

**ALPI NEHRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARY**

To,

The Shareholders,  
**Anuroop Packaging Limited**  
Ambiste (Bk) Post Khani Tal  
Wada, Thane, Thane,  
Maharashtra, India, 421303

**Sub:** Certificate under Regulation 163(2) of the SEBI (ICDR) Regulation 2018.

Pursuant to the requirements of sub-Regulation 2 of Regulation 163 of part III of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 as amended ('ICDR Regulation'), it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue share of securities is in accordance with the requirements of the ICDR Regulation as applicable to the preferential issue of securities. Accordingly, our scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

In respect of propose issuance of 6,46,875 (Six Lakhs Forty Six Thousand Eight Hundred and Seventy-Five) Equity shares of the face value of Rs. 10/- each fully paid up for cash, at an issue price of Rs. 32 /- (Rupees Thirty-Two only) per equity share (which includes a premium of Rs. 22/- per equity share), aggregating up to Rs. 2,07,00,000 /- (Rupees Two Crores Seven Lakhs only) and issuance of up to 46,25,030 Fully Convertible Warrants ("Warrants") each convertible into 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each ("the Equity Shares"), to the Promoter, Promoter Group & Non-Promoter group, on preferential basis of Anuroop Packaging Limited (CIN: L25202MH1995PLC093625) (hereinafter referred to as the "issuer") having its registered office at Ambiste (Bk) Post Khani Tal Wada, Thane, Thane, Maharashtra, India, 421303 in terms of Notice of convening the Annual General Meeting of the Company (hereinafter referred to as the "AGM Notice"), Alpi Nehra and Associates Practicing Company Secretary, have verified the relevant records and documents of the Issuer and state that:

In respect of Agenda Item No. 4 and 5 of the AGM Notice that is issue of equity shares to Certain Identified Non-Promoters on preferential basis and issue of Convertible Warrants to the Promoter, Promoter Group & Non-Promoter group, on preferential basis of Anuroop Packaging limited based on information, explanations and representations provided by the Company, we certified that the proposed preferential issue has been made in accordance with the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018 and amendments thereof.

**ALPI NEHRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARY**

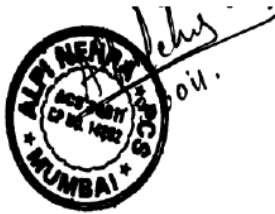
**Management's Responsibility for the statement**

The Management is responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:

- i. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
  
- ii. Determination of the minimum price of equity shares is accordance with Regulation 164 of the SEBI (ICDR) Regulation's 2018.
  
- iii. Compliance with requirements of the other SEBI (ICDR) Regulations.

For and on Behalf  
Alpi Nehra & Associates  
Practicing Company Secretary

Date: 14.08.2024  
Place: Mumbai



Alpi Nehra  
Membership no :38011 CP NO-14202  
Peer Review Certificate No.3940/2023  
UDIN: A038011F000967665