

NEAPS/BSE ONLINE

27th May, 2024

**The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring
Rotunda, Dalal Street,
Mumbai – 400001
(BSE Scrip Code: 500187)**

**Listing Department
National Stock Exchange of India Limited
Plot No. C/1, Block-G
Exchange Plaza, 5th Floor,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
(NSE Symbol: AGI)**

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2024

Please find enclosed Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2024 issued by M/s. DMK Associates, Company Secretaries dated 2nd May, 2024 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your reference and record.

We believe you will find the same in order.

Thanking you,

For **AGI Greenpac Limited**

(Ompal)
Company Secretary

Name: Ompal
Address: 301-302, 3rd Floor, Park Centra, Sector-30, Gurugram-122001
Membership No.: A30926

AGI Greenpac Ltd (formerly known as HSIL Ltd.)

Corporate Office: 301-302, 3rd Floor, Park Centra, Sector-30, NH 8, Gurugram, Haryana-122 001, India. T. +91 124 477 9200

Registered Office: 2, Red Cross Place, Kolkata-700001, West Bengal, India. T. +91 33-22487407/5668 hsilinvestors@hsilgroup.com | www.agigreenpac.com

CIN: L51433WB1960PLC024539

AGI glaspac Office: Glass Factory Road, Off Motinagar, Borabanda, Hyderabad-500018, India. T: + (91) 40-2383 1771(5lines), M: agi@agi-glaspac.com

AGI Plastek Office: AGI glaspac Premises, Glass Factory Road, Off Motinagar, Borabanda, Hyderabad-500018, India. T: +91 40-2383 1771(5lines), M: sales@gpoly.in

AGI CloZures Office: Sy.No.208 to 218, Sitarampur, Isnapur, Patancheru, Telangana- 502307, India. T: +91-8455-225511, M: info@agiclozures.com

**SECRETARIAL COMPLIANCE REPORT OF
AGI GREENPAC LIMITED
FOR THE YEAR ENDED 31 MARCH 2024**

(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We have examined:

- (a) all the documents and records made available to us and explanation provided by **AGI GREENPAC LIMITED** (“the listed entity”) (CIN L51433WB1960PLC024539) (hereinafter referred to as the “Company”) having its registered office at 2, Red Cross Place, Kolkata, WB-700001
- (b) the filings/submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31 March, 2024 (Review Period) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date (herein after referred as “SEBI LODR”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Audit Period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended till date;



- (d) Securities and Exchange Board of India(Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; as amended till date; (**Not applicable to the Company during the Audit Period**)
- (g) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable to the Company during the Audit Period**);
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended till date; and
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified in **Annexure A.**
- (b) The Company has taken the following actions to comply with the observations made in previous reports : (**Not Applicable, as there was no observation in the previous secretarial compliance report of the Company**)

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

S. No.	Particulars	Compliance Status (Yes / No/ NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of	YES	None



	Standards (SS) issued by the Institute of Company Secretaries India (ICSI)		
2.	<u>Adoption and timely updation of the Policies:</u>		
	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars guidelines issued by SEBI	YES	None
	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	YES	None
3.	Maintenance and disclosures on Website:		
	• The Listed entity is maintaining a functional website	YES	None
	• Timely dissemination of the documents/ information under a separate section on the website	YES	None
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	YES	None
4.	Disqualification of Director None of the Director of the Company are disqualified under Section 164 of the Companies Act, 2013	YES	None
5.	To examine details related to Subsidiaries of listed entities		
	• Identification of material subsidiary companies	NA	The Company has no material subsidiary.



10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	None
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any</p> <p>No Actions taken against the listed entity/ its promoters / directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	YES	<p><i>SEBI has issued an Adjudication Order no. ORDER/BM/RK/2024-25/30315 dated April 30, 2024 ("Order"), under Section 15- I of the SEBI Act, 1992, read with Rule 5 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 against the Company, imposing a penalty INR 5,00,000/- (Indian Rupees Five Lakhs only) for violation of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").</i></p> <p><i>However, the Company is evaluating the Order in detail, in consultation with their legal advisors.</i></p>
12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the</p>	Nil	The statutory auditors have not resigned during the review period.



	LODR Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

Date : 02.05.2024
Place : New Delhi
UDIN :F005480F000291031



Monika

**For DMK Associates
Company Secretaries**

(MONIKA KOHLI)
B. Com (H), FCS, LL.B. I.P.
PARTNER
FCS 5480, C P 4936
Peer Review No. 779/2020

Annexure A

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action i.e Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.	Details of Violation	Fine Amount	Observation s/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 4(1)(c), (d), (e) and (h) and Regulation 30(7) of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations").	SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations").	Non-disclose of material developments with respect to disclosures made by the Company dated October 31, 2022 and March 16, 2023 under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations")	SEBI	SEBI -has issued an Adjudication Order no. ORDER/BM/RK/2024-25/30315 dated April 30, 2024 ("Order"), under Section 15-1 of the SEBI Act, 1992, read with Rule 5 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995	SEBI has observed the following violations by the Company: (a) Regulation 4(1)(c), (d), (e) and (h) of the LODR Regulations violated by having failed to provide accurate, adequate and explicit disclosure resulting in misrepresentation to the stock exchanges by not disclosing the information regarding approval of the Competition Commission of India ("CCI") in its disclosure dated March 16, 2023. (b) Regulation 30(7) of LODR Regulations read with Regulation 4(1)(e) and (h) of the LODR Regulations violated by having failed to disclose the following material developments with respect to disclosures made by the Company dated October 31, 2022 and March 16, 2023. • Submission of modifications to Application filed with CCI. • Show cause notice issued by CCI to the Company. • Litigation related to the aforementioned CCI Order approving the proposed combination of the Company and HNGIL. 2. Under the Order, SEBI has specifically observed that the material available on record does not quantify any disproportionate gains or unfair advantage, if any, made by the Company, and the losses, if any, suffered by the investors due to such violations on the part of the Company, nor has it been alleged by SEBI.	Rs. 5,00,000/-	None	The Company is evaluating the Order in detail, in consultation with their legal advisors	-

