed to delist any of its securities during the financial year under review;**
 - 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);**

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

- a. 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.;
- b. Acts as prescribed under Shop and Establishment Act of various local authorities
- c. General Laws.

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 as applicable:

- a. Secretarial Standards with regard to Meeting of Board of Directors (SS1) and General Meetings (SS2) issued by The Institute of Company Secretaries of India.
- b. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Company is a Main Board listed Company. (Listed on the Bombay Stock Exchange of India Limited).

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

I further report that –

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Changes in the composition of the Board of Directors that took place during the period under review is mentioned below.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

There are adequate systems and processors in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

ALPI NEHRA & ASSOCIATES
PRACTISING COMPANY SECRETARY



Alpi Nehra

Alpi Nehra & Associates

Practising Company Secretaries

M. No. - ACS 38011

CP No. - 14202

UDIN: A038011F000967491

Date: 13.08.2024

Place: Mumbai

ALPI NEHRA & ASSOCIATES
PRACTISING COMPANY SECRETARY

ANNEXURE - I

To,
The Members,
ANUROOP PACKAGING LIMITED
CIN: L25202MH1995PLC093625

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.



Alpi Nehra
Alpi Nehra & Associates
Practising Company Secretaries
M. No. - ACS 38011
CP No. - 14202
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Date: 13.08.2024
Place: Mumbai

ALPI NEHRA & ASSOCIATES
PRACTISING COMPANY SECRETARY

ANNEXURE - I

MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[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,
SARA SOLUTIONS LIMITED
CIN: U74110MH2012PLC238015
Reg Office: Unit 337 Ijmima Co-Op Soc,
Raheja Metroplex Link Rd,
Malad (West) - 400064

Dear Sir/Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sara Solutions 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 March 31, 2024, ('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 March 31, 2024 according to the provisions, WHEREVER APPLICABLE 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 thereunder; **(The Company is an unlisted public company and wholly-owned subsidiary of a listed company).**
- iii. The Depositories Act, 2018 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 and External Commercial Borrowings;

The provisions of FEMA and Rules are not applicable since there are no Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings by the Company during the period under review.

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PRACTISING COMPANY SECRETARY

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the **extent applicable (The Company is an unlisted public Company and wholly-owned subsidiary of a listed Company):**
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable to the Company as there was no reportable event during the financial year under review;**
 - 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;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable to 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; **Not applicable to the Company as there was no reportable event during the financial year under review;**
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable as the Company has not delisted /proposed to delist any of its securities during the financial year under review;**
 - 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. 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.;
 - b. Acts as prescribed under Shop and Establishment Act of various local authorities
 - c. General Laws.

ALPI NEHRA & ASSOCIATES
PRACTISING COMPANY SECRETARY

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 to the extent applicable:

- a. Secretarial Standards with regard to Meeting of Board of Directors (SS1) and General Meetings (SS2) issued by The Institute of Company Secretaries of India.
- b. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Company is an unlisted public Company and wholly-owned subsidiary of a listed Company

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

I further report that –

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Changes in the composition of the Board of Directors that took place during the period under review is mentioned below.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

There are adequate systems and processors in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

During the audit period, there were certain specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having a bearing on the Company's affairs and brief details of these events are as follows:

1. The Board of Directors at its meeting held on December 18, 2023 have inter alia approved following:

- a) Change in the Registered office of the Company from Shop No. 607 Ijmima Complex, Raheja Metroplex Link Road, Near Mind Space Complex, Malad West, Mumbai-400064 to Unit.337 Ijmima Co-Op Society, Raheja Metroplex, Link Road, Malad West, B/H Goregaon Sports Club, Mumbai-400064.
- b) Resignation of Mr. Saurabh Dinesh Ganediwal from Directorship from the office as independent director of the Company with effect from close of business hours as on December 14, 2023.
- c) To appoint Mr. Jasmine Dixit (DIN: 10429369) as an Additional Director (Non-Executive & Non-Independent) on the Board of the Company w.e.f. December 18, 2023.

**ALPI NEHRA & ASSOCIATES
PRACTISING COMPANY SECRETARY**

2. The Board of Directors at its meeting held on December 22, 2023 have inter alia approved following, subject to the approval of Shareholders in the General meeting:

- a) Approval for Increase in Authorized Share Capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crore) to Rs. 11,00,00,000 (Rupees Eleven Crore).
- b) Approval for Issuance of Bonus Shares and allotment thereof of 58,72,560 Equity Shares at face value of Rs. 10/ to the existing Shareholders of the Company.
- c) Approval of Appointment of Mr. Jasmine Dixit (DIN: 10429369) as a Non-Executive Independent on the Board of the Company.
- d) Approval of Appointment of Mr. Harsh Dharod (DIN: 08646554) as a Non-Executive Independent on the Board of the Company.

3. The Board of Directors at its meeting held on December 22, 2023 have inter alia approved the appointment of Mrs. Vruti Choksi (Membership No. 65896) an Associate Member of the Institute of Company Secretaries of India as a Whole-Time Secretary of the Company.



Alpi Nehra

Alpi Nehra & Associates
Practising Company Secretaries

M. No. - ACS 38011

CP No. - 14202

UDIN: A038011F000967808

Date: 13.08.2024

Place: Mumbai

**ALPI NEHRA & ASSOCIATES
PRACTISING COMPANY SECRETARY**

ANNEXURE - I

**To,
The Members,
SARA SOLUTIONS LIMITED
CIN: U74110MH2012PLC238015**

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.



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